



AfroCentric
GROUP

Healthier Together

FOR THE YEAR ENDED 31 DECEMBER

2025

**ANNUAL FINANCIAL
STATEMENTS**



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Preparation of the Annual Financial Statements

The Group Annual Financial Statements of AfroCentric Investment Corporation Limited (**AfroCentric/the Group**) for the year ended 31 December 2025 were prepared by Bongiwane Ncube CA(SA), General Manager: Group Finance, AfroCentric Investment Corporation Limited and were reviewed by Thato Moloele CA(SA), Group Chief Financial Officer of AfroCentric Investment Corporation Limited.

Company information

Registration number

1988/000570/06

Registered address

37 Conrad Road
Florida North
Roodepoort
1709

Postal address

PO Box 1101
Florida Glen
Roodepoort
1708

External Auditor

KPMG Inc.
Johannesburg

Group Company Secretary

Lebohang Mpumlwana
Tel: +27 11 671 4725

Directors' Responsibilities and Approval

for the year ended 31 December 2025

The directors are responsible for the preparation, integrity and fair presentation of the Financial Statements of the Group as presented on pages 21 to 131. The Financial Statements for the year ended 31 December 2025 have been prepared in accordance with IFRS® Accounting Standards, the Financial Pronouncements as issued by the Financial Reporting Standards Council and SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, JSE Listing Requirements and the South African Companies Act; and include amounts based on judgements and estimates made by management.

The directors are also responsible for the Group's system of internal financial controls. The directors' responsibility includes designing, implementing and maintaining internal financial controls relevant to the preparation and fair presentation of these annual financial statements that are free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances.

Based on the results of the internal financial controls conducted by the internal audit function during the year ended 31 December 2025 and considering the information and explanations provided by management and discussions with the external auditor on the results of the audit, and assessed by the Audit and Risk Committee, the directors are satisfied that internal financial controls were effective for the year under review.

The going concern basis (Note 33) has been adopted in preparing the Financial Statements. The directors have no reason to believe that the Group will not be a going concern in the foreseeable future based on review of forecasts and budgets and available cash resources. The Annual Financial Statements support the viability of the Company and the Group. Furthermore, the Group has adequate cash resources which are in excess of the Group's funding requirements for the foreseeable future.

The financial statements have been audited by the independent auditing firm, KPMG Inc., who have been given unrestricted access to all financial records and related data, including minutes of all meetings of the shareholders, the Board of Directors (**the Board**) and committees of the Board. The directors believe that all representations made to the independent auditor during the audit were valid and appropriate.

The audit opinion of KPMG Inc. appears on pages 14 to 20.

The Board acknowledges its responsibility to ensure the integrity of the Annual Financial Statements. The directors confirm that they have collectively reviewed the content of this report and believe it addresses material issues and is a fair presentation of the performance of the Group.

The Annual Financial Statements have been approved by the Board on 2 March 2026 and signed on 3 March 2026 on its behalf by:



Prof Anna Mokgokong
Chairman



Thato Molele
Group Chief Financial Officer



Gerald van Wyk
Group Chief Executive Officer

Declaration by Group Company Secretary

In terms of section 88(2)(e) of the Companies Act, I declare that to the best of my knowledge and belief, the Company has lodged with the Registrar of Companies all such returns as are required of a public company in terms of the Companies Act and that all such returns are true, correct and up to date.



Lebohang Mpumlwana
Group Company Secretary

3 March 2026

Chief Executive Officer and Chief Financial Officer Responsibility Statement

for the year ended 31 December 2025

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

- (a) the Annual Financial Statements set out on pages 21 to 131 fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS;
- (b) to the best of our knowledge and belief, no facts have been omitted or untrue statements made that would make the Annual Financial Statements false or misleading;
- (c) internal financial controls have been put in place to ensure that material information relating to the issuer and its consolidated subsidiaries have been provided to effectively prepare the financial statements of the issuer;
- (d) the internal financial controls are adequate and effective and can be relied upon in compiling the annual financial statements, and we have fulfilled our role and function as executive directors with primary responsibility for implementation and execution of controls;
- (e) where we are not satisfied, we have disclosed to the audit committee and the auditors any deficiencies in design and operational effectiveness of the internal financial controls and taken steps to remedy the deficiencies; and
- (f) we are not aware of any fraud involving directors.



Gerald van Wyk
Group Chief Executive Officer

3 March 2026



Thato Moloele
Group Chief Financial Officer

3 March 2026

Audit and Risk Committee Report

for the year ended 31 December 2025

Duties and responsibilities

The Audit and Risk Committee is satisfied that it has executed its role and responsibilities in accordance with the requirements of the Companies Act, the JSE Listings Requirements and the recommendations of the King Report on Corporate Governance™ for South Africa, 2016 (**King IV**) as well as the responsibilities assigned to it as set out in the Audit and Risk Committee Charter which have been approved by the Board. The King Report on Corporate Governance™ for South Africa, 2025 (**King V**), which supersedes King IV, was published on 31 October 2025. The Audit and Risk Committee has taken note of King V and will ensure its compliance therewith in respect of the year ended 31 December 2026. The Board is satisfied that the Audit and Risk Committee has complied with these terms, and with its legal and regulatory responsibilities as set out in the Companies Act, King IV and the JSE Listings Requirements.

The primary role of the Audit and Risk Committee is to ensure the integrity of the Group's financial reporting and the audit processes, and that a sound risk management and internal control system is maintained. In pursuing these objectives, the Audit and Risk Committee oversees relations with the external auditors and reviews the effectiveness of the internal audit function.

Members of the audit and risk committee

The Audit and Risk Committee members were appointed at the Annual General Meeting "AGM" of the Company on 12 May 2025.

The members during the year ended 31 December 2025 were José Bruno Fernandes (**Chairperson**), Alice Marie le Roux, and Karabo Morule.

The Audit and Risk Committee members executed their mandate independent of executive management during the year under review. The Group Chief Executive Officer (**CEO**), Group Chief Financial Officer (**CFO**), Chief Risk Officer (**CRO**) and Medscheme Chief Executive Officer attended meetings by invitation. Additionally, the Chief Audit Executive (**CAE**) and external audit function are invited to attend meetings and to report to the Audit and Risk Committee on progress against their respective audit plans, emerging and significant findings, strategic improvements to governance, risk management and internal controls.

Member	Date of Appointment	Qualifications
José Bruno Fernandes	15 November 2018	BCom, BAcc (CTA), BCom Hons (InvM), CA (SA)
Alice Marie le Roux	25 May 2020	BAcc, BCompt (Hons), CA (SA) & RA
Karabo Morule	31 December 2024	BBusSc. Actuarial Science, and Finance, AMP, Fellow of IFOA and ASSA, PGradDip Actuarial Science

The Board is satisfied that the members of the Audit and Risk Committee have the requisite knowledge and experience as set out in section 94(5) of the Companies Act and Regulation 42 of the Companies Regulations 2011 to equip the committee to perform its functions.

Shareholders will be requested to approve the appointment of the members of the Audit and Risk Committee at the AGM scheduled for 11 May 2026.

Attendance of meetings

The attendance of Audit and Risk Committee members at its meetings during the year ended 31 December 2025 was as follows:

Member	Attendance
José Bruno Fernandes	8/8 (100%)
Alice Marie le Roux	8/8 (100%)
Karabo Morule	8/8 (100%)

The Audit and Risk Committee performs the duties set out in section 94(7) of the Companies Act, holding sufficient scheduled meetings to discharge its duties, subject to a minimum of four meetings per year. Additional ad-hoc meetings are held as and when required. During the year, eight committee meetings were held, of which four were ad-hoc meetings required; unrestricted access was granted to the external auditors.

Audit and Risk Committee Report *continued*

for the year ended 31 December 2025

Responsibilities

The Audit and Risk Committee is guided by the Audit and Risk Charter and any amendments thereto are approved by the Board. The Audit and Risk Committee Charter incorporates the specific responsibilities outlined in the Companies Act, King IV and the JSE Listings Requirements. A separate internal Finance and Risk Committee has been established for the Group's Pharma-Cluster which meets on a quarterly basis and reports back into the Group Audit and Risk Committee.

It is the duty of the Audit and Risk Committee to undertake, *inter alia*, the following:

- Approve the audit strategy and recommend the audit fee for approval;
- Review the nature of and approve the fees for non-audit services;
- Assess the effectiveness of the CAE and the work and processes of the internal audit function;
- Satisfy itself with the appropriateness of the expertise and experience of the CFO;
- Review and approve the interim and year-end results and announcements, and recommend them to the Board for approval;
- Review and approve the Consolidated and Separate Audited Annual Financial Statements, the integrated annual report, and all other widely distributed financial documents and announcements, and recommend these to the Board for approval;
- Review and approve all major accounting policy decisions;
- Review and approve the risk register and the risk appetite statement;
- Review and confirm the updated authority levels;
- Review of going concern assessments performed by management;
- Review of solvency and liquidity calculations where applicable;
- Assess the Group's position on contingent liabilities and other claims at financial year end; and
- Review policies and procedures for, amongst other things, preventing and detecting fraud.

Execution of Audit and Risk Committee Charter

The Audit and Risk Committee discharged all responsibilities and functions delegated to it in terms of the Audit and Risk Committee Charter, the Companies Act, King IV and the JSE Listings Requirements.

During the current year, the Audit and Risk Committee:

In respect of the external auditors:

- Considered and satisfied itself that the external audit firm and its engagement partner are independent;
- Considered and satisfied itself with respect to the Auditor Suitability Review required by the JSE Listings Requirements;
- Agreed to the terms of engagement, in consultation with executive management;
- Approved the fees paid to the external auditor for the year ended 31 December 2025;
- Considered and recommended the audit plan and budgeted audit fee to the Board for approval;
- The Audit and Risk Committee chairperson held separate meetings with the external auditors prior to Audit and Risk Committee meetings.

In respect of financial reporting:

- Reviewed the current performance and future requirements for the financial management of the Group and concluded that the current finance team has the appropriate skills and expertise required to fulfil the finance function;
- Considered and satisfied itself with the appropriateness and experience of the CFO as required by the JSE Listings Requirements;
- Reviewed the audited Consolidated and Separate Annual Financial Statements and Group Interim Financial Statements;
- Ensured that appropriate financial reporting procedures exist and are effective;
- Reviewed the appropriateness of any amendments to accounting policies and internal financial controls; and
- Reviewed the integrated reporting process.

The Audit and Risk Committee has assessed the Group's accounting policies and the Consolidated and Separate Financial Statements for the year ended 31 December 2025 and is satisfied that they comply in all material aspects with IFRS[®] Accounting Standards, the requirements of the Companies Act and the JSE Listings Requirements.

The Audit and Risk Committee recommended the Group Consolidated Annual Financial Statements and Group Interim Financial Statements for approval by the Board.

Audit and Risk Committee Report *continued*

for the year ended 31 December 2025

In respect of the internal audit:

- Approved the internal audit plan for the year;
- Monitored and provided oversight of the internal audit function; and
- The Audit and Risk Committee chairperson held separate meetings with the CAE prior to Audit and Risk Committee meetings.

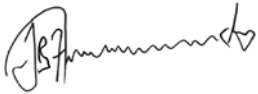
AfroCentric Group has established and maintains internal controls and procedures, which are reviewed on a regular basis by internal audit, which then reports to the Audit and Risk Committee in order to manage the risk of business failures and to provide reasonable assurance against such failures. However, this is not a guarantee that such risks are eliminated.

In respect of Information Technology governance:

- Monitored the Group's technology governance framework and processes including that of system stability and information security;
- Reviewed and monitored the outcome of penetration tests conducted and mitigation of cybersecurity risks; and
- Monitored the Information and communication technology (**ICT**) risk management and compliance universe.

Combined assurance

The Audit and Risk Committee is of the view that the framework in place for combined assurance is adequate and is achieving the objective of an effective integrated approach, across the disciplines of risk management, compliance, and audit.



José Bruno Fernandes

Chairperson of the Audit & Risk Committee

3 March 2026

Directors' Report

for the year ended 31 December 2025

The directors have pleasure in presenting their report on the Consolidated and Separate Financial Statements of AfroCentric for the year ended 31 December 2025.

Nature of business

AfroCentric is a JSE-listed investment holding company which operates in and provides specialised services to the public and private healthcare sectors, making quality healthcare more accessible and affordable to members and beneficiaries in both sectors. The principal objective of the Group is to ensure the delivery of efficient health management services and the distribution of quality products – all at a manageable and affordable cost for the benefit of our stakeholders.

The Consolidated and Separate Annual Financial Statements for the year ended 31 December 2025, comprise AfroCentric and its subsidiaries (**i.e. the Group**), and the Group's investments in associate companies and joint venture.

AfroCentric shared value

The Group's operating subsidiaries continue to provide value-added complementary services to its traditional medical scheme clients as part of the Group's strategy. Through this, the Group continues to preserve stakeholder value and provide solutions to healthcare client needs. This has further enabled us to understand both our clients and competitor environment, and we can confirm that the Group is geared towards being sustainable into the future.

Our strategy is to optimise our Group's products and services in order to offer organisations and medical aid scheme members a seamless healthcare service. As part of our growth strategy, the Group contributes to South Africa's sustainable health and welfare by investing in healthcare-related businesses that grow and diversify its revenue sources. We remain passionate about promoting access to care and supporting meaningful progress in the universal healthcare journey.

With Sanlam Life Insurance Limited owning 59% of AfroCentric, our joint goals include sharing assets and capabilities and developing a complete and integrated client value proposition for retail and corporate clients.

The long-term of our collaboration with Sanlam include, *inter alia*:

- Improving client experiences by offering a complete product value proposition ranging from health to wealth, and insurance protection;
- A new holistic corporate wellness model that partners with client schemes as well as Sanlam Corporate Services;
- Growth and retention in client scheme membership; and
- Growth and retention in Gap and Primary Health Insurance (**PHI**) books.

Financial results

The comparative periods are not comparable due to 31 December 2024 covering only six months whilst 31 December 2025 reflects a twelve month period.

Group consolidated total income from continuing operations for the year ended 31 December 2025 is R7 363 million (December 2024: R3 852 million).

The Group headline earnings for the year ended 31 December 2025 is R163 million (December 2024: R32 million).

Loss before tax from continuing operations for the year ended 31 December 2025 is R532 million (December 2024: profit of R225 million).

Loss for the year ended 31 December 2025 from continuing operations is R646 million (December 2024: profit of R168 million).

Business acquisitions and disposals

The Group completed various disposals and acquisitions throughout the current year with the details thereof being included in Note 38 and 40 respectively.

Going concern

The Group Financial Statements have been prepared on a going concern basis. The Board performed a review of the Group's ability to continue as a going concern in the foreseeable future and therefore, based on this review and other factors as detailed on Note 33, considers the preparation of the Financial Statements on this basis to be appropriate.

Dividends

The Group did not declare a dividend for the year ended 31 December 2025 (December 2024: 6 cents per share).

Directors' Report *continued*

for the year ended 31 December 2025

Share capital

The Company's issued share capital decreased to 840 684 592 ordinary shares for the year ended 31 December 2025 due to the delisting of 403 649 ordinary shares that were repurchased during the prior year. As per section 38 of the Companies Act, the Board may resolve to issue shares of the Company at any time, but only within the classes, and to the extent that the shares have been authorised by or in terms of the Company's Memorandum of Incorporation.

The directors are authorised, by resolution of the shareholders and until the forthcoming Annual General Meeting (**AGM**), to issue the unissued shares in accordance with the limitation set by AGM resolutions.

Share repurchases

During the year ended 31 December 2025, there were no share repurchases.

Audit and risk committee

The information relating to the Audit and Risk Committee is set out on pages 4 to 6.

Directors

The table below sets out the directors of AfroCentric for the year ended 31 December 2025.

Directors' name	Date of appointment	Designation
Prof ATM Mokgokong (Chairman)	10 June 2010	Non-executive
GN Van Wyk	1 August 2023	Executive Director
KT Moloele*	1 January 2025	Executive Director
JW Boonzaaier**	8 January 2015	Executive Director
JB Fernandes	23 November 2018	Lead Independent Non-executive
AM le Roux	25 May 2020	Independent Non-executive
CK Mokoena	1 October 2025	Independent Non-executive
K Morule	31 December 2024	Independent Non-executive
MK Dippenaar	12 June 2023	Non-executive
PB Hanratty	12 June 2023	Non-executive
MJ Madungandaba	10 June 2010	Non-executive
KN Mkhize	20 June 2022	Non-executive
Dr ND Munisi	7 December 2015	Non-executive

* *KT Moloele was appointed as Chief Financial Officer (CFO) designate and Executive Director effective from 1 January 2025 and took office as CFO effective from 1 February 2025.*

** *Resigned effective 31 January 2025.*

During the year ended 31 December 2025, no material contracts in which directors have an interest were entered into which significantly impacted the business of the Company, other than those disclosed in Note 30 of the Financial Statements.

Directors' Report *continued*

for the year ended 31 December 2025

Directors' ordinary shareholdings as at 31 December 2025

Director	Direct beneficial	Indirect beneficial	Total	%
Prof ATM Mokgokong (Chairman)	-	33 344 402	33 344 402	3.96
MJ Madungandaba	-	41 509 017	41 509 017	4.94
Dr ND Munisi	7 000	37 124 619	37 131 619	4.41
AM le Roux	17 924	-	17 924	0.00
	24 924	111 978 038	112 002 962	13.31

There were no changes in the directors' interests between the end of the reporting period and date of approval of annual financial statements.

Directors' ordinary shareholdings as at 31 December 2024

Director	Direct beneficial	Indirect beneficial	Total	%
Prof ATM Mokgokong (Chairman)	-	33 344 402	33 344 402	3.96
MJ Madungandaba	-	41 509 017	41 509 017	4.94
JW Boonzaaier	739	-	739	0.00
Dr ND Munisi	7 000	37 124 619	37 131 619	4.41
AM le Roux	17 924	-	17 924	0.00
	25 663	111 978 038	112 003 701	13.31

There were no changes in the directors' interests between the end of the reporting period and date of approval of annual financial statements.

Directors' remuneration

Remuneration of Executive and Non-executive Directors

Details of the remuneration are set out in Note 21 of the Financial Statements.

Remuneration of Non-executive Directors and Board Committee members

Non-executive Directors received the following total remuneration in the year under review:

Director	Fees R'000
Prof ATM Mokgokong (Chairman)	2 039
JB Fernandes	1 438
AM le Roux	896
CK Mokoena	150
K Morule	738
MK Dippenaar	495
PB Hanratty*	-
MJ Madungandaba	978
KN Mkhize*	-
Dr ND Munisi	657

* Sanlam Group executive directors do not get remunerated for their services as directors on the AfroCentric board of directors.

The remuneration highlighted above reflects director's total remuneration received from directorships held at Group and across various subsidiaries within the Group.

Directors' Report *continued*

for the year ended 31 December 2025

Remuneration of the five highest paid subsidiary executives for the year ended 31 December 2025 who are not directors of AfroCentric Investment Corporation Limited

Employee	Annual cost to company and incentives R'000
D Carolus*	6 236
AD Schwulst	5 717
AA Mahmood	5 073
FV Nompumza	5 062
MS Bray	4 303

* The annual cost to company is inclusive of a once-off retention bonus for 36 months which has applicable clawback conditions.

Remuneration of the five highest paid subsidiary executives for the period six months ended 31 December 2024 who are not directors of AfroCentric Investment Corporation Limited

Employee	Six months cost to company and incentives R'000
AD Schwulst	4 093
AA Mahmood	3 346
H Nhlapo	2 882
D Carolus	2 879
P Leroy	2 868

Litigation statement

In terms of the JSE Listings Requirements, the directors note that they are not aware of any legal or arbitration proceedings that are pending or threatened, that may have or have had in the recent past, being at least the previous twelve months, a material effect on the Group's financial position, apart from the matters per Note 29 of the Financial Statements.

Borrowing powers

In terms of the Memorandum of Incorporation, the borrowing powers of the Company are unlimited. The Company has no restrictive funding arrangements.

Insurance

The Group protects itself and the directors against criminal and civil liability by maintaining a comprehensive insurance policy and ensuring that professional indemnity is in place.

Compliance

For the year ended 31 December 2025 the Group has no events or actions that have led to the Group being non-compliant with the required laws and regulations relevant to the individual business units except for the following:

- Late filing of annual returns to Companies and Intellectual Property Commission (**CIPC**) for certain subsidiaries arising from the late finalisation of the audits and annual financial statements for the year ended 31 December 2024.
- Late filing of the annual financial statements of Essential Medical Proprietary Limited with the Financial Sector Conduct Authority (**FSCA**) due to the delayed finalisation of the 30 June 2024 and 31 December 2024 annual financial statements.
- Activo Healthcare Assets Proprietary Limited is non-compliant with the South African Revenue Services (**SARS**) due to outstanding income tax returns.
- AfroCentric holding 100% of the shareholding in both Pharmacy Direct Proprietary Limited, a community pharmacy, and Activo Health Proprietary Limited, a manufacturing pharmacy, is in contravention of section 22A of the Pharmacy Act, read together with Regulation 6(d) of the Regulations Relating to the Ownership and Licensing of Pharmacies. This contravention will be addressed by the finalisation of the disposal of Activo Health Proprietary Limited (and indirectly its wholly owned subsidiaries Activo Healthcare Assets Proprietary Limited and Forrester Pharma Proprietary Limited (Note 37.1)).

External auditor

KPMG Inc. served as external auditor of the Group for the year ended 31 December 2025. The audit was conducted under the leadership of Zola Beseti, who is the audit partner responsible for the Group audit.



■ Joint Venture
 * Associate companies
 # Dormant companies

Shareholders' Analysis

for the year ended 31 December 2025

Ordinary shareholders

Shareholder spread	Number of shareholders	% of total shareholders	Number of shares	% of shares in issue
1 – 1 000 shares	6 860	77.24	508 471	0.06
1 001 – 10 000 shares	1 371	15.44	6 171 780	0.73
10 001 – 100 000 shares	569	6.41	14 880 691	1.77
100 001 – 1 000 000 shares	52	0.59	15 391 653	1.83
1 000 001 – shares and over	29	0.32	803 731 997	95.61
Total	8 881	100.00	840 684 592	100.00

Distribution of shareholders	Number of shareholders	% of total shareholders	Number of shares	% of shares in issue
Banks/Brokers	19	0.21	30 625 005	3.64
Close Corporations	5	0.06	285 953	0.03
Empowerment Trust	1	0.01	1 000 000	0.12
Endowment Funds	3	0.03	181 946	0.02
Individuals	8 659	97.50	44 216 498	5.26
Insurance Companies	1	0.01	48 170	0.01
Investment Company	1	0.01	62 912 483	7.48
Mutual Funds	12	0.14	11 412 613	1.36
Other Corporations	7	0.08	14 003	0.00
Private Companies	63	0.71	157 549 043	18.74
Public Companies	2	0.02	1 002	0.00
Retirement Funds	2	0.02	69 891	0.01
Sovereign Wealth Fund	1	0.01	8 840 016	1.05
Strategic Investor	1	0.01	494 431 629	58.81
Treasury Shares	5	0.06	22 055 647	2.62
Trusts	99	1.12	7 040 693	0.85
Total	8 881	100.00	840 684 592	100.00

Public/non-public shareholder spread	Number of shareholders	% of total shareholders	Number of shares	% of shares in issue
31 December 2025				
Non-public shareholders	13	0.15	629 490 238	74.88
Directors and associates of the Company	6	0.07	112 002 962	13.33
Treasury shares*	6	0.07	23 055 647	2.74
Strategic holder (more than 10%)	1	0.01	494 431 629	58.81
Public shareholders	8 868	99.85	211 194 354	25.12
Total	8 881	100.00	840 684 592	100.00

* The treasury shares decreased due to 403 649 shares delisted effective 14 March 2025.

Shareholders' Analysis *continued*

for the year ended 31 December 2025

Public/non-public shareholder spread	Number of shareholders	% of total shareholders	Number of shares	% of shares in issue
31 December 2024				
Non-public shareholders	15	0.17	631 086 109	75.03
Directors and associates of the Company	8	0.09	112 003 844	13.32
Treasury shares*	6	0.07	24 650 636	2.93
Strategic holder (more than 10%)	1	0.01	494 431 629	58.78
Public shareholders	8 689	99.83	210 002 132	24.97
Total	8 704	100.00	841 088 241	100.00

* The treasury shares include 403 649 shares that were repurchased at an average price of R2.67 in the current period in terms of the Board resolution passed on 1 November 2024. The shares are still in the process of being delisted or cancelled.

Major shareholders holding more than 5% of the issued share capital	Number of shares	% of total shares in issue
31 December 2025		
Sanlam Life Insurance Limited	494 431 629	58.81
Community Healthcare Holdings Proprietary Limited	74 098 672	8.81
ARC Financial Services Investments Proprietary Limited	62 912 483	7.48
Total	631 442 784	75.10

Major shareholders holding more than 5% of the issued share capital	Number of shares	% of total shares in issue
31 December 2024		
Sanlam Life Insurance Limited	494 431 629	58.78
Community Healthcare Holdings Proprietary Limited	74 098 672	8.81
ARC Financial Services Investments Proprietary Limited	62 912 483	7.48
Total	631 442 784	75.07

Top 10 institutional shareholders	Number of shares	% of total shares in issue
31 December 2025		
Sanlam Life Insurance Limited	494 431 629	58.81
Visio Capital Management Proprietary Limited	47 730 220	5.68
Definitive Capital Management Proprietary Limited	2 702 525	0.32
Pershing Securities Limited	1 608 114	0.19
Bank Julius Baer and Company Limited	665 019	0.08
Peresec Prime Brokers Proprietary Limited	573 196	0.07
Nedbank Private Wealth Limited	349 912	0.04
Barnard Jacobs Mellet Proprietary Limited	244 641	0.03
Investec Private Clients Limited	131 827	0.02
Melville Douglas Investment Management Proprietary Limited	120 000	0.01
Total	548 557 083	65.25

Independent Auditor's Report

To the shareholders of AfroCentric Investment Corporation Limited

Report on the audit of the consolidated and separate financial statements

Opinion

We have audited the Consolidated and Separate financial statements of AfroCentric Investment Corporation Limited (the **Group** and **Company**) set out on pages 21 to 131, which comprise the Consolidated and Separate Statements of Financial Position as at 31 December 2025, and the Consolidated and Separate Statements of Profit or Loss and Other Comprehensive Income, the Consolidated and Separate Statements of Changes in Equity and the Consolidated and Separate Statements of Cash Flows for the year then ended, Accounting Policies to the Consolidated and Separate Financial Statements and Notes to the Consolidated and Separate Financial Statements.

In our opinion, the Consolidated and Separate financial statements present fairly, in all material respects, the Consolidated and Separate financial position of AfroCentric Investment Corporation Limited as at 31 December 2025, and its Consolidated and Separate financial performance and Consolidated and Separate cash flows for the year then ended in accordance with IFRS[®] Accounting Standards as issued by the International Accounting Standards Board (**IFRS Accounting Standards**) and the South African Companies Act.

Basis for opinion

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

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

Final Materiality

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

Independent Auditor's Report *continued*

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

	Group	Company
Final Materiality	R9.5 million	R3 million
How we determined it	3.4% of Adjusted profit before tax from continuing operations (adjusted PBTCO)	1% of Total assets
Rationale for the materiality benchmark determined	<p>We chose adjusted PBTCO as the benchmark because, in our view, it is the benchmark against which the performance of the Group is most likely to be measured by users when evaluating a profit-orientated entity.</p> <p>We adjusted PBTCO by reversing the goodwill impairment in determining our final materiality as we regarded it as an item that does not represent the normal operations of the group.</p>	<p>We chose Total assets as the benchmark because, in our view, it is the benchmark against which the performance of the Company is most likely to be measured by users when evaluating an investment entity.</p> <p>We chose 1% which is consistent with quantitative materiality thresholds used for investment holding sector and is further based on our professional judgement after consideration of qualitative factors that impact the company.</p>

Group Audit Scope

We tailored the scope of our audit to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, considering the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

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

In total, we identified seven components at which further audit procedures were performed on the entire financial information of all the components, either because audit evidence needed to be obtained on all or a significant proportion of the component's financial information, or that component represents a pervasive risk of material misstatement to the consolidated financial statements. We involved component auditors in performing the audit work on five components.

In performing our risk assessment procedures, we have determined that there is less than a reasonable possibility of a material misstatement in the remaining financial information not subject to further audit procedures.

In addition, as required per ISA 600R, we provided overall oversight of the scoped-in components and reviewed the work of the component auditors to conclude on whether we have sufficient and appropriate audit evidence to support the group audit opinion.

Key audit matters

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

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

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

Independent Auditor's Report *continued*

Impairment of goodwill

Refer to the consolidated financial statements notes for more detail:

- Note 1(f)(i): Material accounting policies - goodwill
- Note 2(a): Material accounting estimates and assumptions - Impairment of goodwill;
- Note 7: Intangible assets; and
- Note 37: Assets and liabilities classified as Held for Sale.

Key audit matter	How the matter was addressed in our audit
<p>The Group's goodwill is R69,9 million as at 31 December 2025 after an impairment of goodwill of R810,9 million and R227,6 million in discontinued operation. Management determined the recoverable amount of the various cash-generating units ("CGUs") based on value-in-use calculation through the discounting of the best estimate of future cash flows attributable to the CGUs. In relation to the one CGU classified as Held for Sale at year end, the recoverable amount has been determined using fair value less cost to disposal.</p> <p>1. The key assumptions and significant judgements used by management in the calculation of the value-in-use for all CGU with the exception of the CGU held for sale - Activo and Activo Healthcare assets Group (Activo CGU) - were as follows:</p> <ul style="list-style-type: none">- The estimated revenues to be earned and costs incurred from the use of the CGUs;- The pre-tax discount rate that takes into account the yield on government bonds, Beta, risk adjustment factors and a market risk premium;- Forecast period over which those revenues and costs are projected; and- An average growth rate, based on past performance and management's expectations of future earnings. <p>2. For the goodwill relating to the CGU held for sale, management applied the following assumptions in determining the value:</p> <ul style="list-style-type: none">- The initial purchase consideration, per the Sale of Shares Agreement;- The estimated revenues and costs to be earned on the major customers of the CGU for the determination of the Earnout amount per the Sale of Shares Agreement;- The pre-tax discount rate that takes into account the yield on government bonds, Beta, risk adjustment factors and a market risk premium;- Forecast period;- An average growth rate, based on past performance and management's expectations of future earnings; and- The deferred consideration as noted in the Sale of Shares Agreement for the sale of the Activo CGU. <p>We therefore considered the impairment of goodwill assessment to be a matter of most significance to the current year audit due to the significant judgements in management's calculation of the value involved in the impairment assessment and the magnitude of the goodwill balance in the consolidated financial statements.</p>	<p>Our audit approach included the following audit procedures:</p> <ul style="list-style-type: none">- We performed our testing on all the CGUs that make up the goodwill amount in the Consolidated and Separate Statements of Financial Position. <p>1. For all CGUs with the exception of Activo CGU:</p> <ul style="list-style-type: none">- We involved our valuation specialists in assessing the valuation and assumptions applied by management in the value in use calculation for the purposes of goodwill impairment for the year ended 31 December 2025.- We agreed the inputs used in the model to the approved budgets.- Compared the projected cash flows, including the assumptions relating to revenue growth rates, against historical actual growth rates and actual performance to assess the reasonability of management's budgeting process and projections.- Assessed that the projected cash flows have been adjusted to take into account the impact of the loss of Bonitas contracts on the relevant CGUs.- Confirmed that the correct cash flows have been derived for the value in use calculation (e.g., if assessing goodwill within the CGU then free cash flow would be appropriate).- Assessed whether the terminal growth rate is reasonable. It is important to note that the terminal growth rate should not generally exceed the long-term average growth rate for the industry/country/countries in which the CGU operates.- Confirmed that the terminal year value has been correctly calculated per the principles of IAS 36.- Inspected that the cash flows have been correctly discounted to the valuation date.- Confirmed (through inquiry) whether cash flows are real or nominal and that the discount rate and terminal growth rate used are on a consistent basis.- Assessed that the discount rate used is reasonable by recalculating an independent discount rate using the principled of IAS 36. <p>Based on the procedures performed on the goodwill impairment assessment, we did not identify any matters requiring further consideration.</p> <p>2. For the Activo CGU, we performed the following procedures:</p> <ul style="list-style-type: none">- We involved our valuation specialist to perform a WACC assessment used in the discounted cash flow model to determine the earnout per the signed Sale of Shares Agreement, and its impact on the fair value less costs to disposal.- Assessed whether the assumptions and the inputs used in the cash flows to determine the earnout are reasonable and align to the historical performance of the CGU. We assessed the contract revenue and costs with the key customers to determine the cash flows.- Assessed whether the costs to sell are reasonable by taking into account what management has incurred as a result of the sale of the CGU.- Assessed the valuation method applied by management to determine if the value per CGU aligns with the measurement of the recoverable amount as per IAS 36 Impairment of assets (IAS 36).- Evaluated the completeness, accuracy and relevance of disclosures required by IAS 36, including disclosures about sensitivities and major sources of estimation uncertainty. <p>Based on the procedures performed on the goodwill impairment assessment for the Activo CGU, we did not identify any matters requiring further consideration.</p>

Independent Auditor's Report *continued*

Capitalisation of development costs relating to internally developed software and impairment assessment of internally developed software

Refer to the consolidated financial statements notes for detail:

- Note 1(f)(iv): Material accounting policies – internally developed computer software development cost.
- Note 1(g)(i): Material accounting policies – Impairment of non-financial assets; and
- Note 2(g): Material accounting estimates and assumptions – Impairment of internally developed software
- Note 2(h): Material accounting estimates and assumptions – Useful lives of internally developed software;
- Note 7: Intangible assets.

Key audit matter	How the matter was addressed in our audit
<p>The Group's internally developed computer software balance of R931.1 million as at 31 December 2025 includes current year capitalised internally developed software amounting to R117.1 million. Management considers these capitalised costs to be clearly associated with identifiable and unique products which will be controlled by the Group.</p> <p>In capitalising these development costs, management applies significant judgement in determining whether the criteria in IAS 38 <i>Intangible Assets</i> (IAS 38) are met.</p> <p>The Group's policy is to perform a bi-annual impairment assessment using a net present value of the discounted cash flow forecast on internally developed software, regardless of whether an indication of impairment exists.</p>	<p>We have performed the following procedures:</p> <ul style="list-style-type: none">- We obtained an update on management's process relating to capitalisation of internally developed software.- We assessed a sample of capitalised internally developed software through considering the nature of each activity performed by the software developer against the requirements of IAS 38.- Performed an independent recalculation of the costs that are supposed to have been capitalised, by using management invoices and staff costs incurred.- Performed inquiries of management regarding their assessment of possible indicators of impairment for the software.- Inspected management's assessment and consider whether further indicators should have been assessed based on our knowledge of the business, its operating environment, industry knowledge, current market conditions, the effects of climate-related risks and other information obtained during the audit.

Independent Auditor's Report *continued*

Capitalisation of development costs relating to internally developed software and impairment assessment of internally developed software

Refer to the consolidated financial statements notes for detail:

- Note 1(f)(iv): Material accounting policies – internally developed computer software development cost.
- Note 1(g)(i): Material accounting policies – Impairment of non-financial assets; and
- Note 2(g): Material accounting estimates and assumptions – Impairment of internally developed software
- Note 2(h): Material accounting estimates and assumptions – Useful lives of internally developed software;
- Note 7: Intangible assets.

Key audit matter	How the matter was addressed in our audit
<p>Key assumptions applied by management in the cash flow forecast included the following:</p> <ul style="list-style-type: none">- The estimated cash flows to be earned from the use of the assets and the period over which those cashflows are projected;- The weighted average cost of capital; and- Risk adjustment factors used in deriving an appropriate discount rate applied to future estimated cash flows. <p>We therefore considered the capitalisation of development cost relating to internally developed software and the impairment assessment of the internally developed software to be a matter of most significance to the current period audit due to the magnitude capitalised development costs in the consolidated financial statements and significant management judgements applied in assessing whether development costs meet the recognition criteria and in managements impairment assessment.</p>	<ul style="list-style-type: none">- Assessed any changes from prior year management's calculations (method, assumptions and data inputs) for those internally developed software subject to impairment testing, including the underlying data used, and inquired with management the reason for the change and impact on the calculation.- Involved our valuation specialists in assessing the changes to be considered in the revised valuation of the net present value of the discounted cash flow forecast of the internally developed software by performing the following:<ul style="list-style-type: none">> Agreed the inputs used in the model to the approved budgets.> Compared the projected cash flows, including the assumptions relating to revenue growth rates, against historical actual growth rates and actual performance to assess the reasonability of management's budgeting process and projections.> Evaluation and challenging the key assumptions used by management in conducting the impairment assessment of internally developed software.> Assessed the appropriateness of the discount rates used by management to our own internally developed range of acceptable discount rates.> Compared the growth rate applied in the terminal period to the South African forecasted long-term consumer price inflation forecast.> Obtained an understanding of the risk adjustment factors such as specific risk premium, small stock premium and compared these to independent data.> Assessed the presentation and disclosure of internally developed software in accordance with IAS 38 and IAS 36. <p>Based on the procedures performed on the capitalisation of development costs relating to internally developed software and impairment assessment of internally developed software, we did not identify any matters requiring further consideration.</p>

Independent Auditor's Report *continued*

Other information

The directors are responsible for the other information. The other information comprises the information included in the document titled "AfroCentric Investment Corporation Limited Consolidated and Separate Annual Financial Statements for the year ended 31 December 2025", which includes the Declaration by Group Company Secretary, the Audit and Risk Committee Report, and the Directors' Report as required by the South African Companies Act which we obtained prior to the date of this report. The other information does not include the consolidated and separate financial statements and our auditor's report thereon.

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

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

Responsibilities of the directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the Consolidated and Separate financial statements in accordance with IFRS[®] Accounting Standards as issued by the International Accounting Standards Board (**IFRS Accounting Standards**), the requirements of the South African Companies Act and for such internal control as the directors determine is necessary to enable the preparation of Consolidated and Separate financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

Independent Auditor's Report *continued*

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

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

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

Report on other legal and regulatory requirements

Audit Tenure

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that KPMG Inc. has been the auditor of AfroCentric Investment Corporation Limited for two years and six months.

Disclosure of Fee-Related Matters

In terms of the EAR Rule, we disclose the following fee-related matters:

Categories of services	Amount
Financial Statement Audit	R16 339 250
Other services	R450 000

KPMG Inc

Registered Auditor

Per Z.A Beseti

Chartered Accountant (SA)

Registered Auditor

Director

3 March 2026

KPMG Crescent

85 Empire Road

Parktown

Consolidated and Separate Statements of Financial Position

as at 31 December 2025

	Notes	Group		Company	
		December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
ASSETS					
Non-current assets					
Property and equipment	5.1	655 184	661 274	-	-
Right of use assets	5.3	89 884	140 721	-	-
Investment property	6.1	11 670	12 500	-	-
Intangible assets	7.1	1 047 635	2 541 437	-	-
Investments in associates and joint venture	9	12 922	6 259	-	-
Investment in subsidiaries	10	-	-	279 066	1 847 163
Deferred tax assets	11	119 708	121 127	-	-
Other financial assets	13	94	20 209	-	-
Insurance contract assets	34.2	83 344	71 250	-	-
Receivable – Sanlam Restricted Share Plan	14.1	14 360	13 267	3 766	3 959
Receivable – Sanlam Performance Deferred Share Plan	14.1	46 977	51 277	-	-
Deferred payment assets	36	3 890	3 778	-	-
Total non-current assets		2 085 668	3 643 099	282 832	1 851 122
Current assets					
Inventories	12	107 305	440 837	-	-
Trade and other receivables	8.2	521 082	602 303	9 332	9 813
Other financial assets	13	19 473	-	-	-
Current tax assets		273 544	128 492	117	28
Cash and cash equivalents	8.3	607 359	347 796	8 745	8 463
Total current assets		1 528 763	1 519 428	18 194	18 304
Assets Held for Sale	37	566 023	-	-	-
Total assets		4 180 454	5 162 527	301 026	1 869 426

Consolidated and Separate Statements of Financial Position *continued*

as at 31 December 2025

	Notes	Group		Company	
		December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
EQUITY AND LIABILITIES					
Equity					
Issued share capital*	15.1	8 211	8 184	8 211	8 184
Share premium*	15.2	2 553 665	2 550 551	2 553 665	2 550 551
(Accumulated loss)/Retained income		(657 085)	667 697	(2 444 940)	(833 233)
Other reserves	16	(2 007)	19 311	5 948	16 568
Total equity attributable to owners of the parent		1 902 784	3 245 743	122 884	1 742 070
Non-controlling interests	17	40 225	33 350	-	-
Total equity		1 943 009	3 279 093	122 884	1 742 070
Liabilities					
Non-current liabilities					
Borrowings	8.5	574 119	556 722	-	-
Lease liabilities	8.6	58 836	101 721	-	-
Deferred tax liabilities	11	245 669	263 581	-	-
Other liabilities		1 658	1 631	-	-
Loans from a group company	8.7	-	-	161 147	119 652
Total non-current liabilities		880 282	923 655	161 147	119 652
Current liabilities					
Borrowings	8.5	53 126	62 373	-	-
Lease liabilities	8.6	57 611	69 985	-	-
Current tax liabilities		230 207	72 748	142	56
Trade and other payables	8.4	727 301	641 270	16 853	7 648
Employment benefit liabilities	18	194 605	111 400	-	-
Sanlam Performance Deferred Shares - IFRS 2 liability	14.2	2 537	2 003	-	-
Total current liabilities		1 265 387	959 779	16 995	7 704
Liabilities Held for Sale	37.1	91 776	-	-	-
Total liabilities		2 237 445	1 883 434	178 142	127 356
Total equity and liabilities		4 180 454	5 162 527	301 026	1 869 426

* The reclassification between share capital and share premium was corrected to ensure that there is a reconciliation between the number of shares and the par value of 1 cent per share. The value of the adjustment between share capital and share premium is R13 million. The net impact on equity is nil.

Consolidated and Separate Statements of Profit or Loss and Other Comprehensive Income

for the year ended 31 December 2025

	Notes	Group		Company	
		For the year ended December 2025 R'000	Re-presented* For the six months ended December 2024 R'000	For the year ended December 2025 R'000	For the six months ended December 2024 R'000
Continuing operations					
Revenue from contracts with customers	19.1	7 303 235	3 765 440	-	-
Dividends received	21	143	-	50 465	-
Fair value gains	21	-	380	-	-
Finance income	22	54 961	21 823	326	195
Other income		50	236	-	41
Compensation for impairment of property and equipment	5.2	-	64 402	-	-
Profit on disposal of a subsidiary	38.2	5 101	-	-	-
Total income		7 363 490	3 852 281	50 791	236
Insurance revenue	34.1 & 34.2	143 605	51 058	-	-
Insurance service expense	34.1 & 34.2	(138 995)	(50 747)	-	-
Insurance service result	34.1 & 34.2, 22, 34.1	4 610	311	-	-
Insurance finance income	& 34.2	7 484	3 300	-	-
Net insurance result	34.1 & 34.2	12 094	3 611	-	-
Cost of pharmaceutical products and finished goods	20	(804 162)	(490 562)	-	-
Cost of distribution of pharmaceutical products	20	(57 253)	(38 329)	-	-
Employee benefit costs	21	(2 795 469)	(1 348 481)	(3 011)	(1 538)
Other expenses	21	(892 564)	(379 339)	(26 142)	(10 865)
Capitation expenses	21	(1 661 136)	(878 805)	-	-
Amortisation	7.1 & 21	(202 081)	(101 786)	-	-
Rent and property costs	21	(130 625)	(68 547)	-	-
Right of use asset depreciation	5.3 & 21	(60 090)	(30 377)	-	-
Depreciation	5.1 & 21	(123 999)	(55 797)	-	-
IT costs	21	(285 432)	(195 783)	-	-
Fair value losses	21	(919)	-	-	-
Impairment of investment in a subsidiary	10	-	-	(1 568 097)	-
Impairment of goodwill	7.3 & 21	(810 935)	-	-	-
Impairment of intangible assets	7.3 & 21	(11 180)	-	-	-
Impairment of investment in associates	9 & 21	-	(274)	-	-
Impairment of property and equipment	5.1 & 21	(1 301)	-	-	-
Impairment of right of use assets	5.3 & 21	(1 498)	-	-	-
Impairment of other financial assets	13 & 21	-	(1 500)	-	-
Write off of other financial assets	13 & 21	-	(1 184)	-	-
Share of profits/(losses) from associates and joint venture	9	6 663	(2 199)	-	-
Interest on lease liabilities	8.6	(13 273)	(7 897)	-	-
Finance costs	22	(62 231)	(29 935)	(14 721)	(5 560)
(Loss)/profit before tax from continuing operations	4.1	(531 901)	225 097	(1 561 180)	(17 727)
Income tax expense	23.1	(114 046)	(57 250)	(86)	(34)
(Loss)/profit from continuing operations		(645 947)	167 847	(1 561 266)	(17 761)
Owners of parent		(660 931)	161 136	(1 561 266)	(17 761)
Non-controlling interests		14 984	6 711	-	-
(Loss)/profit from continuing operations		(645 947)	167 847	(1 561 266)	(17 761)
Discontinued operations					
Losses from discontinued operations (net of tax)	39.3	(613 279)	(287 001)	-	-
Loss from discontinued operations		(613 279)	(287 001)	-	-
Loss for the year		(1 259 226)	(119 154)	(1 561 266)	(17 761)

* The Consolidated and Separate Statements of Profit or Loss and other Comprehensive income have been re-presented to separately disclose discontinued operations that were previously included in continuing operations for comparative periods presented (Refer to Note 39.3 for further details).

Consolidated and Separate Statements of Profit or Loss and Other Comprehensive Income *continued*

for the year ended 31 December 2025

	Notes	Group		Company	
		For the year ended December 2025 R'000	Re-presented* For the six months ended December 2024 R'000	For the year ended December 2025 R'000	For the six months ended December 2024 R'000
Loss for the year attributable to:					
Owners of Parent		(1 274 210)	(125 865)	(1 561 266)	(17 761)
Non-controlling interest	17	14 984	6 711	-	-
		(1 259 226)	(119 154)	(1 561 266)	(17 761)
Other comprehensive loss					
Components of other comprehensive (loss)/income that will not be reclassified to profit or loss					
Total other comprehensive loss that will not be reclassified to loss		(188)	(43)	-	-
Remeasurement of post-employment benefit obligations	21	(257)	(59)	-	-
Income tax relating to these items	23	69	16	-	-
Components of other comprehensive (loss)/income that will be reclassified to profit or loss					
Total other comprehensive (loss)/income that will be reclassified to profit or loss		(10 698)	9 555	-	-
Exchange differences on translation of foreign operations					
Foreign exchange (loss)/income of continuing operations		(10 698)	9 555	-	-
Total other comprehensive (loss)/income net of tax		(10 886)	9 512	-	-
Total comprehensive loss		(1 270 112)	(109 642)	(1 561 266)	(17 761)
Comprehensive loss attributable to:					
Comprehensive loss attributable to owners of parent		(1 285 096)	(116 353)	(1 561 266)	(17 761)
Comprehensive income, attributable to non-controlling interests	17	14 984	6 711	-	-
		(1 270 112)	(109 642)	(1 561 266)	(17 761)
Loss per share (cents) attributable to equity holders of the parent					
Basic loss per share					
Continuing operations		(78.61)	19.16	-	-
Discontinued operations		(72.94)	(34.12)	-	-
Total basic loss per share	24	(151.55)	(14.96)	-	-
Diluted loss per share					
Continuing operations		(77.50)	18.65	-	-
Discontinued operations		(71.91)	(33.22)	-	-
Total diluted loss per share	24	(149.41)	(14.57)	-	-

* The Consolidated and Separate Statements of Profit or Loss and other Comprehensive income have been re-presented to separately disclose discontinued operations that were previously included in continuing operations for comparative periods presented (Refer to note 39.3 for further details).

Consolidated and Separate Statements of Changes in Equity

for the year ended 31 December 2025

	Notes	Group					Total equity R'000
		Ordinary share capital R'000	Share premium R'000	Other reserves R'000	Retained earnings R'000	Non-controlling interests R'000	
Balance at 1 July 2024 as previously reported		21 324	2 537 411	17 656	793 605	31 189	3 401 185
Prior period reclassifications*		(13 140)	13 140	-	-	-	-
Balance at 1 July 2024		8 184	2 550 551	17 656	793 605	31 189	3 401 185
Changes in equity							
(Loss)/profit for the period		-	-	-	(125 865)	6 711	(119 154)
Other comprehensive income/(loss)		-	-	9 555	(43)	-	9 512
Issue of equity-share-based payment awards exercised	16	-	-	(9 084)	-	-	(9 084)
Dividend recognised as distributions to shareholders	27	-	-	-	-	(4 550)	(4 550)
Increase through share-based payment transactions	16	-	-	2 475	-	-	2 475
Increase through share-based payment transactions-prior year	16	-	-	(213)	-	-	(213)
Shares repurchased	16	-	-	(1 078)	-	-	(1 078)
Balance at 31 December 2024		8 184	2 550 551	19 311	667 697	33 350	3 279 093
Balance at 1 January 2025		8 184	2 550 551	19 311	667 697	33 350	3 279 093
Changes in equity							
(Loss)/profit for the year		-	-	-	(1 274 210)	14 984	(1 259 226)
Other comprehensive loss		-	-	(10 698)	(188)	-	(10 886)
Share based payment expense		-	-	(7 479)	-	-	(7 479)
Issue of equity-share-based payment awards exercised	16	31	4 188	(4 219)	-	-	-
Dividend recognised as distributions to shareholders	27	-	-	-	(50 384)	(8 109)	(58 493)
Shares delisted*	15 & 16	(4)	(1 074)	1 078	-	-	-
Balance at 31 December 2025		8 211	2 553 665	(2 007)	(657 085)	40 225	1 943 009
Notes		15.1	15.2	16		17	

* The reclassification between share capital and share premium was corrected to ensure that there is a reconciliation between the number of shares and the par value of 1 cent per share. The value of the adjustment between share capital and share premium is R13 million. The net impact on equity is nil.

Consolidated and Separate Statements of Changes in Equity *continued*

for the year ended 31 December 2025

	Notes	Company				Total equity R'000
		Ordinary share capital R'000	Share premium R'000	Other reserves R'000	Accumulated loss R'000	
Balance at 1 July 2024 as previously reported		21 324	2 537 411	24 468	(815 472)	1 767 731
Prior period reclassifications*		(13 140)	13 140	-	-	-
Balance at 1 July 2024		8 184	2 550 551	24 468	(815 472)	1 767 731
Changes in equity						
Loss for the period		-	-	-	(17 761)	(17 761)
Issue of equity-share-based payment awards exercised	16	-	-	(9 084)	-	(9 084)
Increase through share-based payment transactions	16	-	-	2 475	-	2 475
Increase through share-based payment transactions-prior year	16	-	-	(213)	-	(213)
Shares repurchased	16	-	-	(1 078)	-	(1 078)
Balance at 31 December 2024		8 184	2 550 551	16 568	(833 233)	1 742 070
Balance at 1 January 2025		8 184	2 550 551	16 568	(833 233)	1 742 070
Changes in equity						
Loss for the year		-	-	-	(1 561 266)	(1 561 266)
Share based payment expense		-	-	(7 479)	-	(7 479)
Issue of equity-share-based payment awards exercised	16	31	4 188	(4 219)	-	-
Dividend recognised as distributions to shareholders	27	-	-	-	(50 441)	(50 441)
Shares delisted	15 & 16	(4)	(1 074)	1 078	-	-
Balance at 31 December 2025		8 211	2 553 665	5 948	(2 444 940)	122 884
Notes		15.1	15.2	16		

* The reclassification between share capital and share premium was corrected to ensure that there is a reconciliation between the number of shares and the par value of 1 cent per share. The value of the adjustment between share capital and share premium is R13 million. The net impact on equity is nil.

Consolidated and Separate Statements of Cash Flows

for the year ended 31 December 2025

	Notes	Group		Company	
		For the year ended December 2025 R'000	For six months ended December 2024 R'000	For the year ended December 2025 R'000	For six months ended December 2024 R'000
Cash flows from operating activities					
Cash receipts from customers		7 431 427	4 470 321	51 273	-
Cash paid to suppliers and employees		(6 516 628)	(4 127 163)	(60 697)	(4 289)
Cash generated from/(utilised in) operations					
Dividend paid	25	914 799	343 158	(9 424)	(4 289)
Dividends received	27	(58 493)	(4 550)	(50 441)	-
Interest paid	21	143	-	50 465	-
Interest paid on lease liability	22 & 39	(66 191)	(32 510)	(14 721)	(5 560)
Interest received	22 & 39	(13 381)	(8 017)	-	-
Income taxes paid	22	55 797	23 523	326	195
LTIP share-based payment vesting	26	(147 771)	(63 122)	(89)	(27)
	16	-	(9 224)	-	-
Net cash generated from/(utilised in) operating activities					
		684 903	249 258	(23 884)	(9 681)
Cash flows from investing activities					
Proceeds from sale of tangible assets		17 026	999	-	-
Proceeds from sale of intangible assets		24 157	-	-	-
Purchase of a subsidiary		(76 147)	-	-	-
Proceeds from sale of ADS Group and Wellworx net of disposed cash	38.1	(4 205)	-	-	-
Purchase of tangible assets	5.1	(96 457)	(64 474)	-	-
Purchase of intangible assets	7.1	(122 886)	(70 466)	-	-
Purchase of Sanlam shares		-	(64 967)	-	(4 425)
Proceeds from sale of Demushuwa	38.2	35 809	-	-	-
Proceeds from disposal of government bonds		11 152	-	-	-
Purchase of government bonds		(10 207)	-	-	-
Net cash utilised in investing activities					
		(221 758)	(198 908)	-	(4 425)
Cash flows from financing activities					
Lease liabilities capital repayment	8.6	(78 674)	(31 979)	-	-
Shares repurchased	16	-	(1 078)	-	(1 078)
Capital settlement of borrowings	8.5	(37 027)	(9 311)	-	-
Proceeds of loans from group companies		-	-	24 166	19 373
Additional borrowings taken	8.5	45 177	-	-	-
Net cash (utilised in)/generated from financing activities					
		(70 524)	(42 368)	24 166	18 295
Net increase in cash and cash equivalents before the effect of exchange rate changes					
Effect of exchange rate changes on cash and cash equivalents		392 621	7 982	282	4 189
Cash and cash equivalents at beginning of the year	8.3	(10 698)	9 555	-	-
		347 796	330 259	8 463	4 274
Cash and cash equivalents at end of the year*					
	8.3	729 719	347 796	8 745	8 463

* Cash and cash equivalents at end of the year for the Group does not agree to the amount on the Consolidated and Separate Statements of Financial Position. The difference is due to the cash and cash equivalents amount classified as assets Held for Sale (Refer to Note 37.1 for further details).

Accounting Policies to the Consolidated and Separate Financial Statements

for the year ended 31 December 2025

1. Material accounting policies

1(a) General information

AfroCentric Investment Corporation Limited (**'the Company'**) together with its subsidiaries (together forming **'the Group'**) is a public company operating in the healthcare fund management sector, pharmaceutical sector and associated industries. The Company's main business is to acquire and hold assets for investment purposes.

The Company is incorporated and domiciled in South Africa. The address of its registered office is 37 Conrad Road, Florida North, Roodepoort, South Africa. The majority of the Company's shares are held by Sanlam Life Insurance Limited.

(i) Change of year end

The Company changed its financial year end from 30 June to 31 December effective 31 December 2024. The comparative figures presented are in respect of the six months period ended 31 December 2024 and as such may not be comparable to the current reporting year, which is a twelve-month period.

These Consolidated and Separate Financial Statements, which have been prepared on the going concern basis, were approved for issue by the Board on 2 March 2026.

(ii) Basis of preparation

The Financial Statements for the year ended 31 December 2025 have been prepared in accordance with IFRS® Accounting Standards, the Financial Pronouncements as issued by the Financial Reporting Standards Council and SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, JSE Listing Requirements and the South African Companies Act.

The material accounting policies adopted are set out below and have been applied consistently to all the years presented. The Financial Statements have been prepared under the historical cost convention except for the following:

- Post-employment medical obligations, independently valued using the Projected Unit Credit Method.

Carried at fair value:

- Financial instruments measured at fair value through profit or loss;
- Investment property held at fair value using independent market valuations; and
- Cash-settled share appreciation rights (**SARs**).

All amounts in the Consolidated and Separate Financial Statements are presented in South African Rand, rounded to the nearest thousand (R'000), unless otherwise stated.

The preparation of the Financial Statements in conformity with IFRS Accounting Standards requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Statements and the reported amounts of revenues and expenses during the reporting years. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates. The Consolidated and Separate statement of profit or loss and other comprehensive income is presented on the nature method as the Group believes this represents more meaningful and relevant information to the user and is disclosed in this manner.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(a) General information *continued*

(iii) IFRS Accounting Standards, interpretations and amendments issued but not effective for the period ended 31 December 2025

IFRS	Effective date	Executive summary
IFRS 7 Financial Instruments: Disclosures Amendments to the Classification and Measurement of Financial Instruments – Amendments to IFRS 7	Annual periods beginning on or after 1 January 2026	<p>The amendments to IFRS 7 introduce additional disclosure requirements to enhance transparency for investors regarding investments in equity instruments designated at fair value through other comprehensive income and financial instruments with contingent features.</p> <p>The Group is still in the process of determining the impact of the amendments to the accounting standard.</p>
IFRS 9 Financial Instruments Amendments to the Classification and Measurement to IFRS 9	Annual periods beginning on or after 1 January 2026	<p>Narrow scope amendments to address diversity in accounting practice by making the classification and measurement requirements of IFRS 9 more understandable and consistent, by:</p> <ul style="list-style-type: none"> – Clarifying the classification of financial assets with environmental, social, and corporate governance (ESG) and similar features; and – Clarifying the date on which a financial asset or financial liability is derecognised when a liability is settled through the electronic payment systems. These amendments also introduce an accounting policy option to allow a company to derecognise a financial liability before it delivers cash on the settlement date if specific criteria are met. <p>The Group is still in the process of determining the impact of the amendments to the accounting standard. It is expected that the impact will not be material.</p>
IFRS 18 Presentation and Disclosure in Financial Statements	Annual periods beginning on or after 1 January 2027	<p>IFRS 18 introduces three sets of new requirements to improve companies' reporting of financial performance and give investors a better basis for analysing and comparing companies:</p> <ul style="list-style-type: none"> – Improved comparability in the statement of profit or loss through the introduction of three defined categories for income and expenses – operating, investing, and financing – to improve the structure of the profit or loss, and a requirement for all companies to provide new defined subtotals, including operating profit. – Enhanced transparency of management – defined performance measures with a requirement for companies to disclose explanations of those company-specific measures that are related to the income statement. – More useful grouping of information in the financial statements through enhanced guidance on how to organise information and whether to provide it in the primary financial statements or in the notes, as well as a requirement for companies to provide more transparency about operating expenses. <p>This standard will replace IAS 1 Presentation of Financial Statements. Many requirements from IAS 1 are carried forward and remain unchanged.</p> <p>The Group is still in the process of determining the impact of the accounting standard and it is expected that the impact will be material.</p>

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(a) General information *continued*

(iii) IFRS Accounting Standards, interpretations and amendments issued but not effective for the period ended 31 December 2025 *continued*

IFRS	Effective date	Executive summary
IFRS 19 Subsidiaries without Public Accountability Disclosures	Annual periods beginning on or after 1 January 2027	<p>IFRS 19 permits eligible subsidiaries to use IFRS Accounting Standards with reduced disclosures. Applying IFRS 19 will reduce the costs of preparing subsidiaries' financial statements while maintaining the usefulness of the information for the users of their financial statements.</p> <p>Subsidiaries are eligible to apply IFRS 19 if they do not have public accountability and their parent company applies IFRS Accounting Standards in their consolidated financial statements. A subsidiary does not have public accountability if it does not have equities or debt listed on a stock exchange and does not hold assets in a fiduciary capacity for a board group of outsiders.</p> <p>The Group is currently assessing the impact on subsidiaries and it is expected that the impact may be material on the subsidiaries' financial statements.</p>
Amendments to IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined	<p>Resolves the conflict regarding how much of the gain on disposal the parent can recognise when control of a subsidiary is lost in a transaction with an associate or a joint venture.</p> <p>The Group has assessed that the amendment to the standards does not have an impact on the Group.</p>

The Group did not early adopt any of the standards and interpretations not yet effective for 31 December 2025.

(iv) IFRS Standards effective 2025

The following new IFRS was effective for the first time from 1 January 2025:

- Amendments to IAS21 The effects of changes in foreign exchange rates (on lack of exchangeability)

The adoption of these amendments to IFRS Accounting Standards did not have a material impact.

1(b) Basis of consolidation

(i) Subsidiaries

The Consolidated Financial Statements incorporate the Financial Statements of the Company and entities controlled by the Company. The Financial Statements are available at the premises of the Company's offices, being 37 Conrad Road, Florida North, Roodepoort, 1709.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(b) Basis of consolidation *continued*

(ii) Business combinations

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred by the acquirer to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of the acquiree's identifiable net assets.

Acquisition-related costs are expensed as incurred.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IFRS 9 in profit or loss. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The unwinding of interest to the income statement is on a monthly basis, with a corresponding entry recognised in the deferred consideration until the deferred consideration is settled. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill.

Inter-company transactions, balances and unrealised gains and losses on transactions between Group companies are eliminated, when necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

(iii) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions, that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(iv) Associates and joint ventures

Associates are all entities over which the Group has significant influence but not control or joint control, generally accompanying a shareholding of more than 20% of the voting rights.

Investments in joint arrangements are classified as either joint operations or joint ventures, depending on the contractual rights and obligations of each investor rather than the legal structure of the joint arrangement.

At Company and Group, the investments in associates and joint ventures are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss and other comprehensive income of the investee after the date of acquisition.

Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(b) Basis of consolidation *continued*

(iv) Associates and joint ventures *continued*

The Group's share of post-acquisition profit or loss is recognised in the statement of profit or loss and other comprehensive income in the profit or loss section, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate or joint venture equals or exceeds its interest in the associate or joint venture, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

The Group determines at each reporting date whether there is any objective evidence that the investments in the associates and joint ventures are impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value and recognises the amount separately in the statements of profit or loss and other comprehensive income.

Profits and losses and unrealised gains resulting from upstream and downstream transactions between the Group and its associates and joint ventures are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates and joint ventures. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates and joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

1(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the Financial Statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (functional currency). The consolidated Financial Statements are presented in South African Rand, which is the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within "finance income or costs". Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount such as translation of foreign operations to presentation currency are recognised in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities measured at fair value through other comprehensive income, are included in other comprehensive income.

(iii) Group companies

The results and financial position of all the Group's entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) Monetary assets and liabilities for each statement of financial position presented are translated at the closing rate at the reporting date;
- (b) Non-monetary assets and liabilities not carried at fair value are translated using the rate which was applicable at the transaction date;
- (c) Income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the exchange rates prevailing at the dates of the transactions, in which case income and expense items are translated at the exchange rates at the dates of the transactions); and
- (d) All resulting exchange differences are recognised in other comprehensive income and accumulated in equity as other reserves.

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

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(d) Property and equipment

Property and Equipment, including right of use assets, are initially recorded at cost. Subsequent to initial recognition these are measured at cost less accumulated depreciation and impairment.

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

Subsequent costs are included in the asset's carrying amount when they meet the recognition criteria of property and equipment. All other repairs and maintenance are charged to the statement of profit or loss and other comprehensive income during the financial year in which they are incurred.

Depreciation on property and equipment is charged on the straight-line basis over the estimated useful lives of the assets. Right of use assets recognised under IFRS 16 *Leases (IFRS 16)* are depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right of use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment.

The estimated maximum useful lives are:

Leasehold improvements	two to ten years (depending on the lease term)
Right of use assets (refer 1(h))	two to ten years (depending on the lease term)
Computer equipment	three to seven years
Motor vehicles	five to six years
Furniture and fittings	five to ten years
Equipment	five to ten years
Buildings	thirty to fifty years
Land	not depreciated

The residual values and useful lives of assets are reviewed at each reporting date and if appropriate are adjusted accordingly.

Assets are assessed at the end of each reporting year when there is any indication that an asset may be impaired. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. When an asset that was previously impaired has a recoverable amount in excess of the carrying amount, the previous impairment that recognised is reversed to the value of the recoverable amount. The impairment reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in the prior years. Such a reversal is recognised in the Statement of Comprehensive Income unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

Derecognition

The carrying amount of an item of property and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal and the gain or loss arising from the derecognition of an item of property and equipment is included in profit and loss when the item is derecognised.

1(e) Investment property

(i) Initial recognition

Investment property is initially recognised at cost. Transaction costs are included in the initial measurement.

(ii) Subsequent measurement

An Investment property is subsequently measured at fair value per IAS 40 and gains and losses from the fair value adjustments are recognised in profit or loss. One of these investment properties is valued on an annual basis, and the other is valued every three years by an independent valuer. Refer to Note 6.2 for the valuation process.

(iii) Derecognition

An Investment property is derecognised on disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Gains or losses from derecognition of an investment property are determined as the net disposal proceeds less the carrying amount and are recognised in profit or loss.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(f) Intangible assets and goodwill

Intangible assets are initially recorded at cost and subsequently measured at cost less accumulated amortisation and impairment.

Amortisation is charged on the straight-line basis over the estimated useful lives of the assets.

The estimated maximum useful lives are:

Computer software	two to five years
Customer relationships	five to ten years
Brands and intellectual property	ten years
Pharmaceutical dossiers	ten to twenty years
Internally generated computer software	less than fifteen years
Goodwill	indefinite

Goodwill, by its nature, relates to future benefits that the Group expects to realise from synergies between the acquired companies and the Group. These synergies are expected to be ongoing for the Group – as such Goodwill has an indefinite useful life.

(i) Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill on acquisition of associates is included in the carrying amount of investments in associates and is tested for impairment as part of the overall balance. Goodwill on acquisitions of subsidiaries is included in intangible assets.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating unit (**CGUs**), or Groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or Group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes.

(ii) Contractual customer relationships

Acquired contractual customer relationships from business combinations are recognised at fair value at acquisition date. As contractual customer relationships have a finite useful life, they are subsequently carried at cost less accumulated amortisation and impairment losses.

(iii) Brands and intellectual property

Brands and intellectual property that were acquired through business combinations have finite useful lives and are initially measured at fair value and subsequently amortised over their useful lives.

(iv) Internally generated computer software development costs

Development costs that are clearly associated with an identifiable and unique product, which will be controlled by the Group and have a profitable benefit exceeding the cost beyond one year, are recognised as intangible assets.

The following criteria are required to be met before the related expenses can be capitalised as an intangible asset:

- It is technically feasible to complete the software so that it will be available for use;
- Management intends to complete the software and use or sell it;
- There is an ability to use or sell the software;
- It can be demonstrated how the software will generate probable future economic benefits;
- Adequate technical, financial and other resources to complete the development and to use or sell the software are available; and
- The expenditure attributable to the software during its development can be reliably measured.

Research and development expenditure that does not meet the criteria above is recognised as an expense as incurred. Costs associated with maintaining computer software programmes are expensed as incurred. Development costs previously expensed are not recognised as an asset in a subsequent period. Expenditure that enhances and extends the benefits of computer software programmes beyond their original specifications and lives is recognised as a capital improvement and added to the original cost of the software.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(f) Intangible assets and goodwill *continued*

(v) Computer software acquired

Acquired computer software licences are capitalised on the basis of the cost incurred to acquire and bring to use the specific software.

Directly attributable costs associated with the acquisition and installation of software are capitalised.

(vi) Pharmaceutical dossiers

Pharmaceutical dossiers relate to generic pharmaceuticals products including over-the-counter medicine, antiretrovirals, acute and chronic medicines. These are fair valued at acquisition date and subsequently will be amortised over their useful lives. These are initially measured at cost or at fair value if acquired through business combination.

1(g) Impairment of assets

(i) Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life or intangible assets not ready for use are not subject to amortisation and are tested for impairment bi-annually. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (**CGUs**). Prior impairments of non-financial assets (other than goodwill) are reviewed for possible reversal at each reporting date.

1(h) Leases

(i) The Group is the lessee

The Group leases various properties and office equipment. Rental contracts are typically made for fixed periods of 1 to 10 years but may have extension options as described in 1(h) (ii) below. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. All non-cancellable lease terms are taken into account when determining the lease term. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes. Leases are recognised as a right of use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right of use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. Assets and liabilities arising from a lease are initially measured on a present value basis.

Lease liabilities include the present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- amounts expected to be payable by the lessee under residual value guarantees;
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option; and
- the lease payments are discounted using the Group's incremental borrowing rate or the rate implicit in the lease.

Right of use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Payments associated with short-term leases are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

(ii) Extension and termination options

Extension and termination options are included in a number of property and office equipment leases across the Group. These terms are used to maximise operational flexibility in terms of managing contracts. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(i) Financial instruments

(i) Classification

Classification of a financial instrument, or its component parts takes place on initial recognition. Each instrument is classified as a financial liability, a financial asset or an equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial liability, a financial asset and an equity instrument.

Financial assets classification

The Group classifies financial assets into the following categories:

- Financial assets subsequently measured at fair value through profit or loss (**FVPL**);
- Financial assets subsequently measured at fair value through other comprehensive income (**FVOCI**); and
- Financial assets subsequently measured at amortised cost

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

Cash comprises balances with the bank, cash on hand (e.g., petty cash) and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Bank overdrafts are included in cash and cash equivalents as they form an integral part of the Group's cash management, i.e., it is payable on demand and the bank balance often fluctuates from being positive to overdrawn, this will apply when the Group has a bank overdraft presented in the Statement of Cash Flows.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(a) Financial assets at amortised cost

The Group classifies its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payments of principal and interest.

(b) Financial assets at fair value through other comprehensive income

The Group classifies its financial assets as at fair value through other comprehensive income (**FVOCI**) only if both of the following criteria are met:

- the financial assets (debt instruments) are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(i) Financial instruments *continued*

(i) Classification *continued*

(c) Financial assets designated at fair value through profit or loss

The Group classifies the following financial assets at fair value through profit or loss (**FVPL**):

- Debt investments that do not qualify for measurement at either amortised cost or FVOCI;
- Equity investments for which the entity has not elected to recognise fair value gains and losses through other comprehensive income (**OCI**).

Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes the stated policies and objectives for the portfolio and the operation of those policies in practice.

These include whether:

- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed; management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets – assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, "principal" is defined as the fair value of the financial asset on initial recognition.

"Interest" is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

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

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the sole payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual nominal value, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(i) Financial instruments *continued*

(i) Classification *continued*

(c) Financial assets designated at fair value through profit or loss *continued*

Reclassification

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

Financial liabilities classification

The Group classifies financial liabilities into the following categories:

- Financial liabilities subsequently measured at amortised cost and
- Financial liabilities subsequently measured at fair value through profit or loss (**FVTPL**)

A financial liability is classified as FVTPL if it is designated as such on initial recognition, when they are measured at fair value and net gains and losses are recognised in profit or loss section of the statement of profit or loss and other comprehensive income.

(ii) Initial recognition and measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument. A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

(iii) Subsequent measurement

Subsequent to initial measurement, financial instruments are measured either at fair value or amortised cost, depending on their classifications.

For assets measured at fair value, gains and losses are either recorded in profit or loss or in OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

(a) Impairment of financial assets

The Group assesses on a forward-looking basis the expected credit losses associated with its financial assets carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see Note 8.1 for further details.

The Group measures loss allowances at an amount equal to lifetime expected credit losses (**ECL**), except for the following, which are measured at 12-month ECL:

- Debt securities that are determined to have low credit risk at the reporting date; and
- Other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

To measure the expected credit losses, trade receivables have been Grouped based on shared credit risk characteristics and the days past due.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(i) Financial instruments *continued*

(iii) Subsequent measurement *continued*

(a) Impairment of financial assets *continued*

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward looking information.

Lifetime ECL are the ECL that result from all possible default events over the expected life of a financial instrument. 12 month ECL are the portion of ECL that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months). The maximum period considered when estimating ECL is the maximum contractual period over which the Group is exposed to credit risk.

The expected loss rates are based on the payment profiles of sales over a period of 36 months before 31 December 2025 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the gross domestic product and the unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

(b) Derecognition

Financial asset

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group/Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities

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

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

1(j) Prepayments

Prepayments consist of various payments that have been made in advance for goods and services to be received in future. Prepayments are derecognised when the goods and services to which the prepayment relate have been received.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(k) Contingent liabilities

Contingent liabilities are liabilities for which a reliable estimate can be made, yet the probability of an outflow of economic benefits is remote.

The fair values of contingent liabilities recognised as part of the business combinations have been determined by management as the amounts that a third party would charge to assume the contingent liabilities. These amounts reflect all expectations about possible cash flows and not the single most likely or the expected maximum or minimum cash flow.

After their initial recognition, the Group measures contingent liabilities that are recognised separately due to a business combination at the higher of:

- (i) the amount that would be recognised in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets; and
- (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with IFRS 15 Revenue.

Contingent liabilities not acquired in business combinations are not recognised but disclosed in Note 29.

1(l) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, for which it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as an interest expense in the statement of profit or loss and other comprehensive income as finance costs.

1(m) Employee costs

(i) Pension and provident fund obligations

The Group operates a number of defined contribution plans, the assets of which are held in separate registered funds. The pension and provident plans are funded by payments from employees and by the Group, taking account of the recommendations of independent qualified actuaries. The funds are administered in terms of the Pension Funds Act and annual actuarial valuations are performed.

The Group's contributions to the defined contribution pension and provident plans are charged to the statement of profit or loss and other comprehensive income in the year to which they relate. The Group has no further payment obligations once the contributions have been paid.

(ii) Post-employment medical obligations

Some of the retired employees are provided with post-employment healthcare benefits. No further post-employment healthcare benefits will be granted. These obligations are valued annually by independent qualified actuaries using the projected unit credit method. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

Interest costs are charged to the statement of profit or loss and other comprehensive income as finance costs.

(iii) Annual leave

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the statement of financial position date. This provision is recognised in the statement of financial position under "Employment benefit liabilities".

(iv) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring.

Benefits falling due more than 12 months "after the statement of financial position date" are discounted to present value.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(m) Employee costs *continued*

(v) Short-term benefits

Short-term benefits consist of salaries, accumulated leave payments, profit share, bonuses and any non-monetary benefits such as medical aid contributions. Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided, to “Employee benefit costs” in the statement of profit or loss and other comprehensive income.

The Group recognises a liability and an expense for bonuses based on a formula where there is a contractual obligation or a past practice that created a constructive obligation. The Group has an incentive scheme (refer to Note 14 and Note 28). The expense is recognised as “Employee benefit costs” in the statement of profit or loss and other comprehensive income. Factors that are taken into account when determining the incentive bonus amount include key performance indicators and performance of both the individual and the Company.

1(n) Investments in subsidiaries

Investments in subsidiaries are accounted for at cost less accumulated impairment in the Separate Financial Statements of the Company.

1(o) Income and expense recognition

Revenue is the amount of consideration the business expects to be entitled to.

The Group recognises revenue once performance obligations have been met.

All revenue excludes value added tax (**VAT**). All expenditure on which input VAT can be claimed, excludes VAT.

(i) Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control over a good and monthly as the services are performed.

The revenue recognised is typically due within 30 days of rendering the service. There is therefore no significant financing component.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(o) Income and expense recognition *continued*

(i) Revenue from contracts with customers *continued*

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

Type of products/ service	Nature of satisfaction of performance obligations, including significant payment terms	Revenue recognition under IFRS 15
Admin health and healthcare insurance	Administration of the fund/scheme and insurance underwriting contracts, which could include processing claims, collecting payments, maintaining records, member administration.	<p>The customer benefits as AfroCentric provides the service, thus revenue should be recognised as the services are rendered over the contract duration.</p> <p>The fee charged is per member per month – even though some of the contracts have sliding scales applicable depending on member numbers, this does not impact the revenue to be recognised in a given month as that months' services would result in revenue for that month based on the number of members during that month multiplied by the applicable rate. The contracts provide for annual escalation – such amendments are accounted for in the period in which they arise.</p> <p>The general practice of the clients is to issue an invoice to AfroCentric to bill for the penalties that have been incurred in the period where the service level agreement requirements have not been met. The penalties are not offset against the invoices issued to customers, but are recognised as an expense in the month in which the penalty is incurred.</p> <p>The penalties therefore do not give rise to variable consideration.</p>

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(o) Income and expense recognition *continued*

(i) Revenue from contracts with customers *continued*

Type of products/service	Nature of satisfaction of performance obligations, including significant payment terms	Revenue recognition under IFRS 15
Pharmaceutical	<p>There are two types of revenue streams within the Pharmaceutical product/service offering:</p> <ul style="list-style-type: none"> - Pharmaceutical stock is owned by AfroCentric. This stock is sold and dispensed. - Pharmaceutical stock is owned by the National Department of Health (NDoH). AfroCentric is responsible for dispensing the stock. <p>The services provided on the contracts with the NDoH vary across the agreements per province but include the following: maintenance of stock medicines to fulfil scripts, contacting members to inform them of script expiry, delivery and dispensing of medicines per scripts.</p> <p>Goods sold comprise various branded and generic pharmaceutical goods. Standard trade agreements are in place setting out the timing of payments to which the Company is entitled to.</p>	<p>In respect of the services that are rendered under these agreements, AfroCentric only earns fees in respect of the dispensing of medicines per script. There are no fees earned for the other services detailed in the agreement.</p> <p>The customer benefits as AfroCentric provides the service. Thus, revenue should be recognised as the services are rendered, which is as the dispensed medicines are delivered to the member and the services are recognised at the same time.</p> <p>Medicine prices charged are regulated. The fee per medicine per script is indicated in the contract.</p> <p>There is no variable consideration that is recognised with respect to the service level agreements governing the dispensing of the medicines.</p> <p>In the event that there is a penalty that is levied with respect to the dispensed medicine, the general practice of the clients is to issue an invoice to AfroCentric to bill for the penalties that have been incurred in the period where the service level agreement requirements have not been met.</p> <p>The penalties are not offset against the invoices issued to customers but are recognised as an expense in the month in which the penalty is incurred.</p> <p>The penalties, therefore, do not give rise to variable consideration.</p> <p>Goods sold:</p> <p>Revenue from sale of goods is recognised when the Company transfers control of the goods. Control of goods transfers upon shipment of the goods to the customer or when the goods is available for use to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the product shipped. Revenue should therefore be recognised at a point in time.</p>

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(o) Income and expense recognition *continued*

(i) Revenue from contracts with customers *continued*

Type of products/ service	Nature of satisfaction of performance obligations, including significant payment terms	Revenue recognition under IFRS 15
Managed healthcare	<p>Managed healthcare services vary per customer contract and per the scheme option.</p> <p>The managed healthcare services are categories to include hospital benefit management, pharmacy benefit management, active disease risk management, and network management (healthcare provider risk management).</p> <p>Under each service is a further breakdown of granular activities that are undertaken to fulfil the service rendered.</p>	<p>The customer benefits as AfroCentric provides the service, thus revenue should be recognised over time.</p> <p>Additional once-off services which are performed would result in revenue recognition as that service is provided.</p> <p>The fee charged is per member per month – even though some of the contracts have sliding scales applicable depending on member numbers, this does not impact the revenue to be recognised in a given month as that month's services would result in revenue for that month based on the number of members during that month multiplied by the applicable rate. The contracts provide for annual escalation – such amendments are accounted for in the period in which they arise.</p> <p>The general practice of the clients is to issue an invoice to AfroCentric to bill for the penalties that have been incurred in the period where the service level agreement requirements have not been met.</p> <p>The penalties are not offset against the invoices issued to customers, but are recognised as an expense in the month in which the penalty is incurred.</p> <p>The penalties therefore do not give rise to variable consideration.</p>
Marketing services	<p>Sales and marketing initiatives that support and promote the brand of our various clients.</p>	<p>The customer benefits as and when the Group entities render the services in terms of the signed contract.</p> <p>Marketing fees are paid by the customer monthly, which is in line with the frequency and timing of satisfying performance obligations under the contract.</p>
IT revenue	<p>Administration of the fund/scheme, which include processing claims, collecting payments, maintaining records, member administration and IT services which includes hosting and switching fees.</p>	<p>The customer benefits as AfroCentric Group of entities provide the service, thus revenue is recognised as the services are rendered over the contract duration. The fee charged is per claim per month. The contracts provide for annual escalations. Such amendments are accounted for in the period in which they arise.</p> <p>The rates are updated from the month the increase is effective per the contract.</p> <p>Payments are made on a monthly basis.</p>

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(o) Income and expense recognition *continued*

(i) Revenue from contracts with customers *continued*

Type of products/ service	Nature of satisfaction of performance obligations, including significant payment terms	Revenue recognition under IFRS 15
Health risk management fees – Capitation fees	Fees are paid upfront monthly i.e. it is a bona fide transfer of the risk which means the capitation fees/ monies paid to the Group are utilised to pay the service providers for authorised medicine dispensed which is related to the costs included in the capitation fee compilation.	Capitation fees are recognised as the services are rendered over the contract duration. The capitation fees are paid by the customers monthly, which is in line with the Company satisfying its performance obligations under the contract.
Management fees	Management fees are charged for successful third party recoveries which may be due back to the Scheme(s). These recoveries relate to past medical expenses previously paid by Medical Schemes and subsequently settled by the Road Accident Fund and paid back to the relevant Scheme(s). Recovery success fees are charged in line with rates agreed and set out in the relevant contracts with Schemes/ third parties.	Revenue is recognised when the third party claims are eligible for lodgement, or when the third party claims are lodged against a third party from injuries sustained in a motor vehicle by Scheme members. The fee charged for the management and administration of motor vehicle accidents/Road Accident Fund recoveries is based on a percentage of the gross total amount recovered for past medical expenses on behalf of the Medical Schemes.

(ii) Finance income

Interest income is recognised on a time-proportion basis using the effective interest method. Interest income on impaired loans should continue to be recognised on a time proportion basis using the effective interest method on the impaired balance.

(iii) Dividend income

Dividend income is recognised when the right to receive payment is established (date of declaration).

(iv) Other expenditure

All other expenditure is recognised as and when incurred.

(v) Cost of sales

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(vi) Finance cost

Finance costs are expensed in the period they occur. Finance costs consist of interest, other costs that an entity incurs in connection with the borrowing of funds and South African Revenue Service (**SARS**) interest.

(vii) Capitation expenses

Capitation expenses represent claims that are paid on behalf of the Medical Aid Schemes to various service providers (e.g. dentists and pharmacies) in line with the Capitation agreements that are entered with the Medical Aid Schemes. These claims are recognised in the month in which they are incurred and paid.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(p) Inventories

Inventories include assets held for sale in the ordinary course of business such as pharmaceutical products as well as highly specialised high-value medical equipment.

Inventories are initially measured at cost and subsequently measured at the lower of cost and net realisable value on a weighted average basis. Net realisable value is determined as the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated selling costs necessarily incurred to make the sale.

The cost of inventories comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Write-downs to net realisable value and inventory losses are expensed in the period in which the write-downs or losses occur.

1(q) Taxation

(i) Direct taxation

Direct taxation includes all domestic and foreign taxes based on taxable profits and capital gains tax. Current tax is determined for current period transactions and events and deferred tax is determined for future tax consequences.

Current and deferred tax are recognised in profit or loss except to the extent that it relates to items recognised directly in equity and other comprehensive income.

The current income tax charge is calculated on the tax laws enacted or substantively enacted at the statement of financial position date in the countries where the Group's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

The Group offsets current tax assets and current tax liabilities when it has a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax is recognised in full, using the balance sheet liability method, on all temporary differences arising between the tax bases of assets and liabilities and their carrying values in the annual financial statements. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the statement of financial position date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled. However, deferred tax is not recognised on:

- initial recognition of goodwill;
- initial recognition of assets and liabilities in a transaction that is not a business combination, which affects neither accounting nor taxable profits or losses; and
- investments in subsidiaries and associates where the Group controls the timing of the reversal of temporary differences and it is probable that these differences will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the unused tax losses can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(ii) Dividends tax

Taxes on dividends declared by the Group are recognised as part of the dividends paid within equity as dividends tax represents a tax on the shareholder and not the Group, at the rate of 20%. Tax on dividends in specie will remain the liability of the Company declaring the dividend.

South African resident companies are exempt from dividends tax. Upon declaring a dividend (excluding dividends in specie), the Group withholds the dividends tax on payment and, where the dividend is paid through a regulated intermediary, liability for withholding dividends tax shifts to the intermediary. Dividends tax does not need to be withheld if a written declaration is obtained from the shareholder stating that they are either entitled to an exemption or to double tax relief.

Dividends tax withheld by the Group on dividends paid to its shareholders and payable at the reporting date to SARS is included in "Trade and other payables" in the statement of financial position.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(q) Taxation *continued*

(iii) Other taxes

Revenues, expenses and assets are recognised net of Value Added Tax except for:

- Where the Value Added Tax incurred on a purchase of assets or services is not recoverable from taxation authority, in which case the Value Added Tax is recognised as part of the cost of acquisition of the asset or as part of the expense item applicable; and
- Receivables and payables that are stated with the amount of Value Added Tax included.

The net amount of Value Added Tax recoverable from, or payable to, taxation authority is included as part of receivables or payables in the statement of financial position.

1(r) Dividends

Dividends are recorded in the Group's Financial Statements in the period in which they are approved by the Group's shareholders.

1(s) Share capital

(i) Ordinary shares

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.

When the Group reacquires its own equity instruments, those instruments (treasury shares) shall be deducted from equity. In the event that the shares are cancelled upon re acquisition, share capital and share premium are respectively reduced with the original issue price of the shares re acquired. Any difference between the original issue price and the re acquisition price is recognised as an increase or decrease in the retained earnings. Where such treasury shares are acquired and held by other members of the consolidated Group, the consideration paid or received is recognised directly in equity as a treasury share reserve. Dividends received on treasury shares are eliminated on consolidation.

(ii) Share-based payments

The Group issues equity-settled share-based awards to certain employees, which are measured at fair value at the date of grant (Note 28) and expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest. Vesting assumptions are reviewed at each reporting period to ensure that they reflect current expectations. At Company level, it is accounted for as equity-settled share-based payments seeing as employees of the company will be remunerated with shares in the holding company AfroCentric Investment Corporation Limited, for services rendered to the subsidiary company. The share-based payment expense is accounted for individually in each impacted subsidiary where the participants are employed. The Group's IFRS 2 share-based payment expense is recharged to the respective subsidiary which employs participants who qualify for participation in the scheme.

1(t) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision-Maker. The Chief Financial Officer (**CFO**), who is responsible for allocating resources and assessing the performance of the operating segments, has been identified as the Chief Operating Decision-Maker; as the person that makes strategic decisions.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(u) Seasonality reserves

Seasonality reserves relate to claims incurred but not reported at financial year-end. This pertains to claims with a service date of on/before 31 December that would be received for payment on/after 1 January

Dental Information Systems Proprietary Limited and Scriptpharm Risk Management Proprietary Limited have a financial year-end of 31 December with a Scheme's benefit year being from 1 January to 31 December each year. Revenue is earned monthly but claims cost is not incurred evenly due to seasonality changes.

The claims budget prepared for each financial year is management's best estimate of the claims experience taking the seasonality into account. A seasonality reserve is usually held at each financial year-end (where applicable) for the difference between the actual and budgeted claims where the budgeted claims is higher than the actual claims, a seasonality reserve will be recognised.

As the claims are not incurred evenly in the year, the seasonality reserve highlights the claims at year-end pertaining to the calendar period July to December that will come through in the period January to June.

1(v) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and bank balances that are subsequently measured at amortised cost. Bank overdrafts are offset against positive bank balances where a legally enforceable right of offset exists and there is an intention to settle the overdraft and realise the net cash. For the purposes of the statement of cash flows, cash and bank balances consist of cash and bank balances defined above net of outstanding bank overdrafts.

1(w) Insurance contracts

(a) Classification

The Group accepts significant insurance risk from its policyholders when issuing in-substance reinsurance contracts in the normal course of business. All the Group's insurance contracts are classified as insurance contracts without direct participation features and there are no investment components within the insurance contracts issued.

The Group recognises groups of insurance contracts issued from the earliest of the following dates:

- The beginning of the coverage period of the group of contracts;
- The date when the first payment from a policyholder in the group of contracts becomes due (in the absence of a contractual due date, this is deemed to be when the first payment is received); and
- The date when a group of contracts becomes onerous.

Level of aggregation

The Group allocates insurance contracts that are managed together and are subject to similar risks to portfolios. The Group has defined portfolios of insurance contracts issued based on its cell insurer, namely, Guardrisk and Centriq. For determining the level of aggregation, the Group identifies a contract as the smallest 'unit'.

Each portfolio of insurance contracts issued is further disaggregated into groups of contracts that are issued within a financial year (annual cohorts). Portfolios are further divided into 3 categories based on the expected profitability at initial recognition: onerous contracts, contracts with no significant risk of becoming onerous and the remainder.

For each portfolio, the Group applies judgement to conclude whether reasonable and supportable information is available to conclude that a set of contracts will all be in the same profitability group. The expected profitability of sets of contracts at inception is determined based on the existing measurement models and assumptions.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(w) Insurance contracts *continued*

(a) Classification *continued*

Separating components of insurance contract

The Group assessed its contracts to determine whether they contain components which must be accounted for under another IFRS® Accounting Standard rather than IFRS 17. Currently, the insurance contracts through cell captive agreements with cell insurers do not include any distinct components that require separation.

Contract boundary

The measurement of a group of insurance contracts includes all the future cash flows within the boundary of each contract in the Group. Cash flows are within the boundary of an insurance contract if they arise from substantive rights and obligations that exist during the reporting period in which the group can compel the policyholder to pay the premiums, or in which the group has a substantive obligation to provide the policyholder with insurance contract services.

A liability or asset relating to expected premiums or claims outside the boundary of the insurance contract is not recognised. Such amounts relate to future insurance contracts.

The Group determined the contract boundaries for its current insurance contract with cell insurers. The contract boundaries are consistent with the terms and conditions as per the shareholders agreements.

For insurance contracts issued, the Group has the practical ability to reassess the risks of a policyholder and set an appropriate premium to reflect those risks on short notice. Consequently, for these contracts, the contract boundary will be shorter than a year.

(b) Measurement

Initial measurement

The results of the insurance contracts held in cell captives, represent solely AfroCentric's share in cell captives. This represents the investment held by the Group in the cells.

The discount rates reflect the characteristics of the cash flows including timing, currency and liquidity of cash flows.

The Risk Adjustment (**RA**) represents the compensation that is required for bearing the uncertainty about the amount and timing of the cash flows of groups of insurance contracts that arise from non-financial risk.

The explicit risk adjustment for non-financial risk is only estimated for the measurement of the liability for incurred claims (**LIC**).

The carrying amount of a Group of contracts is measured at the end of each reporting period under Premium Allocation Approach (**PAA**).

At initial recognition, the carrying amount of the liability for remaining coverage is equal to the premiums received (if any).

Subsequent measurement

The Group measures insurance contracts by performing year-to-date estimates of the carrying amount of the insurance contract liabilities/assets.

The liability for remaining coverage (**LRC**) is the sum of the carrying amount at the beginning of the reporting period, adjusted as follows:

- plus premiums received during the period; and
- minus the amount recognised as insurance revenue for services provided during the period.

The LIC for a group of insurance contracts is measured at the amount of the fulfilment cash flows relating to incurred claims. The expected future cash flows are discounted using current rates, unless the claims are expected to be settled within one year or less from the date the claims are incurred.

Derecognition

The Group derecognises a contract when the rights and obligations relating to the contract are extinguished, i.e. expired, discharged, or cancelled.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

1. Material accounting policies *continued*

1(w) Insurance contracts *continued*

(c) Cell Captive arrangements – Third party cell captive arrangements

For cell captive business, insurance policies are issued in third party cell captive structures. All items relating to these arrangements are included in the Group's statement of profit or loss and other comprehensive income.

(i) Insurance Revenue

The Group will allocate the expected premium receipts to each period of coverage based on the passage of time.

(ii) Insurance service expense

- claims and administration expenses incurred;
- experience adjustments relating to claims and administration expenses incurred;
- actual tax on-charged to cell owner by cell insurer during the reporting period;
- the initial loss on onerous groups of contracts recognised during the period;
- the increases and reversals of losses on onerous contracts; and
- the changes in liability for incurred claims relating to past service.

(iii) Finance income/expenses from insurance contracts

The Group recognises all insurance finance income or expenses for the reporting period in profit or loss.

(iv) Loss components

The Group should aggregate contracts that are onerous at initial recognition separately from contracts in the same portfolio that are not onerous at initial recognition. Groups that were not onerous at initial recognition can also subsequently become onerous if assumptions and experience changes.

The Group does not currently have any loss components as none of the contracts were onerous at initial recognition or have become onerous subsequently.

(v) Cell captive estimated net cash flows

For in-substance reinsurance agreements, the cash flows consist of the following items:

- re-capitalisation of the cell; and
- distribution received represents any cash distribution received by the Group from the cell captives.

1(x) Non-current assets Held for Sale and Disposal groups

Non-current assets and disposal groups are classified as Held for Sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as having been met only when the sale is highly probable, and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within the next twelve months.

Loans (from)/to Group companies that have been classified as Held for Sale are eliminated on consolidation. Non-current assets (and disposal groups) classified as Held for Sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

Property and equipment and intangible assets are not depreciated or amortised once classified as Held for Sale.

1(y) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- Represents a separate major line of business or geographic area of operations;
- Is part of a single coordinated plan to dispose of a separate line of business or geographic area of operations; and
- Is a subsidiary acquired solely with a view to resell.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be Held for Sale. When an operation is classified as a discontinued operation, the Consolidated Statement of Comprehensive Income is presented as if the operation had been discontinued from the beginning of the comparative period.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the Consolidated Statement of Comprehensive Income.

Additional disclosures are provided in Note 39: Discontinued operations. All other notes to the financial statements include amounts for continuing operations, unless indicated otherwise.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

2. Material accounting estimates and assumptions

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed as follows:

2(a) Impairment of goodwill

The carrying amount of goodwill is tested bi-annually for impairment (regardless of whether or not any indicators of impairment exist) in accordance with the requirements of IAS 36. The recoverable amount of the CGUs has been determined based on value-in-use calculation, being the net present value of the discounted cash flows of the CGU. Details of the main assumptions applied in determining the recoverable amount of the CGU are provided in Note 7 in these Financial Statements.

2(b) Carrying value of tangible and intangible assets

The Group reviews and tests the carrying value of assets when events or changes in circumstances suggest that the carrying amount may not be recoverable. Assets are Grouped at the lowest level for which identifiable cash flows are largely independent of cash flows of other assets. If there are indications that impairment may have occurred, estimates are prepared of expected future cash flows for each Group of assets. Expected future cash flows used to determine the value in use of tangible assets are inherently uncertain and could materially change over time. They are significantly affected by a number of factors.

The carrying amount of tangible and intangible assets at 31 December 2025 was R655 million (December 2024: R661 million) and R1 048 million (December 2024: R2 541 million) respectively.

2(c) Material judgements in determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

The assessment is reviewed annually whether a significant event or a significant change in circumstances occurs, which affects this assessment and that is within the control of the lessee.

2(d) Fair value measurement

For further details and main assumptions please refer to Notes 6.2, 13, 14.2 and 37.1 in these Financial Statements.

2(e) Deferred tax assets

The Group deferred tax assets include an amount of R0.6 million (December 2024: R17 million) which relates to tax losses carried forward. Some companies have incurred losses over the past financial years, but management has concluded that the deferred tax assets will be recoverable using the estimated future taxable income based on the approved business plans and budgets for these companies.

The assessed losses brought forward for these companies are expected to be utilised on an annual basis going forward. This is due to the expectation they will be generating taxable profits in the foreseeable future. The losses can be carried forward indefinitely and have no expiry date.

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

2. Material accounting estimates and assumptions *continued*

2(f) Estimation of ECL allowance

The Group has historically had high-quality debtors with a regular repayment history. As a result, there is not a general provision model applicable to the Group.

The ECL for trade receivables for segments with a history of provisions of credit losses has been calculated using a Provision Matrix approach and time value of money loss approach for segments with no history of credit losses.

Provision matrix

Provision matrix calculates the cash flows and then discounts those cash flows to calculate the real outstanding debtors (the outstanding debtors taking into account time value of money by subtracting the discounted cash flows from the initial outstanding debtors).

The roll rates, loss rates and ultimate loss rate are calculated which will be the percentage of trade debtors at year-end that are written off.

2(g) Impairment of internally generated software

The carrying amount of internally generated software is tested bi-annually for impairment. The recoverable amount of the cash-generating units (**CGU**) has been determined based on the value-in-use calculation, being the net present value of the discounted cash flows of the CGU. The main assumptions applied in determining the net present value are:

- the estimated cash flow to be earned from the use of the assets and the period over which the revenue is projected;
- the weighted average cost of capital; and
- risk adjustment factors used in deriving an appropriate discount rate applied to future estimated cash flows.

2(h) Useful lives of internally generated software

The useful lives of internally generated software have been assessed to be no more than 15 years. The estimate is based on the extended period over which benefits will be derived from the software.

2(i) Principal versus agent considerations

Activo Health Proprietary Limited, Pharmacy Direct Proprietary Limited and Curasana Wholesaler Proprietary Limited individually control their respective inventories before it is sold to a customer.

Dental Information Systems Proprietary Limited and Scriptpharm Risk Management Proprietary Limited perform capitation services. These entities do not act in the capacity of an agent, as they have a responsibility to satisfy the performance obligations due to the capitation arrangements in place.

2(j) Seasonality reserve

The main assumptions used in determining the reserve are:

- The run-off of claims is determined by using the same period in the prior year as a basis for calculating the run-off percentage;
- Utilising the same period in the prior year as a basis of calculation is deemed appropriate as the prior year would already be fully run-off; and
- At year-end, management investigates the claims trend and re-performs the forecast. The amended forecast is used to compare to the actuals to determine a more accurate seasonality reserve

Accounting Policies to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

2. Material accounting estimates and assumptions *continued*

2(k) IFRS 17

(i) Estimates of future cash flows to fulfil insurance contracts

To determine the change in estimates of the present value of future cash flows that adjusted the discounting on the Centriq cell captive for healthcare insurance, Centriq and Guardrisk applies the Prudential Authority (**PA-risk-free**) yield curve projecting payments using the clients claim payment patterns.

(ii) Risk adjustment – liability for incurred claims (*LIC*)

The Risk Adjustment (**RA**) for non-financial risk represents the compensation that is required for bearing the uncertainty about the amount and timing of the cash flows of groups of insurance contracts (Centriq cell captive) that arise from non-financial risk. The main sources of non-financial risk are insurance expenses lapse risk.

IFRS 17 requires the Group to apply a risk adjustment to the liability for incurred claims (**LIC**). This risk adjustment should reflect the risk the Group is bearing for the uncertainty of timing, severity and number of reported claims as at 31 December and claims to be reported (**IBNR**) in the four months after year-end.

Risk adjustment for the insurance contracts related to Centriq (cell insurer) cell captive arrangement are calculated by the cell insurer by taking into account the following:

- For risk adjustment, Centriq calibrate the RA at the 75th percentile of the client's claim distribution by using the standard deviation calculated from the client's claim run-off triangles to a log normal distribution.

(iii) Liability for incurred claims

The LIC liability is measured as the best estimate of the ultimate cost of settling all claims incurred but unpaid at the reporting date, whether reported or not, plus an RA. An LIC is held for the unpaid medical aid claims.

The best estimate provision for liability for incurred claims relates to claim events that have occurred before or at the reporting date, whether the claims arising from these events have been reported outstanding claims (**OCR**) or not (**IBNR**).

(iv) Discount rates

The discount rates reflect the characteristics of the cash flows including timing, currency, and liquidity of cash flows. The determination of the discount rate requires significant judgement and estimation.

2(l) Share-based payment arrangements – Share Appreciation Rights (*SARs*)

The fair value of the amount payable to employees in respect of SARs, which are settled in cash, are recognised as an expense with a corresponding increase in liabilities, over the period during which the employees become unconditionally entitled to payments. The liability is remeasured at each reporting period date and at settlement date based on the fair value of the SARs. Any changes in the liability are recognised in the profit or loss section of the statement of profit or loss and other comprehensive income.

2(m) Held for sale classification

Activo Group

At 23 December 2025, a binding sale of shares agreement was in place, with a credible buyer, to dispose of Activo Health Proprietary Limited (**Activo**) (and indirectly, Activo's wholly owned subsidiaries Activo Health Healthcare Assets Proprietary Limited (**AHA**) and Forrester Pharma Proprietary Limited (**Forrester**) (together **the Activo Group**), as a going concern. At that date, the Group classified Activo Group as Held for Sale and measured the businesses at the lower of fair value less costs of disposal and its carrying amount. The fair value less costs of disposal were less than the carrying amount and an impairment loss of R550.5 million was recognised (Refer to Note 37.1 for further details).

Notes to the Consolidated and Separate Financial Statements

for the year ended 31 December 2025

3. Financial risk management

General

Risk management is a priority issue because it affects every part of the business. It is a pre-emptive process that allows the Group and Company to assess and analyse risk in an integrated fashion, identifying potential areas in advance and then to proactively create processes and measures for compliance.

Fundamentally, the Board's responsibility in managing risk is to protect the Group's employees, stakeholders and the Group in every facet. It fully accepts overall responsibility for risk management and internal control and in so doing the Board has deployed effective control mechanisms to prevent and mitigate the impact of risk.

Primary responsibility for risk management at an operational level rests with the Executive Committee. Management and various specialist committees are tasked with integrating the management of risk into the day-to-day activities of the Group and Company.

The Retail, Healthcare and Administration business activities are exposed to a variety of financial risks:

- Market risk;
- Credit risk; and
- Liquidity risk.

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

Refer to Note 8 for categories of financial instruments.

(i) Currency risk

Currency risk arises when future commercial transactions, recognised assets and liabilities are denominated in a currency that is not the entity's functional currency. The functional currencies of the Group companies are the South African Rand, Namibian Dollar, Mauritian Rupee and the Botswana Pula.

The Group and Company's transactions are predominantly entered into in the respective functional currency of the individual operations.

The Group has limited transactional currency exposures. These exposures arise from sales or purchases by a division, subsidiary, associate or joint arrangements (operating unit) in currencies other than the unit's functional currency.

Foreign currency risks are managed through financing policies and the selective use of various derivatives. In terms of the Group's risk management strategy, foreign currency risks are assessed on a case-by-case basis to determine whether specific hedging requirements exist. The Group currently does not have any hedge instrument.

The table below presents the average and spot rates of the foreign currencies to which the Group has exposure:

	Group			
	December 2025		December 2024	
	Spot rate	Average rate	Spot rate	Average rate
Euro €	19.50	19.72	19.561	19.103
US Dollar \$	16.59	16.84	18.900	18.257

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

3. Financial risk management *continued*

(ii) Cash flow and fair value interest rate risk

The Group is exposed to interest rate risk from external borrowings.

The Group's and Company's interest income arises from interest-bearing instruments and fixed deposits. The Group's Treasury manages excess funds on a daily basis into call deposit accounts to ensure that the best yield is obtained for the Group.

The Group's interest expense arises from the Nedbank borrowings facilities.

The financial condition to the Nedbank facility is for the Group to ensure that net debt to EBITDA in respect of any relevant period shall not exceed 2.5:1 times and Interest cover in respect of any relevant period shall not be less than 4:1. This helps management to manage the interest rate risk.

The Group further manages the risk through negotiating low interest rates, meeting debt obligations as they fall due, maintaining a good credit record, opting for fixed interest rate instruments where available and also through opting for sourcing funds within the Group rather than incurring external loans.

The Financial Stability Board initiated a fundamental review and reform of the major interest rate benchmarks used globally by financial market participants. This review seeks to replace existing interbank offered rates (**IBORs**) with alternative risk-free rates (**ARRs**) to improve market efficiency and mitigate systemic risk across financial markets. The South African Reserve Bank (**SARB**) has indicated their intention to move away from JIBAR and to create an alternative reference rate for South Africa.

The SARB has indicated their initial preference for the adoption of the South African Rand Overnight Index Average (**ZARONIA**) as the preferred unsecured candidate to replace JIBAR in cash and derivative instruments. The new ZARONIA rate was published for observation during 2022 and was endorsed as a successor rate in 2023. In December 2025 SARB announced that JIBAR will be permanently discontinued after its publication on 31 December 2026 (cessation date). There is uncertainty surrounding the timing and manner in which the transition would occur and how this would affect various financial instruments held by the Group.

The Group and Company have used a sensitivity analysis technique that measures the estimated change to the statement of profit or loss and other comprehensive income of an instantaneous increase of 1% (December 2024: 3%) in the market interest rates for each class of financial instrument with all other variables remaining constant. The sensitivity analysis excludes the impact of market risks on net post-employment benefit obligations.

The interest rate sensitivity analysis is based on the following assumptions:

- Changes in market interest rates affect the interest income or expense of variable interest financial instruments;
- Changes in market interest rates only affect interest income or expense in relation to financial instruments with fixed interest rates if these are recognised at their fair value; and
- The Group has no exposure to fixed interest rate instruments.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

3. Financial risk management *continued*

(ii) Cash flow and fair value interest rate risk *continued*

	Group		Company	
	Increase of 1% on statement of comprehensive income and equity For year ended December 2025 R'000	Increase of 3% on statement of comprehensive income and equity For six months ended December 2024 R'000	Increase of 1% on statement of comprehensive income and equity For year ended December 2025 R'000	Increase of 3% on statement of comprehensive income and equity For six months ended December 2024 R'000
Instruments exposed				
Bank balances and short-term investments	5 028	6 476	40	65
Borrowings	(6 683)	(8 262)	-	-
Total	(1 655)	(1 786)	40	65

	Group		Company	
	Decrease of 1% on statement of comprehensive income and equity For year ended December 2025 R'000	Decrease of 3% on statement of comprehensive income and equity For six months ended December 2024 R'000	Decrease of 1% on statement of comprehensive income and equity For year ended December 2025 R'000	Decrease of 3% on statement of comprehensive income and equity For six months ended December 2024 R'000
Instruments exposed				
Bank balances and short-term investments	(5 028)	(6 476)	(40)	(65)
Borrowings	6 683	8 262	-	-
Total	1 655	1 786	(40)	(65)

Under these assumptions, a 1% increase in market interest rates at 31 December 2025 would increase Group loss after tax by approximately R1.7 million (December 2024: R1.8 million increase in loss after tax) and Company loss after tax would decrease by approximately R40 000 (December 2024: R65 000 decrease in loss after tax).

Under these assumptions, a decrease of 1% in market interest rates at 31 December 2025 would decrease Group loss after tax by approximately R1.7 million (December 2024: R1.8 million decrease in loss after tax) and Company loss after tax would increase by approximately R40 000 (December 2024: R65 000 increase in loss after tax).

	Group		Company	
	Increase of 1.4% on statement of comprehensive income and equity For year ended December 2025 R'000	Increase of 0.13% on statement of comprehensive income and equity For six months ended December 2024 R'000	Increase of 1.4% on statement of comprehensive income and equity For year ended December 2025 R'000	Increase of 0.13% on statement of comprehensive income and equity For six months ended December 2024 R'000
Instruments exposed				
Loan from group company	-	-	1 603	64
Total	-	-	1 603	64

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

3. Financial risk management *continued*

(ii) Cash flow and fair value interest rate risk *continued*

	Group		Company	
	Decrease of 1.4% on statement of comprehensive income and equity For year ended December 2025 R'000	Decrease of 0.13% on statement of comprehensive income and equity For six months ended December 2024 R'000	Decrease of 1.4% on statement of comprehensive income and equity For year ended December 2025 R'000	Decrease of 0.13% on statement of comprehensive income and equity For six months ended December 2024 R'000
Instruments exposed				
Loan from group company	-	-	(1 603)	(64)
Total	-	-	(1 603)	(64)

Under these assumptions, a 1.4% increase in prime lending rates at 31 December 2025 would decrease Company loss after tax by approximately R1.6 million (December 2024: R64 000 decrease in loss after tax).

Under these assumptions, a 1.4% decrease in prime lending rates at 31 December 2025 would increase Company loss after tax by approximately R1.6 million (December 2024: R64 000 increase in loss after tax).

	Group		Company	
	Increase of 3.7% on statement of comprehensive income and equity For year ended December 2025 R'000	Increase of 4.5% on statement of comprehensive income and equity* For six months ended December 2024 R'000	Increase of 3.7% on statement of comprehensive income and equity For year ended December 2025 R'000	Increase of 4.5% on statement of comprehensive income and equity For six months ended December 2024 R'000
Instruments exposed				
Mauritius bonds	11	15	-	-
Total	11	15	-	-

	Group		Company	
	Decrease of 3.7% on statement of comprehensive income and equity For year ended December 2025 R'000	Decrease of 4.5% on statement of comprehensive income and equity* For six months ended December 2024 R'000	Decrease of 3.7% on statement of comprehensive income and equity For year ended December 2025 R'000	Decrease of 4.5% on statement of comprehensive income and equity For six months ended December 2024 R'000
Instruments exposed				
Mauritius bonds	(11)	(15)	-	-
Total	(11)	(15)	-	-

* During the preparation of the current year financial statements it was noted that the prior year amounts were converted incorrectly to South African Rands from Mauritian Rupee.

Under these assumptions, a 3.7% increase in market interest rates at 31 December 2025 would decrease Group loss after tax by approximately R11 000 (December 2024: R15 000 decrease in loss after tax).

Under these assumptions, a decrease of 3.7% in market interest rates at 31 December 2025 would increase Group loss after tax by approximately R11 000 (December 2024: R15 000 increase in loss after tax).

	Group			
	Increase of 1% 2025	Increase of 1% 2024	Decrease of 1% 2025	Decrease of 1% 2024
Bank balances and short term investments included in assets Held for Sale	246	-	(246)	-

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

3. Financial risk management *continued*

(iii) Interest rate risk on insurance contracts

The Group is not significantly exposed to interest rate risk from its in-substance insurance contracts with the cell captive insurers.

The cells do not contain any explicit interest rate sensitivity, as they represent a share in the performance of the underlying portfolio rather than interest-bearing instruments.

The Group earns investment income on the assets allocated to the cell captive arrangements at prevailing interest rates. The short-term maturities of the assets limit the Group's exposure to interest rate movements.

Additionally, the Group does not apply discounting to the cash flows in the LIC for the underlying insurance policies due to the claim settlement period being less than one year.

(iv) Credit risk

Credit risk arises from borrowings, cash and cash equivalents and other investments, that is, deposits with banks and financial institutions, as well as credit exposures to clients, including outstanding receivables and committed transactions. For banks and financial institutions only independently, rated parties are accepted (Refer to Note 8.3). If clients do not have an independent rating, risk control assesses the credit quality of the client, taking into account its financial position, past experience and other factors. Credit risk is managed at both the Group and Company level.

No credit limits were exceeded during the reporting period. Individual limits are set for each client based on the factors above as assessed by management. These limits are monitored by management and ensured that they are not exceeded.

Expected credit losses (ECL) assessment for individual customers as at 31 December 2025 and 31 December 2024

The Group uses a simplified approach to measure and recognise ECL on a lifetime basis for trade receivables from individual customers, which comprise a very large number of small balances.

Loss rates are calculated using a "roll rate" method based on the probability of a receivable progressing through successive stages of delinquency to write off. Roll rates are calculated separately for exposures in different segments based on the following common credit risk characteristics – geographic region, age of customer relationship and type of product purchased.

The loss rate incorporates the impact of forward-looking information. The following macro-economic factors were considered:

- Gross Domestic Product annual growth rate;
- Prime lending interest rate;
- Inflation rate; and
- Unemployment rate.

A regression analysis was performed to identify reasonable and supportable forward-looking information using the above macro-economic factors. The conditions for such an adjustment are of statistical and economic significance, and the adjustment will only be made when both conditions are met.

Results from the regression analysis indicated that the relationship between the macro-economic factors considered and historical loss rates was not statistically significant, hence no forward-looking information adjustment was applied to the determination of the ECL making the ECL before a forward-looking adjustment equal to the final ECL.

A debtor is considered to be credit impaired if the following events are present:

- Significant financial difficulty of AfroCentric or debtor;
- A breach of contract, such as a default or delinquency in payments;
- It becoming probable that AfroCentric or debtor will enter bankruptcy or other financial reorganisation;
- The disappearance of an active market for that financial asset because of financial difficulties; or
- Observable data indicating that there is a measurable decrease in the estimated future cash flow from a group of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the Group, including:
 - > adverse changes in the payment status of AfroCentric or debtors in the Group; or
 - > national or local economic conditions that correlate with defaults on the assets in the Group.

Default is defined as any amounts which have been outstanding for a period of at least 90 days past its due date.

Trade receivables are written off after all collection steps have been exhausted, including the issue of letters of demand, and there is no reasonable expectation of recovery.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

3. Financial risk management *continued*

(iv) Credit risk *continued*

The following table provides information about the exposure to credit risk and ECL for trade receivables from individual customers as at 31 December 2025. Trade receivables' expected credit loss is calculated by using a combination of the weighted average loss rate and the time value money loss.

	Weighted average loss rate %	Gross carrying amount R'000	Loss allowance R'000	Credit impaired
31 December 2025				
Current (not past due)	6.24	199 475	12 445	No
30 days past due	1.55	23 817	369	No
60 days past due	9.40	5 289	497	No
90+ days past due	1.06	90 454	957	No
Total		319 035	14 268	
31 December 2024				
Current (not past due)	1.73	287 779	4 971	No
30 days past due	1.54	114 758	1 767	No
60 days past due	14.68	30 081	4 416	No
90+ days past due	1.90	33 544	637	No
Total		466 162	11 791	

The Group used a sensitivity analysis technique that measures the estimated change to the statement of profit or loss and other comprehensive income of an instantaneous change of 1% in the loss rates with all other variables remaining constant.

Expected credit losses (ECL) assessment for other financial assets measured at amortised costs

Other financial assets measured at amortised cost are assessed annually for expected credit losses based on an evaluation of the probability of default.

The cash is held by banks that rate A- to AAA on Moody's, Global Credit and Fitch Ratings. Therefore, the Group considers it to have low credit risk based on the external credit ratings.

The Mauritius bonds held have a rating Baa3. The Group considers the bonds to have a low credit risk when its credit rating is equivalent to the globally understood definition of 'investment grade'.

The following table provides information about the exposure to credit risk and ECL for trade receivables from individual customers included in assets Held for Sale as at 31 December 2025.

	Weighted average loss rate %	Gross carrying amount R'000	Loss allowance R'000	Credit impaired
31 December 2025				
Current (not past due)	0.63	81 913	519	No
30 days past due	0.85	77 902	661	No
60 days past due	9.28	6 950	645	No
90+ days past due	30.19	159	48	No
Total		166 924	1 873	

Credit risk on insurance contracts

While the cell captive insurance retains the direct credit risk exposure to non-payment of premiums by policyholders, this could indirectly impact the Group through lower profitability and dividend income receivable from the cell captive arrangements.

The Group does not have complete control over managing this credit risk exposure, as the cell captive insurers retain ultimate responsibility as the primary insurance provider.

Robust financial monitoring controls in conjunction with the applicable solvency requirements are employed to ensure the cell insurers maintain adequate capital required and liquidity to fund approved dividend distributions to the Group.

The carrying value of the in-substance insurance contracts represents the Group's maximum credit exposure at the end of the reporting period.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

3. Financial risk management *continued*

(v) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities to meet debt repayment and operating requirements. Management monitors the cash position on a daily basis from a Group and Company level. Due to the dynamic nature of the underlying businesses, management ensures flexibility in funding by keeping committed credit facilities available.

Management monitors rolling forecasts of the liquidity reserve on the basis of expected cash flow.

The table below analyses all cash flows from the financial liabilities into the time buckets in which they are contractually due to be paid:

	Group						Total R'000
	Less than 3 months or on demand R'000	More than 3 months but not exceeding 6 months R'000	More than 6 months but not exceeding 9 months R'000	More than 9 months but not exceeding 1 year R'000	More than 1 year but not exceeding 2 years R'000	More than 2 years but not exceeding 5 years R'000	
Year ended 31 December 2025							
Trade and other payables (excluding provisions and payroll creditors) (Note 8.4)	(542 622)	(46 837)	(7 439)	(7 555)	(17 295)	-	(621 748)
Lease liabilities capital payments (Note 8.6)	(20 121)	(18 466)	(12 132)	(12 344)	(52 618)	(766)	(116 447)
- Payments	(22 986)	(20 887)	(14 163)	(14 163)	(56 840)	(2 003)	
- Interest	2 865	2 421	2 031	1 819	4 222	1 237	
Borrowings (Note 8.5)	12 941	13 057	13 172	13 147	51 900	(731 462)	(627 245)
- Payments	(454)	(466)	(479)	(491)	(2 099)	(819 407)	
- Interest	13 395	13 523	13 651	13 638	53 999	87 945	
Liabilities Held for Sale (Note 37.1)	(86 868)	(83)	(92)	(97)	(430)	(285)	(87 855)
Period ended 31 December 2024							
Trade and other payables (excluding provisions and payroll creditors) (Note 8.4)	(375 302)	(79 772)	(3 334)	(88 845)	-	-	(547 253)
Lease liabilities capital payments (Note 8.6)	(18 340)	(18 221)	(17 929)	(15 495)	(55 779)	(45 942)	(171 706)
- Payments	(22 415)	(21 877)	(21 175)	(18 334)	(63 434)	(49 928)	
- Interest	4 075	3 656	3 246	2 839	7 655	3 986	
Borrowings (Note 8.5)	14 599	4 847	14 679	4 277	57 224	(714 721)	(619 095)
- Payments	-	(9 840)	-	(10 320)	-	(857 547)	
- Interest	14 599	14 687	14 679	14 597	57 224	142 826	

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

3. Financial risk management *continued*

(v) Liquidity risk *continued*

	Company							Total R'000
	Less than 3 months or on demand R'000	More than 3 months but not exceeding 6 months R'000	More than 6 months but not exceeding 9 months R'000	More than 9 months but not exceeding 1 year R'000	More than 1 year but not exceeding 2 years R'000	More than 2 years but not exceeding 5 years R'000	Exceeding 5 years R'000	
Year ended 31 December 2025								
Trade and other payables (excluding provisions and payroll creditors) (Note 8.4)	(13 360)	-	-	-	-	-	-	(13 360)
Loan from a group company (Note 8.7)	-	-	-	-	-	-	(161 147)	(161 147)
Period ended 31 December 2024								
Trade and other payables (excluding provisions and payroll creditors) (Note 8.4)	(6 410)	-	-	-	-	-	-	(6 410)
Loan from a group company (Note 8.7)	-	-	-	-	-	-	(119 652)	(119 652)

(vi) Capital risk management

The objective of the Group and Company when managing capital is to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

Consistent with others in the industry, the Group and Company monitor cash flow on the basis of the gearing ratio.

This ratio is calculated as long-term debt divided by total capital employed. Total capital employed is calculated as equity as shown in the statement of financial position plus long-term debt.

During the year ended 31 December 2025, the Group's and Company's strategy, which was unchanged from 31 December 2024, was to maintain the gearing ratio within 0% to 15%.

The financial condition to the Nedbank facility is for the Group to ensure that net debt to EBITDA in respect of any relevant period shall not exceed 2.5:1 times and interest cover in respect of any relevant period shall not be less than 4:1.

	December 2025 R'000	December 2024 R'000
Net debt	19 886	271 299
Non-current borrowings	574 119	556 722
Current borrowings	53 126	62 373
Less: cash and cash equivalents	(607 359)	(347 796)
Total equity	1 943 009	3 279 093
EBITDA	689 496	442 545
Interest expense	75 504	40 279
Net debt to equity ratio	1.02%	8.27%
Net debt to EBITDA	0.03:1	0.61:1
Interest cover	9.13:1	11.00:1

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

3. Financial risk management *continued*

(vii) Insurance risk management

Insurance risk	Description	How Company manages the risk
Modelling and data risk	Contracts that are short term have simplified models reducing modelling risk.	Data and modelling are managed by Guardrisk and Centriq. These are reputable insurance companies that have modern administration systems, and the systems are managed by highly qualified staff such as actuaries, IT experts, qualified finance staff etc.
Capital adequacy requirements and protection against adverse experiences	The Group has a contractual obligation to maintain the solvency of the cell captives and ensure that sufficient capital exists to meet their obligations.	The licensed cell captive insurers both have robust corporate governance and regulatory frameworks in place to manage insurance risk. The licensed cell captive insurers perform various functions, including (but not limited to) premium rating, capital and reserving requirements and risk mitigating strategies. Senior management of the Group actively monitor and review the work performed by the licensed cell captive insurers. Items such as monthly results, premium turnover, claims experience, solvency, and provision calculations are discussed and debated in detail to ensure that they are reasonable and align with the Group's risk appetite.
Policy wording/legal risk	There is a risk that the Group could be financially exposed to obligations that differ from expectations and are not adequately provided for. The risk could also arise from legal proceedings.	Guardrisk and Centriq are reputable insurance companies with highly qualified legal, administration and management staff.
Regulatory change/risk	The risk of new regulations or regulatory changes that have a negative impact on the Group's ability to provide a sustainable benefit offering to members, including the implementation of a National Health Insurance (NHI) system that is not sustainable.	Ongoing interaction with the regulator and collaborative engagement with the legislator. Participation in the industry representative body, the Health Funders Association.

4. Segment information

The operating segments identified are examined from a service perspective (total healthcare versus IT) and geographical perspective (South Africa versus rest of Africa). The geographical segments identified include all businesses outside of South Africa which include Mauritius and Namibia. Individually, each business outside of South Africa is not material hence management has taken the decision to disclose all business outside of South Africa as a separate operating segment. All segments have been disclosed according to what the Chief Operating Decision-Maker reviews.

Nature of business segments

- Healthcare SA – consists of medical scheme administration and Health risk management services, of which Medscheme is the biggest contributor. These services are rendered in South Africa. Associate earnings are included as the entity that receives the earnings is Medscheme Proprietary Limited which operates in South Africa.
- Healthcare Retail – consists of pharmaceutical sales/services by Pharmacy Direct Proprietary Limited, Scriptpharm Risk Management Proprietary Limited, Curasana Wholesaler Proprietary Limited, Activo Health Proprietary Limited, and Activo Healthcare Assets Group. These services are rendered in South Africa.
- Healthcare Africa – consists of all Healthcare services outside of South Africa (Namibia and Mauritius).
- IT – this relates to all IT-related services for the Group predominantly within South Africa.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

4. Segment information *continued*

4.1 Segment reports

	Healthcare SA R'000	Healthcare Africa R'000	Healthcare Retail R'000	Total Healthcare R'000	Information Technology R'000	Intergroup eliminations R'000	Group R'000
For the year ended 31 December 2025							
Gross revenue	4 750 687	261 285	3 379 833	8 391 805	675 477	(1 764 047)	7 303 235
Insurance revenue	143 605	-	-	143 605	-	-	143 605
Cost of distribution of pharmaceutical products	-	-	(57 253)	(57 253)	-	-	(57 253)
Cost of pharmaceutical products and finished goods	(88 082)	-	(1 551 926)	(1 640 008)	(11 222)	847 068	(804 162)
Capitation Funds	(351 045)	-	(1 310 091)	(1 661 136)	-	-	(1 661 136)
Employee benefit costs	(2 270 456)	(106 303)	(233 962)	(2 610 721)	(210 372)	25 624	(2 795 469)
Insurance service expense	(138 995)	-	-	(138 995)	-	-	(138 995)
Other expenses	(4 331)	(4 782)	(109 370)	(118 483)	(23 442)	85 839	(56 086)
Consulting fees	(397 679)	(6 066)	(15 918)	(419 663)	(189 106)	86 457	(522 312)
Operating expenditure	(412 763)	(22 520)	97 938	(337 345)	(79 037)	150 017	(266 365)
Marketing and recruitment	(43 558)	(177)	(5 020)	(48 755)	(2 089)	622	(50 222)
Rent and property costs	(97 292)	(7 999)	(32 386)	(137 677)	(1 782)	8 834	(130 625)
IT costs	(772 597)	(20 558)	(16 765)	(809 920)	(34 798)	559 286	(285 432)
Amortisation of intangibles	(3 967)	(619)	(16)	(4 602)	(147 064)	(50 415)	(202 081)
Depreciation and right of use depreciation	(87 127)	(7 571)	(20 487)	(115 185)	(70 754)	1 850	(184 089)
Other income	50	-	-	50	-	-	50
Net finance income/(cost)	81 064	(1 966)	60 827	139 925	(19 834)	(133 150)	(13 059)
Finance income (including insurance finance income)	129 316	1 079	70 297	200 692	(4 553)	(133 694)	62 445
Finance cost (including interest on lease liabilities)	(48 252)	(3 045)	(9 470)	(60 767)	(15 281)	544	(75 504)
Share-based payment income/(expense)	2 166	(513)	669	2 322	242	-	2 564
Net fair value (impairment)/gain of assets	(1 598 030)	-	(98)	(1 598 128)	(7)	772 302	(825 833)
Fair value (loss)/gain	(1 474)	-	(98)	(1 572)	(7)	660	(919)
Impairment of assets	(1 596 556)	-	-	(1 596 556)	-	771 642	(824 914)
Profit on sale of subsidiary	-	5 101	-	5 101	-	-	5 101
Share of profits of associates and joint ventures	6 663	-	-	6 663	-	-	6 663
(Loss)/profit before taxation	(1 281 687)	87 312	185 975	(1 008 400)	(113 788)	590 287	(531 901)
Income tax expense	(72 594)	(13 634)	(33 038)	(119 266)	(8 392)	13 612	(114 046)
(Loss)/profit for the year	(1 354 281)	73 678	152 937	(1 127 666)	(122 180)	603 899	(645 947)
Discontinued operations	(20 566)	-	(10 896)	(31 462)	-	(581 817)	(613 279)
(Loss)/profit for the year	(1 374 847)	73 678	142 041	(1 159 128)	(122 180)	22 082	(1 259 226)
Net segments assets	1 356 694	259 345	1 499 681	3 115 720	1 265 089	(200 355)	4 180 454
Segments assets	1 343 772	259 345	933 658	2 536 775	1 265 089	(200 355)	3 601 509
Investments in associates and joint ventures	12 922	-	-	12 922	-	-	12 922
Assets Held for Sale	-	-	566 023	566 023	-	-	566 023
Net segment liabilities	766 786	71 847	541 453	1 380 086	771 535	85 824	2 237 445
Segment liabilities	766 786	71 847	449 677	1 288 310	771 535	85 824	2 145 669
Liabilities Held for sale	-	-	91 776	91 776	-	-	91 776
Additions to intangible assets	47 205	-	11 552	58 757	64 129	-	122 886
Additions to property and equipment*	22 744	88 183	5 281	116 208	56 396	-	172 604

* Included in this amount is the asset acquired through business combinations (Note 40).

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

4. Segment information *continued*

4.1 Segment reports *continued*

	Healthcare SA R'000	Healthcare Africa R'000	Healthcare Retail R'000	Total Healthcare R'000	Information Technology R'000	Intergroup eliminations R'000	Group R'000
Year ended 31 December 2024*							
Gross revenue	2 281 528	123 985	1 988 267	4 393 780	340 363	(968 703)	3 765 440
Insurance revenue	51 058	-	-	51 058	-	-	51 058
Cost of distribution of pharmaceutical products	-	-	(38 329)	(38 329)	-	-	(38 329)
Cost of pharmaceutical products and finished goods	(28 677)	-	(1 045 933)	(1 074 610)	(7 708)	591 756	(490 562)
Capitation Funds	(232 123)	-	(646 682)	(878 805)	-	-	(878 805)
Employee benefit costs	(1 066 404)	(55 444)	(128 943)	(1 250 791)	(110 827)	13 137	(1 348 481)
Insurance service expense	(50 747)	-	-	(50 747)	-	-	(50 747)
Other expenses	(33 921)	(247)	(4 137)	(38 305)	(10 681)	33 843	(15 143)
Consulting fees	(185 856)	(2 181)	(9 709)	(197 746)	(6 833)	12 487	(192 092)
Operating expenditure	(160 078)	(12 237)	(32 547)	(204 862)	(33 938)	97 637	(141 163)
Marketing and recruitment costs	(21 604)	(228)	(2 796)	(24 628)	(286)	460	(24 454)
Rental and property costs	(47 083)	(3 519)	(17 560)	(68 162)	(430)	45	(68 547)
IT costs	(345 622)	(8 602)	(6 346)	(360 570)	(70 570)	235 357	(195 783)
Amortisation of intangibles	(1 795)	(452)	(1 257)	(3 504)	(68 502)	(29 780)	(101 786)
Depreciation and right of use depreciation	(42 674)	(2 811)	(8 832)	(54 317)	(30 915)	(942)	(86 174)
Other income/(expense)	281	-	(47)	234	2	-	236
Net finance (cost)/income	(1 382)	614	7 968	7 200	(9 484)	(10 425)	(12 709)
Finance income (including insurance finance income)	23 769	1 092	13 134	37 995	-	(10 425)	27 570
Finance cost (including interest on lease liabilities)	(25 151)	(478)	(5 166)	(30 795)	(9 484)	-	(40 279)
Share-based payment expense	(4 712)	(37)	(1 433)	(6 182)	(305)	-	(6 487)
Net fair value (impairment)/gain of assets	(2 026)	(5)	(1 469)	(3 500)	32	890	(2 578)
Fair value (loss)/gain	(568)	(5)	31	(542)	32	890	380
Impairment of assets	(1 458)	-	(1 500)	(2 958)	-	-	(2 958)
Compensation for impairment of assets	-	-	-	-	64 402	-	64 402
Share of losses of associates and joint ventures	(2 199)	-	-	(2 199)	-	-	(2 199)
Profit before taxation	105 964	38 836	50 215	195 015	54 320	(24 238)	225 097
Income tax expense	(22 239)	(9 546)	(13 961)	(45 746)	(19 544)	8 040	(57 250)
Profit for the year	83 725	29 290	36 254	149 269	34 776	(16 198)	167 847
Discontinued operations	(3 122)	-	(8 561)	(11 683)	-	(275 318)	(287 001)
Profit/(loss) for the year	80 603	29 290	27 693	137 586	34 744	(291 516)	(119 154)
Net segments assets	1 761 940	197 114	1 606 981	3 566 035	1 250 443	346 049	5 162 527
Segments assets	1 755 681	197 114	1 606 981	3 559 776	1 250 443	351 489	5 156 268
Investments in associates and joint ventures	6 259	-	-	6 259	-	-	6 259
Net segments liabilities	974 516	32 989	540 927	1 548 432	385 453	(50 451)	1 883 434
Segment liabilities	974 516	32 989	540 927	1 548 432	385 453	(50 451)	1 883 434
Additions to intangible assets	2 792	-	4 875	7 667	57 357	-	65 024
Additions to property and equipment	35 487	6 116	4 348	45 951	82 925	-	128 876

* The amounts have been re-presented to separately disclose discontinued operations that were previously included in continuing operations

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

5. Property and equipment

5.1 Property and equipment

	Group						Total R'000
	Land and buildings R'000	Leasehold improve- ments R'000	Equipment R'000	Motor vehicles R'000	Furniture and fittings R'000	Computer equipment R'000	
Reconciliation for the year ended 31 December 2025							
Balance at 1 January 2025							
At cost	333 620	14 960	143 546	31 963	179 144	553 337	1 256 570
Accumulated depreciation	(34 943)	(4 288)	(81 639)	(22 471)	(109 552)	(290 792)	(543 685)
Accumulated impairment	-	-	-	-	-	(51 611)	(51 611)
Carrying amount	298 677	10 672	61 907	9 492	69 592	210 934	661 274
Movements for the year ended 31 December 2025							
Additions	1 194	-	11 585	809	18 320	64 549	96 457
Acquisitions through business combination (Note 40)	76 147	-	-	-	-	-	76 147
Disposals through sale of business (Note 38.1 & 38.2)	(30 578)	-	(283)	(64)	(133)	(734)	(31 707)
Impairment loss	-	-	(236)	(125)	(176)	(1 575)	(1 301)
Depreciation	(5 947)	(1 665)	(10 715)	(2 952)	(16 318)	(86 883)	(123 999)
Disposals	-	-	(11 207)	(405)	(6 180)	(2 510)	(21 679)
Reclassification to assets Held for Sale (Note 37.1)	-	-	(1)	-	(1)	(6)	(8)
Property and equipment at the end of the year	339 493	9 007	51 050	6 755	65 104	183 775	655 184
Closing balance at 31 December 2025							
At cost	378 307	14 960	134 579	30 508	187 590	489 826	1 235 770
Accumulated depreciation	(38 814)	(5 953)	(83 325)	(23 628)	(122 412)	(253 542)	(527 674)
Accumulated impairment	-	-	(204)	(125)	(74)	(52 509)	(52 912)
Carrying amount at 31 December 2025	339 493	9 007	51 050	6 755	65 104	183 775	655 184
Reconciliation for the period ended 31 December 2024							
Balance at 1 July 2024							
At cost	333 620	14 960	134 914	34 771	174 238	450 042	1 142 545
Accumulated depreciation	(32 198)	(3 455)	(76 474)	(23 812)	(104 751)	(258 592)	(499 282)
Accumulated impairment	-	-	-	-	-	(51 611)	(51 611)
Carrying amount	301 422	11 505	58 440	10 959	69 487	139 839	591 652
Movements for the period ended 31 December 2024							
Additions	-	-	11 131	405	8 066	109 274	128 876
Depreciation	(2 745)	(833)	(5 517)	(1 591)	(7 687)	(37 837)	(56 210)
Disposals	-	-	(2 147)	(281)	(274)	(342)	(3 044)
Property and equipment at the end of the period	298 677	10 672	61 907	9 492	69 592	210 934	661 274
Closing balance at 31 December 2024							
At cost	333 620	14 960	143 546	31 963	179 144	553 337	1 256 570
Accumulated depreciation	(34 943)	(4 288)	(81 639)	(22 471)	(109 552)	(290 792)	(543 685)
Accumulated impairment	-	-	-	-	-	(51 611)	(51 611)
Carrying amount at 31 December 2024	298 677	10 672	61 907	9 492	69 592	210 934	661 274

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

5. Property and equipment *continued*

5.1 Property and equipment *continued*

Pledged as security

At 31 December 2025, a property in Namibia with a carrying amount of N\$54 million was pledged as security for the mortgage loan (Note 8.5).

Impairment assessment

On 23 December 2025, commercial terms were agreed with FHC Proprietary Limited to dispose 100% of the shares held in Activo Health Proprietary Limited (**Activo**) and indirectly, Activo's wholly owned subsidiaries Activo Healthcare Assets Proprietary Limited and Forrester Pharma Proprietary Limited (together **the Activo Group**).

As at this date, the Group measured the Activo Group businesses at the lower of fair value less costs of disposal and the carrying amount. The carrying amount exceeded the fair value less costs of disposal, resulting in the recognition of an impairment loss of R550.5 million. The impairment loss was first applied fully to the goodwill amount and the excess was allocated to the remaining assets in proportion to their carrying amounts as follows: R321.1 million to intangible assets, R0.8 million to property and equipment, and R0.9 million to right of use assets.

The Group performed a bi-annual assessment of goodwill for impairment at 31 December 2025. The test involved assessment of internal and external qualitative factors. Based on this assessment, an impairment loss was recognised on the AfroCentric Integrated Corporate Solutions Group Cash Generating Unit to the value of R52.3 million. The impairment loss was first applied fully to the goodwill amount and the excess was allocated to the remaining assets in proportion to their carrying amounts as follows: R11.2 million to intangible assets, R1.3 million to property and equipment, and R1.5 million to right of use assets.

5.2 Compensation for impairment of property and equipment

The compensation for impairment of property and equipment represents proceeds from a settlement agreement in the form of a replacement asset to the value of R64.4 million that was provided to AfroCentric free of charge. The settlement was pursuant to a dispute relating to an asset that was previously impaired in the 2023 and 2024 financial periods, as it was not compatible to the AfroCentric systems.

5.3 Right of use assets

The Company has not entered into any leases. The right of use assets arose from leases entered into by the subsidiaries within the Group.

	Office Equipment R'000	Buildings R'000	Total R'000
Year ended 31 December 2025			
Opening carrying amount	1 310	139 411	140 721
Additions	-	14 744	14 744
Derecognition*	-	(1 768)	(1 768)
Depreciation charge	(366)	(61 005)	(61 371)
Impairment loss (Note 5.1 & 37.1)	(935)	(1 498)	(2 433)
Reclassification to assets Held for Sale (Note 37.1)	(9)	-	(9)
Closing carrying amount	-	89 884	89 884
At 31 December 2025			
At cost	1 462	406 720	408 182
Accumulated depreciation	(527)	(315 338)	(315 865)
Accumulated impairment	(935)	(1 498)	(2 433)
Closing carrying amount	-	89 884	89 884

* Lease arrangements expired during the year and right of use assets returned to the vendor.

	Office Equipment R'000	Buildings R'000	Total R'000
Period ended 31 December 2024			
Opening carrying amount	29	142 543	142 572
Additions	1 462	35 055	36 517
Derecognition*	(29)	(7 057)	(7 086)
Depreciation charge	(152)	(31 130)	(31 282)
Closing carrying amount	1 310	139 411	140 721
At 31 December 2024			
At cost	1 462	435 305	436 767
Accumulated depreciation	(152)	(295 894)	(296 046)
Closing carrying amount	1 310	139 411	140 721

* Lease arrangements expired during the period and right of use assets returned to the vendor.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

6. Investment property

6.1 Balances at year end and movements for the year

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Reconciliation for the year				
Balance at the beginning of the year at fair value	12 500	12 500	-	-
Fair value loss	(830)	-	-	-
Balance at the end of the year at fair value	11 670	12 500	-	-

Changes in fair values are recognised as gains or losses in profit or loss and included in 'fair value gains/losses. All gains/losses are unrealised.

	December 2025 R'000	December 2024 R'000
Amounts recognised in profit or loss		
Rental income	752	366
Operating expenses	(372)	(26)

Fair value measurements

Investment property consists of land situated at portion 108 (a portion of portion 27) of the farm Weltevreden 202 Roodepoort, South Africa and Portion 1 Erf 4172 Garsfontein, Registered Division JR City of Tshwane, Gauteng. Both properties are held for capital appreciation and are not occupied by the Group.

The valuation for portion 108 (a portion of portion 27) of the farm Weltevreden 202 Roodepoort was prepared by an independent valuer, J van der Hoven in January 2026, a property practitioner from De Hoven Proprietary Limited. J van der Hoven obtained his Post-Graduate Master's Degree in Architecture (recognised by Royal Institute of British Architects (**RIBA**) and Architects Registration Board (**ARB**) and has more than 10 years' experience as a property practitioner.

The valuation of Portion 1 Erf 4172 Garsfontein, Registered Division JR City of Tshwane, Gauteng is prepared every three years.

The last valuation was prepared in June 2023 by Ashton Eckler and Tebogo Digoamaje who are both independent valuers from DPP Valuation & Advisory Services Proprietary Limited.

The fair value of portion 108 (a portion of portion 27) of the farm Weltevreden was determined based on comparable sales method.

The fair value of Portion 1 Erf 4172 Garsfontein, was determined using the income approach method of valuation. This method of valuation involves the capitalisation of the net normalised income to determine the market value of the subject property. The total revenue and expenses of the subject property must therefore be calculated before a capitalisation rate can be applied.

As the valuation for Portion 1 Erf 4172 Garsfontein was previously undertaken in June 2023, and the next valuation will be undertaken in three years' time on 31 December 2026, as such the value of the property as at 31 December 2025 has remained unchanged.

Based on the valuation performed in January 2026 for portion 108 (a portion of portion 27) of the farm Weltevreden, the fair value has decreased from the valuation performed in July 2024.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

6. Investment property *continued*

6.2 Recognised fair value measurements

Fair value hierarchy

The following hierarchy is used to classify financial and non-financial instruments for fair value measurement purposes:

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

Level 2 – Inputs other than quoted 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); and

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

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement. The significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a level 3 measurement.

Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

Specific valuation techniques used to value non-financial instruments include:

- the fair value of the investment property is determined by using either the comparable sales method or the income approach method of valuation.

The investment property has been classified as a level 3 non-financial instrument, i.e. the inputs are not based on observable market data. The carrying amount of the investment property approximates the fair value.

Group fair value measurements using significant unobservable inputs (level 3):

	Investment property R'000
Opening balance at 31 December 2024	12 500
Fair value loss	(830)
Closing balance at 31 December 2025	11 670

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

6. Investment property *continued*

6.2 Recognised fair value measurements *continued*

Valuation inputs and relationships to fair value

The fair value of portion 108 (a portion of portion 27) of the farm Weltevreden 202 is derived by an external property valuer using the comparable sales method. In applying this approach, the valuer has selected other properties that have similar risk, growth and cash-generating profiles. This investment property is valued on an annual basis.

The fair value of the Portion 1 Erf 4172 Garsfontein is derived by an external property valuer using the Income approach method. In applying this approach, the valuer used the market value determined by capitalising the first year's normalised net operating income. This investment property is valued every three years.

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements.

Description	Fair value at 31 December 2025	Unobservable inputs	Input value used	Sensitivity of unobservable inputs on profit and loss
Investment property – Roodepoort	8 570	Price per block building rights per square metre	R565	If the fair value per square metre increased by 10% then the value of the property would increase by R857 000 in profit or loss. If the fair value per square metre decreased by 10%, then the value of the property would decrease by R857 000 in profit or loss.
Investment property – Garsfontein	3 100	Net rentable area	R454	If the fair value per square metre increased by 10% then the value of the property would increase by R310 000 in profit or loss. If the fair value per square metre decreased by 10%, then the value of the property would decrease by R310 000 in profit or loss.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

7. Intangible assets

7.1 Intangible assets

	Group						
	Brands and intellectual property R'000	Pharmaceutical dossiers* R'000	Internally developed computer software R'000	Computer software R'000	Goodwill R'000	Customer relationships R'000	Total R'000
Reconciliation for the year ended 31 December 2025							
At 31 December 2024							
At cost	37 416	535 245	1 683 475	266 261	1 607 941	386 851	4 517 189
Accumulated amortisation	(37 416)	(168 696)	(710 639)	(187 804)	-	(335 267)	(1 439 822)
Accumulated impairment	-	-	(13 926)	(22 562)	(499 442)	-	(535 930)
Closing carrying amount 31 December 2024	-	366 549	958 910	55 895	1 108 499	51 584	2 541 437
Movements for the year ended 31 December 2025							
Additions	-	5 727	117 159	-	-	-	122 886
Disposals	-	-	-	(24 157)	-	-	(24 157)
Amortisation	-	(31 585)	(133 755)	(17 911)	-	(18 830)	(202 081)
Impairment loss recognised (Note 7.3 & 37.1)	-	(321 114)	(11 180)	-	(1 038 579)	-	(1 370 873)
Reclassification to Assets Held for Sale (Note 37)	-	(2 930)	-	-	-	-	(2 930)
Write-off	-	(16 647)	-	-	-	-	(16 647)
Carrying amount at 31 December 2025	-	-	931 134	13 827	69 920	32 754	1 047 635
At 31 December 2025							
At cost	37 416	521 395	1 760 118	228 713	1 589 122	386 851	4 523 615
Accumulated amortisation	(37 416)	(200 281)	(803 878)	(192 324)	-	(354 097)	(1 587 996)
Accumulated impairment	-	(321 114)	(25 106)	(22 562)	(1 519 202)	-	(1 887 984)
Closing carrying amount	-	-	931 134	13 827	69 920	32 754	1 047 635
Reconciliation for the period ended 31 December 2024							
At 30 June 2024							
At cost	37 416	530 371	1 629 738	264 509	1 607 941	386 851	4 456 826
Accumulated amortisation	(37 416)	(150 992)	(647 147)	(179 024)	-	(321 280)	(1 335 859)
Accumulated impairment	-	-	(13 926)	(22 562)	(280 280)	-	(316 768)
Closing carrying amount 30 June 2024	-	379 379	968 665	62 923	1 327 661	65 571	2 804 199
Movements for the period ended 31 December 2024							
Additions	-	9 535	53 737	1 752	-	-	65 024
Amortisation	-	(18 573)	(63 492)	(8 780)	-	(13 987)	(104 832)
Impairment loss recognised (Note 7.3)	-	-	-	-	(219 162)	-	(219 162)
Write-off	-	(3 792)	-	-	-	-	(3 792)
Carrying amount at 31 December 2024	-	366 549	958 910	55 895	1 108 499	51 584	2 541 437
At 31 December 2024							
At cost	37 416	535 245	1 683 475	266 261	1 607 941	386 851	4 517 189
Accumulated amortisation	(37 416)	(168 696)	(710 639)	(187 804)	-	(335 267)	(1 439 822)
Accumulated impairment	-	-	(13 926)	(22 562)	(499 442)	-	(535 930)
Closing carrying amount	-	366 549	958 910	55 895	1 108 499	51 584	2 541 437

* Pharmaceutical dossiers relate to a set of documents that contains all the technical data (administrative, quality, non-clinical and clinical) of a pharmaceutical product in order to promote, market, sell, import and distribute the product in a specific territory.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

7. Intangible assets *continued*

7.1 Intangible assets *continued*

Pledged as security

The Group has not pledged any of the items classified as intangible assets as collateral or provided them as security.

Capital commitments

No contractual commitment for acquisition of intangible assets exists.

7.2 Material individual intangible assets

The following details relate to individual intangible assets that are material to the Group financial statements and are disclosed as part of the internally generated computer software category.

Description	Carrying amount at December 2025 R'000	Remaining amortisation period
Nexus system	514 087	7 years
Gexus system	101 189	7 years
Digital CRM	78 330	7 years
	693 606	

Description	Carrying amount at December 2024 R'000	Remaining amortisation period
Nexus system	545 456	8 years
Gexus system	104 993	8 years
Digital CRM	93 838	8 years
	744 287	

7.3 Impairments

The Group performed a bi-annual impairment test at 31 December 2025. The test involved assessment of internal and external qualitative factors such as instances of underutilisation, obsolescence, or material decline in the economic performance of the assets.

(i) Assets in the scope of IAS 36

Goodwill

Activo Group

Prior to the Activo Group disposal group being recognised under IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* at 23 December 2025, the recoverable amount was determined to be fair value less costs of disposal using a discount rate of 11.80% which is a market-derived approximation. The disposal group will be recovered through sale.

The recoverable amount calculated was less than the carrying amount and an impairment loss of R550.5 million was determined which had to be first allocated completely to the remaining goodwill amount allocated to the Activo Disposal Group to the value of R228 million. The balance of R323 million was allocated to property and equipment, right of use assets and intangible assets in the CGU. The Activo Group goodwill falls under the intergroup eliminations segment.

AfroCentric Integrated Corporate Solutions Proprietary Limited Group

Pursuant to the bi-annual assessment of goodwill for impairment, the recoverable amount for the AfroCentric Integrated Corporate Solutions Proprietary Limited Group (**AICS Group**) CGU was determined to be lower than the carrying amount, resulting in the recognition of an impairment loss. The impairment loss was first fully applied against goodwill and the balance was allocated in proportion to the rest of the CGU.

The goodwill impairment was necessitated by reduced profitability of the AICS Group contributed to lower than expected earnings derived from Primary Health Insurance and the Gap products due to lower policies being administered than initially anticipated.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

7. Intangible assets *continued*

7.3 Impairments *continued*

(i) Assets in the scope of IAS 36 *continued*

Goodwill *continued*

Healthcare Administration SA CGU

As part of the bi-annual assessment of goodwill for impairment, the Group performed the assessment goodwill attributed to the Healthcare Administration SA CGU.

Following the announcement by Bonitas Medical Fund (**Bonitas**) of the outcome of its Request for Proposal (**RFP**) process for the provision of administration and managed care services, the current contracts held by Medscheme, Aid for Aids and Scriptpharm are scheduled to expire on 31 May 2026.

The loss of future earnings from the Bonitas contracts on administration and managed care services resulted in the recoverable amount of Medscheme and Aid for Aids CGUs (determined using the value in use methodology based on a discount rate of 11.80%), being lower than their relevant carrying amount, thus necessitating goodwill impairment.

The secondary impact of the loss of the Bonitas contracts on the Allegra and the Klinikka CGUs was considered. It is anticipated that the forecast switching fees to be earned by Allegra on Bonitas claims will significantly decrease due to the anticipated reduction of the switching of claims relating to Bonitas. It is further anticipated that the forecast income to be earned by Klinikka on the specialised Documentation Based Care (**DBC**) back programme will significantly reduce as the managed care services will no longer be rendered to Bonitas.

Following this secondary assessment, the Allegra recoverable amount (determined using the value in use methodology based on a discount rate of 11.80%) is lower than the carrying amount, thus necessitating goodwill impairment.

Pharmacy Direct and Curasana

The assessment of the Pharmacy Direct and Curasana CGU resulted in the recoverable amount determined using the value in use methodology and based on a discount rate of 12.08% being lower than the carrying amount, thus necessitating partial impairment of goodwill.

The partial impairment of goodwill was necessitated by the anticipated reduction in profitability pursuant to lower margins in the private sector delivery market.

Total impairment losses for the year

The total impairment losses are summarised as follows:

	December 2025 R'000	December 2024 R'000
Impairment of goodwill		
Activo Health Proprietary Limited	167 930	160 816
Activo Healthcare Assets Proprietary Limited	59 714	57 184
AfroCentric Integrated Corporate Solutions Proprietary Limited Group	38 096	-
Tendahealth	-	1 162
Medscheme – Healthcare administration including Wellness and Glen Eden	508 318	-
Medscheme – Health risk management	104 155	-
Aid for AIDS Management Proprietary Limited – Healthcare administration	23 490	-
Allegra Proprietary Limited – Healthcare IT support	1 268	-
Pharmacy Direct and Curasana	135 608	-
Total goodwill impairment losses	1 038 579	219 162

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

7. Intangible assets *continued*

7.4 CGU of goodwill

A summary per CGU of the goodwill allocation is presented below:

	Group	
	December 2025 R'000	December 2024 R'000
Healthcare administration SA CGU	49 385	724 712
Medscheme – Healthcare administration including Wellness and Glen Eden	-	508 318
Medscheme – Health risk management	-	104 155
Aid for AIDS Management Proprietary Limited – Healthcare administration	-	23 490
Allegra Proprietary Limited – Healthcare IT support	-	1 268
Klinikka Proprietary Limited – medical equipment supplier	2 435	2 435
Scriptpharm – chronic scripts claim	2 699	2 699
Essential Group – Healthcare insurance	9 333	9 333
AfroCentric Integrated Corporate Solutions Group – Healthcare administration	-	38 096
Dental Information Systems Group	34 918	34 918
Healthcare Africa CGU	15 535	15 535
Medscheme Mauritius Limited – local administration	4 969	4 969
Medscheme Mauritius Limited – international administration	10 566	10 566
Healthcare Retail SA CGU	5 000	368 252
Pharmacy Direct and Curasana	5 000	140 608
Activo and Activo Healthcare Assets Group	-	227 644
Total	69 920	1 108 499

Management determines the recoverable amount of Cash Generating Units (**CGUs**) as being the higher of fair value less costs to sell or value in use. In the absence of an active market, value in use is used to determine the recoverable amount. With the exception of the Activo Group whose recoverable amount has been determined based on the fair value less costs to sell, the rest of the CGUs have followed a traditional method of discounting management's best estimate of future cash flows attributable to the CGU has been applied to determine the value in use. A growth rate has been applied to cash flow streams to take into account the effect of inflation as well as business-specific expectations.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

7. Intangible assets *continued*

7.4 CGU of goodwill *continued*

Assumptions used in the determination of the recoverable amount are as follows:

- The estimated revenues to be earned and costs incurred from the use of the assets;
- The forecast period over which those revenues and costs are projected;
- An average growth rate;
- The pre-tax discount rate that takes into account the yield on government bonds, Beta and a market risk premium;
- Risk adjustment factors used in deriving an appropriate discount rate applied to future estimated cash flows;
- The rate on government bonds (risk-free rate) of 8.20% at 31 December 2025 (December 2024: 10.32%);
- A market risk premium of 6% (December 2024: 6%) is justified as the overall risk is to the downside; and
- The Beta (β) is 0.480 as at 31 December 2025 (December 2024: 0.500).

The inputs above were adjusted for geographical and entity specific risk.

The following table sets out the key assumptions for those CGUs that management considers the most significant to the Group:

	Recoverable amount R'000	Excess/ (deficit) of recoverable amount over carrying value R'000	Discount Rate %	Forecast period	Average growth rate %	Perpetuity growth rate %
31 December 2025						
Medscheme – admin, managed care, Wellness and Glen Eden	-	(612 473)	11.80	5 years	(2.2)	4.5
Activo Group	472 649	(550 505)	11.80	1 year	-	-
Pharmacy Direct and Curasana	430 155	(53 139)	12.08	5 years	(18.7)	4.5
31 December 2024						
Medscheme – admin and managed care, Wellness and Glen Eden	4 344 080	3 193 907	15.92	5 years	13.4	4.5
Activo Group	978 972	(218 401)	15.35	4 years	9.0	4.5
Pharmacy Direct and Curasana	410 992	174 036	15.92	4 years	13.0	4.5

Management has determined the values assigned to each of the above key assumptions as follows:

Assumption	Approach used in determining values
Average growth rate (%)	Average annual growth rate over the five-year forecast; based on past performance and management's expectation of earnings to be generated in the future as noted below: Medscheme – Healthcare administration including Wellness and Glen Eden and Health risk management: <ul style="list-style-type: none"> - Reduced profitability in 2026 attributed to the loss of the Bonitas managed care and administration services contracts effective 1 May 2026, diluted by the reduced fees to be earned over the four months winddown period. - Reduced profitability in 2027 to 2030 attributed to the full impact of the loss of the Bonitas managed care and administration service contracts. - The rest of the business is expected to continue growing steadily, with membership growth expected to be linked to the muted growth. - The loss of the Bonitas contracts is partially offset by earnings anticipated from the administration services and managed care services of the Sisonke Medical Aid from the second quarter of 2026. - Management has embarked on effective cost savings initiatives through the review of the operating model as well as the efficiencies to be derived from the investment in data and digital platforms. Pharmacy Direct and Curasana: <ul style="list-style-type: none"> - Reduced profitability due to loss of margin attributed to potential loss of scripts in the 5-year horizon. - Cost containment initiatives and business optimisation to effectively service the clients. - No planned capital expenditure, thus resulting in fixed depreciation.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

7. Intangible assets *continued*

7.4 CGU of goodwill *continued*

As the remaining balance of goodwill is immaterial, there is no sensitivity analysis that has been performed for 31 December 2025.

		Discount rate	Worst case	Growth rate	Best case
			R'000	Base case	R'000
			13 %	14 %	15 %
Medscheme – admin, managed care, Wellness and Glen Eden – 31 December 2024	Worst case	17.39%	3 379 179	3 804 923	4 042 460
	Base case	15.92%	3 812 484	4 344 080	4 658 853
	Best case	15.07%	4 110 073	4 720 557	5 096 883
			Worst case	Growth rate	Best case
			R'000	Base case	R'000
			15 %	13 %	12 %
Pharmacy Direct and Curasana – 31 December 2024	Worst case	18.06%	382 086	347 787	510 803
	Base case	15.92%	452 763	410 992	612 881
	Best case	16.43%	433 483	393 755	584 988
Activo Group – 31 December 2024	Worst case	15.85%	642 132 ¹	788 192 ²	975 714 ³
	Base case	15.35%	668 048 ⁴	824 221 ⁵	1 026 215 ⁶
	Best case	14.85%	696 232 ⁷	863 733 ⁸	1 082 143 ⁹

¹ Based on the carrying amount of R1 206 million, the worst case scenario indicates an impairment of R564 million.

² Based on the carrying amount of R1 206 million, the base case scenario indicates an impairment of R418 million.

³ Based on the carrying amount of R1 206 million, the best case scenario indicates an impairment of R231 million.

⁴ Based on the carrying amount of R1 206 million, the worst case scenario indicates an impairment of R538 million.

⁵ Based on the carrying amount of R1 206 million, the base case scenario indicates an impairment of R382 million.

⁶ Based on the carrying amount of R1 206 million, the best case scenario indicates an impairment of R180 million.

⁷ Based on the carrying amount of R1 206 million, the worst case scenario indicates an impairment of R510 million.

⁸ Based on the carrying amount of R1 206 million, the base case scenario indicates an impairment of R343 million.

⁹ Based on the carrying amount of R1 206 million, the best case scenario indicates an impairment of R124 million.

If the discount rate of Medscheme admin and managed care including Glen Eden CGU is increased by 3.21% to 19.13%, the recoverable amount will be equal to the carrying amount.

If the Company specific risk for the Pharmacy Direct and Curasana CGU is reduced by 8.78% with a resultant increase in the discount rate to 24.70%, the recoverable amount will be equal to the carrying amount.

If the discount rate for the Activo Group CGU is decreased by 3.35% to 12.00%, the recoverable amount will be equal to the carrying amount.

8. Financial instruments

Financial assets by category	Group	
	At fair value through profit or loss R'000	At amortised cost R'000
31 December 2025		
Other financial assets (Note 13)	94	19 473
Trade and other receivables excluding prepayments (Note 8.2)	-	429 900
Cash and cash equivalents (Note 8.3)	-	607 359
	94	1 056 732
31 December 2024		
Other financial assets (Note 13)	94	20 115
Trade and other receivables excluding prepayments (Note 8.2)	-	531 611
Cash and cash equivalents (Note 8.3)	-	347 796
	94	899 522

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

8. Financial instruments *continued*

	Company
	At amortised cost
	R'000
Financial assets by category	
Year ended 31 December 2025	
Trade and other receivables excluding prepayments (Note 8.2)	9 293
Cash and cash equivalents (Note 8.3)	8 745
	18 038
Period ended 31 December 2024	
Trade and other receivables excluding prepayments (Note 8.2)	9 336
Cash and cash equivalents (Note 8.3)	8 463
	17 799
	Group
	At amortised cost
	R'000
Financial liabilities by category	
Year ended 31 December 2025	
Lease liabilities (Note 8.6)	116 447
Borrowings (Note 8.5)	627 245
Trade and other payables excluding non-financial liabilities (Note 8.4)	621 748
	1 365 440
Period ended 31 December 2024	
Lease liabilities (Note 8.6)	171 706
Borrowings (Note 8.5)	619 095
Trade and other payables excluding non-financial liabilities (Note 8.4)	547 253
	1 338 054
	Company
	At amortised cost
	R'000
Financial liabilities by category	
Year ended 31 December 2025	
Loan from a group company (Note 8.7)	161 147
Trade and other payables excluding non-financial liabilities (Note 8.4)	13 360
	174 507
Period ended 31 December 2024	
Loan from a group company (Note 8.7)	119 652
Trade and other payables excluding non-financial liabilities (Note 8.4)	6 410
	126 062

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

8. Financial instruments *continued*

8.1 Trade receivables

Ageing of trade and other receivables	Group				Total R'000
	Current R'000	30 days R'000	60 days R'000	90+ days R'000	
December 2025					
Net trade debtors	187 030	23 448	4 792	89 497	304 767
Gross trade debtors	199 475	23 817	5 289	90 454	319 035
Expected credit losses	(12 445)	(369)	(497)	(957)	(14 268)
Other receivables	565	7 201	7 143	3 232	18 141
Net sundry debtors	28 190	3 615	2 600	62 295	96 700
Gross sundry debtors	28 190	3 615	2 600	89 167	123 572
Expected credit losses	-	-	-	(26 872)	(26 872)
Deposits	4 719	-	-	5 573	10 292
December 2024					
Net trade debtors	282 808	112 991	25 665	32 907	454 371
Gross trade debtors	287 779	114 758	30 081	33 544	466 162
Expected credit losses	(4 971)	(1 767)	(4 416)	(637)	(11 791)
Other receivables	9 319	-	-	53	9 372
Net sundry debtors	28 416	130	45	30 068	58 659
Gross sundry debtors	28 416	130	45	56 940	85 531
Expected credit losses	-	-	-	(26 872)	(26 872)
Deposits	9 207	-	-	2	9 209

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Disclosure of trade debtors				
Gross trade debtors	319 035	466 162	98	204
Loss allowance for trade receivables as below	(14 268)	(11 791)	-	-
Net trade debtors	304 767	454 371	98	204

Movement in the loss allowance for trade receivables are as follows:

At the beginning of the year	11 791	44 139	-	-
Increase/(decrease) in loss allowance recognised in profit or loss during the year	4 734	(32 348)	-	-
Reclassification to assets Held for sale	(2 257)	-	-	-
At the end of the year	14 268	11 791	-	-

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

8. Financial instruments *continued*

8.1 Trade receivables *continued*

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Disclosure of sundry debtors				
Gross sundry debtors	123 572	85 531	4 220	9 084
Loss allowance for sundry debtors as below	(26 872)	(26 872)	-	-
Net sundry debtors	96 700	58 659	4 220	9 084
Movement in the loss allowance for sundry debtors are as follows:				
At the beginning of the year	26 872	19 338	-	-
Increase in loss allowance recognised in profit or loss during the year	-	7 534	-	-
At the end of the year	26 872	26 872	-	-

The Group applies the IFRS 9 simplified approach to measuring ECL which uses a lifetime expected loss allowance for all the trade receivables.

To measure the ECL, trade receivables have been grouped based on the shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles of sales over a period of 36 months before 31 December 2025 and the corresponding historical credit losses experienced within this year. The historical loss rate has been adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the annual gross domestic product (**GDP**) rate, average prime lending rate, inflation rate and unemployment rate to be the most relevant factors and accordingly, adjusts the historical loss rates based on expected changes in these factors.

8.2 Trade and other receivables

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Financial assets				
Trade debtors	304 767	454 371	98	204
Sundry debtors	96 700	58 659	4 220	9 084
Deposits	10 292	9 209	-	-
Other receivables*	18 141	9 372	4 975	48
Non-financial assets				
Prepayments**	91 182	70 692	39	477
Total trade and other receivables	521 082	602 303	9 332	9 813

* Included in other receivables is R3 million relating to payroll.

** Included in prepayments is R70 million relating to prepaid software licences and other IT support costs.

All receivables are expected to be realised within 12 months. The carrying amounts of all trade and other receivables approximate fair value due to the short-term nature of the receivables, hence the impact of discounting is immaterial.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

8. Financial instruments *continued*

8.3 Cash and cash equivalents

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Cash at bank and short-term deposits				
Cash and cash equivalents on the statement of financial position	607 359	347 796	8 745	8 463
Bank Windhoek Limited* – AA	24 280	12 878	–	–
Nedbank Limited** – Baa3	582 243	309 762	8 745	8 463
Absa Bank Limited** – Baa3	836	655	–	–
CitiBank Limited** – Aa3	–	22 870	–	–
Mercantile Bank Limited** – Baa3	–	1 631	–	–
Cash and cash equivalents within assets Held for Sale (Note 37.1)	122 360	–	–	–
Nedbank Limited** – Baa3	117 856	–	–	–
Mercantile Bank Limited** – Baa3	4 504	–	–	–
Total cash at bank and short-term bank deposits included in current assets	729 719	347 796	8 745	8 463

* The ratings from "AA" to "CCC" may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the major rating categories.
 ** Moody's appends numerical modifiers 1, 2 and 3 to each generic rating classification from Aa through Caa. Modifier 3 indicates a ranking in the lower end of that generic rating category.

The ratings for Nedbank Limited, Absa Bank Limited and CitiBank Limited were obtained from Moody's.

The ratings for Bank Windhoek Limited were obtained from Global Credit Rating Company. The ratings for Mercantile Bank Limited were obtained from Fitch ratings.

The rating scores are based on the following broad investment grade definitions:

- AA** Very high credit quality relative to other issuers or obligations in the same country. Protection factors are very strong. Adverse changes in business, economic or financial conditions would increase investment risk although not significantly.
- Aa3** Aa3 is a credit rating assigned by Moody's that indicates high-quality obligations with very low credit risk. It is the fourth highest rating in Moody's Long-term Corporate Obligation scale, reflecting a strong position in the financial market.
- Baa3** Baa3 is Moody's lowest investment grade credit rating, indicating moderate credit risk and medium-grade creditworthiness.

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Cash	351 044	282 700	8 745	8 463
Short term deposits*	256 315	65 096	–	–
	607 359	347 796	8 745	8 463

* Short-term deposits relate to cash at year end deposited into specific bank accounts.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

8. Financial instruments *continued*

8.4 Trade and other payables

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Trade payables	237 208	220 504	665	546
Payroll creditors	68 886	66 626	155	146
Accruals	248 614	202 464	2 445	48
Shareholders for dividends	14 548	6 970	5 794	3 418
Other payables*	121 378	117 315	4 456	2 398
Provisions**	16 052	13 059	3 338	1 092
Seasonality reserve provision	20 615	14 332	-	-
Total trade and other payables	727 301	641 270	16 853	7 648

* Included in the balance is an amount of R88 million which relates to sundry creditors.

** Included in the balance is an amount of R15 million which relates to the provision for audit fees.

All trade and other payables are current and are expected to be settled within the next 12 months. The carrying values at year end approximate their fair values due to the short-term nature of the payables, hence the impact of discounting is immaterial.

8.5 Borrowings

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Non-current liabilities	574 119	556 722	-	-
Nedbank facility	550 673	556 722	-	-
Mortgage loan – Bank Windhoek	23 446	-	-	-
Current liabilities	53 126	62 373	-	-
Nedbank facility	48 263	62 373	-	-
Mortgage loan – Bank Windhoek	4 863	-	-	-
	627 245	619 095	-	-

Movement in borrowings are as follows:

	December 2025 R'000	December 2024 R'000
At the beginning of the year	619 095	628 406
Borrowings acquired during the year	45 177	-
Interest accrued	58 107	31 672
Interest repaid	(58 107)	(31 672)
Capital repaid	(37 027)	(9 311)
Balance at the end of the year	627 245	619 095

The Nedbank facility equals a total of R1.2 billion consisting of Revolving Credit Facility of R350 million, 5-year Term Loan of R250 million, General Banking Facility of R300 million and a headroom on the Revolving credit facility of R300 million.

On 13 June 2025, Medscheme (Namibia) Proprietary Limited entered into a mortgage loan agreement with the Bank Windhoek to the value of N\$45 million to purchase 100% shares in Silberstein Trading Enterprises Proprietary Limited, a special purpose entity that houses the current building that Medscheme (Namibia) Proprietary Limited operates from. The mortgage loan is repayable over 10 years at the bank's prime rate minus 0.25% per annum. The loan is secured over the building with a carrying amount of N\$54 million (Note 5.1).

Compliance with loan covenants – Nedbank

R591 million, inclusive of accrued interest, has been utilised by the Group, of which amounts have been applied to funding the general corporate requirements of the Group. The rate of interest on the loan for each interest period is the percentage rate per annum which is the aggregate of the applicable Margin and JIBAR.

The financial condition to the Nedbank facility is for the Group to ensure that net debt to EBITDA in respect of any relevant period shall not exceed 2.5:1 times and interest cover in respect of any relevant period shall not be less than 4:1, the Group has complied with the loan covenants as at 31 December 2025 (refer to Note 3 (vi)). No waivers were required.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

8. Financial instruments *continued*

8.6 Lease liabilities

	Group	
	December 2025 R'000	December 2024 R'000
Non-current liabilities	58 836	101 721
Current liabilities	57 611	69 985
	116 447	171 706

Movements in lease liability are as follows:

	Group	
	December 2025 R'000	December 2024 R'000
At the beginning of the year	171 706	177 086
Lease liabilities recognised per IFRS 16	2 792	35 502
Interest accrued	13 410	8 017
Lease modification	24 000	(8 903)
Derecognition*	(2 236)	-
Rental payments made	(91 947)	(39 996)
Lease written off	(210)	-
Reclassification to assets Held for Sale (Note 37.1)	(1 068)	-
Balance at the end of the year	116 447	171 706

* Lease arrangements expired during the year and right of use assets returned to the vendor.

	Group	
	December 2025 R'000	Re-presented* December 2024 R'000
Amounts recognised in statement of profit or loss		
Interest expense	13 273	7 897
Expense relating to short-term leases	2 858	1 407

* The amounts have been re-presented to separately disclose discontinued operations that were previously included in continuing operations.

The total cash outflow for leases for the year ended 31 December 2025 was R91.9 million (December 2024: R40.0 million).

The lease payments are discounted using the incremental borrowing rate, being the Group's credit facility interest rate.

8.7 Loans from a group company

Loans from a group company comprise the following balances:

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
AfroCentric Health (RF) Proprietary Limited	-	-	(161 147)	(119 652)
Non-current liabilities	-	-	(161 147)	(119 652)

The loan will continue indefinitely until the full payment of all the outstanding amounts are settled.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

9. Investments in associates and joint venture

During the year ended 31 December 2025, the Group had two investments in associates being Associated Fund Administrators Botswana Proprietary Limited and Private Health Administrators Proprietary Limited. The Group also has a joint venture called Warona Health Emergency Medical Services Proprietary Limited.

The Associated Fund Administrators Botswana Proprietary Limited is incorporated in Botswana where its principal place of business is. The Company performs administration services for medical schemes in Botswana, which enhances the Group's footprint outside of South Africa.

Due to the Group's non-controlling interest in Associated Fund Administrators Botswana Proprietary Limited, Private Health Administrators Proprietary Limited and Warona Health Emergency Medical Services Proprietary Limited, it has no influence in aligning their reporting dates with the Group's. Management accounts were used to equity account these investments.

Private Health Administrators is incorporated in South Africa where its principal business is. The company is an independent medical scheme administrator.

Warona Health Emergency Medical Services Proprietary Limited is engaged in the provision of occupational health and emergency medical service offerings. The company is incorporated in South Africa where its principal business is. The other shareholder of Warona Health Emergency Medical Services Proprietary Limited is AND310 EMS Projects Proprietary Limited which owns 51% and has a joint arrangement agreement with AfroCentric Employee Health Solutions Proprietary Limited.

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Carrying amount of investment in associate	6 736	3 634	-	-
Carrying amount of investment in joint venture	6 186	2 625	-	-
	12 922	6 259	-	-

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

9. Investments in associates and joint venture *continued*

Details of the Group's associates at the end of the reporting period are as follows:

Name of associate	Reporting date	Number of shares held	Nature of relationship	Percentage holdings	Opening carrying amount R'000	Share of after tax (loss)/profits R'000	Impairments R'000	31 December 2025 Closing carrying amount R'000
Associated Fund Administrators Botswana Proprietary Limited	30 September	3 408 218	Associate	40%	1 845	(64)	-	1 781
Private Health Administrators Proprietary Limited	28 February	26	Associate	26%	1 789	3 166	-	4 955
Warona Health Emergency Medical Services Proprietary Limited	30 June	49	Joint Venture	49%	2 625	3 561	-	6 186
Total					6 259	6 663	-	12 922

Name of associate	Reporting date	Number of shares held	Nature of relationship	Percentage holdings	Opening carrying amount R'000	Share of after tax (losses)/profit R'000	Impairments R'000	31 December 2024 Closing carrying amount R'000
Associated Fund Administrators Botswana Proprietary Limited	30 September	3 408 218	Associate	40%	3 162	(1 043)	(274)	1 845
Private Health Administrators Proprietary Limited	28 February	26	Associate	26%	3 288	(1 499)	-	1 789
Warona Health Emergency Medical Services Proprietary Limited	30 June	49	Joint Venture	49%	2 282	343	-	2 625
Total					8 732	(2 199)	(274)	6 259

There are no significant restrictions on the ability of the joint ventures or associates to transfer funds to the Group in the form of cash dividends or repayment of loans or advances.

Based on the impairment indicators at each reporting date, impairment tests in respect of investments in joint ventures and associates are performed. The recoverable amount of the investment is compared to the carrying amounts, to calculate the impairment. There were no impairments identified for the current year.

The carrying amounts of the investments represents the Group's interest in the net assets thereof.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

9. Investments in associates and joint venture *continued*

Summarised financial information of Associated Fund Administrators Botswana Proprietary Limited

	Group	
	December 2025 R'000	December 2024 R'000
At 31 December 2025		
Non-current assets	14 669	6 913
Current assets	23 401	21 103
Total assets	38 070	28 016
Current liabilities	34 971	23 198
Total liabilities	34 971	23 198
Net assets	3 099	4 818
Revenue	55 100	66 515
Loss	(159)	(2 608)
Total comprehensive loss attributable to ordinary shareholders	(159)	(2 608)
Net loss for the year	(159)	(2 608)

Summarised financial information of Private Health Administrators Proprietary Limited

	Group	
	December 2025 R'000	December 2024 R'000
At 31 December 2025		
Non-current assets	6 405	7 623
Current assets	83 425	45 112
Total assets	89 830	52 735
Current liabilities	66 698	43 187
Total liabilities	66 698	43 187
Net assets	23 132	9 548
Revenue	478 638	299 826
Profit/(loss)	12 178	(5 766)
Total comprehensive income/(loss) attributable to ordinary shareholders	12 178	(5 766)
Net profit/(loss) for the year	12 178	(5 766)

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

9. Investments in associates and joint venture *continued*

Summarised financial information of Warona Health Emergency Medical Services Proprietary Limited

	Group	
	December 2025 R'000	December 2024* R'000
At 31 December 2025		
Non-current assets	1 766	2 228
Current assets	18 065	12 399
Trade and other receivables	10 965	9 019
Cash and cash equivalents	6 212	3 234
Inventory	157	146
Income tax receivable	731	-
Total assets	19 831	14 627
Current Liabilities	6 404	9 215
Total liabilities	6 404	9 215
Net assets	13 427	5 412
Revenue	61 321	27 910
Interest received	327	133
Depreciation	(519)	(110)
Other expenses	(49 117)	(26 860)
Taxation	(3 243)	(373)
Net profit for the year	8 769	700

* The prior year numbers have been re-presented to be in alignment with IFRS 12.B13.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

10. Investments in subsidiaries

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Unlisted investments at cost	-	-	279 066	1 847 163
			Company	
			December 2025 R'000	December 2024 R'000
At the beginning of the year			1 847 163	1 847 163
Impairment loss			(1 568 097)	-
Balance at the end of the year			279 066	1 847 163

Name of subsidiary	Main business	Country of incorporation	Interest held	Non-controlling
			(voting rights) %	interest (voting rights) %
31 December 2025				
Directly held				
ACT Healthcare Assets Proprietary Limited	Investment holding	South Africa	100	-
31 December 2024				
Directly held				
ACT Healthcare Assets Proprietary Limited	Investment holding	South Africa	100	-

ACT Healthcare Assets Proprietary Limited is an investment holding company that holds direct investments in the Healthcare Retail CGU, and indirect investments in the Healthcare Administration SA CGU and the Healthcare Africa CGU.

On 29 January 2026, Bonitas Medical Fund announced the outcome of its Request for Proposal (RFP) process for the provision of administration and managed-care services. As a result of this decision:

- The existing contracts held by Medscheme, Aid for Aids and Scriptpharm will expire on 31 May 2026; and
- The ACT Healthcare Assets Group (**the CGU**) will lose the future earnings previously generated from administration and managed-care services provided to Bonitas Medical Fund.

The loss of these contracts constitutes an indicator of impairment in accordance with IAS 36.12, as it significantly reduces expected future cash flows of the CGU.

Management performed an impairment assessment by determining the recoverable amount of the CGU. The recoverable amount was calculated using the value-in-use (VIU) method, based on:

- Cash flow projections reflecting the loss of Bonitas-related revenue from 1 June 2026 onward, restructuring actions to mitigate the impact on cost structures, expected revenue from other contracted schemes, and market dynamics and cost pressures in the administration and managed-care sector;
- A pre-tax discount rate of 11.80%, representing a pre-tax rate reflecting the CGU's specific risks of cash flows in the healthcare administration and managed-care environment; and
- A terminal growth rate of 4.5% was applied beyond the explicit forecast period, aligned with conservative expectations for the healthcare administration sector, representing a modest long-term industry growth expectation.

These assumptions reflect management's best estimates of future market conditions, scheme membership dynamics, and cost structures.

The assessment concluded that the carrying amount of the ACT Healthcare Assets CGU exceeded its recoverable amount. Accordingly, an impairment loss of R1.5 billion has been allocated to the investment in subsidiary value that is recognised on company statement of financial position, and a corresponding amount has been recognised in the company statement of profit or loss under "Impairment of investment in subsidiary" as required by IAS 36.

This materially reduces operating profit for the financial period and reflects the structural change to future cash flows following the contract expiry. The impairment reflects the diminished earning capacity of ACT Healthcare Assets following the loss of the Bonitas contracts effective 31 May 2026. Management will continue to monitor the CGU's performance and reassess recoverability at each reporting date.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

11. Deferred tax

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Deferred tax assets	119 708	121 127	-	-
Deferred tax liabilities	(245 669)	(263 581)	-	-
Net Group deferred tax liabilities	(125 961)	(142 454)	-	-

Categorised Gross deferred tax assets and liabilities, before offset of balances within companies are as follows:

Group	Capital allowances R'000	Provisions R'000	Prepay-ments R'000	Assessed loss* R'000	Business combina-tions R'000	Other** R'000	Total R'000
Deferred tax assets							
Opening balance at 1 January 2025	-	53 999	-	18 774	-	48 354	121 127
Charged to profit or loss	-	43 025	-	(15 492)	-	(15 608)	11 925
Disposal of subsidiaries	-	(989)	-	-	-	212	(777)
Reclassification to assets Held for Sale	-	(9 571)	-	(2 707)	-	(289)	(12 567)
Closing balance at 31 December 2025	-	86 464	-	575	-	32 669	119 708
Deferred tax liabilities							
Opening balance at 1 January 2025	(137 302)	-	(2 142)	-	(85 376)	(38 761)	(263 581)
Charged to profit or loss	266	-	(5 875)	-	13 527	12 912	20 830
Disposal of subsidiaries	333	-	-	-	-	-	333
Reclassification to assets Held for Sale	(3 597)	-	92	-	-	254	(3 251)
Closing balance at 31 December 2025	(140 300)	-	(7 925)	-	(71 849)	(25 595)	(245 669)
Net deferred tax (liabilities)/assets	(140 300)	86 464	(7 925)	575	(71 849)	7 074	(125 961)
Deferred tax assets							
Opening balance at 1 July 2024	-	70 675	-	8 529	-	52 811	132 015
Charged to profit or loss	-	(16 676)	-	10 245	-	(4 457)	(10 888)
Closing balance at 31 December 2024	-	53 999	-	18 774	-	48 354	121 127
Deferred tax liabilities							
Opening balance at 1 July 2024	(119 347)	-	(4 493)	-	(93 952)	(41 836)	(259 628)
Charged to profit and loss	(17 955)	-	2 351	-	8 576	3 075	(3 953)
Closing balance at 31 December 2024	(137 302)	-	(2 142)	-	(85 376)	(38 761)	(263 581)
Net deferred tax (liabilities)/assets	(137 302)	53 999	(2 142)	18 774	(85 376)	9 593	(142 454)

* As a result of the increase in operations, the companies will generate sufficient income which will be utilised against the assessed loss going forward.

** Other deferred tax assets and liabilities consist of deferred tax relating to the lease liability, right of use asset, capital losses and income received in advance.

In the prior year the Group had an assessed loss of R2.9 million that was not recognised as a deferred tax asset. In the current year the Group has an assessed loss of R39.7 million that was not recognised as a deferred tax asset.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

12. Inventories

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Finished goods*	3 892	294 614	-	-
Merchandise – pharmaceutical**	103 413	146 740	-	-
Merchandise provision	-	(517)	-	-
Inventory on hand at the year end	107 305	440 837	-	-

* The finished goods balance consists of the inventory on hand net of the unearned fees relating to Single Exit Price (SEP) applied.

** Merchandise refers to pharmaceutical products that are on hand at year end.

During 2025, inventories of R804 million (December 2024: R491 million) were recognised as an expense during the year and included in cost of pharmaceutical products and finished goods.

Inventories have been reduced by R6 million because of the write-down to net realisable value. This write-down is recognised as an expense and included in cost of pharmaceutical products and finished goods.

At 23 December 2025, inventory to the value of R215 million was reclassified to Assets Held for Sale (refer to Note 37.1).

13. Other financial assets

Other financial assets comprise the following balances:

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Measured at fair value				
Other equity investments	94	94	-	-
	94	94	-	-
Measured at amortised cost				
Mauritius government bonds	19 473	20 115	-	-
Total	19 567	20 209	-	-
Non-current other financial assets	94	20 209	-	-
Current other financial assets	19 473	-	-	-

The Mauritius government bonds are held in a business model with the objective of collecting contractual cash flows, which consists of bi-annual interest receipts. Management's intention is to hold the bonds to maturity, at which point capital will be repaid. As such the bonds are measured at amortised cost. The cost approximates the fair value as the cost used is based on the quoted prices obtained from the financial institutions.

The Expected Credit Loss allowance is deemed immaterial as government bonds are perceived as low risk.

Fair value hierarchy

The following hierarchy is used to classify financial instruments for fair value measurement purposes:

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

Level 2 – Inputs other than quoted 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); and

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

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement. The significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a level 3 measurement.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

13. Other financial assets *continued*

Fair value hierarchy *continued*

Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

Specific valuation techniques used to value financial instruments include:

- the fair value of the debt instruments measured at fair value through profit and loss are determined based on a valuation of the net asset value attributable to the investment;
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis and price earnings (**PE**) ratios.

The assets disclosed below have been classified as level 3 financial instruments, i.e. the inputs are not based on observable market data. The carrying amount of all assets in the table below approximates the fair value of the assets.

Group fair value measurements using significant unobservable inputs (level 3):

	Group Level 3 R'000
Year ended 31 December 2025	
Unlisted investment	94
Period ended 31 December 2024	
Unlisted investment	94

The table below presents the movements for the year:

	Group			
	Financial assets at amortised cost			Fair value through profit and loss Total R'000
	Mauritius government bonds R'000	Investments in Venture Capital Funds R'000	Other equity investments R'000	
Balance at 30 June 2024	19 231	8 394	94	8 488
Write off	-	(1 184)	-	(1 184)
Impairment	-	(7 210)	-	(7 210)
Finance income	884	-	-	-
Balance at 31 December 2024	20 115	-	94	94
Additions	10 207	-	-	-
Disposals	(11 152)	-	-	-
Finance income	303	-	-	-
Balance at 31 December 2025	19 473	-	94	94

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

13. Other financial assets *continued*

Valuation inputs and relationships to fair value

Valuation process

The finance department of the Group performs the valuations of the investments for financial reporting purposes, including level 3 fair values. The team reports directly to the CFO. Discussions of the valuation processes and results are held between the CFO and Group Finance at year end to determine the fair value of investments unless there is an indication of impairment which will result in a write off of the investment at that point in time.

14. Sanlam restricted and Performance Deferred share plan

On 1 November 2024, the Group decided to participate in share incentive plans operated by Sanlam Group for eligible employees – Restricted and Performance Deferred Share Plans, both of which are linked to Sanlam Limited shares.

14.1 Receivables – Sanlam Restricted Share Plan (RSP) and Performance Deferred Share Plan (PDSP)

The balance relates to the amount advanced to Sanlam Limited Share Incentive Trust to purchase 725 472 Sanlam Limited shares to be granted to the Group executive directors and selected employees who are key, have scarce skills and/or are skilled leaders. These shares were acquired to ensure the Group meets its obligations under RSP and PDSP.

As part of RSPs Group executive directors were granted Sanlam Limited's shares which are held in the Group executives individual restricted accounts and will become unrestricted only if vesting conditions are met. The RSP has a measurement period of three years and is subject to both continued employment and performance conditions set by the Group over the three years. The Group executives will be entitled to shares after 43 months. The fair value of the shares on grant date (1 November 2024) was based on the Sanlam share price.

The receivable has been classified as non-current as the shares acquired for these plans will vest, or proceeds to be paid will be after 43 months, subject to meeting certain performance conditions.

Receivables – Sanlam Share-based comprise the following balances:

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Receivable Sanlam – Restricted Share plan	14 360	13 267	3 766	3 959
Receivable Sanlam – Performance Deferred Share plan	46 977	51 277	-	-
	61 337	64 544	3 766	3 959

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

14. Sanlam restricted and Performance Deferred share plan *continued*

14.2 Sanlam Performance Deferred Shares – IFRS 2 liability

As part of the PDSP, selected employees who are key, have scarce skills and/or are skilled leaders in the Group were granted the right to receive a cash amount linked to the value of a number of Sanlam shares in future subject to meeting certain conditions. The PDSP has a measurement period of three years and is subject to both continued employment and performance conditions set by the Group over the three years. The eligible employees will be entitled to a cash payment after 43 months.

At the time of vesting, the number of Sanlam shares that qualify for vesting will be sold in the open market, and eligible employees will be entitled to the full proceeds (market value at the time it can be sold) realised less the applicable taxes.

Details of the liabilities arising from the PDSPs are as follows:

	December 2025 R'000	December 2024 R'000
Total carrying amount of liabilities for PDSPs	2 537	2 003

Measurement of fair values

Measuring the fair value the service and non-market performance conditions taken into account is that 65% of employees will be retained for the vesting period and that 20% of the shares awarded will vest based on the key performance indicators linked to the Group's performance.

The inputs used in the measurement of the fair values at grant date and measurement date of the PDSPs were as follows:

	Grant date 1 November 2024	Measurement date 31 December 2025
Fair value	-	74.03
Share price	R88.91	98.49
Discount rate	-	16.60%
Weighted fair value	-	R3.44
Months till first dividend	-	4
Discount period	-	0.33 months

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

15. Issued capital

15.1 Issued share capital

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Authorised:				
1 billion ordinary shares of 1 cent each	10 000	10 000	10 000	10 000
60 million redeemable preference shares of 1 cent each	600	600	600	600
Issued:				
840 684 592 ordinary shares of 1 cent each	8 211	8 184	8 211	8 184
– Opening balance*	8 184	8 184	8 184	8 184
– Shares delisted	(4)	–	(4)	–
– Issue of equity-settled share-based payment awards exercised	31	–	31	–
Share premium* (Note 15.2)	2 553 665	2 550 551	2 553 665	2 550 551
	2 561 876	2 558 735	2 561 876	2 558 735

* The reclassification between share capital and share premium was corrected to ensure that there is a reconciliation between the number of shares and the par value of 1 cent per share. The value of the adjustment between share capital and share premium is R13 million. The net impact on equity is nil.

On 14 March 2025, the Company delisted 403 649 shares repurchased during the period ended 31 December 2024 after receiving approval from the Johannesburg Stock Exchange.

The directors are authorised, by resolution of the shareholders and until the forthcoming AGM, to issue the unissued shares in accordance with the limitation set by members. All issued shares have been fully paid.

All ordinary shares rank equally regarding the Company's residual assets. Preference shareholders participate only to the extent of their voting power.

Major shareholders holding more than 5% of the issued share capital	Number of shares	% of total shares
31 December 2025		
Sanlam Life Insurance Limited	494 431 629	58.81
Community Healthcare Holdings Proprietary Limited	74 098 672	8.81
ARC Financial Services Investments Proprietary Limited	62 912 483	7.48
Total	631 442 784	75.10

15.2 Share premium

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Opening balance*	2 550 551	2 550 551	2 550 551	2 550 551
Shares delisted	(1 074)	–	(1 074)	–
Issue of equity-share-based payment awards exercised	4 188	–	4 188	–
Closing balance	2 553 665	2 550 551	2 553 665	2 550 551

* The reclassification between share capital and share premium was corrected to ensure that there is a reconciliation between the number of shares and the par value of 1 cent per share. The value of the adjustment between share capital and share premium is R13 million. The net impact on equity is nil.

On 14 March 2025, the Company delisted 403 649 shares repurchased during the period ended 31 December 2024 after receiving approval from the Johannesburg Stock Exchange.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

16. Other reserves

	Group			
	Share-based payment reserve R'000	Foreign currency translation reserve R'000	Treasury shares R'000	Total reserves R'000
Balance at 30 June 2024	24 468	(5 650)	(1 162)	17 656
Share-based payment expense	2 475	-	-	2 475
Share-based payment expense prior year	(213)	-	-	(213)
Share-based payment awards exercised	(9 084)	-	-	(9 084)
Shares repurchased	-	-	(1 078)	(1 078)
Other comprehensive income	-	9 555	-	9 555
Balance at 31 December 2024	17 646	3 905	(2 240)	19 311
Share-based payment expense	(7 479)	-	-	(7 479)
Share-based payment awards exercised	(4 219)	-	-	(4 219)
Shares delisted*	-	-	1 078	1 078
Other comprehensive income	-	(10 698)	-	(10 698)
Balance at 31 December 2025	5 948	(6 793)	(1 162)	(2 007)

* On 14 March 2025, AfroCentric Investment Corporation Limited delisted 403 649 shares repurchased during the year ended 31 December 2024 after receiving approval from the Johannesburg Stock Exchange.

	Company		
	Share-based payment reserve R'000	Treasury shares R'000	Total reserves R'000
Balance at 30 June 2024	24 468	-	24 468
Share-based payment expense	2 475	-	2 475
Share-based payment expense prior year	(213)	-	(213)
Share-based payment awards exercised	(9 084)	-	(9 084)
Shares repurchased	-	(1 078)	(1 078)
Balance at 31 December 2024	17 646	(1 078)	16 568
Share-based payment expense	(7 479)	-	(7 479)
Share-based payment awards exercised	(4 219)	-	(4 219)
Shares delisted*	-	1 078	1 078
Balance at 31 December 2025	5 948	-	5 948

* On 14 March 2025, AfroCentric Investment Corporation Limited delisted 403 649 shares repurchased during the year ended 31 December 2024 after receiving approval from the Johannesburg Stock Exchange.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

17. Non-controlling interest

	Group	
	December 2025 R'000	December 2024 R'000
Balance at the beginning of the year	33 350	31 189
Dividend distributions (Note 27)	(8 109)	(4 550)
Share of net profit of subsidiaries	14 984	6 711
	40 225	33 350

The Company does not have any non-controlling interest as the subsidiary directly owned is 100% held (Refer to Note 10). Non-controlling interest arises at Group.

18. Employment benefit liabilities

	Group		
	Leave pay	Bonuses	Total
Balance at 30 June 2024	59 792	122 555	182 347
Charged/(credited) to the statement of profit or loss and other comprehensive income:			
- additional provisions	2 877	80 143	83 020
- amounts reversed	(1 272)	(12 702)	(13 974)
Provisions utilised	(5 561)	(134 432)	(139 993)
Balance at 31 December 2024	55 836	55 564	111 400
Charged/(credited) to the statement of profit or loss and other comprehensive income:			
- additional provisions	11 159	138 438	149 597
- amounts reversed	(497)	(6 150)	(6 647)
Provisions utilised	(8 819)	(49 976)	(58 795)
Reclassification to assets Held for Sale (Note 37.1)	(950)	-	(950)
Balance at 31 December 2025	56 729	137 876	194 605

The leave pay and bonus provisions are primarily in respect of leave pay and bonuses to be settled in the next financial year.

19. Revenue

19.1 Revenue from contracts with customers

	Group	
	December 2025 R'000	Re-presented* December 2024 R'000
Revenue from sale of goods	1 122 555	756 575
Revenue from services	6 180 680	3 008 865
Administration fees	1 959 622	969 965
Health risk management fees – Medical aid schemes	1 894 507	906 540
Health risk management fees – Capitation fees	1 752 635	890 059
Management fees	14 672	5 154
IT revenue and other**	483 314	199 747
Marketing fees	24 517	17 745
Healthcare insurance	51 413	19 655
Total revenue from contracts with customers	7 303 235	3 765 440

* The amounts have been re-presented to separately disclose discontinued operations that were previously included in continuing operations.

** Included in this value is licence fees, expenses recoveries, IT hosting fees, commission received and service fees.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

19. Revenue *continued*

19.2 Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical market, major products and service lines and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the Group/Company's reportable segments (Refer to Note 4).

Change in Revenue disaggregation

During the current year the disaggregation of revenue was updated to enable users of the financial statements to understand the relationship between the disclosure of the disaggregated revenue and the revenue information that is disclosed for each reportable segment (Refer to Note 4). The comparative figures have also been adjusted to the new format for comparability.

	Group						
	Healthcare SA R'000	Healthcare Africa R'000	Healthcare Retail R'000	Total Healthcare R'000	Information Technology R'000	Intergroup eliminations R'000	Group R'000
Revenue for the year ended December 2025 disaggregated by the type of goods or services							
Primary geographical markets							
South Africa	4 750 687	-	3 379 833	8 130 520	675 477	(1 764 047)	7 041 950
Administration fees	1 735 744	-	17 648	1 753 392	390 272	(400 755)	1 742 909
Health risk management fees - Medical aid schemes	1 906 352	-	5 826	1 912 178	-	(39 013)	1 873 165
Health risk management fees - Capitation funds	380 795	-	1 371 840	1 752 635	-	-	1 752 635
Management fees	273 543	-	-	273 543	-	(260 845)	12 698
IT revenue and other	367 372	-	94 824	462 196	285 205	(285 343)	462 058
Marketing fees	-	-	41 109	41 109	-	(16 592)	24 517
Healthcare insurance	74 117	-	-	74 117	-	(22 704)	51 413
Retail	12 764	-	1 848 586	1 861 350	-	(738 795)	1 122 555
Outside of South Africa	-	261 285	-	261 285	-	-	261 285
Administration fees	-	216 713	-	216 713	-	-	216 713
Health risk management fees - Medical aid schemes	-	21 342	-	21 342	-	-	21 342
Management fees	-	1 974	-	1 974	-	-	1 974
IT revenue and other	-	21 256	-	21 256	-	-	21 256
	4 750 687	261 285	3 379 833	8 391 805	675 477	(1 764 047)	7 303 235

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

19. Revenue *continued*

19.2 Disaggregation of revenue from contracts with customers *continued*

	Group						
	Healthcare SA R'000	Healthcare Africa R'000	Healthcare Retail R'000	Total Healthcare R'000	Information Technology R'000	Intergroup eliminations R'000	Group R'000
Revenue for the year ended December 2025 disaggregated by the type of goods or services <i>continued</i>							
Major product/service line							
Admin Health	2 103 116	237 969	153 581	2 494 666	675 477	(702 690)	2 467 453
Administration fees	1 735 744	216 713	17 648	1 970 105	390 272	(400 755)	1 959 622
IT revenue and other	367 372	21 256	94 824	483 452	285 205	(285 343)	483 314
Marketing fees	-	-	41 109	41 109	-	(16 592)	24 517
Retail(Pharma)	12 764	-	1 848 586	1 861 350	-	(738 795)	1 122 555
Retail	12 764	-	1 848 586	1 861 350	-	(738 795)	1 122 555
Managed healthcare	2 634 807	23 316	1 377 666	4 035 789	-	(322 562)	3 713 227
Health risk management fees – Medical aid schemes	1 906 352	21 342	5 826	1 933 520	-	(39 013)	1 894 507
Health risk management fees – Capitation funds	380 795	-	1 371 840	1 752 635	-	-	1 752 635
Management fees	273 543	1 974	-	275 517	-	(260 845)	14 672
Healthcare insurance	74 117	-	-	74 117	-	(22 704)	51 413
	4 750 867	261 285	3 379 833	8 391 805	675 477	(1 764 047)	7 303 235

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

19. Revenue *continued*

19.2 Disaggregation of revenue from contracts with customers *continued*

	Group						
	Healthcare SA R'000	Healthcare Africa R'000	Healthcare Retail R'000	Total Healthcare R'000	Information Technology R'000	Intergroup eliminations R'000	Group R'000
Revenue for the year ended 31 December 2025 disaggregated by the type of goods or services <i>continued</i>							
Timing of revenue recognition							
Products transferred at a point in time	12 764	-	1 848 586	1 861 350	-	(738 795)	1 122 555
Retail	12 764	-	1 848 586	1 861 350	-	(738 795)	1 122 555
Products and services transferred over time	4 737 923	261 285	1 531 247	6 530 455	675 477	(1 025 252)	6 180 680
Administration fees	1 735 744	216 713	17 648	1 970 105	390 272	(400 755)	1 959 622
Health risk management fees - Medical aid schemes	1 906 352	21 342	5 826	1 933 520	-	(39 013)	1 894 507
Health risk management fees - Capitation funds	380 795	-	1 371 840	1 752 635	-	-	1 752 635
Management fees	273 543	1 974	-	275 517	-	(260 845)	14 672
IT revenue and other	367 372	21 256	94 824	483 452	285 205	(285 343)	483 314
Marketing fees	-	-	41 109	41 109	-	(16 592)	24 517
Healthcare insurance	74 117	-	-	74 117	-	(22 704)	51 413
	4 750 687	261 285	3 379 833	8 391 805	675 477	(1 764 047)	7 303 235

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

19. Revenue *continued*

19.2 Disaggregation of revenue from contracts with customers *continued*

	Group						
	Healthcare SA R'000	Healthcare Africa R'000	Healthcare Retail R'000	Total Healthcare R'000	Information Technology R'000	Intergroup eliminations R'000	Group R'000
Revenue for the period ended 31 December 2024 disaggregated by the type of goods or services*							
Primary geographical markets							
South Africa	2 281 528	-	1 988 267	4 269 795	340 363	(968 703)	3 641 455
Administration fees	851 609	-	9 149	860 758	198 965	(194 912)	864 811
Health risk management fees – Medical aid schemes	896 022	-	-	896 022	-	-	896 022
Health risk management fees – Capitation funds	207 763	-	682 296	890 059	-	-	890 059
Management fees	129 696	-	-	129 696	-	(125 517)	4 179
IT revenue and other	168 524	-	59 081	227 605	141 398	(176 594)	192 409
Marketing fees	-	-	28 428	28 428	-	(10 683)	17 745
Healthcare insurance	19 655	-	-	19 655	-	-	19 655
Retail	8 259	-	1 209 313	1 217 572	-	(460 997)	756 575
Outside of South Africa	-	123 985	-	123 985	-	-	123 985
Administration fees	-	105 154	-	105 154	-	-	105 154
Health risk management fees – Medical aid schemes	-	10 518	-	10 518	-	-	10 518
Management fees	-	975	-	975	-	-	975
IT revenue and other	-	7 338	-	7 338	-	-	7 338
	2 281 528	123 985	1 988 267	4 393 780	340 363	(968 703)	3 765 440

* The amounts have been re-presented to separately disclose discontinued operations that were previously included in continuing operations.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

19. Revenue *continued*

19.2 Disaggregation of revenue from contracts with customers *continued*

	Group						
	Healthcare SA R'000	Healthcare Africa R'000	Healthcare Retail R'000	Total Healthcare R'000	Information Technology R'000	Intergroup eliminations R'000	Group R'000
Revenue for the period ended 31 December 2024 disaggregated by the type of goods or services* <i>continued</i>							
Major product/ service line							
Admin health	1 020 133	112 492	96 658	1 229 283	340 363	(382 189)	1 187 457
Administration fees	851 609	105 154	9 149	965 912	198 965	(194 912)	969 965
IT revenue and other	168 524	7 338	59 081	234 943	141 398	(176 594)	199 747
Marketing fees	-	-	28 428	28 428	-	(10 683)	17 745
Retail (Pharma)	8 259	-	1 209 313	1 217 572	-	(460 997)	756 575
Retail	8 259	-	1 209 313	1 217 572	-	(460 997)	756 575
Managed healthcare	1 253 136	11 493	682 296	1 946 925	-	(125 517)	1 821 408
Health risk management fees - Medical aid schemes	896 022	10 518	-	906 540	-	-	906 540
Health risk management fees - Capitation funds	207 763	-	682 296	890 059	-	-	890 059
Management fees	129 696	975	-	130 671	-	(125 517)	5 154
Healthcare insurance	19 655	-	-	19 655	-	-	19 655
	2 281 528	123 985	1 988 267	4 393 780	340 363	(968 703)	3 765 440

* The amounts have been re-presented to separately disclose discontinued operations that were previously included in continuing operations.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

19. Revenue *continued*

19.2 Disaggregation of revenue from contracts with customers *continued*

	Group						
	Healthcare SA R'000	Healthcare Africa R'000	Healthcare Retail R'000	Total Healthcare R'000	Information Technology R'000	Intergroup eliminations R'000	Group R'000
Revenue for the period ended 31 December 2024 disaggregated by the type of goods or services* <i>continued</i>							
Timing of revenue recognition							
Products transferred at a point in time	8 259	-	1 209 313	1 217 572	-	(460 997)	756 575
Retail	8 259	-	1 209 313	1 217 572	-	(460 997)	756 575
Products and services transferred over time	2 273 269	123 985	778 954	3 176 208	340 363	(507 706)	3 008 865
Administration fees	851 609	105 154	9 149	965 912	198 965	(194 912)	969 965
Health risk management fees – Medical aid schemes	896 022	10 518	-	906 540	-	-	906 540
Health risk management fees – Capitation funds	207 763	-	682 296	890 059	-	-	890 059
Management fees	129 696	975	-	130 671	-	(125 517)	5 154
IT revenue and other	168 524	7 338	59 081	234 943	141 398	(176 594)	199 747
Marketing fees	-	-	28 428	28 428	-	(10 683)	17 745
Healthcare insurance	19 655	-	-	19 655	-	-	19 655
	2 281 528	123 985	1 988 267	4 393 780	340 363	(968 703)	3 765 440

* The amounts have been re-presented to separately disclose discontinued operations that were previously included in continuing operations.

19.3 Contract balances

The following table provides information about receivables from contracts with customers.

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Current contract receivables				
Trade receivables	319 035	466 162	98	204
Trade receivables impairment	(14 268)	(11 791)	-	-
	304 767	454 371	98	204

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

20. Cost of pharmaceutical products and finished goods

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Opening inventories	440 837	449 079	-	-
Purchases*	482 449	482 320	-	-
Closing inventories	(107 305)	(440 837)	-	-
Cost of pharmaceutical products and finished goods*	804 162	490 562	-	-
Cost of distribution of pharmaceutical products*	57 253	38 329	-	-
Total cost relating to pharmaceutical products*	861 415	528 891	-	-

* The amounts have been re-presented to separately disclose discontinued operations that were previously included in continuing operations.

21. Profit before taxation from continuing operations

Profit before taxation is stated after charging the following items:

	Group		Company	
	December 2025 R'000	Re-presented* December 2024 R'000	December 2025 R'000	December 2024 R'000
Auditors' remuneration (included in "other expenses")	20 595	8 402	5 700	1 429
Audit fees	20 595	8 402	5 700	1 429
Depreciation of property and equipment	123 999	55 797	-	-
Motor vehicles	2 952	1 553	-	-
Computer equipment	86 560	37 561	-	-
Buildings	5 947	2 745	-	-
Furniture and fittings	16 283	7 659	-	-
Property and equipment	10 592	5 446	-	-
Leasehold improvements	1 665	833	-	-
Amortisation of development costs and other intangible assets	202 081	101 786	-	-
Right of use asset depreciation	60 090	30 377	-	-
Share-based payment expense	(2 564)	6 487	242	149
Bad debt write-off	3 449	5 595	-	-
Expected credit loss allowance	4 734	(2 210)	-	-
Rent and property costs	117 760	62 016	-	-
Buildings**	114 902	60 609	-	-
Office equipment and furniture**	2 858	1 407	-	-
Repairs and maintenance (included in rent and property costs)	12 865	6 531	-	-
Rent and property costs total	130 625	68 547	-	-
Capitation expenses	1 661 136	878 805	-	-

* The amounts have been re-presented to separately disclose discontinued operations that were previously included in continuing operations.

** Included in the rent and property cost is short-term leases of R3 million (December 2024: R1.3 million) relating to office equipment and furniture.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

21. Profit before taxation *continued*

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Directors' emoluments and fees (included in employee benefit costs)				
Executive*				
JW Boonzaaier***	366	5 562	-	-
- Cash package paid during the year	339	2 029	-	-
- Performance related payments/bonuses	-	1 095	-	-
- Retention bonus**	-	1 058	-	-
- Other allowance	6	33	-	-
- Profit on vesting of share-based payments	-	1 222	-	-
- Company contributions paid during the year ¹	21	125	-	-
KT Moloele****	3 490	-	-	-
- Cash package paid during the year	3 331	-	-	-
- Company contributions paid during the year ¹	159	-	-	-
GN Van Wyk	5 666	4 007	-	-
- Cash package paid during the year	4 887	2 362	-	-
- Performance related payments/bonuses	526	1 523	-	-
- Company contributions paid during the period ¹	253	122	-	-
Non-executive				
For services as directors*	7 391	3 619	7 391	3 619
Prof ATM Mokgokong	2 039	950	2 039	950
JB Fernandes	1 438	675	1 438	675
AM Le Roux	896	428	896	428
M Chauke	-	200	-	200
K Morule	738	-	738	-
CK Mokoena	150	-	150	-
M Dippenaar	495	225	495	225
MJ Madungandaba	978	911	978	911
Dr ND Munisi	657	230	657	230

* The directors' remuneration highlighted above reflects the total directors' fees received across various subsidiaries within the Group.

** Retention bonus payments were made in the first half of the 2023 financial year for a retention period to November 2024, aimed at retention of key skills and continuity after the Sanlam transaction. The amount recognised in the prior year, relates to the portion of the retention bonus that is in respect of the five months to 30 November 2024.

*** JW Boonzaaier resigned effective 31 January 2025.

**** Appointed CFO designate and Executive Director effective 1 January 2025 and took office as the CFO effective 1 February 2025.

¹ The Company contributions relate to contributions made by the employer towards pension funds.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

21. Profit before taxation *continued*

	Group		Company	
	December 2025 R'000	Re-presented* December 2024 R'000	December 2025 R'000	December 2024 R'000
Employee benefit costs	2 795 469	1 348 481	3 011	1 538
Salaries and wages	2 362 186	1 152 475	2 992	1 460
Termination benefits	7 838	9 672	-	-
Incentive, production and performance bonus	171 117	69 822	-	-
Staff welfare	61 288	30 463	19	78
Movement in post-employment medical obligation	257	59	-	-
Other employee benefit cost	192 783	85 990	-	-
Dividends received	(143)	-	(50 465)	-
Loss/(profit) on disposal of property and equipment	4 653	(40)	-	-
Fair value loss	919	(380)	-	-
Fair value loss on investment property	830	-	-	-
Fair value loss/(gain) on IFRS 2 liability	89	(380)	-	-
Impairments	824 914	2 958	1 568 097	-
Impairment of investment in subsidiary	-	-	1 568 097	-
Impairment of property and equipment	1 301	-	-	-
Impairment of right of use assets	1 498	-	-	-
Impairment of goodwill	810 935	-	-	-
Impairment of intangible assets	11 180	-	-	-
Impairment of investment in associates	-	274	-	-
Impairment of other financial assets	-	1 500	-	-
Write off of other financial assets	-	1 184	-	-
IT Costs**	285 432	195 783	-	-
Other expenses***				
Included are the following:				
Donations	614	151	-	-
Consulting fees	522 312	192 092	1 686	1 822
Legal fees	26 104	4 765	2 606	-
Operating expenditure****	266 365	141 163	15 510	5 884
Marketing and recruitment	50 222	24 454	6 099	3 010
VAT expenses	5 164	3 118	-	-

* The amounts have been re-presented to separately disclose discontinued operations that were previously included in continuing operations.

** IT costs mainly relate to software licences, managed service contracts and internet connectivity.

*** The disclosure for other expenses relates to the expenses deemed significant and does not include all items of other expenses.

**** This mainly relates to motor vehicle, telephone, travel, postage and subscription costs.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

22. Net finance costs

	Group		Company	
	December 2025 R'000	Re-presented* December 2024 R'000	December 2025 R'000	December 2024 R'000
Finance income	(54 961)	(21 823)	(326)	(195)
Cash and cash equivalents	(42 721)	(17 674)	(326)	(195)
Other**	(12 240)	(4 149)	-	-
Insurance finance income	(7 484)	(3 300)	-	-
Total finance income	(62 445)	(25 123)	(326)	(195)
Finance costs	75 504	37 832	14 721	5 560
Other***	4 124	(1 737)	-	-
Lease liabilities****	13 273	7 897	-	-
Inter-company loans	-	-	14 721	5 560
Borrowings	58 107	31 672	-	-
Net finance costs	13 059	12 709	14 395	5 365

* The amounts have been re-presented to separately disclose discontinued operations that were previously included in continuing operations.

** Finance income – Other relates SARS interest and interest charged in relations to loans granted.

*** Finance costs – Other relates to Cash Management Solution (CMS) interest and SARS interest.

**** During the preparation the current year financial statements it was discovered that interest on lease liabilities was erroneously not included as part of this note. The note has been updated including prior year.

23. Income tax expense

23.1 Current taxation

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Current taxation	140 280	47 721	86	34
Current year charge	142 788	36 061	57	11
Prior year adjustment	(4 357)	317	29	-
Withholding taxes expensed	1 849	11 320	-	-
Securities transfer tax	-	23	-	23
Deferred taxation	(26 234)	9 529	-	-
Current year charge	(34 153)	11 065	-	-
Prior year adjustment	7 919	(1 536)	-	-
Income tax on remeasurement of post employment benefit	-	-	-	-
	114 046	57 250	86	34

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

23. Income tax expense *continued*

23.2 Reconciliation of the tax rate

	Group		Company	
	December 2025 %	December 2024 %	December 2025 %	December 2024 %
South African normal tax rate	27.00%	27.00%	27.00%	27.00%
Adjusted for:				
Disallowable expenses	(52.10%)	9.20%	(27.88%)	(27.33%)
Donations not subject to 18 A	(0.04%)	0.02%	-	-
Share transaction costs	(0.04%)	0.06%	(0.01%)	(0.83%)
Dual nature expenses	(0.91%)	1.01%	(0.31%)	(12.86%)
Disallowed legal fees	(0.22%)	0.19%	(0.05%)	-
Non-allowable consulting fees	(0.90%)	0.52%	(0.03%)	(2.78%)
Impairment of intangible assets	(41.16%)	0.19%	-	-
Bad debts written off	-	0.16%	-	-
Impairment of investment	(0.95%)	0.03%	(27.12%)	-
Write-off of Intangible assets	-	(1.53%)	-	-
Depreciation on buildings	(0.38%)	(0.06%)	-	-
Share based payments	(0.01%)	0.02%	-	(0.23%)
Penalties and interest	(0.81%)	0.59%	(0.25%)	(8.46%)
Non-trading expenses	-	0.02%	-	-
Other non-deductible expenses	(0.73%)	1.75%	(0.11%)	(2.17%)
Insurance service expense (IFRS 17)	(7.06%)	6.09%	-	-
Profit on sale of investment	1.11%	0.14%	-	-
Non-taxable income	10.72%	(15.23%)	-	0.27%
Share of profits from associates and joint venture	0.38%	0.26%	-	-
Other non-taxable income	3.09%	(8.96%)	-	0.27%
ETI	0.01%	(0.01%)	-	-
Insurance revenue (IFRS 17)	7.29%	(6.12%)	-	-
Insurance finance income (IFRS 17)	0.39%	(0.40%)	-	-
Prior year adjustment	(0.44%)	-	-	-
Exempt income	0.01%	-	0.87%	-
Dividends received	0.01%	-	0.87%	-
Other deductible expenditure	0.29%	(0.54%)	-	-
Learnership allowance	0.29%	(0.54%)	-	-
Unreconciled differences	0.10%	0.46%	-	-
Rate differences	0.75%	(0.50%)	-	-
Prior year adjustments				
- current tax	0.82%	0.14%	-	-
- deferred tax	(1.58%)	(0.68%)	-	-
Capital gain/loss	(0.45%)	0.50%	-	-
Withholding tax	(0.35%)	5.03%	-	-
Securities transfer tax	-	0.01%	-	(0.13%)
Derecognition of deferred tax asset	0.03%	0.04%	-	-
Unrecognised assessed loss	(6.68%)	-	-	-
Effective tax rate	(21.44%)	25.43%	(0.01%)	(0.19%)

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

24. Earnings per share

The calculation of the basic loss per share from continuing operations for the Group is based on the loss attributable to the parent for the year of R661 million (December 2024: profit of R161 million), and a weighted average number of shares of 840.8 million (December 2024: 841.1 million) in issue. The calculation of the headline earnings per share from continuing operations for the Group is calculated on an adjusted headline earnings of R163 million (December 2024: R97 million), and a weighted average number of shares of 840.8 million (December 2024: 841.1 million) shares in issue.

The calculation of the basic loss per share from discontinued operations for the Group is based on the loss attributable to the parent for the year of R613 million (December 2024: R287 million), and a weighted average number of shares of 840.8 million (December 2024: 841.1 million) shares in issue. The calculation of headline loss per share from discontinued operations for the Group is calculated on adjusted headline loss of R46 million (December 2024: R65 million), and a weighted average number of shares of 840.8 million (December 2024: 841.1 million) shares in issue.

	Group		
	December 2025		Total R'000
	Continuing operations R'000	Discontinued operations R'000	
Reconciliation of headline earnings/(loss) per share			
Total loss attributable to the parent	(660 931)	(613 279)	(1 274 210)
Basic loss	(660 931)	(613 279)	(1 274 210)
Adjusted for:			
Impairment of goodwill	810 935	227 644	1 038 579
Profit on sale of subsidiary	(5 101)	-	(5 101)
Impairment of intangible assets	11 180	321 114	332 294
Impairment of property and equipment	1 301	813	2 114
Impairment of right of use assets	1 498	934	2 432
Loss on the disposal of tangible assets	4 653	-	4 653
Write-off of intangible assets	-	16 647	16 647
Fair value loss on investment property	830	-	830
Total tax effects of the adjustments	(1 184)	-	(1 184)
Headline earnings/(loss)	163 181	(46 127)	117 054
Loss per share			
Basic	(78.61)	(72.94)	(151.55)
Diluted	(77.50)	(71.91)	(149.41)
Headline earnings/(loss) per share (cents)			
Basic	19.41	(5.49)	13.92
Diluted	19.13	(5.41)	13.73
Weighted average number of shares used in the calculation of headline earnings per share			840 751 867
- dilutionary impact of the contingent shares*			12 053 850
Weighted average number of ordinary shares used in the calculation of diluted earnings per share			852 805 717

* The contingent shares relate to the share-based payment awards. Refer to Note 28 for further details.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

24. Earnings per share *continued*

	Group		Total R'000
	Continuing operations R'000	Discontinued operations R'000	
Reconciliation of headline earnings/(loss) per share			
Total profit/(loss) attributable to the parent	161 136	(287 001)	(125 865)
Basic earnings/(loss)	161 136	(287 001)	(125 865)
Adjusted for:			
Impairment of goodwill	-	219 162	219 162
Impairment of investment in associates	274	-	274
Compensation of property and equipment	(64 402)	-	(64 402)
Loss/(profit) on the disposal of tangible assets	(40)	(230)	(270)
Write-off of intangible assets	-	3 792	3 792
Total tax effects of the adjustments	9	(769)	(760)
Headline earnings/(loss)	96 977	(65 046)	31 931
Earnings/(loss) per share			
Basic	19.16	(34.12)	(14.96)
Diluted	18.65	(33.22)	(14.57)
Headline earnings/(loss) per share (cents)			
Basic	11.53	(7.73)	3.80
Diluted	11.23	(7.53)	3.70
Weighted average number of shares used in the calculation of headline earnings per share			841 088 241
- dilutionary impact of the contingent shares*			22 799 214
Weighted average number of ordinary shares used in the calculation of diluted earnings per share			863 887 455

* The contingent shares relate to the share-based payment awards. Refer to Note 28 for further details.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

25. Cash flows from operating activities

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Loss before tax	(1 134 417)	(55 785)	(1 561 180)	(17 727)
Adjustments for:				
Dividends received	(143)	-	(50 465)	-
Bad debts recovered	-	(3 058)	-	-
Compensation for impairment of property and equipment	-	(64 402)	-	-
Finance income other financial assets	-	(884)	-	-
Right of use assets depreciation	61 372	31 282	-	-
Interest on lease	13 381	8 017	-	-
Finance income	(55 797)	(23 523)	(326)	(195)
Finance costs	66 191	32 510	14 721	5 560
Bad debts written off	3 449	5 019	-	-
Increase/(decrease) in expected credit loss allowance	4 734	(2 258)	-	-
Depreciation	124 480	56 210	-	-
Fair value gains/(losses)	919	(386)	-	-
Amortisation of intangible assets	206 768	104 832	-	-
Impairment of investment in a subsidiary	-	-	1 568 097	-
Impairment of goodwill	1 038 579	219 162	-	-
Impairment of property and equipment	2 114	-	-	-
Impairment provision on investments and loans	-	274	-	-
Impairment of intangible assets	332 294	-	-	-
Impairment of other financial assets	-	7 210	-	-
Impairment of right of use assets	2 432	-	-	-
Write-off of other financial assets	-	1 184	-	-
(Profit)/loss on disposal of tangible assets	4 653	(270)	-	-
Write-off of intangible assets	16 647	3 792	-	-
Movement in post-employment medical obligation	257	-	-	-
Share-based payment expense	(2 564)	6 390	242	149
Profit on disposal of a subsidiary	(5 101)	-	-	-
Intercompany non-cash transactions*	-	-	11 096	11 101
Share of (profit)/losses from associates	(6 663)	2 199	-	-
VAT unclaimed amount	5 164	2 616	-	-
Finance (income)/cost – Deferred payment	112	(105)	-	-
Prior year accrual reversals	-	-	-	(178)
Other adjustments for non-cash items	170	316	(1 296)	(47)
Cash flow before working capital changes	679 031	330 342	(19 111)	(1 337)
Working capital changes				
Decrease inventories	82 530	8 242	-	-
(Increase)/decrease trade and other receivables	(83 311)	183 973	482	(5 141)
Increase/(decrease) trade and other payables	165 438	(104 846)	9 205	2 189
Increase/(decrease) provisions	83 205	(70 947)	-	-
Decrease insurance contract assets	(12 094)	(3 606)	-	-
Cash generated from/(utilised in) operations	914 799	343 158	(9 424)	(4 289)

* This amount relates share based expenses transferred to the subsidiaries within the Group via the loan with AfroCentric Health (RF) Proprietary Limited.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

26. Income tax paid

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Balance at the beginning of the year asset/ (liability)	55 744	43 861	(28)	(22)
Balance at the end of the year (asset)/liability	(48 208)	(55 744)	25	28
Charge to the statement of comprehensive income	(124 810)	(63 369)	(86)	(34)
Less: Deferred tax included in income tax expense	(32 679)	11 815	-	-
Withholding taxes	1 849	-	-	-
Interest received	333	315	-	1
	(147 771)	(63 122)	(89)	(27)

27. Dividends

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Dividend declared by AfroCentric Investment Corporation Limited in March 2025	50 384	-	50 441	-
Dividends declared and paid to Non-controlling interests	8 109	4 550	-	-
Dividend declared and paid by Medscheme (Namibia) Proprietary Limited	6 500	4 550	-	-
Dividend declared and paid by The Cheese Has Moved Proprietary Limited	1 609	-	-	-
Total dividends declared	58 493	4 550	50 441	-

During the prior year a dividend of 6 cents per share was declared in respect of the 2024 year-end earnings. Based on the number of shares in issue on the last day to trade (after allowing for treasury shares), the total dividend amounted to R50.4 million. Dividends proposed or declared after the statement of financial position date are not recognised at the statement of financial position date. No dividend was declared for the current year.

28. Share-based payments

Long Term Incentive Plan

In the 2018 financial year a share award plan was implemented. The purpose of the plan is to retain, motivate and reward eligible employees who are able to influence the performance and growth strategies of individual companies within the Group, on a basis which aligns their interests with those of the Group's shareholders.

Share awards will be issued to identified participants by the Remuneration Committee and Board. The number of share awards to be allocated to an eligible employee will primarily be based on the identified employee's annual salary, grade, performance, retention and attraction requirements and market benchmarks. The number of share awards will be recommended by the Remuneration Committee at the time that share awards are granted per an award letter.

Eligibility for participation to the plan will be considered on an annual basis. Share awards will be subject to performance condition linked to the retention period. Share awards will constitute conditional shares in AfroCentric Investment Corporation Limited and on the vesting date this will be issued to the identified participant in equity shares at no cost. The maximum annual allocation is 5 543 773 share awards (1% of current issued share capital of 554 377 328) and the maximum dilution limit is 27 718 866 (5% of the current issued share capital of 554 377 328).

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

28. Share-based payments *continued*

Long Term Incentive Plan *continued*

AfroCentric expects that 65% of the awards will vest to participants at the end of the plan. The share awards are subject to staggered vesting, i.e. vesting of the share awards following the three-year retention period in three equal tranches. The charge for the year is nil (December 2024: nil).

	Group					
	31 December 2025					
Offer date	Issue share price R	Balance at 31 December 2024 '000	Offered '000	Forfeited/ Vested '000	Balance at 31 December 2025 R'000	Fair Value at 31 December 2025 R'000
7 December 2020	3.50	967	-	(967)	-	-
30 November 2021	5.50	3 980	-	(820)	3 160	17 380
Total		4 947	-	(1 787)	3 160	17 380

Fair value based on closing share price at grant date.

Weighted average remaining years of 0.92 years.

	Group					
	31 December 2024					
Offer date	Issue share price R	Balance at 30 June 2024 '000	Offered '000	Forfeited/ Vested '000	Balance at 31 December 2024 R'000	Fair Value at 31 December 2024 R'000
30 November 2019	3.30	337	-	(337)	-	-
7 December 2020	3.50	2 133	-	(1 166)	967	3 385
30 November 2021	5.50	4 600	-	(620)	3 980	21 890
Total		7 070	-	(2 123)	4 947	25 275

Fair value based on closing share price at grant date.

Weighted average remaining years of 1.82 years.

	Group		Company	
	December 2025 Number of shares	December 2024 Number of shares	December 2025 Number of shares	December 2024 Number of shares
Movements in number of instruments:				
Outstanding at the beginning of the year	393 328	1 043 333	-	-
Vested	-	(650 005)	-	-
Forfeited	499 674	-	-	-
Outstanding at the end of the year*	893 002	393 328	-	-

* During the current year the FSP shares vested for the first time which resulted in the closing balance increasing due to employees not exercising the shares due to them.

This represents the shares vested but not yet exercised.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

28. Share-based payments *continued*

Forfeitable Share Plan

During the 2023 financial year a new Forfeitable Share Plan was implemented. The purpose of the plan is to attract, retain, motivate and reward employees on a basis which aligns their interests with those of the Group and the shareholders of the Company.

The Remuneration Committee will be responsible for selecting the employees who will from time to time participate in the plan as well as the extent of their participation. In making a decision, the Remuneration Committee will have regard to the employee's seniority, job function and role.

Forfeitable shares that are awarded will be transferred to the employees who will become the owner thereof but shall not be entitled to dispose of, or encumber, those forfeitable shares prior to vesting date. The shares will in all other respects enjoy the same rights as other issued shares.

Share awards will be subject to performance conditions linked to both a retention period as well as key performance indicators linked to the Group's performance. Share awards will constitute conditional shares in AfroCentric Investment Corporation Limited and on the vesting date this will be issued to the identified participant in equity shares at no cost.

The aggregate number of shares which may be utilised for the plan at any time shall not exceed 57 000 000 shares. The total aggregate of awards in the previous 10 years may not exceed 10% of the ordinary shares of the company in issue immediately prior to an award.

The aggregate number of shares that any one participant may acquire in terms of this plan may not exceed 11 400 000 shares.

AfroCentric expects that 65% of employees will be retained for the vesting period and that 20% of the shares awarded will vest based on the key performance indicators linked to the Group's performance.

The charge for the year is R3.7 million (December 2024: R3.5 million).

Offer date	Group					
	Issue share price R	Balance at 31 December 2024 '000	Offered '000	Forfeited/Vested '000	Balance at 31 December 2025 R'000	Fair Value at 31 December 2025 R'000
10 November 2022	5.05	6 630	-	(6 630)	-	-
08 February 2024	3.20	11 223	-	(402)	10 821	34 627
Total		17 853	-	(7 032)	10 821	34 627

Fair value based on closing share price at grant date.

Weighted average remaining years of 1.08 years.

Offer date	Group					
	Issue share price R	Balance at 30 June 2024 '000	Offered '000	Forfeited/Vested '000	Balance at 31 December 2024 R'000	Fair Value at 31 December 2024 R'000
10 November 2022	5.05	7 795	-	(1 165)	6 630	33 482
08 February 2024	3.20	12 996	-	(1 773)	11 223	35 914
Total		20 791	-	(2 938)	17 853	69 396

Fair value based on closing share price at grant date.

Weighted average remaining years of 1.62 years.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

29. Contingencies, commitments and guarantees

Contingencies

Exposure to errors and omissions in ordinary course of business

As for any business with similar operations, the Group is exposed to various potential claims relating to alleged errors and omissions or non-compliance with laws and regulations in the conduct of its ordinary course of business. At the date of these Annual Financial Statements, the Group is unaware of any material claims, actual or contemplated, by any of the Group's stakeholders or customers, except for those listed below.

Neil Harvey & Associates Proprietary Limited

In 2018, Neil Harvey and Associates (**NHA**) initiated a claim against Medscheme for unauthorised use of the EMI Broker Software from 2005 to 2007, a tool that Medscheme helped to develop.

The total quantum of the claims was initially approximately R80 million but over the years the claims grew vastly in quantum and scope to around R356 million.

In 2020, following a 30-day hearing, the arbitrator determined that Medscheme did not have joint ownership of the software, constituting a copyright infringement. A nominal amount of R2.7 million was awarded to NHA. Additionally, claims against three former Medscheme executives were dismissed.

In 2021, NHA appended an additional R500 million claim relating to Medscheme's revenue from using a version of Nexus allegedly replicating Medware. NHA's expert quantified the total loss to exceed R1.5 billion.

In 2023, the arbitrator dismissed the claims against Medscheme brought against it by NHA. NHA appealed the matter.

Between 21 and 25 July 2025, the appeal meeting was held with both parties and the ruling was in Medscheme's favour.

NHA indicated that it intends to launch a review of the arbitration award however there has not been a review application submitted to date. During October 2025 Medscheme lodged the enforcement application.

As at 31 December 2025, NHA had communicated they still intend to launch a review application of the arbitration award, as such a contingent liability has been disclosed (an uncertain event not wholly within the control of Medscheme). The amount of this possible obligation cannot be measured with sufficient reliability, and it is also not probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Due to these uncertainties, a contingent liability in respect of the NHA matter has been disclosed.

Third party guarantees

The guarantees are deposits to third parties relating to historical agreements for leases, bulk mailing and utilities for recovery of damages or defaults.

The guarantees are issued by AfroCentric, through Nedbank on request of third parties/suppliers. This serves as a promise or assurance that AfroCentric will be able to meet and its financial obligation and to cover the third parties in case of default. There is no cashflow on the issue of the guarantee, this will happen on a future date as and when exercised by a third parties/suppliers.

	Group		Company	
	December 2025 R'000	December 2024 R'000	December 2025 R'000	December 2024 R'000
Payments guarantees issued in respect of office rental for premises occupied by the Group*	5 540	6 442	-	-
Registrar Council for Medical aid schemes	1 000	1 000	-	-
South African Post Office	3 800	3 800	-	-
City Power Johannesburg	500	500	-	-
	10 840	11 742	-	-

* During the preparation of the financial statements for the year ended 31 December 2025, it was identified that certain guarantees relating to office rental premises had not been accounted for in the prior period as a result of a missed agreement.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

30. Related party transactions

30.1 Directors

Details relating to directors' emoluments are disclosed in Note 21. There are no loans to directors.

The directors' shareholdings are disclosed on page 9 of the Financial Statements. Transactions by the directors with Group entities are listed below.

Relationships with directors in the Group

MJ Madungandaba (70%) and Prof ATM Mokgokong (30%) control Namane Financial Services Proprietary Limited.

MJ Madungandaba (8.29%) and Prof ATM Mokgokong (3.55%) have an interest in Jasco Electronics Holdings Limited.

Dr ND Munisi is a director of Jasco Electronics Holdings Limited.

30.2 Transactions with related parties

During the year the Group entered into the following related party transactions:

Directors

Company received	Company paid	Nature of transaction	Group	
			December 2025 R'000	December 2024 R'000
Mesure Facilities Management Proprietary Limited	AfroCentric Health (RF) Proprietary Limited	Facilities management fees - salaries	-	9 353
Mesure Facilities Management Proprietary Limited	AfroCentric Health (RF) Proprietary Limited	Facilities management fees - cleaning and security	-	12 062
Mesure Facilities Management Proprietary Limited	AfroCentric Health (RF) Proprietary Limited	Facilities management fees - refurbishments, projects and capex	-	4 718
Mesure Facilities Management Proprietary Limited	AfroCentric Health (RF) Proprietary Limited	Facilities management fees - utilities	-	3 638
Mesure Facilities Management Proprietary Limited	AfroCentric Health (RF) Proprietary Limited	Facilities management fees - other	-	401
AfroCentric Health (RF) Proprietary Limited	CSG Integrated Solutions Proprietary Limited	Repairs and maintenance	209 383	-
Northern Lights Trading 172 Proprietary Limited	Activo Health Proprietary Limited	Rental costs	-	709
Northern Lights Trading 172 Proprietary Limited	AfroCentric Distribution Services Proprietary Limited	Rental costs	-	409
Dr ND Munisi	AfroCentric Health (RF) Proprietary Limited	Consulting fees	1 692	248

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

30. Related party transactions *continued*

30.2 Transactions with related parties *continued*

Related entities with the holding company Sanlam Group

Company received	Company paid	Nature of transaction	Group	
			December 2025 R'000	December 2024 R'000
AfroCentric Financial Services Proprietary Limited	MiWay Insurance Limited	Other Income	1 443	230
AfroCentric Financial Services Proprietary Limited	Santam Limited	Other Income	-	50
AfroCentric Financial Services Proprietary Limited	Santam Limited	Commission received	390	-
AfroCentric Financial Services Proprietary Limited	Sanlam Allianz Proprietary Limited	Other Income	-	17
AfroCentric Health (RF) Proprietary Limited	Sanlam Healthcare Consultants	Commission received	26	-
AfroCentric Health (RF) Proprietary Limited	Sanlam Life Insurance Limited	Other income	58	-
AfroCentric Workcare Proprietary Limited	Sanlam Investment Management A Division of Sanlam Life Insurance Limited	Wellness revenue – Sanlam	-	15
AfroCentric Workcare Proprietary Limited	Sanlam Life Insurance Limited	Revenue executive wellness	-	46
AfroCentric Employee Health Solutions Proprietary Limited	Sanlam Health Solutions	OCC health revenue	240	86
Tendahealth Proprietary Limited	MiWay Insurance Limited	Commission received	-	28
Tendahealth Proprietary Limited	MiWay Insurance Limited	Other income	135	-
Tendahealth Proprietary Limited	Santam Limited	Commission received	302	41
Tendahealth Proprietary Limited	Sanlam Healthcare Consultants	Commission received	1 446	301
AfroCentric Wellness Proprietary Limited	Sanlam Primary Health Insurance	Medical scheme claims income	951	41
AfroCentric Wellness Proprietary Limited	MiWay Insurance Limited	Other income	5 091	757
AfroCentric Wellness Proprietary Limited	Sanlam Allianz Proprietary Limited	Wellness Event revenue	-	45
AfroCentric Wellness Proprietary Limited	Sanlam Developing Markets Limited	Wellness Event revenue	-	914
AfroCentric Wellness Proprietary Limited	Sanlam Health Solutions Proprietary Limited	Wellness Event revenue	-	39
AfroCentric Wellness Proprietary Limited	Sanlam Investment Management A Division of Sanlam Life Insurance	Other income	116	3

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

30. Related party transactions *continued*

30.2 Transactions with related parties *continued*

Related entities with the holding company Sanlam Group *continued*

Company received	Company paid	Nature of transaction	Group	
			December 2025 R'000	December 2024 R'000
AfroCentric Wellness Proprietary Limited	Sanlam Life Insurance Limited	Wellness Event revenue	-	3 430
AfroCentric Wellness Proprietary Limited	Santam Limited	Wellness Event revenue	-	971
Wellworx Proprietary Limited	Sanlam Primary Health Insurance	Commission received	-	21
Sanlam Health Solutions Proprietary Limited	Medscheme Holdings Proprietary Limited	Pension fund contributions	143 209	68 989
Sanlam Health Solutions Proprietary Limited	Dental Information Systems Proprietary Limited	Pension fund contributions	2 402	1 121
Sanlam Health Solutions Proprietary Limited	AfroCentric Distribution Services Proprietary Limited	Pension fund contributions	4 590	1 734
Sanlam Health Solutions Proprietary Limited	AfroCentric Health (RF) Proprietary Limited	Pension fund contributions	17 681	9 893
Sanlam Health Solutions Proprietary Limited	AfroCentric Technologies Proprietary Limited	Pension fund contributions	15 831	7 899
Sanlam Health Solutions Proprietary Limited	AfroCentric Wellness Proprietary Limited	Pension fund contributions	1 262	311
Sanlam Health Solutions Proprietary Limited	Klinikka Proprietary Limited	Pension fund contributions	184	88
Sanlam Health Solutions Proprietary Limited	AfroCentric Integrated Health Administrators Proprietary Limited	Pension fund contributions	3 006	1 467
Sanlam Health Solutions Proprietary Limited	Aid for AIDS Management Proprietary Limited	Pension fund contributions	3 154	1 584
Sanlam Health Solutions Proprietary Limited	AfroCentric Employee Health Solutions Proprietary Limited	Pension fund contributions	-	368
Sanlam Health Solutions Proprietary Limited	AfroCentric Health Insure Proprietary Limited	Pension fund contributions	158	-
Sanlam Health Solutions Proprietary Limited	AfroCentric Health Management Services Proprietary Limited	Pension fund contributions	3 320	-
Sanlam Health Solutions Proprietary Limited	Scriptpharm Risk Management Proprietary Limited	Pension fund contributions	194	-
Sanlam Health Solutions Proprietary Limited	The Cheese Has Moved Proprietary Limited	Pension fund contributions	945	-
AfroCentric Distribution Services Proprietary Limited	RQ Investment Proprietary Limited	Building rental	-	306
AfroCentric Distribution Services Proprietary Limited	RQ Investment Proprietary Limited	Electricity & water	-	103
RQ Investment Proprietary Limited	Activo Health Proprietary Limited	Repairs and maintenance	1 094	-
Medscheme Holdings Proprietary Limited	Sanlam Corporate	Other income	585	-
Medscheme Holdings Proprietary Limited	Sanlam Life Insurance Limited	Other income	240	-
AfroCentric Technologies Proprietary Limited	Sanlam Life Insurance Limited SC Information Technology	Other income	164	-
Tendahealth Proprietary Limited	Sanlam Health Solutions Proprietary Limited	Wellness Event revenue	1 143	-

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

30. Related party transactions *continued*

30.2 Transactions with related parties *continued*

Related entities with the holding company Sanlam Group *continued*

Company received	Company paid	Nature of transaction	Group	
			December 2025 R'000	December 2024 R'000
AfroCentric Distribution Services Proprietary Limited	Sanlam Corporate	Other income	42	-
AfroCentric Distribution Services Proprietary Limited	Sanlam Life Insurance Limited	Other income	236	-
Medscheme Holdings Proprietary Limited	Sanlam Life Insurance Limited SC Information Technology	Other income	348	-
AfroCentric Distribution Services Proprietary Limited	AfroCentric Wellness Proprietary Limited	Management fee	55	-
AfroCentric Distribution Services Proprietary Limited	AfroCentric Wellness Proprietary Limited	IT costs	1	-
AfroCentric Distribution Services Proprietary Limited	AfroCentric Wellness Proprietary Limited	Travel costs	3	-
AfroCentric Distribution Services Proprietary Limited	AfroCentric Wellness Proprietary Limited	Marketing costs	3	-
AfroCentric Distribution Services Proprietary Limited	AfroCentric Wellness Proprietary Limited	Administration	7	-
AfroCentric Distribution Services Proprietary Limited	AfroCentric Wellness Proprietary Limited	Payroll	244	-
AfroCentric Wellness Proprietary Limited	Sanlam Limited	Other income	11	-
AfroCentric Wellness Proprietary Limited	Sanlam Limited	Wellness revenue – AfroCentric	89	-
AfroCentric Wellness Proprietary Limited	Sanlam Limited	Wellness revenue – Sanlam	7 262	-
AfroCentric Wellness Proprietary Limited	Sanlam Limited	Medical claim assessments	218	-
AfroCentric Wellness Proprietary Limited	Santam Limited	Commission received	127	-
AfroCentric Wellness Proprietary Limited	Santam Limited	Wellness revenue – Santam	2 143	-
AfroCentric Distribution Services Proprietary Limited	Essential Medical Proprietary Limited	Management fee	2 717	-
AfroCentric Distribution Services Proprietary Limited	AfroCentric Health Insure Proprietary Limited	Welfare	204	-
AfroCentric Distribution Services Proprietary Limited	AfroCentric Health Insure Proprietary Limited	Management fee	3 018	-

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

30. Related party transactions *continued*

30.2 Transactions with related parties *continued*

Related entities with the holding company Sanlam Group *continued*

Company received	Company paid	Nature of transaction	Group	
			December 2025 R'000	December 2024 R'000
AfroCentric Distribution Services Proprietary Limited	AfroCentric Health Insure Proprietary Limited	Travel costs	75	-
AfroCentric Distribution Services Proprietary Limited	AfroCentric Health Insure Proprietary Limited	Marketing costs	413	-
AfroCentric Distribution Services Proprietary Limited	AfroCentric Health Insure Proprietary Limited	IT profile charges	24	-
Sanlam Limited	AfroCentric Health Insure Proprietary Limited	Subscriptions	84	-
Sanlam Limited	AfroCentric Health Insure Proprietary Limited	Building rental	44	-
AfroCentric Financial Services Proprietary Limited	AfroCentric Health Insure Proprietary Limited	Marketing costs	8	-
The Cheese Has Moved Proprietary Limited	AfroCentric Distribution Services Proprietary Limited	Digital	5	-
The Cheese Has Moved Proprietary Limited	AfroCentric Distribution Services Proprietary Limited	Advertising and Marketing	2	-
The Cheese Has Moved Proprietary Limited	Sanlam Limited	Events	6	-
The Cheese Has Moved Proprietary Limited	Sanlam Limited	Advertising and Marketing	278	-
The Cheese Has Moved Proprietary Limited	Santam Limited	Advertising and Marketing	867	-
AfroCentric Distribution Services Proprietary Limited	Wellworx Proprietary Limited	Employee consulting	772	-
Wellworx Proprietary Limited	Sanlam Limited	Commission received	5	-
The Cheese Has Moved Proprietary Limited	Wellworx Proprietary Limited	Website Hosting	19	-
AfroCentric Technologies Proprietary Limited	Wellworx Proprietary Limited	Phone numbers	3	-

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

30. Related party transactions *continued*

30.2 Transactions with related parties *continued*

Transactions with entities in the Group

	Company	
	December 2025 R'000	December 2024 R'000
Balances		
AfroCentric Health (RF) Proprietary Limited loan account*	(161 147)	(119 652)
Interest charged		
Interest paid to AfroCentric Health (RF) Proprietary Limited	(14 721)	(5 560)
Dividends received		
Dividends received from ACT Healthcare Assets Proprietary Limited	50 465	-
Sale of businesses		
Proceeds from sale of ADS Group and Wellworx to Sanlam Life Insurance Limited	14 992	-
Indemnity claims		
Repayments of overpayments to Sanlam Life Insurance Limited for the sale of ADS Group and Wellworx	(1 898)	-

* The loan will continue indefinitely until the full payment of all the outstanding amounts are settled.

30.3 Key management personnel compensation

Short-term employee benefits	8 995	7 288
Share-based payments	-	1 222

Key management personnel comprise Executive Directors within the AfroCentric Investment Corporation Limited Group.

30.4 Intergroup guarantees

The following Group companies have provided cross guarantees to the AfroCentric Health (RF) Proprietary Limited bankers, for facilities offered to that Company:

- Medscheme Holdings Proprietary Limited
- AfroCentric Technologies Proprietary Limited
- Curasana Wholesaler Proprietary Limited
- Glen Eden Trading 58 Proprietary Limited
- Pharmacy Direct Proprietary Limited
- ACT Healthcare Assets Proprietary Limited
- Activo Health Proprietary Limited
- AfroCentric Health (RF) Proprietary Limited
- Dental Information Systems Proprietary Limited
- AfroCentric Health Management Services Proprietary Limited

As part of the conditions precedent to the disposal of AfroCentric Distribution Services Proprietary Limited together with its wholly owned subsidiaries Tendahealth Proprietary Limited and AfroCentric Financial Services Proprietary Limited and Wellworx Proprietary Limited to Sanlam Life Insurance Limited, these entities were released as obligors in the Facilities Agreement with Nedbank Limited on 22 July 2025.

31. Pensions and other retirement obligations

The Group has made provision for pension and provident fund schemes covering substantially all employees. All eligible employees are members of defined contribution schemes administered by third parties. The assets of the schemes are held in administered trust funds separated from the Group's assets. Scheme assets primarily consist of listed shares, bonds and cash. The South African funds are governed by the Pensions Fund Act of 1956.

Medscheme Provident Fund and Medscheme Employees Provident Fund

These funds are defined contribution plans. Contributions are fully expensed during the period in which they are funded. Contributions of 7.6% of retirement funding remuneration are paid by the employer and contributions paid by the employee range between 0% and 12% of retirement funding remuneration. In the interest of the employee members of these funds, the trustees are encouraged to obtain an independent actuarial assessment of the performance of the funds.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

32. Subsequent events

The directors are not aware of any significant matter or circumstance arising after the reporting date to the date of this report except as stated below:

- On 19 January 2026 Medscheme Holdings Proprietary Limited was awarded the tender for Sisonke Health Medical Scheme for administration and managed care contracts.
- As per the SENS dated 29 January 2026 the Group announced that the administration and managed care services for all Bonitas Medical Fund options, excluding the Income Based Option (BonCap) contracts currently held by Medscheme Holdings Proprietary Limited have been awarded to alternative service providers. These contracts are scheduled to expire 31 May 2026.
- Effective 24 February 2026 Dr Nkateko Munisi, who is currently serving as a non-executive director of the Company, has resigned from his position as a member of the Investment Committee and has been appointed as a member of the Remuneration Committee, both effective from 24 February 2026.

33. Going concern

The consolidated and separate annual financial statements have been prepared on the going concern basis. This assessment is performed in accordance with the requirements of IAS 1: Presentation of Financial Statements, which requires management to evaluate the Group's and Company's ability to continue as a going concern for at least 12 months from the date of approval of these financial statements.

Management has assessed the Group's and Company's cash flow forecasts, liquidity position, and financial obligations for the 12-month period from the date of approval of these financial statements ("the assessment period"). The assessment considers current and expected future performance, known events, and uncertainties that may impact the Group's cash flows and financial position.

During the year ended 31 December 2025, several events and conditions occurred that have an impact on the going concern assessment:

Loss of Bonitas Medical Fund administration and managed care contracts

On 29 January 2026, the Group's subsidiaries – Medscheme Holdings Proprietary Limited, Aid for Aids Management Proprietary Limited, and Scriptpharm Risk Management Proprietary Limited – were notified that they were unsuccessful in the Bonitas Medical Fund Request for Proposal (**RFP**) process.

The current administration and managed care contracts will terminate effective 31 May 2026. Effective 1 June 2026, in line with clause 8.6 of the existing administration services contract, Medscheme will render wind-down services to Bonitas for a period of four months. The contractual wind-down fee will be earned over this period.

Bonitas has historically represented a sizable portion of the Group's administration and managed care revenue base. The termination of these contracts is therefore expected to result in a material reduction in earnings for the AfroCentric Group from June 2026 onwards.

Financial performance

For the year ended 31 December 2025, the Group incurred a loss after tax of R1 259 million, primarily driven by impairments recognised in relation to various CGU's impacted by the pending effluxion of several Bonitas contracts and due to lower profitability in Activo Health Proprietary Limited. Excluding this disposal loss and the goodwill impairments, the Group remained profitable from continuing operations.

Liquidity position

At 31 December 2025, the Group was in a net current asset position of R263 million.

The Group is in a net cash position, with cash and cash equivalents at R607 million, supported by the availability of committed facilities. The Group has access to an undrawn revolving credit facility of R300 million, which is available and committed.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

33. Going concern *continued*

Management actions and mitigating plans

Following the notification of the Bonitas contract loss, management has initiated a Group-wide restructuring programme, which includes:

- Cost realignment initiatives to match the reduced post-May 2026 revenue base.
- Consolidation and optimisation of operational processes.
- A strategic review of non-core divisions.
- Business development programmes focused on diversifying the client base in both the medical and non-medical scheme markets; and
- The reallocation of resources to support new growth initiatives.

These actions are expected to significantly mitigate the financial impact of the lost contracts.

Cash flow and liquidity forecast

Management has prepared detailed cash flow forecasts for the Group and the Company for the assessment period. These forecasts include:

- The expected decline in revenue post-May 2026
- Planned cost reductions and restructuring effects
- Maintenance of positive forecast cash balances throughout the period
- Availability of the R300 million undrawn revolving credit facility to manage temporary liquidity pressures, if required.

Based on these forecasts, the Group and Company are expected to maintain adequate liquidity to meet their obligations as they fall due within the assessment period.

Uncertainty assessment

The loss of the Bonitas contracts represents a significant adverse event and introduces uncertainty regarding the Group's future earnings profile beyond FY2026.

However, after considering:

- Current cash reserves
- Available undrawn credit facilities
- The restructuring programme is already underway
- Historical resilience and diversification within the AfroCentric Group
- Positive operating cash generation from continuing operations.

Management believes that the Group and the Company will have sufficient resources to continue to operate for at least 12 months from the date of approval of these financial statements.

Although the event introduces uncertainty, management has concluded that this does not give rise to a material uncertainty that casts significant doubt on the Group's ability to continue as a going concern.

Conclusion

Based on the above, the directors conclude that the going concern assumption remains appropriate for the preparation of the consolidated and separate annual financial statements of AfroCentric Investment Corporation Limited for the year ended 31 December 2025.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

34. IFRS 17 Insurance Contracts

34.1 Net insurance result

	Centriq R'000	Guardrisk R'000	Total R'000
31 December 2025			
Insurance revenue from contracts measured under the PAA			
Insurance revenue	132 777	10 828	143 605
Total insurance revenue	132 777	10 828	143 605
Insurance service expense			
Incurring claims	(72 595)	(3 828)	(76 423)
Other insurance service expenses	(56 852)	(4 295)	(61 147)
Changes to liabilities for incurred claims	(1 402)	(23)	(1 425)
Total insurance service expenses	(130 849)	(8 146)	(138 995)
Insurance service result	1 928	2 682	4 610
Insurance finance income/(expense)			
Net cell captive interest income	5 442	2 042	7 484
Total insurance finance income	5 442	2 042	7 484
Net insurance result	7 370	4 724	12 094
31 December 2024			
Insurance revenue from contracts measured under the PAA			
Insurance revenue	44 835	6 223	51 058
Total insurance revenue	44 835	6 223	51 058
Insurance service expense			
Incurring claims	(24 646)	(2 759)	(27 405)
Other insurance service expenses	(20 768)	(2 434)	(23 202)
Changes to liabilities for incurred claims	(143)	3	(140)
Total insurance service expenses	(45 557)	(5 190)	(50 747)
Insurance service result	(722)	1 033	311
Insurance finance income/(expense)			
Net cell captive interest income	2 255	1 045	3 300
Total insurance finance income	2 255	1 045	3 300
Net insurance result	1 533	2 078	3 611

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

34. IFRS 17 Insurance Contracts *continued*

34.2 Insurance contract assets

	Estimates of the present value of future cash flows	Liability incurred claims Risk adjustment for non-financial risk	Total asset/ (liability)
Insurance contract assets as at 1 January 2025	72 267	(1 017)	71 250
Changes that relate to past services			
Risk adjustment recognised for the risk expired	1 402	(1 402)	-
Changes that relate to future services			
Contracts initially recognised in the year			
Insurance revenue	143 605	-	143 605
Insurance services expenses	(138 995)	-	(138 995)
Insurance service result	4 610	-	4 610
Insurance finance income/(expense)	7 484	-	7 484
Total changes in the income statement	12 094	-	12 094
Cash flows			
Premiums received	-	-	-
Dividends paid	-	-	-
Recapitalisation of the cell	-	-	-
Insurance finance income/(expense)	-	-	-
Total cash flows	-	-	-
Risk adjustment recognised for the risk expired	-	-	-
Insurance contract assets as at 31 December 2025	85 763	(2 419)	83 344
Insurance contract assets as at 1 July 2024	68 518	(874)	67 644
Changes that relate to past services			
Risk adjustment recognised for the risk expired	138	(143)	(5)
Changes that relate to future services			
Contracts initially recognised in the period	-	-	-
Insurance revenue	51 058	-	51 058
Insurance services expenses	(50 747)	-	(50 747)
Insurance service result	311	-	311
Insurance finance income/(expense)	3 300	-	3 300
Total changes in the income statement	3 611	-	3 611
Cash flows			
Premiums received	-	-	-
Dividends paid	-	-	-
Recapitalisation of the cell	-	-	-
Insurance finance income/(expense)	-	-	-
Total cash flows	-	-	-
Risk adjustment recognised for the risk expired	-	-	-
Insurance contract assets as at 31 December 2024	72 267	(1 017)	71 250

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

35. Changes in liabilities arising from financing activities

	Group			
	Opening balance R'000	Net cash flow movement R'000	Non-cash movements R'000	Closing balance R'000
31 December 2025				
Interest bearing borrowings held at amortised cost	619 095	8 150	-	627 245
Lease liabilities	171 706	(78 674)	23 415	116 447
	790 801	(70 524)	23 415	743 692
31 December 2024*				
Interest bearing borrowings held at amortised cost	628 406	(9 311)	-	619 095
Lease liabilities	177 086	(31 979)	26 599	171 706
	805 492	(41 290)	26 599	790 801

* The prior year has been reclassified to enhance disclosure as per IAS7.44A-44D.

	Company			
	Opening balance R'000	Net cash flow movement R'000	Non-cash movements R'000	Closing balance R'000
31 December 2025				
Loans from group companies	119 652	24 166	17 329	161 147
	119 652	24 166	17 329	161 147
31 December 2024*				
Loans from group companies	78 700	19 373	21 579	119 652
	78 700	19 373	21 579	119 652

* The prior year has been reclassified to enhance disclosure as per IAS7.44A-44D.

36. Deferred payment assets

As part of the purchase consideration for the disposal of 74% of the shareholding in Private Health Administrators Proprietary Limited, it was agreed that the purchaser will forfeit dividends accrued to the maximum value of R5 million in favour of iThrive Business Solutions Proprietary Limited. The deferred payment asset represents the present value of the R5 million dividends that are receivable by iThrive Business Solutions Proprietary Limited.

Details of the deferred payment asset:

	December 2025 R'000	December 2024 R'000
Opening balance at beginning year	3 778	3 673
Finance income	112	105
Closing balance at end of year	3 890	3 778

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

37. Assets and liabilities classified as Held for Sale

37.1 Activo Proprietary Limited Group (Activo Group)

Assets and liabilities transferred into Held for Sale

The Group conducted a strategic review process which led to a decision to dispose of the pharmaceutical manufacturing and marketing division to a strategic owner with deep expertise in the pharmaceutical market.

The disposal will enable the Group to achieve the following:

- Have a refined strategy that is focused on health administration, managed care, and corporate solutions;
- Unlock the Group's liquidity; and
- Realisation of value from non-core assets.

On 23 December 2025, commercial terms were agreed with FHC Proprietary Limited to dispose of 100% of the shares held in Activo Health Proprietary Limited (**Activo**) (and indirectly, Activo's wholly owned subsidiaries Activo Healthcare Assets Proprietary Limited (**AHA**) and Forrester Pharma Proprietary Limited (**Forrester**) (together **the Activo Group**). These entities form part of the Healthcare Retail segment.

Given the probability around the likelihood of finalisation of the sale within the next 12 months, management concluded that the Activo Group assets and liabilities meet the criteria for classification as Held for Sale under IFRS 5 *Non-current assets Held for Sale and Discontinued operations* and were reclassified on 23 December 2025.

At this date, the Group measured the Activo Group businesses at the lower of fair value less costs of disposal and the carrying amount. The carrying amount exceeded the fair value less costs of disposal, resulting in an impairment loss of R551 million being recognised and disclosed separately under discontinued operations in the Consolidated and Separate Statement of Profit or Loss and Other Comprehensive Income.

The impairment loss of R551 million was applied as follows to the assets within the disposal group:

Asset class	Impairment R'000
Goodwill	227 644
Intangible assets	321 114
Property and equipment	813
Right of use assets	934
Total	550 505

The impairment loss was first applied fully to the goodwill amount and allocated to the remaining assets which are in the measurement scope of IFRS 5 in proportion to their carrying amounts.

As at 23 December 2025, the Group had a binding agreement with FHC Proprietary Limited for an upfront cash payment of R350 million that will be received at closing date, a deferred payment to be calculated in accordance with customary adjustments based on Activo's net debt and working capital amounts as at closing date and an earnout amount expected to be up to R250 million based on future performance of Activo.

The completion of the transaction including the determination of the final upfront consideration and the earnout is subject to the performance of Activo.

The transaction constitutes a Category 1 transaction in terms of section 9 of the JSE Listing Requirements. The circular will be distributed to the shareholders during March 2026.

	December 2025 R'000
Assets Held for Sale	566 023
Liabilities Held for Sale	(91 776)
Net assets Held for Sale	474 247
Movement during the year	
Opening balance	-
Movements in:	
Transferred to assets classified as Held for Sale	566 023
Transferred to liabilities classified as Held for Sale	(91 776)
Net assets Held for Sale	474 247

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

37. Assets and liabilities classified as Held for Sale *continued*

37.1 Activo Proprietary Limited Group (Activo Group) *continued*

Assets and liabilities transferred into Held for Sale *continued*

As at 23 December 2025, the disposal groups and individual assets classified as Held for Sale were stated at fair value less costs to dispose and comprised the following:

	Activo Group Disposal Group R'000
Assets	
Non-current assets	18 763
Property and equipment	8
Right of use assets	9
Intangible assets	2 930
Deferred tax assets	15 816
Current assets	547 260
Inventories	251 002
Trade and other receivables	168 608
Current tax assets	5 290
Cash and cash equivalents	122 360
Total assets	566 023
Liabilities	
Current liabilities	(91 776)
Lease liabilities	(1 068)
Provisions	(950)
Trade and other payables	(89 758)
Total liabilities	(91 776)
Net asset Held for Sale	474 247
	At amortised cost R'000
Financial assets by category	
31 December 2025	
Trade and other receivables excluding prepayments	168 176
Cash and cash equivalents	122 360
	290 536
Financial liabilities by category	
31 December 2025	
Lease liabilities	1 068
Trade and other payables excluding non-financial liabilities	86 786
	87 855

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

37. Assets and liabilities classified as Held for Sale *continued*

37.1 Activo Proprietary Limited Group (Activo Group) *continued*

Measurement of fair values

The fair value less costs of disposal constitute the following, at net present value where appropriate:

Cash payment	331 016
Deferred payment for working capital	114 615
Performance earnout	38 775
Costs of disposal	(10 159)
	474 247

(i) Fair value hierarchy

The fair value measurement for the disposal group has been categorised as a Level 3 fair value based on the nature of the inputs used.

(ii) Valuation parameters and assumptions

The following parameters and assumptions were considered in arriving at the valuation:

- The Activo Group's net debt and working capital amounts as at closing date are assumed to approximate the amounts as at 31 December 2025.
- The performance earnout is calculated at a probability-weighted average of the most likely outcome of the future performance of specific customer contracts.
- The discount rate applied represents the AfroCentric Investment Corporation Limited Group's weighted average cost of capital.

(iii) Sensitivity analysis

The valuation of the performance earnout was performed on the following probabilities:

Best case	25%
Base case	50%
Worst case	25%

If the probability of the best case scenario is changed to 50% (with base case at 25%), the undiscounted earnout amount would increase by R0.3 million.

If the probability of the worst case scenario is changed to 50% (with base case at 25%), the undiscounted earnout amount would decrease by R16.7 million.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

38. Disposal of subsidiaries

38.1 AfroCentric Distribution Services Proprietary Limited (ADS Group) and Wellworx Proprietary Limited

As announced on 24 July 2025, the Group completed the disposal of AfroCentric Distribution Services Proprietary Limited together with its wholly owned subsidiaries Tendahealth Proprietary Limited and AfroCentric Financial Services Proprietary Limited (**ADS Group**) and Wellworx Proprietary Limited (**Wellworx**) to Sanlam Life Insurance Limited for cash proceeds of R2.8 million and R12.2 million respectively. Refer to the SENS announcement to shareholders on 24 July 2025 for further transaction details.

No shareholder approval was required.

ADS Group and Wellworx formed part of the Healthcare SA segment. In the AfroCentric Group accounts, ADS Group and Wellworx have been deconsolidated with effect 1 July 2025. The financial results of ADS Group and Wellworx are reported under discontinued operations as from the start of the comparative period for the Consolidated Statement of Comprehensive Income.

	December 2025 R'000
Profit on disposal	-
Total assets	24 600
Property and equipment	1 129
Intangible assets	639
Deferred tax assets	468
Receivable-Sanlam Performance Deferred Share Plan	823
Trade and other receivables	4 106
Cash and cash equivalents	17 302
Current tax asset	133
Total liabilities	(11 506)
Trade and other payables	(7 068)
Sanlam Performance Deferred shares – IFRS 2 liability	(381)
Intercompany loans	(220)
Deferred tax liability	(23)
Current tax liability	(531)
Provisions	(3 283)
Net assets disposed	13 094
Total cash proceeds	13 094
Purchase consideration	14 992
Less: Indemnity claim*	(1 898)
Profit before taxation	-
Taxation	-
Profit on disposal of ADS Group and Wellworx	-

* During August 2025, when the Group finalised the Net Asset Value (NAV), it was determined that the preliminary NAV used to determine the proceeds in relation to the sale was overstated. Sanlam Life Insurance Limited instituted an indemnity claim against AfroCentric Health (RF) Proprietary Limited and Medscheme Limited where the overpayment was returned to Sanlam Life Insurance Limited on 7 October 2025.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

38. Disposal of subsidiaries *continued*

38.2 Demushuwa Property Investments Thirty One Proprietary Limited

During 2020 Demushuwa Property Developer Proprietary Limited (**DPD**) approached Medscheme (Namibia) Proprietary Limited (**Medscheme Namibia**) to purchase the Medscheme Namibia offices which would be converted to consulting rooms for additional health care providers. In return they offered another property in the vicinity of the current offices.

The key benefits of relocating Medscheme Namibia will be to accommodate all Windhoek based operations under one roof, have adequate parking, excellent branding opportunity, and readiness with new growth opportunities, and the opportunity to custom design the offices and comply with Group standards.

On 5 August 2022, Medscheme Namibia entered into an agreement to dispose all shares it held in Demushuwa Property Investments Thirty One Proprietary Limited (**Demushuwa**) to Demushuwa Property Developer Proprietary Limited and Steps Towers Property Investments Proprietary Limited (the purchasers) for an amount of N\$35.8 million. This sale would be recognised by the sale of 100% shares and cession of all loan account claims held by Medscheme Namibia.

This sale agreement was entered into on 5 August 2022 contemporaneously with the agreement whereby Medscheme Namibia is to acquire all shares in Silberstein Trading Enterprises Proprietary Limited (**Silberstein**) from Demushuwa Property Developer Proprietary Limited and Steps Towers Property Investments Proprietary Limited (the sellers) for a total purchase price of N\$76.1 million.

On 22 May 2025, Medscheme Namibia concluded the disposal of its 100% shareholding in Demushuwa, and cash proceeds of N\$35.8 million were received from the purchasers.

Demushuwa formed part of the Healthcare Africa segment. In the AfroCentric Group accounts, Demushuwa has been deconsolidated with effect 1 June 2025. The financial results of Demushuwa are reported under discontinued operations as from the start of the comparative periods for the Consolidated Statement of Comprehensive Income.

	December 2025 R'000
Total assets	30 760
Property and equipment	30 578
Goodwill	182
Total liabilities	(52)
Trade and other payables	(52)
Net assets disposed	30 708
Total cash proceeds net of transaction costs	35 809
Sale proceeds	35 809
Less: Transaction costs paid	-
Profit before taxation	5 101
Taxation	-
Profit on disposal of Demushuwa	5 101

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

39. Discontinued operations Identification and classification of discontinued operations

39.1 Activo Health Proprietary Limited Group

The Group conducted a strategic review process which led to a decision to dispose of the pharmaceutical manufacturing and marketing division to a strategic owner with deep expertise in the pharmaceutical market.

The disposal will enable the Group to achieve the following:

- Have a refined strategy that is focused on health administration, managed care, and corporate solutions;
- A material strengthening of the Group's balance sheet; and
- Realisation of value from non-core assets.

The Group deemed Activo Health Proprietary Limited (**Activo**) (and indirectly, Activo's wholly owned subsidiaries Activo Healthcare Assets Proprietary Limited (**AHA**) and Forrester Pharma Proprietary Limited (**Forrester**) (together **the Activo Group**) as ancillary businesses to achieving the Group's refreshed strategic review.

On 23 December 2025, commercial terms were agreed with FHC Proprietary Limited to dispose of 100% of the shares held in Activo Group. These entities form part of the Healthcare Retail segment.

Given the probability around the likelihood of finalisation of the sale within the next twelve months, management concluded that the Activo Group businesses meet the criteria of Discontinued Operations under IFRS 5 *Non-current assets Held for Sale and Discontinued Operations* and were reclassified on 23 December 2025.

39.2 AfroCentric Distribution Services Proprietary Limited (ADS Group) and Wellworx Proprietary Limited

The Group deemed AfroCentric Distribution Services Proprietary Limited (**ADS**), together with its wholly owned subsidiaries Tendahealth Proprietary Limited and AfroCentric Financial Services Proprietary Limited; and Wellworx Proprietary Limited (**Wellworx**) as ancillary businesses to achieving the Group's refreshed strategy.

At 30 June 2025, commercial terms were agreed with Sanlam Life Insurance Limited to dispose of 100% of the shares held in ADS and Wellworx; both entities forming part of the Healthcare SA Segment.

On 24 July 2025, the Group announced on SENS the conclusion of the disposal to Sanlam Life Insurance Limited for a value of R2.8 million and R12.2 million respectively (Refer to Note 38.1 for further details of the disposal).

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

39. Discontinued operations *continued*

39.3 Discontinued operations disclosure

The loss for the year from discontinued operations comprises of Activo Group, ADS Group and Wellworx. The Group is required to re-present the results of Activo Group, ADS Group and Wellworx, previously presented in continuing operations, as discontinued operations for all periods presented.

The impact of the re-presentation of prior period loss for the year is as follows:

	31 December 2024		
	Previously presented R'000	Re-presented R'000	Impact R'000
Continuing operations	(119 154)	167 847	287 001
Discontinued operations	-	(287 001)	(287 001)

The loss from discontinued operations is analysed as follows:

	December 2025 R'000	December 2024 R'000
Revenue	788 984	475 481
Fair value gains	-	6
Finance income	836	1 700
Other income	123	2 816
Reversal of impairment on loans	446	-
Total income	790 389	480 003
Cost of pharmaceutical products and finished goods	-	(387 788)
Cost of distribution of pharmaceutical products	(620 815)	-
Employee benefit costs	(96 569)	(69 835)
Other expenses	(84 621)	(57 836)
Amortisation	(4 687)	(3 045)
Rent and property costs	(4 114)	(2 382)
Right of use asset depreciation	(1 282)	(905)
Depreciation	(481)	(413)
IT costs	(9 116)	(7 323)
Write off of intangible assets	(16 647)	(3 792)
Impairment of goodwill	(227 644)	(219 162)
Impairment of property and equipment	(813)	-
Impairment of right of use assets	(934)	-
Impairment of intangible assets	(321 114)	-
Impairment of other financial assets	-	(5 710)
Interest on lease liabilities	(108)	(119)
Finance costs	(3 960)	(2 575)
Loss before tax	(602 516)	(280 882)
Income Tax expense	(10 763)	(6 119)
Loss after tax	(613 279)	(287 001)
Results per share (cents)		
Loss – basic	(72.94)	(34.12)
Loss – diluted	(71.91)	(33.22)
Net cash flows in relation to discontinued operations:		
Cash inflow from operating activities	78 388	14 482
Cash inflow/(outflow) from investing activities	14 186	(9 919)
Cash inflow/(outflow) from financing activities	14 201	(23 144)

* The loss from discontinued operations has been re-presented and include the profit from ADS Group, Wellworx and Activo Group which was previously included in the continuing operations of the Group for comparative periods presented.

Notes to the Consolidated and Separate Financial Statements *continued*

for the year ended 31 December 2025

40. Acquisition of a subsidiary

On 5 August 2022, Medscheme (Namibia) Proprietary Limited (**Medscheme Namibia**) entered into an agreement with Demushuwa Property Developer Proprietary Limited and Steps Towers Property Investments Proprietary Limited (the sellers) to acquire the benefits to be derived from the property unit to be registered in the name of Silberstein Trading Enterprises Property Limited (**Silberstein**) by means of purchasing 100% shares in Silberstein from the sellers for a total purchase price of N\$76.1 million.

This purchase agreement was entered into contemporaneously on 5 August 2022, with the agreement whereby Medscheme Namibia is to dispose and Demushuwa Property Developer Proprietary Limited and Steps Towers Property Investments Proprietary Limited (the purchasers) are to acquire all rights title, and interest of Medscheme Namibia in Demushuwa. This will be recognised as the sale of all shares and cession of all loan account claims held by Medscheme Namibia by the purchasers for an amount of N\$35.8 million.

On 13 June 2025, following the conclusion of the development of the property unit, Medscheme Namibia acquired all the issued share capital of Silberstein. A cash payment to date of N\$76.1 million was made to the sellers.

In the AfroCentric Group accounts, Silberstein has been consolidated with effect 13 June 2025.

The asset acquired at the date of acquisition is as follows:

	December 2025 R'000
Land and buildings	76 147
Total identifiable asset acquired	76 147

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Transfer secretaries

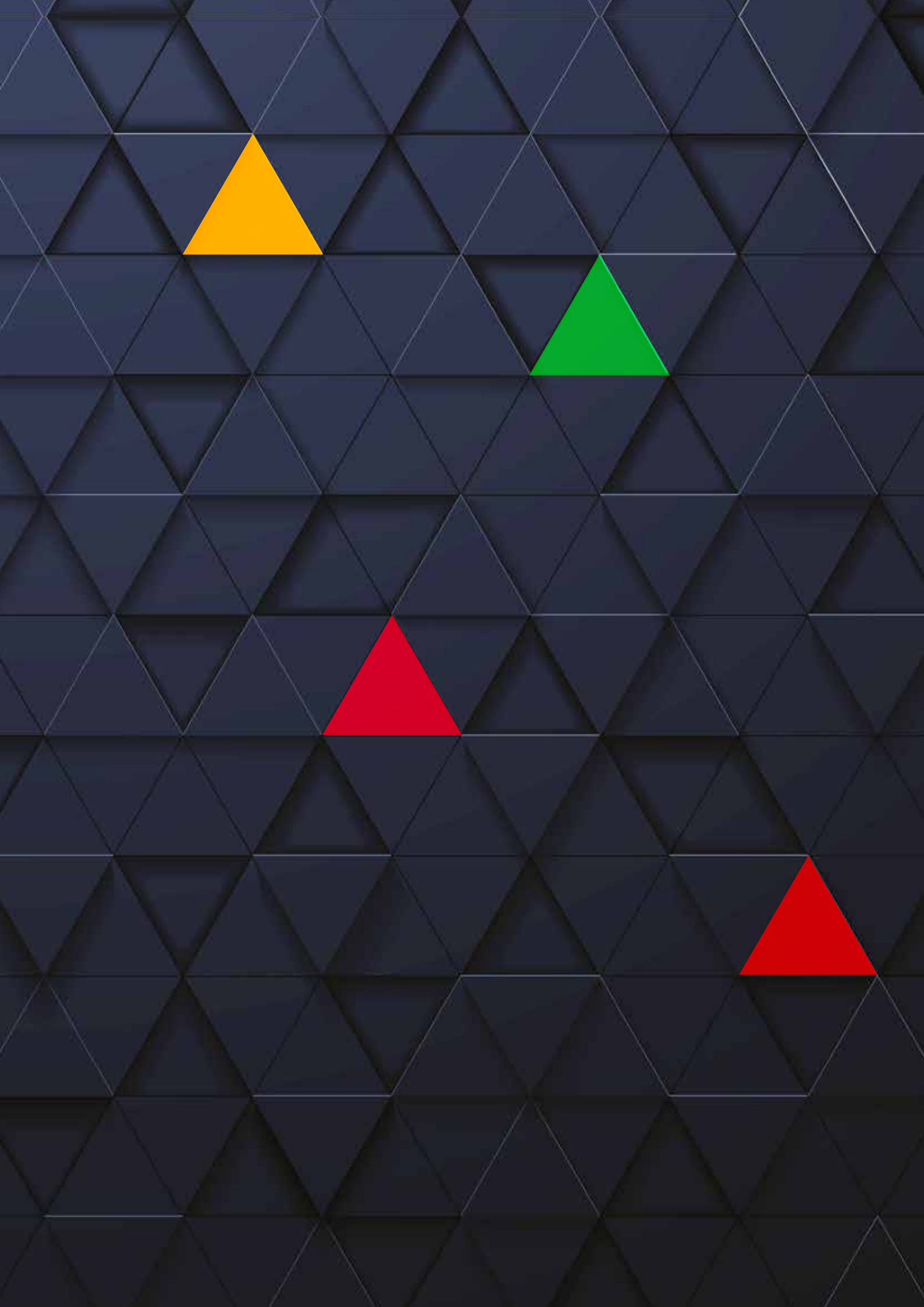
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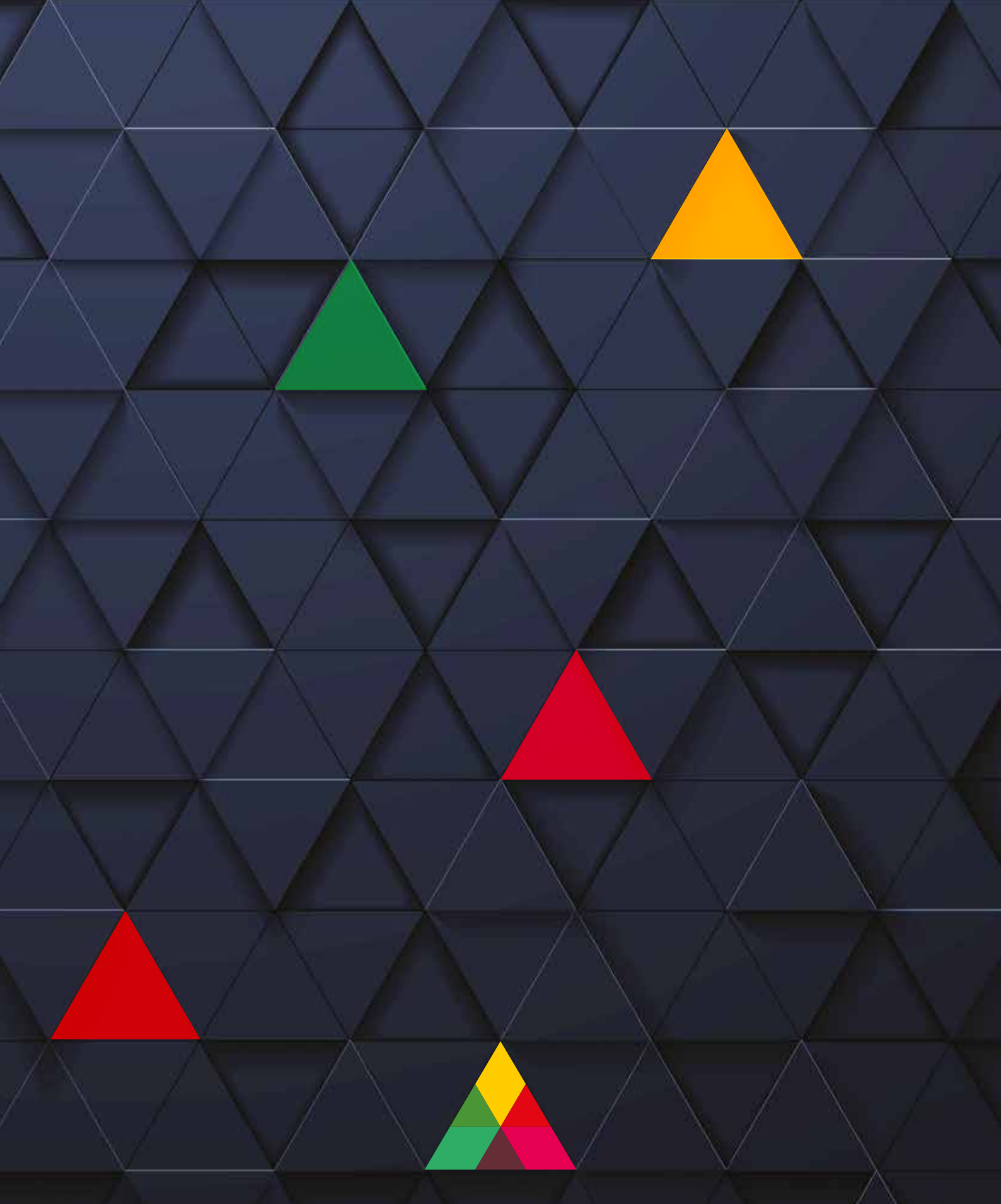
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