(Incorporated in the Republic of Mauritius) (Registration number 1297585 C1/GBL)

SEM share code: ATIL.N0000

JSE share code: ARA NSX share code: ARO

ISIN: MU0499N00007

("Astoria" or "the Company" or "the Group")



## SUMMARISED AUDITED CONSOLIDATED AND SEPARATE RESULTS FOR THE YEAR ENDED 31 DECEMBER 2018

Astoria is an investment company with the principal objective to achieve strong United States Dollar ("USD") capital appreciation over the medium to long-term by investing in global, equity-dominated holdings of primarily direct, high-quality listed businesses that are located primarily in developed markets. Astoria has primary listings on the Stock Exchange of Mauritius ("SEM") and the Alternative Exchange ("AltX") of the Johannesburg Stock Exchange ("JSE") and a secondary listing on the main board of the Namibian Stock Exchange ("NSX").

#### REPORTING CURRENCY

The Group's and Company's results are reported in USD.

#### **BUSINESS REVIEW**

The year ended 31 December 2018 was the third full financial year for the Group and the Company.

The reported Group loss for the year ended 31 December 2018 was USD 17.31 million (2017: Group profit of USD 25.94 million). There was a net USD 17.08 million loss in unrealized revaluation of financial assets on direct listed equity positions. The dividend income received was strong and, in the case of the interest income, the impact of low deposit rates was evident but still positive. The private equity limited partnerships in which the Group has invested are still in the investment phase and do not as yet contribute significantly to Group earnings. As a result, the majority of the return was generated from the listed global equity investments, which comprised 50.4% of total assets of the Group as at 31 December 2018.

The total annual costs for the Group were USD 2.79 million (2017: USD 2.27 million) which comprised of management and brokerage fees of USD 1.36 million, (2017: USD 1.48 million) with the balance being operating expenses of USD 1.43 million (2017: USD 0.79 million). The operating expenses included additional professional fees of USD 0.58 million incurred regarding the strategic review and restructuring as a result of the intended offer by Livingstone Investments Proprietary Limited, a wholly-owned subsidiary of RECM and Calibre Limited ("**the offeror**") to acquire all the issued shares of Astoria other than the 35,311,373 shares already held by the offeror.

Astoria's capital allocation at 31 December 2018 was 50.4% in direct equities, 41.7% in cash, 1.9% in fixed income investments and 5.9% in private equity investments.

Astoria's top 10 direct listed equity positions as at 31 December 2018 were: Admiral Group PLC, EPP N.V, The Blackstone Group LP, Kingswood Holdings, Mastercard Inc, Home Depot, The Walt Disney Co, JP Morgan Chase & Co, Google Inc and Johnson & Johnson.

#### **NET ASSET VALUE ("NAV")**

The NAV per share (excluding treasury shares) of the Group at 31 December 2018 was USD 1.08 (2017: USD 1.21, 2016: USD 1.00 and 2015: USD 0.96).

#### **PROSPECTS**

The board of directors of Astoria ("**the Board**") has convened a general meeting of shareholders to be held on 20 March 2019 to vote on a series of inter-conditional resolutions which, if passed, will result in, *inter alia*, the realisation of most of the Company's assets and a pro rata payment to shareholders as a return of capital. The exact details are

contained in a circular posted to shareholders on 15 February 2019, which is available on Astoria's website at link <a href="https://www.astoria.mu/publications">www.astoria.mu/publications</a>. Should these resolutions be approved, the result will be that Astoria would become a substantially smaller company. The Board will keep shareholders appraised of all developments and will consider all proposals made to the Company in respect of the remaining assets not realised.

Should these resolutions not be approved, the Company's performance will be influenced by the direction taken by global developed equity markets. We believe that the Group's holdings of many structural growth assets with exceptional franchises, position the Group well. We anticipate further cash calls in terms of our commitment to four global private equity limited partnerships.

#### **CHANGES TO THE BOARD**

Mr Dean Schweizer, a Mauritian resident, was appointed to the Board, effective 10 January 2019.

#### BASIS OF PREPARATION

These summarised audited consolidated and separate results have been extracted from the audited consolidated and separate financial statements for the year ended 31 December 2018. The summarised audited consolidated and separate results have been prepared in accordance with International Financial Reporting Standards ("IFRS") in compliance with the requirements of the Mauritius Companies Act and are presented in terms of the minimum disclosure requirements set out in International Accounting Standards ("IAS") 34 – Interim Financial Reporting, as well the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Pronouncements as issued by the Financial Reporting Standards Council, the SEM Listing Rules and the JSE Listings Requirements. The contents of this summarised report are extracted from audited information although this summarised report is not itself audited. The summarised audited consolidated and separate results do not include all information and disclosures required in the audited financial statements, including IFRS 13 fair value disclosures, and should be read in conjunction with the audited consolidated and separate financial statements for the year ended 31 December 2018.

The directors take full responsibility for the preparation of the summarised report and for ensuring that the financial information has been correctly extracted from the underlying audited consolidated and separate financial statements.

The Chief Financial Officer, Ms. Tiffany Purves ACA, CA (SA), was responsible for the preparation of the summarised audited consolidated and separate results, which process was overseen by the Chief Executive Officer, Mr. Darryl Kaplan, B.Bus.Sci LLB.

The Company's external auditors, KPMG, have issued an unqualified audit opinion on the audited consolidated and separate financial statements for the year ended 31 December 2018. The accounting policies used in the preparation of the summarised audited consolidated and separate results are consistent with those used in the audited consolidated and separate financial statements for the year ended 31 December 2018.

By order of the Board

#### 15 March 2019

Copies of this report are available to the public at the registered office of the Company,  $5^{th}$  Floor, La Croisette, Grand Baie, Republic of Mauritius.

A copy of the Group's results is available on the Company's website at www.astoria.mu/publications.

Copies of the statement of direct or indirect interest of the Senior Officers of the Company pursuant to rule 8(2)(m) of the Securities (Disclosure of Obligations of Reporting Issuers) Rules 2007 are available to the public upon request to the company secretary at the registered office of the Company at 5th Floor, La Croisette, Grand Baie, Republic of Mauritius.

This announcement is issued pursuant to SEM Listing Rule 12.14 and section 88 of the Securities Act 2005 of Mauritius and the JSE Listings Requirements. The Board accepts full responsibility for the accuracy of the information in this announcement.

For further information, please contact:

JSE designated advisor



NSX sponsor



Mauritian company administrator



19 March 2019

## CONSOLIDATED AND SEPARATE STATEMENTS OF FINANCIAL POSITION AS AT 31 DECEMBER 2018

	The Gro	up	The Co	mpany
	2018	2017	2018	2017
	\$000	\$000	\$000	\$000
ASSETS				
Non-current assets				
Investment in subsidiary companies	-	-	3	2
Financial assets at fair value through profit				
or loss	77,253	129,942	64,714	119,654
Total non-current assets	77,253	129,942	64,717	119,656
Current assets				
Advances to subsidiaries	-	_	12,183	6,933
Cash and cash equivalents	55,323	19,505	55,289	19,453
Trade and other receivables	19	181	259	253
Total current assets	55,342	19,686	67,731	26,639
Total assets	132,595	149,628	132,448	146,295
EQUITY AND LIABILITIES				
EQUITY				
Stated capital	121,111	124,062	121,111	124,062
Treasury shares reserve	(17)	(2,968)	<b>(17)</b>	(2,968)
Translation reserve	329	-	-	-
Retained earnings	10,823	28,136	11,022	24,923
Total equity	132,246	149,230	132,116	146,017
LIABILITIES				
Current liabilities				
Trade and other payables	349	398	332	278
Total current liabilities	349	398	332	278
Total equity and liabilities	132,595	149,628	132,448	146,295

## CONSOLIDATED AND SEPARATE STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2018

	The Group		The Company		
	2018	2017	2018	2017	
	\$000	\$000	\$000	\$000	
REVENUE				<u>,                                      </u>	
Dividend income Net (loss)/gain from financial assets at fair	3,210	2,811	3,210	2,811	
value through profit or loss	(17,084)	25,452	(13,149)	22,013	
Total (loss)/revenue	(13,874)	28,263	(9,939)	24,824	
<b>EXPENSES</b> General and administrative expenses Impairment on loan advances	(2,792)	(2,268)	(2,763) (617)	(2,027)	
OPERATING (LOSS)/PROFIT	(16,666)	25,995	(13,319)	22,797	
Net foreign exchange (loss)/gain	(625)	61	(625)	57	
Net interest income	449	303	614	343	
(LOSS)/PROFIT FOR THE YEAR BEFORE TAXATION	(16,842)	26,359	(13,330)	23,197	
Taxation	(471)	(420)	(571)	(320)	
(LOSS)/PROFIT FOR THE YEAR AFTER TAXATION	(17,313)	25,939	(13,901)	22,877	
OTHER COMPREHENSIVE INCOME					
Gain arising on foreign currency translation difference	329	-	-	-	
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	(16,984)	25,939	(13,901)	22,877	

# RECONCILIATION OF PROFIT TO HEADLINE EARNINGS FOR THE YEAR ENDED 31 DECEMBER 2018

	The Gro	up	The Co	mpany
	2018	2017	2018	2017
	\$000	\$000	\$000	\$000
Basic earnings from continuing operations attributable to equity holders	(17,313)	25,939	(13,901)	22,877
Headline earnings from continuing operations attributable to equity holders	(17,313)	25,939	(13,901)	22,877
Weighted average number of shares (units)	122,954,726	125,692,952	122,954,726	125,692,952
Basic and diluted earnings per share (cents)	(14.08)	20.64	(11.31)	18.20
Headline earnings per share (cents)	(14.08)	20.64	(11.31)	18.20

Astoria has no dilutive instruments in issue.

# CONSOLIDATED AND SEPARATE STATEMENTS OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2018

## THE GROUP:

	Stated capital	Translation reserve	Treasury shares reserve	Retained earnings	Total
	\$000	\$000	\$000	\$000	\$000
Balance at 1 January 2018	124,062	-	(2,968)	28,136	149,230
Transactions with owners of the Company					
Cancellation of treasury shares	(2,951)	-	2,951	-	
Total transactions with owners of the Company	(2,951)	-	2,951	-	
Total comprehensive income for the year					
Gain arising on foreign currency translation differences Loss for the year	- -	329	- -	(17,313)	329
-		329			(17,313)
Total comprehensive income	-	349		(17,313)	(16,984)
Balance at 31 December 2018	121,111	329	(17)	10,823	132,246
Balance at 1 January 2017	124,504	-	-	2,197	126,701
Transactions with owners of the Company					
Treasury shares acquired	-	-	(3,393)	-	(3,393)
Treasury shares acquisition costs	-	-	(17)	-	(17)
Cancellation of shares	(442)	-	442	-	-
Total transactions with owners of the Company	(442)	-	(2,968)	-	(3,410)
Total comprehensive income for the year Profit for the year	-	-	-	25,939	25,939
Total comprehensive income	-	-	-	25,939	25,939
Balance at 31 December 2017	124,062	-	(2,968)	28,136	149,230

# CONSOLIDATED AND SEPARATE STATEMENTS OF CHANGES IN EQUITY (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

### **THE COMPANY:**

	Stated capital	Translation reserve	Treasury shares reserve	Retained earnings	Total
	\$000	\$000	\$000	\$000	\$000
Balance at 1 January 2018	124,062	-	(2,968)	24,923	146,017
Transactions with owners of the Company					
Cancellation of treasury shares	(2,951)	-	2,951	-	-
Total comprehensive income	(2,951)	-	2,951	-	-
Total comprehensive income for the year					
Loss for the year	-	-	-	(13,901)	(13,901)
Total comprehensive income	-	-	-	(13,901)	(13,901)
Balance at 31 December 2018	121,111	-	(17)	11,022	132,116
Balance at 1 January 2017	124,504	-	-	2,046	126,550
Transactions with owners of the Company					
Treasury shares acquired	-	-	(3,393)	-	(3,393)
Treasury share acquisition costs	-	-	(17)	-	(17)
Cancellation of treasury shares	(442)	-	442	-	
Total transactions with owners of the Company _	(442)	-	(2,968)	-	(3,410)
Total comprehensive income for the year					
Profit for the year	-	-	-	22,877	22,877
Total comprehensive income	-	-	-	22,877	22,877
Balance at 31 December 2017	124,062	-	(2,968)	24,923	146,017

# CONSOLIDATED AND SEPARATE STATEMENTS OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2018

	The Group		The Company		
	2018 \$000	2017 \$000	2018 \$000	2017 \$000	
Cash flows from operating activities					
(Loss)/profit after taxation	(17,313)	25,939	(13,901)	22,877	
Adjustments for:					
Net unrealised loss/(gain) from revaluation of financial assets					
at fair value through profit or loss	21,354	(19,769)	17,288	(16,548)	
Net realised gain on disposal of investments	(4,270)	(5,683)	(4,139)	(5,465)	
Interest income	(449)	(303)	(614)	(343)	
Net foreign exchange loss/(gain)	625	(61)	625	(57)	
Dividend Income	(3,210)	(2,811)	(3,210)	(2,811)	
Impairment loss on financial assets	-	-	617	-	
Taxation	471	420	571	320	
	(2,792)	(2,268)	(2,763)	(2,027)	
Changes in working capital:					
Decrease/(increase) in trade and other receivables	162	(172)	163	(176)	
(Decrease)/increase in trade and other payables	(49)	235	54	123	
Interest received	449	303	445	281	
Withholding tax on dividend income	(471)	(420)	(571)	(320)	
Net cash flows used in operating activities	(2,701)	(2,322)	(2,672)	(2,119)	
Cash flows from investing activities  Acquisition of financial assets designated at fair value through profit or loss  Acquisition of subsidiaries  Proceeds from sale of financial assets  Dividend received  Advances to subsidiaries	(27,358) - 62,963 3,210	(56,501) - 45,920 2,811	(21,172) (1) 62,963 3,210 (5,867)	(51,933) (2) 45,920 2,811 (4,739)	
Net cash flows generated from/(used in) investing					
Activities	38,815	(7,770)	39,133	(7,943)	
Cash flows from financing activities Repurchase of treasury shares Repurchase of treasury shares costs Proceeds from loans and borrowings	Ī	(3,393) (17)	- -	(3,393) (17)	
Net cash flows used in financing activities		(3,410)		(3,410)	
The cash hows used in iniancing activities	<u> </u>	(3,410)	<b>-</b>	(3,410)	
Net increase/(decrease) in cash and cash equivalents Cash and cash equivalents at beginning of year Effect on exchange rate fluctuations on cash and cash	36,114 19,505	(13,502) 32,946	36,461 19,453	(13,472) 32,868	
equivalents	(296)	61	(625)	57	
Cash and cash equivalents at end of year	55,323	19,505	55,289	19,453	

## SUMMARISED CONSOLIDATED AND SEPARATE SEGMENTAL INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2018

The Group and the Company report segment information in terms of geographical location. Geographical location is split between United States, Europe, United Kingdom, Far East, Australia, South Africa and Mauritius. The Group has investments in high-quality global growth businesses.

### The Group

2018	United States \$000	Europe \$000	United Kingdom \$000	Far East A \$000	ustralia \$000	South Africa \$000	Mauritius \$000	Total \$000
Geographical location 2018	φοσσ	φοσο	ΨΟΟΟ	φοσο	φυσ	φοσο	φοσο	φ000
Dividend income	1,877	870	253	18	-	64	128	3,210
General and administrative expenses	(55) 1,822	(1) 869	(287)	(7) 11	(4) (4)	(100)	(2,338) (2,210)	(2,792) 418
Net gain/(loss) from financial assets at fair value through profit or loss Net foreign exchange (loss)/gain	(4,497)	(22) (164)	(4,146) (558)	(83) (1)	(99)	(7,522) 162	(715) (64)	(17,084) (625)
Profit /(loss) for the year before interest and taxation Net interest income	(2,675) 119	683 (21)	(4,738) 92	(73)	(103)	(7,396) 192	(2,989) 67	(17,291) 449
Profit /(loss) for the year before taxation Taxation	(2,556) (121)	662 (337)	(4,646)	(73)	(103)	(7,204) (13)	(2,922)	(16,842) (471)
Profit /(loss) for the year after taxation	(2,677)	325	(4,646)	(73)	(103)	(7,217)	(2,922)	(17,313)
Segment assets	52,079	14,179	29,261	-	1,057	2,691	33,328	132,595
Segment liabilities	289	-	-	-	1	10	49	349

## SUMMARISED CONSOLIDATED AND SEPARATE SEGMENTAL INFORMATION (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

### The Company

2018	United States	Europe	United Kingdom	Far East	Australia	South Africa	Mauritius	Total
Geographical location 2018	\$000	\$000	\$000	\$000	\$000	\$000	\$000	\$000
Dividend income	1,877	870	253	18		64	128	3,210
General and administrative expenses Impairment on loan advances	(55) - - 1,822	(1) - 869	(281) (490) (518)	(26)	(3)	(79) - (15)	(2,318) (127) (2,317)	(2,763) (617) (170)
Net gain/(loss) from financial assets at fair value through profit or loss Net foreign exchange (loss)/gain	(4.418)	(22) (164)	(355) (558)	(83)	-	(7,522) 161	(749) (64)	(13,149) (625)
<b>Profit/(loss) for the year before interest and taxation</b> Net interest income	(2,596) 116	683 (21)	(1,431) 92	(91)	(3)	(7,376) 194	(3,130) 233	(13,944) 614
Profit/(loss) for the year before taxation Taxation Profit/(loss) for the year after taxation	(2,480) (221) (2,701)	662 (337) 325	(1,339) (1,339)	(91) - (91)	(3)	(7,182) (13) (7,195)	(2,897)	(13,330) (571) (13,901)
Segment assets	49,521	14,179	25,624	-	-	2,691	40,433	132,448
Segment liabilities	289				1	10	32	332

## SUMMARISED CONSOLIDATED AND SEPARATE SEGMENTAL INFORMATION (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

The Group

2017	United States \$000	Europe \$000	United Kingdom \$000	Far East \$000	Australia \$000	South Africa \$000	Mauritius \$000	Total \$000
Geographical location 2017	φοσο	φοσο	ΨΟΟΟ	φοσσ	ΨΟΟΟ	ΨΟΟΟ	φοσσ	φσσσ
Dividend income	1,382	1,208	221	-	-	-	-	2,811
General and administrative expenses	(79) 1,303	(16) 1,192	(490) (269)	(3)	(3)	(96) (96)	(1,581) (1,581)	(2,268) 543
Net gain from financial assets at fair value through profit or loss Net foreign exchange gain /(loss)	15,809 5	509	3,225 90	-	-	(34)	5,909	25,452 61
Profit /(loss) for the year before interest and taxation Interest income	17,117 -	1,701	3,046	(3)	(3)	(130) 90	4,328 212	26,056 303
Profit /(loss) for the year before taxation Taxation	17,117 (315)	1,701 (105)	3,046	(2)	(3)	(40)	4,540	26,359 (420)
Profit /(loss) for the year after taxation	16,802	1,596	3,046	(2)	(3)	(40)	4,540	25,939
Segment assets	76,303	25,584	24,765	3,066	-	2,968	16,942	149,628
Segment liabilities			-	2	_	2	394	398

## SUMMARISED CONSOLIDATED AND SEPARATE SEGMENTAL INFORMATION (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2018

Γhe	Company	I
-----	---------	---

2017	United States \$000	Europe \$000	United Kingdom \$000	Far East \$000	Australia \$000	South Africa \$000	Mauritius \$000	Total \$000
Geographical location 2017	Ψ000	ΨΟΟΟ	φοσο	Ψ000	ΨΟΟΟ	φοσσ	φ000	Ψ000
Dividend income	1,382	1,208	221	-	-	-	-	2,811
General and administrative expenses	(80) 1,302	(16) 1,192	(281) (60)	(3)	(3)	(96) (96)	(1,548) (1,548)	(2,027)
Net gain from financial assets at fair value through profit or loss Net foreign exchange profit /(loss)	15,591	509	4 91	- -	- -	(34)	5,909 -	22,013 57
Profit /(loss) for the year before interest and taxation Interest income	16,893	1,701	35	(3)	(3)	(130) 90	4,361 253	22,854 343
Profit /(loss) for the year before taxation Taxation Profit /(loss) for the year after taxation	16,893 (215) 16,678	1,701 (105) 1,596	35 - 35	(3)	(3)	(40) - (40)	4,614 - 4,614	23,197 (320) 22,877
Segment assets	74,718	25,584	19,787	3,066	-	2,968	20,172	146,295
Segment liabilities		-	4	2	-	2	270	278