

2024

INTEGRATED ANNUAL REPORT

TELE
MASTERS
HOLDINGS





Table of Contents

02	CORPORATE PROFILE
06	CHAIRMAN'S AND CEO'S STATEMENT
08	THE BOARD
09	DIRECTORS' PROFILES
11	CORPORATE GOVERNANCE REPORT
32	SHAREHOLDERS DIARY
94	NOTICE OF THE ANNUAL GENERAL MEETING
39	FORM OF PROXY
42	SUMMARY OF RIGHTS
43	ANNEXURE A:
	ANNUAL FINANCIAL STATEMENTS OF THE GROUP INCLUDING THE FOLLOWING:
45	AUDIT AND RISK COMMITTEE REPORT
49	DIRECTORS' RESPONSIBILITY AND APPROVAL
50	CEO AND CFO RESPONSIBILITY STATEMENT ON INTERNAL FINANCIAL CONTROLS
51	DECLARATION BY COMPANY SECRETARY
52	DIRECTORS' REPORT
56	INDEPENDENT AUDITOR'S REPORT
61	CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

CORPORATE PROFILE

TeleMasters Holdings Limited (“TeleMasters” or “The Group”) is a dynamic technology investment group focused on fostering digital transformation, next-generation connectivity, and smart workspaces. Our portfolio of companies works in synergy, driving growth through strategic acquisitions and targeted investments to maximize shareholder value responsibly.

VISION AND MISSION

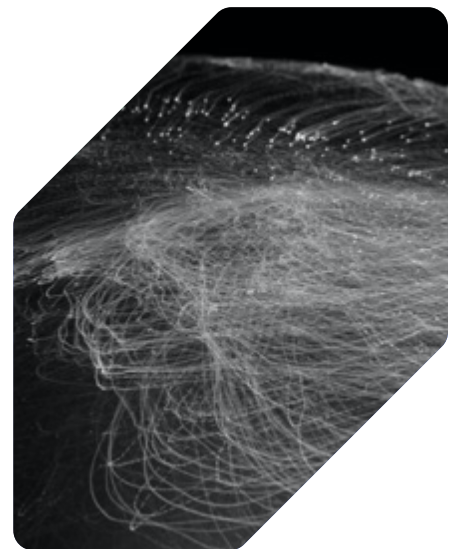
OUR VISION

We collaborate closely with customers, partners, and employees to deliver aligned and seamless ICT (Information and Communication Technology) solutions. Clients choose and remain with us as their trusted technology advisors, ensuring long-term relationships based on reliability and expertise.



OUR MISSION

Our mission is to build lasting relationships with our customers by delivering reliable, tailored ICT solutions that meet their specific needs. With deep industry expertise, we provide solutions that drive operational efficiency, enhance productivity, and result in cost savings—no matter the industry or geographic location.





The Group consists of the following entities:

TELE MASTERS HOLDINGS





Catalytic Connections (“Catalytic”) is a versatile ICT managed solutions provider, offering a comprehensive range of essential services to small and medium-sized enterprises. Our offerings encompass digital connectivity, cloud communications, cloud services, and cloud security. We are dedicated to providing critical Managed Services and solutions that empower businesses to strategically engage with a single service provider.

Beyond our technological offerings, Catalytic is driven by a deep commitment to enhancing human connections as well as business productivity. We believe that the cornerstone of every successful business lies in the strong bonds between individuals. From our perspective, conversations are inherently tied to the human experience, and connections are fundamentally human in nature. Technology has never been the primary focus - it has always been, and will always remain, about people.



At Contineo Virtual Communications (“Contineo”), our mission is to simplify communications technology to make it easier to share experiences, enhance productivity and meet the demands of businesses by enabling faster and more seamless connections.

Contineo operates a cutting-edge Unified Communications (“UC”) platform built on Cisco BroadSoft technology. This platform empowers customers to shift all their voice and UC traffic to the cloud, transforming Contineo from a traditional wholesale reseller of voice minutes into South Africa’s largest independent supplier of the Cisco BroadSoft communications platform.

Contineo stands as a premier provider of top-tier Wholesale Cloud Communications solutions in South Africa with a dedicated focus on equipping partners to offer best-in-class Cloud Communications services to their own customers. Our unwavering commitment lies in delivering an exceptional Quality of Experience that ensures satisfaction for both our partners and their valued clients.





PerfectWorx Consulting (“PerfectWorx”) is a specialist network systems integrator and operator that builds and operates networks for or with customers, supplies technology to build networks and provides specific solutions for customers’ network requirements. It enjoys key technology partnerships with Cisco Meraki, Fortinet, Oracle, Exaware, Sonus, and Juniper Networks, among others.

PerfectWorx believes that technology decisions should be driven by business requirements. It endeavours to completely understand customers’ business requirements and deliver technologies that work for them.

PerfectWorx delivers complete technical solutions to our customers to maximise the value, efficiency and performance of their network assets.



Ultra Datacentre (“Ultra DC”), situated in Gauteng, South Africa, is an exceptional operator specialising in data centre services. Our primary focus revolves around delivering tailored and cutting-edge colocation solutions designed for clients who value innovation and the latest advancements in this critical domain. At Ultra DC, we pride ourselves on being a vendor and carrier neutral facility that offers a range of distinctive data centre capabilities.

Our facilities boast intelligent rack infrastructure, an exceptionally secure physical environment and redundancy in connectivity vendors. Located just outside the primary jurisdictions of many other data centres, we excel in providing ultra-secure disaster recovery capabilities while also serving as a primary data centre for our clients. What sets us apart is our unparalleled utility power availability - which is both massive and scalable to meet the widest range of client needs.

Furthermore, our building is constructed to the highest security standards and classified as a national key point with bunker-like attributes. With significant available white space that can be expanded on demand, Ultra DC is your go-to partner for cutting-edge data centre solutions.



CHAIRMAN'S AND CEO'S STATEMENT



Pretorius, Mario Brönn
Chairman



Voigt, Jaco-Muller
Chief Executive Officer

Highlights of the Year

In the world of business, especially in South Africa's B2B sector, success doesn't happen overnight. It's a long, deliberate process shaped by external forces as much as internal ambition. Consider the landscape we operate in: a crowded, competitive market where technology is commoditized. Now, layer on top of that the shifting tides of business confidence, economic uncertainty, national elections, and exchange rate fluctuations. These factors don't just influence outcomes in the short term. Their effects stretch out over months, creating a ripple effect that takes time to smooth out. Often, it's a six-month lag before we can see the full picture.

But this is where consistency becomes the unsung hero. The groundwork we lay today – the deliberate choices, the carefully crafted strategies – will bear fruit next June. Patience, as much as persistence, is key.

At the core of our confidence is something quite simple: we understand what customers need. In a world where technological complexity often overwhelms, customers want simplicity. They want accountability. And most importantly, they want someone they can trust. A partner. The term "trusted advisor" gets thrown around a lot, but in reality, it's a rarity. For us, it's the guiding principle behind everything we do.

Our strategy extends beyond technology solutions; it's about empowering customers with knowledge. It's no coincidence that our partnerships with international technology leaders like Cisco are as much about education as they are about innovation. The better our customers understand what technology can do for them, the better they can make informed decisions. And this is where we excel.

Our Group consists of four key entities, each contributing to a greater whole:

- **Contineo:** The communications landscape in South Africa is evolving, and we're at the forefront. With our focus on Platform-as-a-Service, specifically hosted voice, we've tapped into the power of Cisco's Webex suite to transform business communication. But here's what's interesting: it's no longer just about voice. We're moving towards an omni-channel approach, where every interaction, across any medium, is seamless. Think of it as a hub that integrates different aspects of a business, allowing customers to engage without friction. The South African market is only beginning to wake up to this, and we believe we're just scratching the surface of what's possible.
- **PerfectWorx:** Growth, in the business world, is rarely linear. It's more often a series of breakthroughs, punctuated by long stretches of quiet progress. That's been our journey with PerfectWorx. Through our partnerships with global giants like Cisco and Juniper, we've not only secured their support but also their trust. Next year, we'll be launching several initiatives that will push us further into the market. It's a reminder that even in the technology world, relationships still matter.
- **Ultra Datacentre:** The future, some say, belongs to those who can handle data. And if that's true, then Ultra Datacentre is perfectly positioned to lead. The unique features of our facility – location, power capacity, and space for growth – are not just technical advantages; they're strategic ones. What makes this even more compelling is the coming wave of AI. South Africa is on the cusp of an AI infrastructure revolution, and we are laying the foundation. Our partnerships, already in various stages of development, will enable businesses to test, invest, and grow AI capabilities. It's a new frontier, and we're poised to take the lead.
- **Catalytic:** When you imagine the office of the future, what do you see? At Catalytic, we're not just imagining it – we're helping create it. Our focus on Connected ICT Services is about more than just technology. It's about understanding the problems businesses face today and crafting solutions that solve those problems. But here's the catch: trust. In a world of short-term gains, we're playing the long game. The results we've seen so far have been promising, but what excites us most is the potential for growth, for both our customers and ourselves.

What ties all of this together is a realization: technology doesn't wait. It moves, fast. And keeping up isn't enough – you have to stay ahead. In a competitive market like ours, the learning curve is steep. But here's the advantage: we have a young, dynamic team that's not only dedicated but driven. They've bought into the vision, and they're working relentlessly to make it happen.

Commentary on Operating Results

When we talk about progress, we like to focus on the numbers that matter: cash generation, monthly recurring revenue, and gross profit percentage. The Board is pleased with what we're seeing. Our margins have increased to 56%, and cash generated from operations is R9 million, up by R1 million from last year. These aren't just numbers on a balance sheet – they're a reflection of the steady, reliable income streams we've built, especially through Ultra DC and PerfectWorx.

Perhaps what's most noteworthy is how we've maintained financial discipline. Reducing operational expenses by 5.1% may not seem dramatic, but in a business of our scale, it's significant. And the best part? We've continued to invest in capital equipment, funded by our own cash flow, positioning ourselves for future growth.

Future Outlook

Here's a simple truth: in a mature, crowded market, staying still isn't an option. We must constantly reinvent ourselves. What gives us confidence is that we know our Connect ICT services strategy aligns perfectly with what the market needs. And we have a team that is deeply committed to making this vision a reality. That's the magic combination.

Appreciation

In the end, nothing happens without trust. To our customers, we owe everything. You've trusted us with your business, and we're honoured to walk this journey with you.

To our vendor partners, we're immensely grateful. Your support helps us do what we do best – bring meaningful technology solutions to Africa.

To the board, your guidance has been invaluable. Thank you for your steady hand and wise counsel.

And to our team, your hard work, passion, and dedication are what make all of this possible. Thank you for believing in the vision and making it a reality.

Pretorius, Mario Brönn
Chairman

Voigt, Jaco-Muller
Chief Executive Officer

THE BOARD



**Mr Jaco-Muller
Voigt**

Chief Executive Officer
Executive



**Mr Mario Brönn
Pretorius**

Non-Executive
Chairman



**Prof Brandon
Rodney Topham**

Acting Chief Financial
Officer Executive



**Mrs Michelle Julie
Krastanov**

Independent
Non-Executive



**Adv. Miller
Moela**

Independent Lead Director
Non-Executive



DIRECTORS' PROFILES

Mr Mario Brönn Pretorius Non-Executive (67)

Mario matriculated at Afrikaans Hoër Seunskool, Pretoria in 1974 and obtained a Bachelor of Commerce degree in 1979 from Potchefstroom University. His early career exposed him to the international business world and he held marketing positions in Oslo, Norway, and in Ann Arbor, Michigan, USA.

In 1984 Mario obtained his MBA from the University of Cape Town. In corporate life he spearheaded the listing of Aida Holdings Limited in 1987 and later served as a Non-Executive Director of Nimbus Holdings Limited in 1989. In 1991, he changed tack from MD to entrepreneur.

Mario has established various successful enterprises in legal services, telecommunications, real estate development and farming and successfully completed several management buy-outs in the mining supply and engineering sectors. He holds several professional short course qualifications and acts as Chairman for 6 companies and CEO of three other companies. As founder and prior CEO of TeleMasters, Mario remains committed to expanding the scope and success of the Group.

Mr Jaco-Muller Voigt Chief Executive Officer (50)

In 1996, Jaco earned a Bachelor of Social Sciences degree from the University of the Orange Free State. His professional journey began in 1998 when he joined DataPro in the communications industry. Over the years, he has held various management roles within the organization which culminated in his role as a co-founder and Managing Director of VoxTelecom.

In 2007, Jaco decided to venture into entrepreneurship and founded PerfectWorx Consulting, a specialized consulting firm offering professional services to entities entering the Next Generation Network arena. Today, PerfectWorx Consulting serves a diverse clientele in the telecommunications industry, including established operators and various VANS operators.

In 2010, Jaco embarked on a new endeavour by launching Contineo Virtual Communications, a wholesale cloud communications provider. What initially began as a virtual PABX service evolved into a comprehensive unified communications platform, empowering businesses to efficiently manage and exchange various forms of information among mobile employees, virtual teams and geographically dispersed customers.

In 2020, both PerfectWorx and Contineo found a new home under the umbrella of TeleMasters through acquisition. Jaco assumed the role of CEO at TeleMasters on 1 January 2018 and leads the Group in the next phase of its development.

DIRECTORS' PROFILES (CONTINUED)

Prof Brandon Rodney Topham **Acting Chief Financial Officer (53)**

Brandon served as an Executive Director and later as a Non-Executive Director for TeleMasters from February 2006 to January 2019 when he left to join the Financial Sector Conduct Authority as Divisional Executive for Enforcement. He is an accomplished business executive with considerable local and international experience in forensic accounting, financial services, corporate governance, finance and commercial law.

Brandon is an experienced forensic accountant having performed work in most industries in many areas of financial misconduct. He is a qualified Chartered Accountant in South Africa and an Admitted Advocate of the High Court of South Africa as well as a non-practicing member on the roll of the Solicitors Regulation Authority of England & Wales. He holds a Bachelor of Law (LLB); a B.Proc, B.Compt; B.Compt (Hons) Master of Law (LLM) and Master of Business Administration as well as other qualifications.

He has held a number of leadership and advisory positions.

Ms Michelle Julie Krastanov **Independent Non-Executive (58)**

Michelle holds a B.Com and B.Acc from the University of Witwatersrand, is a CA(SA) and JSE Approved Executive. Michelle joined Price Waterhouse (now PWC) in 1987 and completed her articles in January 1990. She was an Assistant Manager and Manager until early 1994 when she joined Kingfisher Finance International, a joint venture between management and FirstCorp Merchant Bank. This company was wound down after the restructuring of FirstCorp Merchant Bank and Michelle formed a new entity, Kingfisher Corporate & Executive, in January 1996 to retain employees and continue the business. Kingfisher focused primarily on corporate finance and JSE Listings for almost six years.

In October 2001, Michelle joined the Arcay group of companies to establish and manage the JSE sponsor business, growing the client base over the past 23 years. The sponsor business was acquired from the group through a management buyout in 2013. Michelle manages the sponsor business, acquiring full ownership in October 2019.

Michelle has served on a number of listed company boards and audit risk committees during her career. She has a sophisticated understanding of JSE Listing Requirements, IFRS and the Companies Act as well as extensive professional experience with deal structuring and business.

Adv M Moela **Independent Non-Executive (63)**

Miller is an admitted Advocate of the High Court of South Africa. He holds B.Com (Law); LLB Post Graduate; Post Graduate Diploma in Company Law. He was a Director and shareholder of Arbor Capital Sponsors for a number of years until its restructure in 2017.

Miller worked in various roles, including ultimately the Listings Division of the Johannesburg Stock Exchange, for over 19 years, following which he left to join a JSE Sponsor and Designated Advisor, LPC Manhattan Moela until the merger into Arcay Moela Sponsors in 2008. He has been involved in a number of listings on the JSE and has good knowledge of the JSE Listings Requirements.

He has held various Independent Non-Executive Director positions for a number of listed companies.

CONTENTS

CORPORATE GOVERNANCE REPORT

12 Composition and Independence of the Board

14 Appointment and Re-election of the Board

14 Roles and Functions of the Board

15 Board Committees

20 Risk Management

22 Interests of Directors and Officers

22 Company Secretary

22 Accounting and Auditing

22 Internal Audit

22 Stakeholder Relationships

23 Closed and Prohibited Periods

23 Code of Conduct

23 Governance of Information Technology

23 Sustainability Reporting

23 Transfer Office

23 Designated Advisor

23 Diversity Policy

24 Application of the King IV Report on
Corporate Governance for South Africa

CORPORATE GOVERNANCE REPORT

The Board hereby confirms its commitment to the principles of integrity, competence, fairness, accountability, responsibility and transparency. Through this process, Shareholders and other stakeholders may derive assurance that the Group is being managed ethically in accordance with prudently determined risk parameters and in compliance with generally accepted corporate governance practices. The Board has examined the principles and practices of the King IV Report and the JSE Listings Requirements with regards to corporate governance. Due consideration has been given to the implementation of such prescriptions and guidelines within the Group. At a minimum, the Board has complied with the following:

1. Composition and Independence of the Board

The Directors bring a high standard of conduct and a wide range of experience, diversity, insight and independence of judgment on issues of strategy, performance and resources to the Board.

The Group has a unitary Board structure that operates under the guidance of the Non-Executive Chairman. The roles of Chairman and Chief Executive Officer (CEO) are separated. The Board currently consists of three Non-Executive Directors and two executive Directors. The Non-Executive Directors are not appointed under service contracts. Two of the three Non-Executive Directors are independent.

The Directors' terms in office are as follows:

Director	Years on the Board
Pretorius, Mario Brönn – Non-Executive	16.5 years
Voigt, Jaco-Muller – Executive	15 years
Topham, Brandon Rodney – Executive	1 year
Krastanov, Michelle Julie – Non-Executive, Independent	1 year
Moela, Miller – Non-Executive, Independent	Appointed 1 July 2024
Bate, David – Non-Executive, Independent	Resigned 31 March 2024
Steinberg, Willem Frederik – Non-Executive, Independent	Resigned 31 March 2024
Tappan, Mariette – Non-Executive, Independent	Resigned 31 March 2024

Due to the required rotation of Directors, MB Pretorius will retire as a Director and will offer himself for re-election at the Annual General Meeting of Shareholders. His curricula vitae is set out under the Directors' Profiles section of this report.

The Directors' remuneration is not linked to the Group's financial performance.

At each Board meeting, any interests that a Director may have on any matters on the meeting agenda are disclosed prior to the commencement of the meeting in accordance with section 75 of the Companies Act, No. 71 of 2008, as amended ("Companies Act"). All Directors are aware of their duty to make full disclosure of any interests and if there are any conflicts of interest, the Director concerned is recused from the meeting and does not participate in the decision making on the matter in which he or she has an interest.

Board meetings are attended by a representative of the Company's designated advisor in accordance with the JSE Listings Requirements for companies listed on the Alternative Exchange of the Johannesburg Stock Exchange ("AltX").

The Board meets quarterly. Directors are properly briefed in respect of special business prior to Board meetings and information is timeously provided to enable them to consider all the issues being dealt with. Directors make further enquiries where necessary.

The attendance of Directors at Board meetings during the year under review, considering their dates of appointment and/or resignation, was as follows:

Name	# of meetings	# of meetings attended
Bate, David*	4	4
Pretorius, Mario Brönn	5	5
Steinberg, Willem Frederik*	4	3
Tappan, Mariette*	4	4
Voigt, Jaco-Muller	5	5
Krastanov, Michelle Julie	5	5
Moela, Miller**	0	0
Topham, Brandon Rodney	5	5

*Resigned on 31 March 2024

** Appointed on 1 July 2024



CORPORATE GOVERNANCE REPORT (CONTINUED)

1.1. Chairman of the Board

The Chairman is a Non-Executive Director and the founder and former CEO of the Company. The Chairman is a member of the Audit and Risk Committee, although does not chair the Audit and Risk Committee and was appointed as the chair of the Remuneration Committee towards the end of the financial year.

The roles and responsibilities of the Chairman include:

- Setting the ethical tone for the Board and the Group;
- Providing overall leadership to the Board;
- Managing relationships with Shareholders and stakeholders for trust and confidence;
- Meeting with the CEO and/or CFO and/or Company Secretary before Board meetings to discuss important issues and agree on the agenda;
- Setting the agenda for Board meetings;
- Ensuring that complete, timely, relevant and accurate information is placed before the Board for informed decisions;
- Presiding over and ensuring productive Board meetings;
- Presiding over Shareholders' meetings;
- Formulating a work plan for the Board against its set objectives;
- Ensuring that the Board's decisions are executed;
- Managing Directors' conflicts of interest by ensuring directors recuse themselves from voting on matters on which they have declared an interest;
- Ensuring the independence of the independent Non-Executive Directors is evaluated biennially;
- Acting as the link between the Board, the CEO and management;
- Mentoring, developing and encouraging the Directors;
- Ensuring that a formal annual performance evaluation of the Board, the Directors and Board Committees is conducted biennially;
- Identifying the training needs of the Directors;
- Adopting a programme of continuing professional education of the Directors;
- Identifying and participating in the selection of the Board members;
- Overseeing the succession plan for the Board and senior management; and
- Recommending the removal of non-performing or unsuitable Directors.

1.2. Chief Executive Officer

The CEO is appointed by the Board. The CEO has the ultimate responsibility for all management functions but may delegate these to management team members. The CEO is not a member of the Remuneration Committee or Audit and Risk Committee but is invited to attend the meetings of these Committees.

The roles and responsibilities of the CEO include:

- Establishing the organisational structure for the Group;
- Recommending or appointing the executive team;
- Organising succession planning for the executive team;
- Conducting performance appraisals for the executive team;
- Developing the Group's strategy over the short and long term for approval by the Board;
- Developing and recommending business plans and budgets;
- Monitoring and reporting on the Group's performance to the Board;
- Monitoring and reporting on the Group's compliance with laws and corporate governance to the Board; and
- Creating a corporate culture that promotes sustainable ethical practices, encourages integrity and fulfils the Group's social responsibility.



CORPORATE GOVERNANCE REPORT (CONTINUED)

2. Appointment and Re-election of the Board

Directors are appointed based on the needs of the Group and the nature of its business and to ensure diversity in terms of qualifications, technical expertise, industry knowledge, experience, nationality, age, culture, race and gender.

The size of the Group does not, at this point in time, warrant the establishment of a Nominations Committee.

The following procedures are followed regarding any changes to the Board:

- A Search Committee is formed to consider filling any vacancies on the Board and any Board Committees, unless this function is handled by the Board itself;
- The Search Committee undertakes a needs assessment and formulates a position description to be agreed by the Board;
- The Search Committee undertakes a search for suitable candidates to serve on the Board and/or any Board Committees, ensuring that any such candidates meet the Companies Act provisions;
- The Search Committee evaluates candidates identified through such search process;
- The Search Committee makes recommendations to the Board regarding the filling of any vacancy on the Board and / or any Board Committees;
- Any new appointment is considered by the Board as a whole; and
- The Company Secretary ensures that every new Director satisfies the JSE AltX Requirements for Directors, including completion of the JSE Directors Induction Programme, as well as relevant Companies Act provisions, and provides every new Director with an induction session to ensure that every new Board member understands the Group, the business environment and their role and responsibilities as a Director of the Company.

All of the Directors have completed the JSE Induction Programme and otherwise satisfy the requirements of the Companies Act to serve as a Director of the Company

3. Roles and Functions of the Board

The Memorandum of Incorporation of the Company (“MOI”) sets out the Directors’ powers and conditions of appointment. The day-to-day management of the Group is vested in the Executive Directors.

The Board’s main responsibilities include:

- Setting and monitoring strategy and operations based on the economic, social and environmental sustainability of the Group over the short and long-term;
- Aligning Group strategy and performance with the interests and expectations of Shareholders;
- Establishing a proper corporate governance framework;
- Setting the ethical foundation for the Group through setting and adhering to a Code of Conduct;
- Examining opportunities and implementing measures to ensure that all opportunities are appropriately evaluated;
- Maintaining governance of risk;
- Maintaining governance of information and communications technologies (“ICT”);
- Establishing a framework for the delegation of authority;
- Setting a formal process for the appointment of Directors;
- Appointing a competent, suitably qualified and experienced Company Secretary;
- Establishing an effective and independent Audit and Risk Committee and approving its charter, agenda and work plan;
- Establishing a Remuneration Committee to ensure that Directors and executives are remunerated fairly and responsibly;
- Ensuring that the Group complies with all applicable laws and considers adherence to rules, codes and standards;
- Ensuring the integrity of the Group’s Integrated Annual Report; and
- Reporting on the effectiveness of the Group’s system of internal controls.

Two of the Board members are involved in the Group’s operations daily. While retaining overall accountability and subject to matters reserved to itself, the Board has delegated authority to run the Group’s day-to-day affairs to the CEO.

Directors all have unfettered access to the Company Secretary. Directors are entitled to ask questions of any personnel and have unrestricted access to all Company documentation, information and property.

CORPORATE GOVERNANCE REPORT (CONTINUED)

4. Board Committees

The Board has the following four standing committees through which it executes some of its duties: Audit and Risk Committee, Remuneration Committee, Social and Ethics Committee and Shareholder Value Committee.

4.1. Audit and Risk Committee

The Board has established an Audit and Risk Committee as part of the Board's commitment to ensure a sound system of internal controls to safeguard stakeholders' interests and the Group's assets. The terms and functioning of this Committee are fully set out in the Audit and Risk Committee report included in the Consolidated Annual Financial Statements ("AFS").

For the majority of the year under review, the Audit and Risk Committee consisted of four independent Non-Executive Directors. The Chief Financial Officer ("CFO"), all other Directors of the Company, the External Audit Partner and a representative of the Company's designated advisor are invited to attend all meetings but have no votes. The majority of the members of the Committee are financially literate.

The Audit and Risk Committee convened on various occasions during the financial period under review as set out in the Audit and Risk Committee report included in the Consolidated Annual Financial Statements. The members of the Audit and Risk Committee met with the External Auditors and Executive Directors following completion of the audit for the year ended 30 June 2024.

The primary objective of the Audit and Risk Committee is to promote the overall effectiveness of corporate governance within the Group and includes:

- Ensuring the integrity of the Group's Integrated Annual Report, accounting and financial reporting systems;
- Ensuring compliance with applicable legislation and the requirements of regulatory authorities;
- Reviewing financial reports such as the Consolidated Annual Financial Statements, interim results announcements, integrated information, price-sensitive financial information, trading statements and circulars;
- Evaluating significant judgments and reporting decisions, including changes in accounting policies, significant unusual items and materiality;
- Recommending the Consolidated Annual Financial Statements and interim Financial Statements to the Board for approval;
- Reviewing the statement on going concern after taking into consideration the Group's future working capital requirements;
- Reviewing forecasts;
- Reporting on sustainability issues;
- Performing an annual review of the expertise, resources and experience of the Group's finance function including the CFO;

- Monitoring all contracts entered into by the Group in which any of the Directors are either beneficially or indirectly beneficially interested to ensure that all such contracts are fair and reasonable and in the best interest of the Group;
- Nominating for approval by Shareholders the appointment or re-appointment of the External Auditors and designated External Audit Partner who is independent of the Group;
- Approving the External Auditors' terms of engagement;
- Approving the External Auditor's remuneration;
- Reviewing, monitoring and reporting on the independence and objectivity of the External Auditors;
- Assessing the effectiveness of the external audit process annually;
- Defining a policy for the nature, extent and terms of non-audit services that may be performed by the external auditors for approval by the Board;
- Handling disagreements between management and the External Auditors;
- Engaging External Auditors to provide an assurance report on any summarised financial information;
- Addressing concerns raised by the External Auditors;
- Receiving notice of reportable irregularities in terms of the Auditing Profession Act, No. 26 of 2005 from the External Auditors;
- Advising on monitoring or enforcement actions against the Group;
- Ensuring that the appropriate systems are in place for monitoring risk, financial control and compliance with the law and codes of conduct;
- Performing an annual review of the design, implementation and effectiveness of internal financial controls;
- Reviewing arrangements made by the Group for "whistle blowing";
- Approving amendments to the Group's Code of Conduct;
- Reporting to Shareholders at the Annual General Meeting and internally to the Board on how the Audit and Risk Committee carried out its functions;
- Reviewing the external audit and commenting on the Consolidated Annual Financial Statements, policies and internal control;
- Ensuring compliance with the King IV Report on Corporate Governance and compliance with the Group's Code of Ethics;
- Reviewing the Group's top risk and mitigation strategies;
- Reviewing the Group's directors' and officers' liability insurance; and
- Seeking confirmation from management regarding the Group's IT infrastructure and that it adequately supports the sustainability and performance objectives of the Group.

CORPORATE GOVERNANCE REPORT (CONTINUED)

The Audit and Risk Committee has explicit authority to investigate any matter under its terms of reference and has access to all the resources and information it requires in order to act on this authority.

The Audit and Risk Committee had four scheduled meetings and one special meeting during the period under review. The attendance of Committee members at the Audit and Risk Committee meeting during the year, taking into account their dates of appointment or resignation, was as follows:

Name	# of meetings	# of meetings attended
Bate, David*	4	4
Steinberg, Willem Frederik*	4	3
Tappan, Mariette*	4	4
Krastanov, Michelle Julie**(Chairman)	5	5
Pretorius, Mario Bronn***	1	1
Moela, Miller****	0	0
Voigt, Jaco-Muller (By invitation)	5	5
Topham, Brandon Rodney(By Invitation)	5	5

*Resigned on 31 March 2024

** Appointed on 20 September 2023

*** Appointed as member on 12 June 2024

**** Appointed on 1 July 2024

4.2. Remuneration Committee

The Remuneration Committee consists of three Non-Executive Directors. The Chairman is a Non-Executive Director.

The Remuneration Committee met three times during the period under review. The attendance of Committee members at the Remuneration Committee meeting during the year, taking into account their dates of appointment and / or resignation, was as follows:

Name	# of meetings	# of meetings attended
Bate, David *	2	2
Steinberg, Willem Frederik* (Outgoing Chairman)	2	2
Tappan, Mariette*	2	2
Pretorius, Mario Bronn** (Incoming Chairman)	1	1
Krastanov, Michelle Julie**	1	1
Moela, Miller***	0	0

*Resigned on 31 March 2024

** Appointed on 12 June 2024

*** Appointed on 1 July 2024

The primary objective of the Remuneration Committee is to set the remuneration of the Directors of the Company, including:

- Reviewing the Group's remuneration philosophy which dictates the remuneration policy;
- Considering the remuneration parameters for the Chief Executive Office and Executive Directors;
- Reviewing proposed benefits to ensure that they are justified, correctly valued, and properly disclosed;
- Reviewing the recommendations of management on fee proposals for the Chairman and Non-Executive Directors and determining, in conjunction with the Board, the final proposals to be submitted to Shareholders for approval at the Annual General Meeting; and
- Ensuring proper disclosure of the remuneration of each individual Director and certain senior executives.



CORPORATE GOVERNANCE REPORT (CONTINUED)

Remuneration Report

Background Statement

The Group's remuneration philosophy is structured to align with its overarching business strategy, which aims to create sustainable value for stakeholders over both the short and long term by fostering a culture of high performance. The Remuneration Committee is of the view that the remuneration of the Board, Executive Directors, and employees is equitable and reflective of market conditions. The Board acknowledges the importance of incentivising both individual and collective success, applying the Remuneration Policy consistently, fairly, and in alignment with the roles performed, market dynamics, and individual performance.

The Board, through the Remuneration Committee, has steadfastly adhered to this approach, ensuring that remuneration strategies are geared towards attracting and retaining employees who consistently meet high standards of performance. The Committee and the Board remain committed to fostering success at both the individual and team levels by implementing the Group's Remuneration Policy in a manner that is fair, equitable, and consistent.

Governance and the Remuneration Committee

The Board assumes ultimate responsibility for the Group's Remuneration Policy. Annually, the Remuneration Policy and its implementation are presented to Shareholders for endorsement. In addition, the remuneration of Non-Executive Directors is submitted for Shareholder approval on an annual basis.

During the year under review, the Remuneration Committee conducted a comprehensive review of the fees paid to Non-Executive Directors. The Committee concluded that the current fee structure should remain on a retainer-only basis, however, the Committee proposed the introduction of a special purpose fee, not exceeding 30% of the annual fee, for any additional work carried out, ensuring that the compensation remains consistent and predictable while appropriately reflecting the responsibilities of the Non-Executive Directors. Any such fee would be approved by the disinterested directors.

In addition to this review, the Committee investigated the feasibility of implementing a staff bonus scheme. The Committee recognised the potential benefits of such a scheme in terms of employee motivation and retention. However, after careful consideration of the company's current financial performance, it was decided to defer the introduction of the bonus scheme until the company's performance improves. The Committee remains committed to revisiting this matter when the company's financial position allows for the sustainable implementation of such a scheme.

Remuneration Policy

The Remuneration Policy of the Group is guided by the following principles:

- **Directors' Remuneration:** Remuneration for Directors is determined on a cost-to-company basis. Non-Executive Directors receive a fee, while Executive Directors receive a basic salary and certain fringe benefits. The amounts are based on each Director's level of responsibility and day-to-day activities. These packages are not tied to the Group's performance, and the Group does not operate a share incentive scheme.
- **Contracts:** The contracts do not allow for balloon payments upon termination or severance compensation due to any change in control.
- **Fair and Equitable Salaries:** Salaries are competitive, fair, and aligned with industry standards. Performance against stated goals is measured, reported, reviewed, and rewarded accordingly.
- **Performance Payments:** Performance-related payments are transparent and accurately reflect the individual's contribution.
- **Evaluation and Decision-Making:** No individual, regardless of their position, is present when their performance is evaluated or their remuneration is discussed.
- **Non-Discrimination:** Remuneration decisions are made without discrimination of any kind.
- **Executive Remuneration:** Executive director remuneration is approved directly by the Remuneration Committee.

The specific remuneration details for each Director are disclosed in Note 30 of the Consolidated Annual Financial Statements.



CORPORATE GOVERNANCE REPORT (CONTINUED)

4.3. Social and Ethics Committee

The Board has appointed a Social and Ethics Committee as required in terms of the Companies Act, 2008), which comprises which comprises three Non-Executive Directors. The Committee has adopted a Charter and Terms of Reference to monitor Company activities with reference to the law and best practices.

The Social and Ethics Committee oversaw aspects of the company that has an impact on the environment and society and issues that can impact the company's long-term sustainability.

The Social and Ethics Committee met twice during the period under review. The attendance of Committee members at the Social and Ethics Committee meeting during the year, taking into account their dates of appointment, was as follows:

Name	# of meetings	# of meetings attended
Bate, David*	2	2
Steinberg, Willem Frederik*	2	2
Tappan, Mariette (Chairman)*	2	2
Topham, Brandon Rodney**	0	0
Krastanov, Michelle Julie**	0	0
Moela, Miller (Chairman)***	0	0

*Resigned on 31 March 2024

** Appointed on 12 June 2024

*** Appointed on 1 July 2024

The Social and Ethics Committee undertook the following activities during the year under review and up to the date of this report:

- Oversaw the drafting of a Group health and wellness policy;
- Received confirmation from management that the Group's activities are not in conflict with the principles of the United Nations Global Compact Principles;
- Oversaw review of the Group's Diversity Policy and Code of Conduct;
- Considered the Group's BEE status in the context of the size and nature of the Group's business as well as licencing requirements;
- Received feedback on the social projects undertaken by the Group and employees.
- Embarked on an awareness campaign on the functions of the Committee with in the company and reported to the board on aspects within the components of the Committee that can have a positive influence.
- The committee reviewed the reporting on matters impacting the Committee responsibilities and will continue to enhance the provision of information, policies and monitoring to comply with an efficient and functional committee.

The mandate of the Social and Ethics Committee is that:

- It has fulfilled its mandate as prescribed by the Companies Regulations to the Companies Act and there are no instances of material non-compliance to disclose; and
- To the best of its knowledge and belief, the Company continues to act in compliance with the provisions of the Companies Act, 2008 (No. 71 of 2008) and in conformity with its Memorandum of Incorporation.

Attitude to Gratitude

The Group supports local organisations / charities on a regular basis. The goal is to invest our time in other people and ultimately change our attitudes to gratitude.

- -We sponsor Voice and Data services to NGO's on a monthly basis.
- -We supported casual day by buying merchandise – all proceeds went to support people with disabilities.
- -We participated in Nelson Mandela day by donating supplies and spending the day with a child care centre.

4.4. Shareholder Value Committee

The Board has established a Shareholder Value Committee as part of the Board's commitment to developing, operating and growing a highly profitable business on a responsible and sustainable basis that maximises opportunities to create and accelerate Shareholder value. The Board has approved terms of reference for this Committee which set out the Committee's powers and reporting responsibilities.

The Committee consists of Non-Executive Directors of which the majority are Independent Non-Executive Directors. All other Directors are invited to attend meetings of the Committee but have no vote on matters decided by the Committee. The members of the Committee are entrepreneurs who have built their own businesses and professionals with extensive experience in corporate finance and other activities related to the creation and acceleration of Shareholder value.

The primary objective of the Shareholder Value Committee is to engage in a rigorous strategic planning and oversight process in respect of the Group's strategic direction and strategic initiatives for the creation and acceleration of Shareholder value and submit recommendations to the Board in respect of the same. Specific areas dealt with by the Shareholder Value Committee include but are not limited to:



CORPORATE GOVERNANCE REPORT (CONTINUED)

Strategic Direction

The Shareholder Value Committee works with the Group's senior management team to:

- Formulate, review and evaluate the Group's strategic direction;
- Review implementation of the Group's strategic direction; and
- Maintain an ongoing and interactive strategic planning process with the Group's management team, including identifying, setting and maintaining strategic goals and expectations.

Strategic Alternatives

The Shareholder Value Committee, working with the Group's management team, is mandated to consider all available or prospective strategic alternatives for the Group, including potential acquisitions, joint ventures, strategic alliances, strategic partnerships, strategic collaborations, mergers, disposals, abandonment of businesses and other corporate finance transactions, as applicable or as they may arise.

Capital Efficiency

The Shareholder Value Committee monitors, reviews and evaluates the Group's return on equity (ROE) (use of Shareholder equity), return on invested capital (ROIC) (use of all available capital) and advises the Board accordingly.

Corporate Structuring

At its discretion from time to time, the Shareholder Value Committee reviews and evaluates the Group's corporate structure and makes recommendations to the Board regarding options that may arise to improve the efficiency of the Group's corporate structure.

Capital and Debt Markets

At its discretion from time to time, the Shareholder Value Committee reviews and evaluates optimal ways for the Group to access capital markets and debt markets to improve the Group's performance for the benefit of Shareholders and makes recommendations to the Board in respect of the same.

Investor Relations

The Shareholder Value Committee, working with the Group's management team, monitors, reviews and evaluates the Company's Shareholder and investor engagement strategy and activities and makes recommendations to the Board in respect of the same, including consideration of announcements, road shows, broker visits and other market communication and engagement efforts, and otherwise monitors and considers the impact of any changes in the Group's investor and Shareholder profile.

The Shareholder Value Committee met four times during the period under review at which meetings it considered various acquisition opportunities, the strategic positioning and branding of the Company and the introduction and continuance of the share repurchase program implemented by the Company. The attendance of members at Committee meetings, taking into account their dates of appointment and / or resignation, was as follows:

Name	# of meetings	# of meetings attended
Bate, David (Chairman)*	4	4
Pretorius, Mario Brönn	4	4
Steinberg, Willem Frederik*	4	4

*Resigned on 31 March 2024

A decision was taken to dissolve this committee during June 2024 after the restructure of the Board, and to return this function to the Board as a whole.



CORPORATE GOVERNANCE REPORT (CONTINUED)

5. Risk Management

In line with the King Report IV, the Board is responsible for overall risk management within the Group. In this regard, the Board is assisted by the Audit and Risk Committee which reports to the Board. The Group, through the CEO, conducts strategic and operational risk management assessments throughout the year and the top risks and mitigation strategies are reviewed by the Audit and Risk Committee. The following material financial and non-financial risks specific to the Group have been identified:

Key Risk 1

Competitor Activity and Revenue Protection / Retention

Risk description	Risk response
<p>Due to increased competition and low entry barriers for new entrants, pricing is becoming commoditised. Protecting and growing the Group's top-line revenue is a key success factor for building sustainable earnings growth.</p>	<p>The Group is committed to delivering a mix of organic growth and strategic acquisitions that fit into its overall strategy to grow the business and create and accelerate shareholder value. In this regard, the Group has implemented a service diversification strategy through its acquisition of a data centre business and undertaken a deliberate campaign to increase product offerings and cross-selling opportunities that deliver maximum solution value to customers and recurring revenue streams to the Group. The Group has also implemented a strategic marketing strategy including a weekly podcast series aimed at small businesses which is broadcast on a well-known on-line radio station and has an effective customer retention strategy, using its CRM platform to continuously engage with customers and sustain and grow relationships. This system not only enables the Group to access customer needs on an ongoing basis which increases cross-selling opportunities but also generates granular business intelligence information which allows the Group to reliably predict revenue expectations.</p>

Key Risk 2

Regulatory Environment

Risk description	Risk response
<p>A failure to achieve full compliance with regulatory requirements could expose the Group to potential regulatory and reputational breaches. Key regulatory bodies active in the Group's business environment include but are not limited to the Independent Communications Authority of South Africa, the Information Regulator and the JSE Limited.</p>	<p>The Group and its subsidiaries submit reports to relevant regulators as required to comply with relevant legislation, regulations and prescriptions. The Group regularly reviews its commercial parameters and documentation with experts to ensure compliance with all of its regulatory, statutory and legal obligations.</p>

Key Risk 3

Information Security Risks and Digital Disruption

Risk description	Risk response
<p>Cyber attacks and hacking activities present increased and ongoing information security risks which could result in operational disruption and an inability to provide services, the exposure of clients' information, reputational damage and regulatory fines.</p>	<p>The Group makes extensive use of IT systems and digital technology in all areas of operations. Through services delivered by Group companies, such as cybersecurity, digital back-up solutions and disaster recovery, the Group has reduced its risk profile and exposure to such threats.</p>

CORPORATE GOVERNANCE REPORT (CONTINUED)

Key Risk 4

Financial Risks

Risk description	Risk response
<p>The continued negative economic headwinds, both locally and internationally, bring increased risk to businesses including interest rate risks, liquidity, capital availability risks and cash flow risks and could have an impact on the Group's ability to maintain financial capacity to sustain and grow its business and to manage further unforeseen economic events.</p>	<p>Annual budgets and quarterly forecasts are prepared, and cash is managed on a weekly basis. The Group uses scenario planning as part of its strategic management process. A keen focus is maintained on areas within the Group's control to ensure revenue growth and cost containment.</p>

Key Risk 5

Failure of Utilities

Risk description	Risk response
<p>The Group's business is dependent on the availability of core network assets. The inability of such assets to operate due to equipment failures caused by unreliable electricity and water supplies jeopardises the Group's ability to deliver services to its clients, earn revenue and retain customers.</p>	<p>The Group follows a risk mitigation strategy that assures maximum operational uptime. The Group's network architecture methodology consists of geo-redundant points of presence, independent multi-vendor failover capabilities and highly available equipment infrastructure. Quarterly workshop reviews focus on solution relevance.</p>

Key Risk 6

Dependency on Suppliers

Risk description	Risk response
<p>Dependency on the services provided by certain suppliers exposes the Group to various risks including susceptibility to supplier demands, product and service cost increases and the competitiveness and quality of the service offering.</p>	<p>The Group has strong and sustainable relationships with key suppliers which enable it to stay abreast of the latest technology advances and newest product releases. These relationships are enhanced by weekly communication with key suppliers regarding delivery commitments and the conclusion of Master Service Agreements with all suppliers.</p>



CORPORATE GOVERNANCE REPORT (CONTINUED)

6. Interests of Directors and Officers

The register of interests of Directors in contracts in terms of Section 75 of the Companies Act is available to members of the public on request. The interests of Directors and officers in the Group's securities as at 30 June 2024 is set out in the Directors' Report.

7. Company Secretary

The appointment and removal of the Company Secretary is a matter for the Board as a whole. The roles and responsibilities of the Company Secretary include:

- Assisting in setting the procedure for the appointment of Directors;
- Assisting in the proper induction, orientation, ongoing training and education of Directors;
- Assessing individual training needs of Directors and executive management in their fiduciary and governance responsibilities;
- Providing guidance on duties and responsibilities of the Board and the individual Directors;
- Providing guidance and advice to the Board on governance and legislation;
- Formulating the Board and Committee charters;
- Compiling and circulating Board packs;
- Assisting the Chairman and Committees with work plans;
- Obtaining responses and feedback on agenda items and matters arising;
- Ensuring proper recording of Board and Committee meetings and circulating the minutes timeously; and
- Assisting the Chairman with the annual evaluation of the Board, the Directors and senior management.

All Directors have access to the advice and services of the Company Secretary. The Group's Company Secretary also performs the company secretarial duties for the subsidiaries in the Group.

The Board is satisfied that Sascha Ramirez-Victor, a qualified Company Secretary, legal practitioner and admitted attorney of the High Court of South Africa, has the required skills and competencies to guide the Board on corporate governance and its legal duties. The Board is further satisfied that Ms Ramirez-Victor is independent of and has an arms-length relationship with members of the Board.

8. Accounting and Auditing

The Board is committed to complying with International Financial Reporting Standards (IFRS), the Companies Act and the JSE Listings Requirements.

The External Auditors observe the highest level of business and professional ethics and their independence is not impaired in any way. The External Auditors are given unrestricted access to all financial records and related data, including minutes of all meetings of Shareholders and of the Board and Board Committees. The Directors believe that all representations made to the External Auditors during their audit are valid and appropriate.

The External Auditors provide an independent assessment of systems of internal financial control to the extent necessary for the audit and express an independent opinion on whether the financial statements are fairly presented.

The External Auditors do not perform any non-audit services other than providing limited tax assistance.

9. Internal Audit

The Group has not established an internal audit function to evaluate to Group's risk management, internal controls, governance processes and ethics as the Board is of the opinion that the Group is ethically and efficiently managed and that the costs of a separate internal audit function outweigh the benefits derived there from. Furthermore, the size of the business and the established internal control system do not warrant a full-time internal audit function. The Board will, in consultation with the Audit and Risk Committee, outsource certain work to external consultants as and when the need arises. The Board is satisfied that there is an ongoing process for identifying, evaluating and managing any significant risks.

In the absence of an internal audit function, the responsibility of monitoring risks and establishing a formal risk management policy and plan has been delegated to the Audit and Risk Committee. This Committee ensures that effective controls are in place to mitigate identified risks and ensure an effective internal control framework.

10. Stakeholder Relationships

The Board has adopted a policy of effective communication and engagement with all stakeholders. The Group seeks to provide a secure, healthy and participative social and working environment for its employees, partners, consultants and suppliers.

The Board encourages its stakeholders to attend the Group's general meetings where they will be provided with the opportunity to ask questions of the Board, the Audit and Risk Committee and the External Auditors.

CORPORATE GOVERNANCE REPORT (CONTINUED)

11. Closed and Prohibited Periods

The Company enforces a restricted period for dealing in shares in terms of which the Board disallows all Directors, employees, and other related parties from dealing in Shares from the time that the reporting period has elapsed to the time that the results are released and at any time that the Company is trading under a cautionary announcement or is considered to be in a prohibited period. A procedure for Directors to deal in Shares is in place and all affected persons have access to the Company Secretary and the Designated Advisor should they have any doubt as to whether they may trade.

The Company has an approved Share buy-back program in place. Shares were acquired in accordance with the rules set out in the program during the closed period.

12. Code of Conduct

The Board subscribes to the highest level of professionalism and integrity in conducting its business and dealing with all its stakeholders.

In implementing the Group's Code of Conduct, the Board is guided by the following broad principles:

- Businesses should operate and compete in accordance with the principles of free enterprise;
- Free enterprise will be constrained by the observance of relevant legislation and generally accepted principles regarding ethical behaviour in business;
- Ethical behaviour is predicated on the concept of utmost good faith and characterised by integrity, reliability, and a commitment to avoid harm;
- Business activities will benefit all participants through a fair exchange of value or satisfaction of need; and
- Equivalent standards of ethical behaviour are expected from individuals and companies with whom business is conducted.

13. Governance of Information Technology

The Board has not adopted a formal charter and policies setting out the decision-making rights and accountability in relation to IT. The effective and efficient management of the IT resources is currently controlled by the CEO and any expenditure is aligned with the performance and sustainability objectives set by the Board.

The Audit and Risk Committee has, in the absence of an IT steering committee, included IT risks and the measures to mitigate these risks as part of its risk management process and matrix. Measures have been implemented to address issues such as disaster recovery plans, privacy and security concerns.

14. Sustainability Reporting

Our current business methodology and business offerings (ICT Solutions) remain at the leading edge of technological developments. These services ensure our long-term sustainability whilst embracing technologies which have almost no environmental impact.

The Board believes that the Group has adhered to its ethical standards during the year under review.

The overall well-being of the Group's employees is regarded as very important, and the Group encourages its employees to raise any issue with the Executive Directors.

The Group adopted a Health and Wellness policy.

The Group's office systems are aimed at reducing resource consumption over time and the Directors are continuously exploring ways in which to reduce paper, energy and water usage. The use of natural light and heating is optimised in the Group's current offices and recycling of waste is encouraged and implemented.

The SE Committee, in collaboration with employees of the Group, continues to hold social drives to raise money for charitable events and programmes.

The Group continually reviews its sustainability practices in terms of industry best practices.

15. Transfer Office

JSE Investor Services (Pty) Ltd acts as the Company's transfer secretary.

16. Designated Advisor

AcaciaCap Advisors (Pty) Ltd acts as the Company's Designated Advisor in compliance with the JSE Listings Requirements.

17. Diversity Policy

The Board has adopted a diversity policy which guides the Board in filling vacancies as and when they occur. Appointments to the Board are based on levels of skill, acumen, qualifications, experience and actual or potential contributions to the Group, having due regard to employment equity, race, age, culture, gender diversity and field of knowledge. One appointment was made during the applicable financial year, namely Ms Michelle Julie Krastanov, a female CA(SA), to act as the Chair of the Audit and Risk Committee. Subsequent to year end, the Board appointed Adv. Miller Moela, being a black male with a legal background on to the Board. The Board continues to seek ways to advance the goals of the Diversity Policy. The Board acknowledges that its current composition is not optimal in the context of this Policy and continuously seeks to address this going forward.

CORPORATE GOVERNANCE REPORT (CONTINUED)

18. Application of the King IV Report on Corporate Governance for South Africa

TeleMasters Holdings Limited is a company listed on the Alternative Exchange of the Johannesburg Stock Exchange operated by the JSE Limited (JSE). The Company complies with the principles of King IV and the mandatory corporate governance requirements of the JSE Listings Requirements Paragraph 3.84 which stipulate that issuers must comply with certain specific requirements concerning corporate governance.

For the period ended 30 June 2024, TeleMasters applied all the principles of King IV as disclosed below:

Leadership, Ethics and Corporate Citizenship

Principle 1

Leadership

Principle description

The Board should lead ethically and effectively.

Principle response

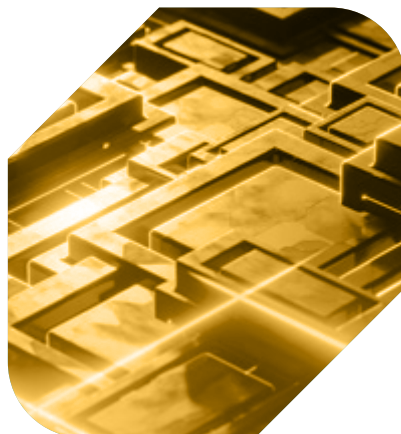
The Board exercises effective leadership, with each Director adhering to the duties of a Director. The Directors have the necessary competence and act ethically in discharging their responsibility to provide strategic direction and exercise control over the Company as provided for in the Board charter and MOI.

The Board Charter outlines the Board's roles and responsibilities, and the Board has adopted additional policies setting out the protocols applied on matters such as dealing with price sensitive information, Directors' dealings in the securities of the Company and declarations of conflicts of interest. Directors adhere to the Company's declarations of interest policy which is based on the requirements of the Companies Act 71 of 2008. The Board considers and takes note of the declarations of interests tabled, identifies and acts on untenable conflicts. Directors, executives and senior employees are prohibited from dealing in the Company's securities during certain prescribed periods. The Company Secretary regularly informs Directors, executives and senior employees of the insider trading legislation and advises them of closed periods. A report on Directors' dealings in the Company's shares is tabled at each Board meeting and is disclosed in terms of the applicable JSE Listings Requirements.

The Board is committed to driving the Group strategy and operations of the Group based on an ethical foundation.

In seeking to ensure the sustainability of the Group's business, it ensures that Directors act in the best interest of the Group and oversees the strategic direction and monitors the implementation and execution of the strategy by management to ensure accountability for the Group's performance. In adopting a risk-based approach to the Group's business, the Board considers the short- and long-term impact of the Group's operations on its stakeholders.

The Board exercises control through the governance framework of the Group which includes detailed reporting to the Board and its Committees, Board reserved decision-making authority and effective internal controls.



Principle 2

Organisational Ethics

Principle description

The Board should govern the ethics of the Group in a way that supports the establishment of an ethical culture.

Principle response

The Board determines and sets the tone of the Group's values and culture, including principles of ethical business practice, human rights considerations, and the requirements of being a responsible corporate citizen. Through the SE Committee, the Board approves the Group's Code of Conduct ("Code") which is built around the principles of responsibility, honesty, fairness and respect.

Management has been delegated the responsibility for the implementation and execution of the Code. The Board, with the assistance of the SE Committee, exercises ongoing oversight of the management of ethics, monitors the Group's activities regarding ethics and ensures that ethics are integrated into Group operations.

The Code guides interaction with all stakeholders of the Group, including employees, and addresses the key ethical risks of the Group.

A whistleblowing policy was adopted during the year and the former Chairman of the SE Committee held a workshop at the office of the Company to ensure that all staff members were adequately informed.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Principle 3

Responsible Corporate Citizenship

Principle description

The Board should ensure that the Group is and is seen to be a responsible corporate citizen.

Principle response

In accordance with its role of overseeing the Group's conduct as a good corporate citizen, the Board approves the strategy and priorities of the business, including material matters and, more specifically, those related to sustainability. Through stakeholder engagement, the Group has committed to understanding and being responsive to the interests and expectations of stakeholders.

It is a TeleMasters imperative to be a values-driven organisation and to fulfil its legal and moral obligations as a good corporate citizen. The Board, with the support of its Committees and Group Executives, oversees and monitors how the operations and activities of the Group affect its status as a responsible corporate citizen.

Strategy, Performance and Reporting

Principle 4

Strategy and Performance

Principle description

The Board should appreciate that the Group's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.

Principle response

The Board informs and approves the Group's strategy which is aligned with the purpose of the Group, the value drivers of its business and the legitimate expectations of its stakeholders and is aimed at ensuring sustainability and considers the risks facing the Group. The Board oversees and monitors, with the support of its Committees, the implementation and execution by management of the strategy and ensures that the Group accounts for its performance by, among other means, reporting and disclosure.

The Board continually monitors the risks of the Group to ensure continuity and sustainably.

Principle 5

Reporting

Principle description

The Board should ensure that reports issued by the Group enable stakeholders to make informed assessments of the Group's performance and its short-, medium- and long-term prospects.

Principle response

The Board, through the Audit and Risk Committee, ensures that necessary controls are in place to verify and safeguard the integrity of the annual reports and any other disclosures. The Group complies with all required disclosures.

Reporting frameworks and materiality are approved by the Audit and Risk Committee to ensure compliance with legal requirements and relevance to stakeholders.

The Audit and Risk Committee oversees the Integrated Annual Reporting process and reviews the Consolidated Annual Financial Statements.

The Company ensures that the annual reports, including the Consolidated Annual Financial Statements, the Integrated Annual Report, sustainability reports and any other relevant information to stakeholders are published on the Company's website and distributed to applicable stakeholders.



CORPORATE GOVERNANCE REPORT (CONTINUED)

Governing Structures and Delegation

Principle 6

Primary Role and Responsibilities of the Board

Principle description

The Board should serve as the focal point and custodian of corporate governance in the Group.

Principle response

The Board has an approved Charter which it reviews annually. The Board Charter sets out its governance responsibilities, including its role, responsibilities, membership requirements and procedural conduct. The Board implements and monitors the governance practices within the Group.

The Board, as well as any Director or Committee, may obtain independent, external professional advice at the Group's expense concerning matters within the scope of their duties, and the Directors may request documentation from and set up meetings with management as and when required.

An appropriate governance framework and the necessary policies and processes are in place to ensure adherence to essential Group requirements and minimum governance standards. The number of Board and Board Committee meetings held during the year and Board members attendance thereat is disclosed in the Group's Integrated Annual Report. The Board is satisfied that during the period under review, it has either fulfilled its responsibilities in accordance with its charter or explained the reasons for any deviance there from. As a direct Shareholder, the Company exercises its rights and is involved in the decision-making of its subsidiaries on material matters. Subsidiaries have adopted the governance framework as appropriate and have aligned it to their memoranda of incorporation.

Principle 7

Composition of the Board

Principle description

The Board should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively.

Principle response

The majority of Shareholders believe in maintaining a small Board of Directors and the Board is satisfied that current Directors have an appropriate mix of business, commercial and industry knowledge as well as the skills and experience to discharge the Board's roles and responsibilities.

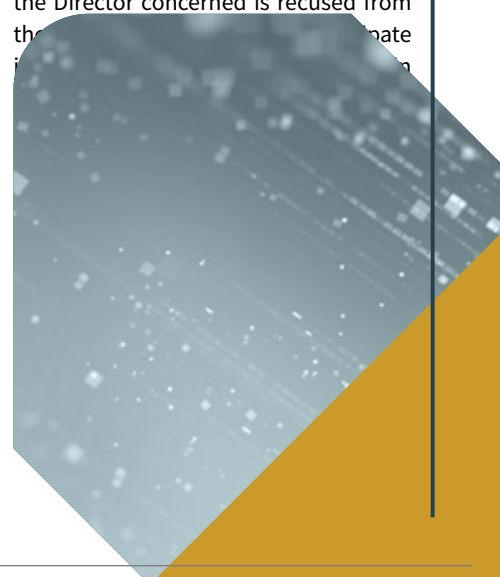
There is a clear distinction drawn between the roles of CEO and Chairman and these positions are occupied by separate individuals.

The Board is comprised of an appropriate balance of Executive, Non-Executive and Independent Non-Executive Directors and the capacity of each Director is disclosed in the Integrated Annual Report. The Chairman of the Board, being the founder of the Company, is a Non-Executive Director, but the majority of the Non-Executive Directors are independent. During the year under review Mr Fred Steinberg has been appointed as the lead Independent Director. Subsequent to the year end, Adv. Miller Moela was appointed as the Lead Independent Director and, inter alia, chairs Board discussions and decision-making processes when the Chairman has a conflict of interest. In terms of the MOI, one-third of Non-Executive Directors must retire at every Annual General Meeting and are eligible for re-election. When considering appointment or re-election of Directors, the Board considers the knowledge, skills and resources required for conducting the Group's business as well the Board's



Newly appointed Directors are inducted in the Company's business, Board matters, their duties and governance responsibilities as Directors under the guidance of the Company Secretary in accordance with each Director's specific needs. Directors receive briefings on new legal developments and changes in the risk and general business environment on an ongoing basis.

At each Board meeting, any interest that any Director may have on any matters on the meeting agenda are disclosed prior to the commencement of the meeting and all Directors are aware of their duty to make full disclosure of any interests. If a Director has any interest in a matter being considered by the Board, the Director concerned is recused from the meeting.



CORPORATE GOVERNANCE REPORT (CONTINUED)

Principle 8

Committees of the Board

Principle description

The Board should ensure that its arrangements for delegation within its own structures promote independent judgment and assist with the balance of power and the effective discharge of its duties.

Principle response

Board Committees have been established to assist the Board in discharging its responsibilities. The Committees of the Board comprise of the Audit and Risk Committee, the Remuneration Committee, the SE Committee, and the Shareholder Value Committee.

The Committees are appropriately constituted, and members are appointed by the Board except for the Audit and Risk Committee whose members are nominated by the Board and elected by Shareholders.

Where necessary, external advisors, Executive Directors and members of management attend Board Committee meetings by invitation. Board Committees play an important role in enhancing high standards of governance and achieving increased effectiveness within the Group. Formal terms of reference are established and approved for each Board Committee which are reviewed regularly. Each Board Committee has its own charter.

The Board considers the allocation of roles and associated responsibilities and the composition of membership across Board Committees holistically to achieve the following objectives: effective collaboration through cross-membership between Committees, where required; coordinated timing of meetings; and avoidance or duplication or fragmented functioning in so far as possible.

There is a balanced distribution of power in respect or membership across Board Committees so that no individual has the ability to dominate decision-making and no undue reliance is placed on any individual.

A delegation by the Board of its responsibilities to any Board Committee will not by or of itself constitute a discharge of the Board's accountability.

The Chairman of each Board Committee reports back to the Board on the matters discussed by the relevant Committee at the next Board meeting and the Board applies its collective mind to the information, opinions, recommendations, reports, and statements presented by the Chairman of each Board Committee.

Any member of the Board who is not a member of any Board Committee is entitled to attend any Board Committee meeting as an observer but is not entitled to a vote on any of such Committee's decisions.

Audit and Risk Committee

The Board has an Audit and Risk Committee comprising only of Non-Executive Directors and its independence and effectiveness is reviewed on an annual basis. The Audit and Risk Committee is constituted as a statutory Committee of TeleMasters in respect of its statutory duties in terms of section 94(7) of the Companies Act and a Committee of the Board in respect of all other duties assigned to it by the Board.

The Audit and Risk Committee performs the functions as set out in the Companies Act. Adequate processes and structures have been implemented to assist the Committee in providing oversight and ensuring the integrity of financial reporting, internal control and other governance.

As at the date of this report, the Audit and Risk Committee consists of three Non-Executive Directors, the majority of whom are independent. Members of the Committee are elected by Shareholders. All Committee members are financially literate.

The Audit and Risk Committee provides independent oversight of, among others, the effectiveness of the Group's assurance services with a focus on combined assurance arrangements including external assurance service providers, the finance function and the integrity of the Consolidated Annual Financial Statements and to the extent delegated by the Board, other external reports issued by the Company. The Committee also considers annually and satisfies itself of the appropriateness of the expertise and experience of the CFO and the finance function.

The performance of the Audit and Risk Committee and significant issues dealt with during the year are described in the Report of the Audit and Risk Committee included in the Consolidated Annual Financial Statements.

Remuneration Committee

The Remuneration Committee is responsible for overseeing remuneration. All members of the Committee are Non-Executive Directors.

The Chairman of the Board was recently appointed as a member of the Remuneration Committee.

Social and Ethics Committee

The SE Committee is responsible to oversee and report on ethics, responsible corporate citizenship, sustainable development and stakeholder relationships. It is also responsible to execute on the statutory duties set out in the Companies Act.

Shareholder Value Committee

The Shareholder Value Committee is committed to developing, operating and growing a highly profitable business on a responsible and sustainable basis that maximises opportunities to create and accelerate value for Shareholders.

The Chairman of the Board is a member of the Shareholder Value Committee.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Principle 9

Evaluations of the Performance of the Board Governing Body

Principle description

The Board should ensure that the evaluation of its own performance and that of its Committees, its Chair and its individual members, support continued improvement in its performance and effectiveness.

Principle response

The Board is responsible to evaluate the effectiveness and performance of the Board, its Committees and individual Directors every second year. The Chairman of the Board, assisted by the Company Secretary, leads the evaluation process.

The Board determines the number of external Directorships and other positions a Director may hold, taking into consideration the relative size and complexity of the other organisation. The Chairman annually considers the commitments of Directors and whether the individual Directors have sufficient time to fulfil the responsibilities as a Director to ensure they can still execute their job effectively and is free from conflicts that cannot be managed satisfactorily. Should the Chairman be of the view that a Director is over-committed or has an unmanageable conflict, the Chairman will meet with that Director to discuss the resolution of the matter.

The role of the Chairman is formalised and every second year an assessment of the Chairman's ability to add value and his performance against what is expected of his role and function is conducted by the Board. Mr WF Steinberg, as the lead Independent Director, was responsible for evaluating the performance of the Chairman during the year under review. The Board is responsible for succession planning for the position of the Chairman.

Principle 10

Appointment and Delegation to Management

Principle description

The Board should ensure that the appointment of, and delegation to, management contributes to role clarity and the effective exercise of authority and responsibilities.

Principle response

The Board approves and regularly reviews the framework and top-level delegation of authority in terms of which matters are delegated to the CEO. The CEO is the highest executive decision-making authority of the Group and is delegated with authority from and is accountable to the Board for the successful implementation of the Group strategy and the overall management and performance of the Group in a manner consistent with enhancing long-term Shareholder value.

The CEO's contract stipulates that he is required to provide the Company with one month's notice should he decide to resign and provides for a restraint of trade period of twelve months within a limited area.

The CEO is not a member of the Remuneration or the Audit and Risk Committees but attends meetings of these Committees by invitation.

The CEO and the Board will agree on whether the CEO may take up additional professional positions including membership on other governing bodies outside the Group. Time constraints and potential conflicts of interests will be considered and balanced against the opportunity for professional development.

A formal CEO succession plan has not been adopted but is a matter that will be considered by the Remuneration Committee during the upcoming year.

Ms Sascha Ramirez-Victor was appointed as the Company Secretary in 2018 and ensures that the Board is independently and professionally guided on matters of corporate governance and its legal duties and is adequately supported in the coordination and functioning of both it and its Committees.

Governance Functional Areas

Principle 11

Risk Governance

Principle description

The Board should govern risk in a way that supports the Group in setting and achieving its strategic objectives.

Principle response

The Board has responsibility for the governance of risk and approves the Risk Policy that gives effect to its risk appetite. The Board is assisted primarily in this regard by the Audit and Risk Committee which coordinates the risk register and the management of the risk profile and Policy. The Group's Risk Policy reaffirms that the Group is committed to effective risk management in pursuit of its strategic objectives with the ultimate aim to grow value sustainably for all stakeholders by embedding risk management into key decision-making processes.

The Board approves the Group's risk profile and financial risk appetite and tolerance levels to ensure that risks are managed within these levels. The Board also considers the risk environment from time to time as deemed appropriate and based on materiality and changes in the external and internal environments.

To support the Board in ensuring effective risk management oversight, the Audit and Risk Committee is responsible for ensuring the effective monitoring of relevant Group risks. In monitoring and providing oversight on the Group's risk, the Audit and Risk Committee considers potential risks and / or opportunities as appropriate.

CORPORATE GOVERNANCE REPORT (CONTINUED)

Principle 12

Technology and Information Governance

Principle description

The Board, supported by the Audit and Risk Committee, is responsible for IT governance as well as the strategic alignment of IT with the performance and sustainability objectives of the Group.

Principle response

IT governance is based on best practice principles which provide for the alignment of the IT strategy with that of the Group. The Group has the following policies and processes in place:

- IT Network Processes;
 - IT Network Cable Check Work Instruction;
 - Maintaining Hardware Work Instruction;
 - Antivirus Work Instruction;
 - Software Licence Process;
 - Network Fault Finding Process;
 - Server Check Work Instruction;
 - Disaster Recovery Policy; and
 - Backup Work Instruction.
- Decision-making structures are defined and a reporting framework is in place.

Principle 13

Compliance Governance

Principle description

The Board should govern compliance with applicable laws and adopt non-binding rules, codes and standards in a way that supports the Group being ethical and a good corporate citizen.

Principle response

The Group requires all Directors and employees to comply with all applicable laws. Legal compliance systems and processes are in place and are continuously improved to mitigate the risk of non-compliance with the laws and also to ensure appropriate responses to changes and developments in the regulatory environment.

To the extent that legal and regulatory matters have an impact on the financial statements, reports are presented to the Audit and Risk Committee.

Principle 14

Remuneration Governance

Principle description

The Board should ensure that the Group remunerates fairly, responsibly, and transparently to promote the achievement of strategic objectives and positive outcomes in the short-, medium- and long-term.

Principle response

The Group has a rewards strategy and policy which translates into competitive and appropriate reward outcomes.

The Remuneration Committee is tasked by the Board to independently approve and oversee the implementation of a Remuneration Policy that will encourage the achievement of the Group strategy and grow stakeholder value sustainably.

The Remuneration Policy aims to enable the attraction and retention of skilled resources and ensure that rewards are aligned with Shareholder interests.

The Company issues an implementation report on remuneration of each Director by publishing the prescribed information individually in its Consolidated Annual Financial Statements.

In line with the recommended practices in King IV, both the Remuneration Policy and the implementation report are tabled for separate non-binding advisory votes by the Shareholders at the Annual General Meeting. In the event of 25% or more of the Shareholders voting against either resolution at the Annual General Meeting, the Board will invite dissenting Shareholders to engage with the Remuneration Committee on their issues and will report back on the outcomes thereof and on any corrective measures taken.

Principle 15

Assurance

Principle description

The Board should ensure that assurance services and functions enable an effective control environment and that these support the integrity of information for internal decision-making and of the Company's external reports.

Principle response

In light of the size and nature of business of the Group, the Board and Audit and Risk Committee, is of the opinion that the appointment of a separate internal audit function is unwarranted. The Audit and Risk Committee is responsible for the quality and integrity of TeleMasters' Integrated Annual Reporting. The Board, with the support of the Audit and Risk Committee, satisfies itself that the combined assurance model is effective and sufficiently robust for the Board to be able to place reliance on the combined assurance underlying the statements that the Board makes concerning the integrity of the Company's external reports.

The Board is satisfied that the Group maintains a system of internal financial controls that is designed to provide assurances on the maintenance of proper accounting records and the reliability of financial information used within the business and for publication. The system contains self-monitoring mechanisms and actions are taken to correct deficiencies as they are identified.

Stakeholder Relationships

Principle 16

Stakeholders

Principle description

In the execution of its governance role and responsibilities, the Board should adopt a stakeholder-inclusive approach that balances the needs, interests, and expectations of material stakeholders in the best interests of the Group over time.

Principle response

The Group aims to ensure a systematic and integrated approach to stakeholder engagement across the Group, facilitated through engagement, to enable increased assurance to the Board that all stakeholder issues have been identified, prioritised, and appropriately addressed.

The Board, through the Shareholder Value Committee, considers issues around stakeholder perceptions. The Committee has oversight of stakeholder engagement and management. Reporting by management to the Shareholder Value Committee and the Chairman of that Committee to the Board, the Board is equipped with the necessary information to enable it to take the legitimate interests and expectations of stakeholders into account in its decision-making.

It is a business imperative for the TeleMasters Group that it understands and is responsive to the needs and interests of our key stakeholder groups which include: employees; government and regulators; Shareholders; the communities around our operations; suppliers and customers; and business partners. Individual stakeholders within these groups are highly diverse with sometimes competing interests. The Company is therefore constantly seeking to improve the way in which it engages with its stakeholders to effectively respond to this complexity and diversity.

Interaction with stakeholders happens during the ordinary course of business at multiple levels across the Group and the Company strives to resolve disputes with its stakeholders effectively and expeditiously.

The Company publishes its most recent financial performance, historical information, including its annual reports, as well as all SENS and other regulatory announcements, on its website.

The Company invites and encourages all Shareholders to attend the upcoming Annual General Meeting which will take place on 28 November 2024.

CONTENTS

SHAREHOLDERS INFORMATION

SHAREHOLDERS DIARY

NOTICE OF THE ANNUAL GENERAL MEETING

FORM OF PROXY

SUMMARY OF RIGHTS

SHAREHOLDERS DIARY

Annual Report Approved

31 October 2024

Annual Report Dispatched

4 November 2024

Annual General Meeting

28 November 2024



Notice of the Annual General Meeting

Notice is hereby given:

That the Annual General Meeting of Shareholders of the Company (“**AGM**”) will be held at the office of Catalytic, Building 2 ATT House, Ground Floor, Maxwell Office Park, Magwa Crescent, Waterfall City, Johannesburg, at 09:30 on Thursday, 28 November 2024. The record date on which Shareholders must be recorded as such in the register maintained by the transfer secretaries of the Company for purposes of determining which Shareholders are entitled to attend and vote at the Annual General Meeting is Friday, 22 November 2024. The last day to trade in order to be eligible to vote at the AGM will accordingly be Tuesday, 19 November 2024. The purpose of the meeting is to consider, and if deemed fit, to pass, with or without non-material modifications the following resolutions:

1. Ordinary resolution number 1 – Consolidated Annual Financial Statements

“RESOLVED THAT the Consolidated Annual Financial Statements of the Group for the year ended 30 June 2024, together with the Directors’ and Auditor’s reports thereon, be and are hereby received, considered and adopted.”

In order for this ordinary resolution to be adopted, the support of 50% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the Annual General Meeting and entitled to exercise voting rights on the resolution is required.

2. Ordinary resolution number 2 – Approval of election of Director

“RESOLVED THAT the interim appointment by the Board of Adv. M Moela, as Director of the Company as of 1 July 2024 be ratified and approved.

In order for this ordinary resolution to be adopted, the support of 50% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the Annual General Meeting and entitled to exercise voting rights on the resolution is required.

3. Ordinary resolution number 3 - Director retirement and re-election

“RESOLVED THAT Mr MB Pretorius, who retires in accordance with the provisions of the Company’s Memorandum of Incorporation but, being eligible, offers himself for re-election, be and is hereby re-elected as a Director of the Company.”

A curriculum vitae for Mr MB Pretorius is set out under Directors’ and Executive Managers’ Profiles on page 12 of the Integrated Annual Report.

In order for this ordinary resolution to be adopted, the support of 50% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the Annual General Meeting and entitled to exercise voting rights on the resolution is required.

4. Ordinary resolution number 4 – Appointment of auditors and remuneration

“RESOLVED THAT the re-appointment of Nexia SAB&T as the auditors, with Mr Johandre Engelbrecht as the designated auditor, be and is hereby approved and that the Audit and Risk Committee be and is hereby authorised to determine the remuneration of the auditors.”

In order for this ordinary resolution to be adopted, the support of 50% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the Annual General Meeting and entitled to exercise voting rights on the resolution is required.

NOTICE OF THE ANNUAL GENERAL MEETING (Continued)

5. Ordinary resolution number 5 – General authority to allot and issue shares for cash

“RESOLVED THAT, subject to the approval of 75% of the members present in person and by proxy and entitled to vote at the meeting, the Directors of the Company be and are hereby authorised, by way of general authority, to allot and issue all or any of the authorised but unissued shares in the capital of the Company as they in their discretion deem fit, subject to the following limitations:

The shares which are the subject of the issue for cash must be of a class already in issue or, where this is not the case, must be limited to such equity securities or rights that are convertible into a class already in issue;

This authority shall not endure beyond the next Annual General Meeting of the Company nor shall it endure beyond 15 months from the date of this meeting, whichever comes soonest;

There will be no restrictions in regard to the persons to whom the shares may be issued provided that such shares are to be issued to public Shareholders (as defined by the JSE Listings Requirements) and not to related parties;

Upon any issue of shares which, together with prior issues during any financial year, will constitute 5% or more of the number of shares of the class in issue, the Company shall, by way of an announcement on Stock Exchange News Service (“SENS”), give full details thereof, including the effect on the net asset value of the Company and earnings per share;

any such issue will only be made to public shareholders, as defined in paragraphs 4.25 to 4.27 of the JSE Listings Requirements, and not to related parties, save therefore that related parties may participate in a general issue for cash through a bookbuild process provided that (i) related parties may only participate with a maximum bid price at which they are prepared to take-up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price the relevant related party will be “out of the book” and not be allocated shares; and (ii) equity securities must be allocated equitably “in the book” through the bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the bookbuild;

The number of ordinary shares that may be issued shall not in the current financial year, in aggregate, exceed 28 741 415 twenty eight million seven hundred and forty one thousand four hundred and fifteen shares (including any shares which are compulsorily convertible into ordinary shares), being 50% of the Company’s issued ordinary shares at the date of this notice of Annual General Meeting; and

The maximum discount at which shares may be issued is 10% of the weighted average traded price of the Company’s shares over the 30 business days prior to the date that the price of the issue is determined or agreed by the Directors of the applicant.”

In order for this ordinary resolution to be adopted, the support of 75% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the Annual General Meeting and entitled to exercise voting rights on the resolution is required.

6. Ordinary resolution number 6 – Authority to execute requisite documentation

“RESOLVED THAT any Director of the Company or the Company Secretary be and hereby is authorised to do all such things and sign all such documents issued by the Company and required to give effect to the special resolutions and ordinary resolutions passed at the Annual General Meeting.”

In order for this ordinary resolution to be adopted, the support of 50% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the Annual General Meeting and entitled to exercise voting rights on the resolution is required.

7. Ordinary resolution number 7 – Appointment of Ms MJ Krastanov as member and Chair of the Audit and Risk Committee

“RESOLVED THAT the appointment of Ms MJ Krastanov as a member and Chair of the Audit and Risk Committee of the Company for the forthcoming year ending 30 June 2025 and until the next AGM be and is hereby approved.”

A curriculum vitae for Ms MJ Krastanov is set out under Directors’ and Executive Managers’ Profiles on page 13 of the Integrated Annual Report.

In order for this ordinary resolution to be adopted, the support of 50% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the Annual General Meeting and entitled to exercise voting rights on the resolution is required.

NOTICE OF THE ANNUAL GENERAL MEETING (Continued)

8. Ordinary resolution number 8 – Appointment of Mr MB Pretorius as member of the Audit and Risk Committee

“RESOLVED THAT the appointment of Mr MB Pretorius as a member of the Audit and Risk Committee of the Company for the forthcoming year ending 30 June 2025 and until the next AGM be and is hereby approved.”

A curriculum vitae for Mr MB Pretorius is set out under Directors’ and Executive Managers’ Profiles on page 12 of the Integrated Annual Report.

In order for this ordinary resolution to be adopted, the support of 50% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the Annual General Meeting and entitled to exercise voting rights on the resolution is required.

9. Ordinary resolution number 9 – Appointment of Adv. M Moela as member of the Audit and Risk Committee

“RESOLVED THAT the appointment of Adv. M Moela as a member of the Audit and Risk Committee of the Company for the forthcoming year ending 30 June 2025 and until the next AGM be and is hereby approved.”

A curriculum vitae for Adv. M Moela is set out under Directors’ and Executive Managers’ Profiles on page 12 of the Integrated Annual Report.

In order for this ordinary resolution to be adopted, the support of 50% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the Annual General Meeting and entitled to exercise voting rights on the resolution is required.

10. Non-binding advisory resolution number 1 - Approval of Remuneration Policy

“RESOLVED THAT the Remuneration Policy as determined and implemented by the Remuneration Committee from time to time is hereby endorsed by way of a non-binding advisory vote.”

Motivation for the advisory endorsement:

A summary of the Company’s Remuneration Policy is included in the Integrated Annual Report under the Remuneration Committee section included in the Corporate Governance report. In terms of King IV and the JSE Listing Requirements, an advisory vote should be obtained from Shareholders on the implementation report of the Company’s remuneration policy. The vote allows Shareholders to express their views on the remuneration policy adopted, but will not be binding on the Company.

11. Non-binding advisory resolution number 2 – Approval of implementation report

“RESOLVED by way of a separate non-binding advisory vote that the implementation of the Company’s Remuneration Policy (excluding the remuneration of Non-Executive Directors for their services as Directors and members of Board Committees and the Audit and Risk Committee) as set out in the Consolidated Annual Financial statements for the year ended 30 June 2024 be and is hereby endorsed.”

Motivation for the advisory endorsement:

In terms of King IV and the Listing Requirements, an advisory vote should be obtained from Shareholders on the implementation report of the Company’s Remuneration Policy. The vote allows Shareholders to express their views on the extent of implementation of the Company’s Remuneration Policy, but will not be binding on the Company.

Should more than 25% of the total votes cast be against either non-binding advisory resolution number 1 or 2, the Company will issue an announcement on SENS inviting Shareholders who voted against the resolution(s) to meet with members of the Remuneration Committee. The process to be followed will be set out in the SENS announcement.

NOTICE OF THE ANNUAL GENERAL MEETING (Continued)

12. Special resolution number 1 – Non-Executive Directors’ remuneration

“RESOLVED THAT the Non-Executive Directors’ remuneration for the two years commencing 1 July 2024, which shall not exceed the amounts detailed below, excluding VAT, be and is hereby approved.”

	Amount per annum
Mr MB Pretorius	R399 996
Ms MJ Krastanov	R249 000
Adv. M Moela	R249 000
Any other new appointment	R249 000

In addition, remuneration of up to 30% of the above amount may be paid to Non-Executive directors in relation to specific additional work required, which work and remuneration will be determined by disinterested directors.

Shareholders are required to approve the remuneration of Non-Executive Directors. This special resolution requires a vote of 75% of Shareholders present and eligible to vote at the general meeting in terms of Section 66(9) of the Act.

13. Special resolution number 2 – General authority to enter into funding agreements, provide loans or other financial assistance

“RESOLVED THAT in terms of Sections 44 and 45 of the Act, the Company be and is hereby granted approval to enter into direct or indirect funding agreements or guarantee a loan or other obligation, secure any debt or obligation or to provide loans or financial assistance between subsidiaries or between itself and its Directors, prescribed officers, subsidiaries or any related or interrelated persons from time to time, subject to the provisions of the JSE Listings Requirements, and as the Directors in their discretion deem fit.”

Reason and effect of special resolution number 2:

The purpose of this resolution is to enable the Company to enter into funding arrangements with its Directors, prescribed officers, subsidiaries and their related and interrelated persons and to allow inter Group loans between subsidiaries. This special resolution requires a vote of 75% of Shareholders eligible to vote at the general meeting in terms of Section 66(9) of the Act.

14. Special resolution number 3 - General authority to repurchase shares in terms of section 48 of the Companies Act

“Resolved that the Board of Directors of the Company is hereby authorised, by way of a renewable general authority, to approve the purchase of its own ordinary shares by the Company, or to approve the purchase of ordinary shares in the Company by any subsidiary of the Company, upon such terms and conditions as the Board of Directors of the Company may from time to time determine, provided that:

- The general repurchase of ordinary shares in the aggregate in any one financial year by the Company does not exceed 5% (five percent) of the Company’s issued ordinary share capital as at the beginning of the financial year;
- The general repurchase of securities will be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty (reported trades are prohibited);
- Authorisation thereto has been given by the Company’s Memorandum of Incorporation (“MOI”);
- This general authority shall only be valid until the Company’s next Annual General Meeting, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this Special Resolution;
- General repurchases may not be made at a price greater than 10% (ten percent) above the weighted average of the market value for the securities for the five business days immediately preceding the date on which the transaction is effected (the JSE should be consulted for a ruling if the applicant’s securities have not traded in such five business day period);
- At any point in time, the Company may only appoint one agent to effect any repurchases on the Company’s behalf;
- A resolution has been passed by the Board of Directors confirming that the Board has authorised the general repurchase, that the Company passed the solvency and liquidity test and that, since the test was done, there have been no material changes to the financial position of the Group;
- Any such general repurchase will be subject to the applicable provisions of the Companies Act (including sections 114 and 115 to the extent that section 48(8) is applicable in relation to that particular repurchase);

NOTICE OF THE ANNUAL GENERAL MEETING (Continued)

14. Special resolution number 3 - General authority to repurchase shares in terms of section 48 of the Companies Act (Continued)

- Any such general repurchases are subject to exchange control regulations and approval at that point in time;
- The number of shares purchased and held by a subsidiary or subsidiaries of the Company shall not exceed 10% (ten percent) in aggregate of the number of issued shares in the Company at the relevant times;
- The Company or its subsidiary may not repurchase securities during a prohibited period as defined in the JSE Listings Requirements unless they have in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and have been submitted to the JSE in writing prior to the commencement of the prohibited period; and
- When the Company has cumulatively repurchased 3% (three percent) of the initial number of the relevant class of securities, and for each 3% (three percent) in aggregate of the initial number of that class acquired thereafter, an announcement will be made in accordance with paragraph 11.27 of the JSE Listings Requirements.”

Reason and effect of special resolution number 3:

Special resolution number 3 is proposed to provide a general approval and authority in terms of section 5.72 of the JSE Listing Requirements for the acquisition by the Company and / or its subsidiaries of securities (as that term is defined in the Companies Act), issued by the Company.

The Board's intention in proposing special resolution number 3 is to enable the Company and its subsidiaries, subject to the requirements of the Companies Act, JSE Listings Requirements and the Company's MOI, to acquire (repurchase) ordinary shares issued by the Company should the Board consider that it would be in the interest of the Company and / or its subsidiaries to do so.

In order for this resolution to be adopted, the support of at least 75% of the voting rights exercised on the resolution by Shareholders present or represented by proxy at the AGM and entitled to exercise voting rights on the resolution is required.

Disclosures in regard to other JSE Listings Requirements applying to special resolutions and applying to special resolution number 3:

The JSE Listings Requirements prescribe certain disclosures which are disclosed in the Consolidated Annual Financial Statements and the Integrated Annual Report as set out below:

Major Shareholders of the Company are set out on in Note 14 on page 77 of the Integrated Annual Report;

The share capital of the Company is set out in Note 13 on page 76 of the Integrated Annual Report;

There has been no material change in the financial or trading position of the Company and its subsidiaries since the date of publication of the Company's audited results on 30 September 2024; and

The Directors of the Company will not effect a general repurchase of ordinary shares as contemplated above unless, in addition to complying with the requirements of the Companies Act, the following conditions as contemplated by the JSE Listings Requirements are met:

The Company and the Group are in a position to repay their debt in the ordinary course of business for a period of 12 months after the date of the notice of the Annual General Meeting;

The Company's and the Group's assets at fair value will be in excess of the liabilities of the Company and the Group for a period of 12 months after the date of the notice of the Annual General Meeting. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest Consolidated Annual Financial Statements, which comply with the Companies Act;

The share capital and reserves of the Company and the Group are adequate for a period of 12 months following the date of the notice of the Annual General Meeting; and

The available working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of the notice of the Annual General Meeting.

Directors' responsibility statement

The Directors, whose names appear on page 10 of the Integrated Annual Report, collectively and individually accept full responsibility for the accuracy of the information pertaining to special resolution 3 and certify that, to the best of their knowledge and belief, no facts have been omitted that would make any statement false or misleading and that all reasonable enquiries to ascertain such facts have been made and that this resolution and additional disclosures in terms of section 11.26 of the JSE Listings Requirements pertaining thereto contain all such information required by law and the JSE Listings Requirements.

NOTICE OF THE ANNUAL GENERAL MEETING (Continued)

15. Special Resolution 4 – Name Change – Correction of spelling error

“RESOLVED THAT in terms of Section 12(1) of the Act, the Company be and is hereby granted approval to reserve with Companies Intellectual Property Commission (“CIPC”) the name TeleMasters Holdings Limited and subsequent registration of the name change.”

Reason and effect of special resolution number 4:

“The Company has a spelling error with the CIPC in that the name is recorded as TeleMasters Holdingsc Limited. Despite a diligent investigation as to how the error came to being the Board has not been able to get CIPC to amend the spelling error. Despite passing a similar resolution at the 2023 AGM, we have not made progress in getting the error rectified at CIPC, the Board therefore requests shareholders to approve the reservation of the name TeleMasters Holdings Limited and subsequent “name change” registration with CIPC. This change will have no impact in terms of the JSE Listings Requirements. This special resolution requires a vote of 75% of Shareholders eligible to vote at the general meeting in terms of Section 66(9) of the Act.”

Electronic Participation

In terms of section 61(10) of the Companies Act, 71 of 2008, as amended, every Shareholders’ meeting of a public Company must be reasonably accessible within South Africa for electronic participation by Shareholders. Shareholders wishing to participate electronically in the Annual General Meeting are required to deliver written notice to the transfer secretaries, JSE Investor Services (Pty) Limited, One Exchange Square, 2 Gwen Lane, Sandown, Sandton, 2196 by no later than 09h30 on 26 November 2024 that they wish to participate via electronic communication at the Annual General Meeting (the “**Electronic Notice**”).

In order for the Electronic Notice to be valid it must contain:

If the Shareholder is an individual, a certified copy of their identity document and / or passport;

If the Shareholder is not an individual, a certified copy of a resolution by the relevant entity and a certified copy of the identity documents and / or passports of the persons who passed the relevant resolution. The relevant resolution must set out whom from the relevant entity is authorised to represent the relevant entity at the Annual General Meeting via electronic communication;

A valid e-mail address (the “contact address”); and

If the Shareholder wishes to vote via electronic communication, Notice of such must be sent by no later than 24 (twenty four) hours before the commencement of the Annual General Meeting, the Company shall use its reasonable endeavours to notify a Shareholder at their contact address of the relevant details through which the Shareholder can participate via electronic communication.

A form of proxy which sets out the relevant instructions for use is attached for those members who wish to be represented at the Annual General Meeting of members. Duly completed forms of proxy must be lodged with the transfer secretaries, JSE Investor Services (Pty) Limited, One Exchange Square, 2 Gwen Lane, Sandown, Sandton, 2196 by no later than 09h30 on 26 November 2024 or thereafter hand it to the Company or the Chairman of the meeting prior to the commencement of the meeting on 28 November 2024.

By order of the Board



Ramirez-Victor, Sascha

Company Secretary

Building 2 ATT House, Ground Floor
Maxwell Office Park, Magwa Crescent,
Waterfall City

FORM OF PROXY

For use by certificated and “own name” registered dematerialised Shareholders of the Company (“**Shareholders**”) at the Annual General Meeting of Shareholders of the Company to be held at the office of Catalytic, Building 2 ATT House, Ground Floor, Maxwell Office Park, Magwa Crescent, Waterfall City, Johannesburg, at 09h30 on 28 November 2024 (“**the Annual General Meeting**”) and at any adjournment thereof.

I/We (please print)

of (address)

being the holder of ordinary shares in the Company, hereby appoint

1. _____ or failing him/her,

2. _____ or failing him/her,

the chairman of the Annual General Meeting

as my / our proxy to act for me/us and on my / our behalf at the Annual General Meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without non-material modification, the resolutions to be proposed thereat and at any adjournment thereof and to vote for and/or against the resolutions and/or abstain from voting in respect of the ordinary shares registered in my/our name/s, in accordance with the following instructions:

Number of votes (one vote per share)	For	Against	Abstain
Ordinary resolution number 1 – Adoption of Consolidated Annual Financial Statements			
Ordinary resolution number 2 – Director election – M Moela			
Ordinary resolution number 3 – Director retirement and re-election – MB Pretorius			
Ordinary resolution number 4 – Appointment of auditors and remuneration			
Ordinary resolution number 5 – General authority to allot and issue shares for cash			
Ordinary resolution number 6 – Authority to execute requisite documentation			
Ordinary resolution number 7 – Appointment of MJ Krastanov as member and Chair of Audit and Risk Committee			
Ordinary resolution number 8 – Appointment of MB Pretorius as member of Audit and Risk Committee			
Ordinary resolution number 9 – Appointment of M Moela as member of Audit and Risk Committee			

FORM OF PROXY (CONTINUED)

Number of votes (one vote per share)	For	Against	Abstain
Non-binding advisory resolution number 1 - Approval of Remuneration Policy			
Non-binding advisory resolution number 2 - Approval of Implementation report			
Special resolution number 1 – Non-Executive Directors’ remuneration			
Special resolution number 2 – General authority to enter into funding agreements, Provide loans or other financial assistance			
Special resolution number 3 – General authority to repurchase shares			
Special resolution number 4 – Name change			

Signed at _____ on _____ 2024

Signature _____

Assisted by me (where applicable) _____

Name _____ Capacity _____ Signature _____

(Please print in BLOCK LETTERS) _____

Certificated Shareholders and dematerialised Shareholders with “own name” registration

If you are unable to attend the Annual General Meeting of Shareholders to be held at 09h30 on Thursday, 28 November 2024 at the office of Catalytic, Building 2 ATT House, Ground Floor, Maxwell Office Park, Magwa Crescent, Waterfall City, Johannesburg, and wish to be represented thereat, you should complete and return the attached form of proxy in accordance with the instructions contained therein and lodge it with, or post it to, the transfer secretaries, JSE Investor Services (Pty) Limited, One Exchange Square, 2 Gwen Lane, Sandown, Sandton, 2196 to be received by them by no later than 09h30 on 26 November 2024 or thereafter hand it to the Company or the Chairman of the meeting prior to the commencement of the meeting on 28 November 2024.

NOTES TO THE PROXY FORM

Dematerialised Shareholders other than those with “own name” registration

If you hold dematerialised shares through a CSDP or broker other than with an “own name” registration, you must timeously advise your CSDP or broker of your intention to attend and vote at the Annual General Meeting in order for your CSDP or broker to provide you with the necessary authorisation to do so or, should you not wish to attend the Annual General Meeting in person, you must timeously provide your CSDP or broker with your voting instruction in order for the CSDP or broker to vote in accordance with your instruction at the Annual General Meeting.

- Each member is entitled to appoint one or more proxies (who need not be members of the Company) to attend, speak and, on a poll, vote in place of that member at the Annual General Meeting;
- A member may insert the name of a proxy or the names of two alternative proxies of the member’s choice in the space provided, with or without deleting “the chairman of the Annual General Meeting”. The person whose name stands first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow;
- A member’s instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that member in the appropriate box/es provided. Failure to comply with the above will be deemed to authorise the chairperson of the Annual General Meeting, if he/her is the authorised proxy, to vote in favour of the resolutions at the Annual General Meeting, or any other proxy to vote or to abstain from voting at the Annual General Meeting as he/she deems fit, in respect of all the member’s votes exercisable thereat;
- A member or their proxy is not obliged to vote in respect of all the ordinary shares held or represented by them but the total number of votes for or against the resolutions and in respect of which any abstention is recorded may not exceed the total number of votes to which the member holder or their proxy is entitled;
- Forms of proxy must be lodged with the transfer secretaries of the Company by no later than 09h30 on 26 November 2024 or thereafter hand it to the Company or the Chairman of the meeting prior to the commencement of the meeting on 28 November 2024;
- The completion and lodging of this form of proxy will not preclude the relevant member from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such member wish to do so;
- Any alterations or corrections to this form of proxy must be initialled by the signatory/ies;
- Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company’s transfer office or waived by the chairperson of the Annual General Meeting; and
- The chairperson of the Annual General Meeting may reject or accept any proxy form which is completed and/or received other than in accordance with these instructions and notes, provided that he is satisfied as to the manner in which a member wishes to vote.

SUMMARY OF RIGHTS

Summary of rights established by section 58 of the Companies Act, 71 of 2008 (“**Companies Act**”), as required in terms of subsection 58(8)(b)(i):

- A Shareholder may at any time appoint any individual, including a non-Shareholder of the Company, as a proxy to participate in, speak and vote at a Shareholders’ meeting on his or her behalf (section 58(1)(a)), or to give or withhold consent on behalf of the Shareholder to a decision in terms of section 60 (Shareholders acting other than at a meeting) (section 58(1)(b));
- A proxy appointment must be in writing, dated and signed by the Shareholder, and remains valid for one year after the date on which it was signed or any longer or shorter period expressly set out in the appointment, unless it is revoked or expires earlier (section 58(2));
- A Shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the Shareholder (section 58(3)(a));
- A proxy may delegate his or her authority to act on behalf of the Shareholder to another person, subject to any restriction set out in the instrument appointing the proxy (“proxy instrument”)(section 58(3)(b));
- A copy of the proxy instrument must be delivered to the Company, or to any other person acting on behalf of the Company, before the proxy exercises any rights of the Shareholders Company, at a Shareholders’ meeting (section 58(3)(c)) and in terms of the MOI at least 48 hours before the meeting commences;
- Irrespective of the form of instrument used to appoint a proxy: the appointment is suspended at any time and to the extent that the Shareholder chooses to act directly and in person in the exercise of any rights as a Shareholder (section 58(4)(a)); the appointment is revocable unless the proxy appointment expressly states otherwise (section 58(4)(b)); and if the appointment is revocable, a Shareholder may revoke the proxy appointment by cancelling it in writing or by making a later, inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company (section 58(4)(c));
- The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy’s authority to act on behalf of the Shareholder as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered as contemplated in paragraph 6.3 above (section 58(5));
- If the proxy instrument has been delivered to a Company, as long as that appointment remains in effect, any notice required by the Companies Act or the Company’s MOI to be delivered by the Company to the Shareholder must be delivered by the Company to the Shareholder (section 58(6)(a)), or the proxy or proxies, if the Shareholder has directed the Company to do so in writing and paid any reasonable fee charged by the Company for doing so (section 58(6)(b));
- A proxy is entitled to exercise, or abstain from exercising, any voting right of the Shareholder without direction, except to the extent that the MOI or proxy instrument provides otherwise (section 58(7)); and
- If a Company issues an invitation to Shareholders to appoint one or more persons named by the Company as a proxy, or supplies a form of proxy instrument: the invitation must be sent to every Shareholder entitled to notice of the meeting at which the proxy is intended to be exercised (section 58(8)(a)); the invitation or form of proxy instrument supplied by the Company must:
 - bear a reasonably prominent summary of the rights established in section 58 of the Companies Act (section 58(8)(b) (i));
 - contain adequate blank space, immediately preceding the name(s) of any person(s) named in;
 - it, to enable a Shareholder to write the name, and if desired, an alternative name of a proxy chosen by the Shareholder (section 58(8)(b)(ii));
 - provide adequate space for the Shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution(s) to be put at the meeting, or is to abstain from voting (section 58(8)(b)(iii)); the Company must not require that the proxy appointment be made irrevocable (section 58(8)(c)); and the proxy appointment remains valid only until the end of the meeting at which it was; and
 - intended to be used, subject to paragraph 7 above (section 58(8)(d)).

CONTENTS

ANNUAL FINANCIAL STATEMENTS OF THE GROUP

INCLUDING THE FOLLOWING:

44 GENERAL INFORMATION

45 AUDIT AND RISK COMMITTEE REPORT

49 DIRECTORS' RESPONSIBILITY AND APPROVAL

50 CEO AND CFO RESPONSIBILITY STATEMENT ON
INTERNAL FINANCIAL CONTROLS

51 DECLARATION BY COMPANY SECRETARY

52 DIRECTORS' REPORT

56 INDEPENDENT AUDITOR'S REPORT

61 CONSOLIDATED ANNUAL FINANCIAL
STATEMENTS

GENERAL INFORMATION

Country of incorporation and domicile	South Africa
Nature of business and principal activities	TeleMasters delivers full telecommunications, internet connectivity, cloud solutions and data storage to businesses across South Africa.
Directors	MB Pretorius JM Voigt BR Topham MJ Krastanov M Moela
Registered office and business address	Building 2 ATT House Maxwell Office Park Magwa Crescent Waterfall City 2090
Postal address	Postnet Suite 51 Private Bag X81 Halfway House Gauteng 1685
Bankers	First National Bank
Auditors	Nexia SAB&T Registered Auditors
Secretary	S Ramirez-Victor
Company registration number	2006/015734/06
Tax reference number	9683978143
Level of assurance	These Annual Financial Statements have been audited in compliance with the applicable requirements of the Companies Act of South Africa No. 71 of 2008, as amended.
Preparer	The Annual Financial Statements were independently compiled by: T Kritsiotis Chartered Accountant (SA)

AUDIT COMMITTEE REPORT

Introduction

The Audit & Risk Committee (“Committee”) is an independent statutory committee appointed on an annual basis by Shareholders at the AGM in accordance with section 94 of the Companies Act, 71 of 2008 (“Companies Act”). This report considers the statutory and delegated duties of the Committee as well as the Committee’s responsibilities in terms of the JSE Listings Requirements and the King IV Code on Corporate Governance (“King IV”).

The Audit & Risk Committee’s primary role is to assist the Board to discharge its corporate governance and oversight responsibilities by ensuring:

- the integrity of the Group’s financial and corporate reporting;
- adequate systems of internal control are in place regarding financial risk; and
- internal control systems are operating effectively.

The Committee exercises its functions through close liaison and communication with management and external auditors and has an independent role with accountability to both the Board and Shareholders. The Committee does not assume the functions of management which remain the responsibility of the Executive Directors, officers and other members of senior management.

Terms of reference

The Audit & Risk Committee has adopted formal terms of reference dealing with membership, structure and levels of authority which are approved by the Board and reviewed and updated as deemed necessary by the Committee and the Board. Minor changes were adopted during the financial year under review. The roles and responsibilities of the Committee have been fully addressed in Paragraph 4.1 of the Corporate Governance Report included in this Integrated Annual Report. The Committee has explicit authority to investigate any matter under its terms of reference and has access to all the resources and information it requires in order to act on this authority. The Committee is satisfied that, in respect of the year under review, it has discharged its duties in accordance with its terms of reference and has complied with its legal and regulatory responsibilities.

Composition and governance

The Board is satisfied that the members of the Committee satisfy the requirements to serve as members of the audit committee as set out in Section 94(5) of the Companies Act 71 of 2008 and Regulation 42 of the Companies Regulations, 2011 and have adequate knowledge and experience to perform their duties. The majority of the members of the Committee are independent non-executive directors.

The composition of the Committee and attendance of meetings by its members for the 2024 financial year are set out below, noting that 5 meetings were held during the year under review:

Name	Number of meetings required to attend	Number of meetings attended
Krastanov, Michelle (Chairperson) - appointed 20 September 2023	5	5
Bate, David John – resigned 31 March 2024	4	4
Steinberg, Willem Frederik -- resigned 31 March 2024	4	4
Tappan, Mariette – resigned 31 March 2024	4	4
Pretorius, Mario Bronn – appointed 12 June 2024	1	1

Adv. Miller Moela was appointed as an independent director and member of the Audit and Risk Committee with effect from 1 July 2024.

Biographies of Committee members are set out in the Integrated Annual Report under the Directors’ Profile section.

The Chief Financial Officer, all other Directors of the Company, the external audit partner and a representative of the Company’s designated advisor are invited to attend all Committee meetings but are not eligible to vote. The majority of members of the Committee are financially literate.

AUDIT COMMITTEE REPORT

Five Audit & Risk Committee meetings were held during the year under review, aligned with the committee's annual work plan and key reporting timelines. The key focus areas of these meetings were:

- the financial performance of the Group;
- the review of interim and annual financial statements of the Group and the related JSE announcements;
- confirmation of the solvency and liquidity of the Group;
- considering and recommending, if appropriate, the payment of quarterly dividends to the Board;
- confirming the independence of the external auditors, review of the external audit plan and recommendation of the approval of audit fees by the Board;
- maintaining oversight of the external audit process;
- maintaining oversight of the risk management process including a review of the risk management framework and risk registers;
- maintaining oversight over IT Governance;
- confirming the Group's compliance with laws and regulations;
- reviewing the adequacy of directors' liability insurance;
- reviewing and responding to JSE correspondence arising from the pro-active monitoring of financial statements process implemented by the JSE;
- reviewing significant accounting considerations and key audit matters in respect of the external audit for the year ended 30 June 2024;
- assessing the adequacy of the Group's finance function; and
- assuring that the tax matters of the Group are being looked after.

External audit

The Audit & Risk Committee:

Satisfied itself in terms of Paragraph 3.84(g)(iii) of the JSE Listings Requirements that Nexia SAB&T and the designated individual audit partner, Mr Johandré Engelbrecht, were suitable for appointment, noting that the JSE amended its Listings Requirements regarding the accreditation of auditors;

Received written confirmation from Nexia SAB&T that they are independent of the Group and that the criteria for independence as set out in the rules of IRBA and international bodies have been followed. The Committee is accordingly satisfied that Nexia SAB&T is independent of the Group;

Recommended to shareholders that Nexia SAB&T be reappointed as independent external auditors for the Company and its subsidiaries and the appointment of Mr Johandre Engelbrecht as the independent designated auditor for the Company for the financial year ending 30 June 2025 in compliance with Companies Act and the Listings Requirements of the JSE Limited;

Approved the external audit engagement letter detailing the scope and cost of the audit;

Confirmed the pre-approval authorisation process for any services that the external auditor may provide and that the external auditor did not perform any non-audit services to the Group other than the assistance with the submission of income tax returns to the South African Revenue Service;

Concurred that the adoption of the going concern premise in the preparation of the Annual Financial Statements was appropriate;

Considered the tenure of Nexia SAB&T, which has now completed its tenth year as auditors, noting that the financial year ending 30 June 2023 would have been the last year that Nexia SAB&T could have accepted appointment as the Company's auditors with the implementation of the rule on mandatory audit firm rotation, which has since been ruled *ultra vires*;

Accordingly, and having reviewed the results of the most recent Independent Regulatory Board of Auditors (IRBA), International Standard on Quality Control (ISQC) 1, engagement inspection of Nexia SAB&T and all audit engagement partners that will be involved with the Group audit for the 2025 financial year, including the designated individual auditor, Mr. Johandré Engelbrecht, and satisfied itself that there are no current material matters that have not been addressed by Nexia SAB&T, the Committee has nominated, for approval at the AGM, the reappointment of Nexia SAB&T as registered auditors for the 2025 financial year.

AUDIT COMMITTEE REPORT

Accounting practices and key audit matters

The Committee satisfied itself that the accounting policies and the annual financial statements of the Group for the year ended 30 June 2024 are compliant with provisions of IFRS, the Companies Act and the JSE Listings Requirements and considered these in light of the findings of the JSE's Report Back on the Proactive Monitoring of Financial Statements.

The Committee furthermore considered the following key and significant audit matters identified in respect of the financial year ended 30 June 2024:

- Revenue recognition due to the large number of subscription clients with varying contractual terms and services;
- Impairments of goodwill and intangible assets with an indefinite useful life;
- Judgement related to the recognition and recoverability of deferred tax assets originating from tax losses against future taxable profits;
- The disposal of 30% of its major subsidiary to ensure compliance with ICASA regulations;
- Allowance for expected credit losses in accordance with IFRS 9;
- Risk of management overriding controls;
- Determining of existence, appropriate useful lives and residual values of items of property, plant and equipment, right-of-use assets and intangible assets, taking into account their current condition, remaining economic life and realisable value at the conclusion of use;
- Estimation uncertainties and inherent complexities in determining the deferred vendor liabilities associated with the contingent consideration payable to previous owners of subsidiaries acquired; and
- Transactions with related parties and related party disclosures.

Financial and internal controls

The Group has established and maintains internal controls and procedures to manage significant risks and control deficiencies identified by management or the external auditors. These controls, which are reviewed on a regular basis, provide reasonable assurance against the possibility of material financial or internal control failures.

The Committee is satisfied that the Group has optimized the assurance coverage obtained from management and external assurance providers in accordance with a combined assurance model and that the size of the business and the established internal control system do not warrant a separate full-time internal audit function. The Committee is also satisfied that the combined assurance model and related systems and procedures enables an effective internal control environment that supports the integrity of internal and external reports.

Based on its continuous review of the design, implementation and effectiveness of TeleMasters' systems of internal financial controls and on reports from management and the external auditors on the results of the audit, the Committee is satisfied that the Group's systems of internal financial controls are effective and form a basis for the preparation of reliable financial statements. No findings have come to the attention of the Committee that would indicate a material breakdown in internal controls during the year under review.

Evaluation of the Chief Financial Officer and the finance function

The Audit & Risk Committee evaluated the appropriateness of the expertise and experience of Mr Topham prior to his appointment and has subsequently reviewed his performance and confirmed his continued suitability and that his expertise and experience is appropriate to meet the responsibilities of the position.

The Committee is constantly evaluating the appropriateness, expertise and adequacy of resources of the Group's financial function and the effectiveness of the senior members of management responsible for the finance function.

Consolidated and Separate Annual Financial Statements

The Committee reviewed the external audit scope, plans and findings as well as internal management reports to determine the effectiveness of management systems and internal controls during the year. The Committee continued to monitor key risks identified and their mitigation and how subsidiaries are performing to achieve the Group's strategy and satisfied itself that the accounting policies and financial statements of the Group are appropriate and comply with IFRS, the JSE Listings Requirements and the requirements of the Companies Act.

AUDIT COMMITTEE REPORT

In its consideration of the Consolidated Annual Financial Statements, the Committee reviewed the following:

- The quality and integrity of the Integrated Annual Report;
- The financial statements and announcements in respect of the results;
- The appointment, remuneration, independence and performance and of the external auditors and the audit process, including the approval of non-audit services by the external auditor;
- The effectiveness of risk management and controls;
- Internal financial controls and systems;
- Sustainability issues;
- IT governance; and
- Compliance governance.

Committee statement

After review and consideration of feedback received from management and the external auditor the Committee has resolved that the financial records may be relied upon as the basis for preparation of the Consolidated and Separate Annual Financial Statements.

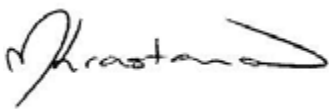
The Committee has considered and discussed the Consolidated and Separate Annual Financial Statements and associated reports with both management and the external auditors. During this process, the Committee, *inter alia*:

- Evaluated significant judgments and reporting decisions;
- Determined that the going-concern basis of reporting is appropriate;
- Evaluated the material factors and risks that could impact on the Annual Financial Report and associated reports;
- Considered the findings of the JSE's Report Back on the Proactive Monitoring of Financial Statements, where applicable;
- Evaluated the completeness of the financial and sustainability discussion and disclosures and is satisfied that the Group has established appropriate financial reporting procedures and that those procedures are operating in accordance with Paragraph 3.84(g)(ii) of the JSE Listings Requirements;
- Discussed the treatment of significant and unusual transactions with management and the external auditors;
- Considered the internal controls and systems designed to provide assurance as to the reliability and integrity of the financial statements, noting that the system of internal control is designed to manage, rather than eliminate, the risk of failure to achieve the Group's business objectives;
- In conjunction with other Board Committees, considered the non-financial information disclosed in the Integrated Annual Report and assessed its consistency with operational and other information known to the Audit & Risk Committee members; and
- Considered the external auditor's report and is satisfied that the information is reliable and consistent with the financial results.

The Committee considers that the Consolidated and Separate Annual Financial Statements comply in all material respects with the statutory requirements of the various laws and regulations governing disclosure and reporting in the Consolidated and Separate Annual Financial Statements and that the Consolidated and Separate Annual Financial Statements comply in all material respects with IFRS, the SAICA Financial Reporting Guides and Financial Reporting Pronouncements as well as the requirements of the Companies Act and the JSE Listings Requirements.

The Committee has recommended to the Board that the Consolidated and Separate Annual Financial Statements be adopted and approved by the Board.

On behalf of the Audit & Risk Committee:



.....
M Krastanov

Chairperson Audit & Risk Committee

03 October 2024

DIRECTORS' RESPONSIBILITIES AND APPROVAL

The Directors are required in terms of the Companies Act of South Africa No. 71 of 2008, as amended to maintain adequate accounting records and are responsible for the content and integrity of the Consolidated and Separate Annual Financial Statements and related financial information included in this report. It is their responsibility to ensure that the Consolidated and Separate Annual Financial Statements fairly present the state of affairs of the Group and Company as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with IFRS Accounting Standards. The external auditors are engaged to express an independent opinion on the Consolidated and Separate Annual Financial Statements.

The Annual Financial Statements are prepared in accordance with IFRS Accounting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The Directors acknowledge that they are ultimately responsible for the system of internal financial control established by the Group and Company and place considerable importance on maintaining a strong control environment. To enable the Directors to meet these responsibilities, the board of directors sets standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the Group and Company and all employees are required to maintain the highest ethical standards in ensuring the Group and Company's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the Group and Company is on identifying, assessing, managing and monitoring all known forms of risk across the Group and Company. While operating risk cannot be fully eliminated, the Group and Company endeavours to minimize it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The Directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the Consolidated and Separate Annual Financial Statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The Directors have reviewed the Group and Company's cash flow forecast and, in light of this review and the current financial position, they are satisfied that the Group and Company has or had access to adequate resources to continue in operational existence for the foreseeable future.

The Consolidated and Separate Annual Financial Statements have been audited by the independent auditing firm, Nexia SAB&T, who have been given unrestricted access to all financial records and related data, including minutes of all meetings of Shareholders, the Board of Directors and Committees of the Board. The auditors report is presented on pages 15 to 19.

The Consolidated and Separate Annual Financial Statements set out on pages 20 to 71, which have been prepared on the going concern basis, were approved by the board of directors on 03 October 2024 and were signed on their behalf by:

Approval of the Consolidated and Separate Annual Financial Statements



JM Voigt



BR Topham

CEO AND CFO RESPONSIBILITY STATEMENT ON INTERNAL FINANCIAL CONTROLS

In terms of section 3.84(k) of the JSE Listings Requirements, the directors, whose names are stated below, hereby confirm that:

- a) the Consolidated and Separate Annual Financial Statements set out on pages 20 to 71, fairly present in all material respects the financial position, financial performance and cash flows of the Group and Company 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 Consolidated and Separate Annual Financial Statements false or misleading;
- c) internal financial controls have been put in place to ensure that material information relating to the Group and its subsidiaries have been provided to effectively prepare the Consolidated and Separate Annual Financial Statements of the Group;
- d) the Internal Financial Controls are adequate and effective and can be relied upon in compiling the Consolidated and Separate Annual Financial Statements, having 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 and Risk Committee and the external auditors any deficiencies in design and operational effectiveness of the Internal Financial Controls and have remediated the deficiencies; and
- f) we are not aware of any fraud involving directors.



.....
JM Voigt
Chief Executive Officer

03 October 2024



.....
BR Topham
Chief Financial Officer

03 October 2024

DECLARATION BY COMPANY SECRETARY

The Company Secretary certifies that the Group has lodged with the Companies and Intellectual Property Commission all such returns as are required by a public company in terms of Section 88(2)(e) of the Companies Act, as amended, and that all such returns are true, correct and up to date to the extent that the Company Secretary has been informed.



.....
S Ramirez-Victor
Company Secretary

03 October 2024

DIRECTORS' REPORT

The Directors have pleasure in submitting their report on the Consolidated and Separate Annual Financial Statements of TeleMasters Holdings Limited for the year ended 30 June 2024.

1. Review of financial results and activities

TeleMasters Holdings is a diversified technology investment company. Entities within the Group are complementary towards each other with a key focus on enhancing digital transformation, empowering next generation interconnectivity and accelerating smart working environments. The vision of the Group is to create and accelerate shareholder value through responsible growth, acquisitions and investments with focus on technology.

Full details of the financial position, results of operations and cash flows of the group are set out in these Consolidated and Separate Annual Financial Statements.

2. Authorised and issued share capital

The authorised and issued share capital as at 30 June 2024 is set out in note 17 of these Consolidated and Separate Annual Financial Statements.

As at 30 June 2024, there were 57 482 830 issued ordinary shares and 442 517 170 unissued ordinary shares. The unissued ordinary shares are under the control of the Directors subject to the provisions of the Companies Act and the JSE Listings Requirements.

During the period under review a wholly owned subsidiary of the Company purchased 105 160 shares in the Company for an average purchase price of 86.86 cents per share as part of the Group's share repurchase programme. These shares are being held as treasury shares.

There have been no changes to the authorised or issued share capital during the year under review.

3. Dividends

The Board does not link the payment of dividends primarily to the current year's operating results but considers dividends in relation to the Group's reserves of R22.2 million at 30 June 2024 (R21.9 million as at 30 June 2023) and cash generated by operations. The Board considers the working capital requirements of the Group for the next 12-month period, among other considerations, when determining any dividend. The Board considers the payment of dividends to be a significant reason why shareholders invest in the Group and regards the principle of paying quarterly dividends as important. The payment of a dividend is accordingly considered on a quarterly basis.

The following dividends were declared during the period under review:

- Dividend number 61 of 0.1 cents per share was declared on 29 September 2023 and paid to all shareholders recorded in the share register of the Company at the close of business on 20 October 2023;
- Dividend number 62 of 0.001 cents per share was declared on 4 December 2023 and paid to all shareholders recorded in the share register of the Company at the close of business on 13 January 2023; and
- Dividend number 63 of 0.001 cents per share was declared on 27 March 2024 and paid to all shareholders recorded in the share register of the Company at the close of business on 19 April 2024.

During the comparative year ended 30 June 2023, the Group declared four dividends totalling 0.102 cents per share.

4. Directorate

During the year under review, a decision was taken to reduce the size of the Board in order to reduce costs to be in line with the size of the Company, as well as to accommodate further BEE diversity on the Board.

DIRECTORS' REPORT

Directorate (continued)

The Directors in office during the year and at the date of this report are as follows:

Directors	Nationality	Changes
MB Pretorius	South African	
JM Voigt	South African	
BR Topham	South African	
MJ Krastanov	South African	Appointed 20 September 2023
M Moela	South African	Appointed 01 July 2024
DJ Bate	Canadian	Resigned 31 March 2024
WF Steinberg	South African	Resigned 31 March 2024
M Tappan	South African	Resigned 31 March 2024
T Smith	South African	Resigned 03 August 2023

5. Interest of directors and officers in the company securities

During the financial year, no contracts were entered into which Directors or officers of the group had an interest and which significantly affected the business of the group. Related party transactions are disclosed in note 34 of the consolidated annual financial statements.

Interest in shares

Directors	2024 Direct	2023 Direct	2024 Indirect	2023 Indirect
MB Pretorius	-	-	35 700 000	35 700 000
M Tappan	17 080	17 080	-	-
JM Voigt	8 611 006	8 611 006	-	-
BR Topham	643 228	643 228	-	-
	9 271 314	9 271 314	35 700 000	35 700 000

Transactions by Directors in the market during the period

	2024 Direct	2023 Direct
JM Voigt	-	1 131 580

During the prior year, Mr JM Voigt received an additional 1 111 580 shares in the Company in settlement of the purchase consideration payable for the acquisition of Contineo Virtual Communications (Pty) Ltd ("Contineo") and PerfectWorx Consulting (Pty) Ltd.

There were no changes in the interests of directors in the Company between the end of the financial year and the date of approval of the Consolidated and Separate Annual Financial Statements.

6. Subsidiary companies

The Group holds the following voting rights and issued shared capital in the following subsidiaries:

Subsidiary	% Voting rights		Total comprehensive income (loss) for the year	
	2024	2023	2024	2023
Catalytic Connections (Pty) Ltd	70%	100%	(R979 725)	(R369 008)
Spice Telecom (Pty) Ltd	100%	100%	(R1 380)	(R14 891)
Contineo Virtual Communications (Pty) Ltd	100%	100%	(R333 809)	(R146 528)
PerfectWorx Consulting (Pty) Ltd	100%	100%	R426 786	R310 801
Ultra DataCentre (Pty) Ltd	100%	100%	R186 483	R646 213

All subsidiaries are incorporated in the Republic of South Africa and the nature of their business is the provision of telecommunications & internet services, similar to that of its parent.

DIRECTORS' REPORT

7. **Borrowing powers**

In terms of the Memorandum of Incorporation of the Company, the Directors may exercise all the powers of the Company to borrow money as they consider appropriate.

8. **Special resolutions**

At the Company's Annual General Meeting held on 1 December 2023, the following special resolutions were passed

- Non-Executive Directors' remuneration for the year commencing from 1 July 2023 was approved by the Shareholders;
- A general authority to enter into funding agreements, provide loans or other financial assistance in terms of Sections 44 and 45 of the Companies Act of South Africa was granted; and
- A general authority to repurchase shares in terms of section 48 of the Companies Act.

9. **Events after the reporting period**

Other than that disclosed below, the Directors are unaware of any significant adjusting or disclosable events that have occurred between the end of the financial year and the date of this report that may materially affect the Group's results for the year under review or its financial position as at 30 June 2024:

- Dividend number 64 of 0.1 cents per share was declared on 3 July 2024 and paid to all shareholders recorded in the share register of the Company at the close of business on 26 July 2024.
- Mr. Miller Moela has been appointed to the Board of the Company as an Independent Non-executive Director with effect from 1 July 2024.

10. **Going concern**

The directors have evaluated the Group's solvency and liquidity position and draw attention to the fact that as at 30 June 2024, the Group's current liabilities exceeded its current assets by R953 534 (2023: R1 485 053).

The Directors believe that the Group has adequate financial resources to continue in operation for the foreseeable future and accordingly the Consolidated and Separate Annual Financial Statements have been prepared on a going concern basis. The Directors have satisfied themselves that the Group is in a sound financial position and that it has access to sufficient resources to meet its foreseeable cash requirements.

The Directors are not aware of any new material changes that may adversely impact the Group. The Directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the Group.

11. **Litigation statement**

The Group continues to pursue litigation and attendant matters in respect of a bad debt of R3.1 million written off in previous years.

Other than above there are currently no legal or related proceedings against the Group, of which the Board is aware, which may have or have had in the 12 months preceding the date of this report, a material effect on the consolidated position of the Group.

12. **Auditors**

Nexia SAB&T acted as the Group's Auditors for the period ended 30 June 2024 and will be nominated to continue in office in accordance with Section 90 of the Companies Act, as amended, for re-appointment at the Annual General Meeting. The independence and remuneration of the Auditors was confirmed by the Audit & Risk Committee.

DIRECTORS' REPORT

13. Secretary

The company secretary is Mrs S Ramirez-Victor.

Postal address: PO Box 68255
Highveld Park Irene
0169

Business address: Building 2 ATT House Maxwell
Office Park Magwa Crescent
Waterfall City
2090

14. Major and public shareholders

Details of the major shareholders are provided in Note 18 of the Consolidated Annual Financial Statements.

15. Composition of the Board and other Committees

The Directors' designations, responsibilities and other key information, as well as the responsibilities and Committee composition for each Director, are fully disclosed in the Corporate Governance Report included in the Integrated Annual Report.

The composition of the Board Committees, as well as the attendance of the Directors and the Committee meetings, is fully disclosed in the Corporate Governance Report.

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of TeleMasters Holdings Limited Report on the Audit of the Consolidated and Separate Financial Statements Opinion

We have audited the consolidated and separate financial statements of TeleMasters Holdings Limited (the group and company) set out on pages 20 to 71, which comprise the consolidated and separate statements of financial position as at 30 June 2024, and the consolidated and separate statements of profit or loss and other comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including material accounting policy information.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of TeleMasters Holdings Limited as at 30 June 2024, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of our report. We are independent of the group and company in accordance with the Independent Regulatory Board for Auditors' *Code of Professional Conduct for Registered Auditors* (IRBA Code) and other independence requirements applicable to performing audits of financial statements 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.

Key Audit Matters

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

INDEPENDENT AUDITOR'S REPORT

Key Audit matter

Goodwill and Investment in subsidiaries' impairment

The consolidated and separate financial statements recognised goodwill and investments in subsidiaries in the amount of R23 million (2023: R23 million) and R20.5 million (2023: R22.3 million) as disclosed in note 6 and note 8 to the consolidated and separate financial statements.

The directors are required to perform an impairment test on the investments in subsidiaries if there are indicators of impairment and are required to perform an annual impairment test on the recoverability of goodwill.

The directors performed their assessment using discounted cash flow models to determine the value in use for each appropriate cash generating unit.

There are several key complex assumptions and judgements applied in the valuation models, which include amongst others: revenue growth rate; operating margins and weighted average capital discount rate applied to the projected cash flows, as well as consideration of the continuing impact of emerging risks on the assessment.

Accordingly, the impairment test of goodwill and investments in subsidiaries is a key audit matter due to the significant judgement and estimations involved in determining the recoverable amount of the cash generating unit.

Revenue Recognition

As disclosed in note 23, the consolidated financial statements include revenue of R 60 million (2023: R64 million).

The Group has a large number of subscription clients, with varying contractual terms, generating revenue from various services on a monthly basis, which increases the risk associated with recognition and measurement of revenue.

Furthermore, the occurrence of the revenue recorded is significantly reliant on the efficient and effective operation of the internally developed billing system.

How our audit addressed the key audit matter

As part of our response to these key audit matters, we:

- Evaluated the determination of the cash generating units and confirmed the application thereof by management was reasonable considering the nature of the underlying operations;
- Reviewed the impairment assessment approach applied by management and confirmed the methodology applied is consistent with international valuation standards;
- Analysed the future projected cash flows used in the models to determine whether they are reasonable and supportable given the current economic climate and expected future performance of the cash generating unit to which the goodwill relates;
- Compared the projected cash flows, including the assumptions relating to revenue growth rates and operating margins, against historical performance to test the reasonableness of the directors' projections, as well as testing the underlying calculations and obtained corroborative evidence where a significant increase in forecast earnings was noted;
- Recalculated a discount rate for each cash generating unit using our independently sourced data and incorporated a further risk premium for the impact of forward-looking information as required, which we compared against managements inputs to determine whether their assessment was fair and reasonable.

We found the methods, assumptions and data used by the directors to be appropriate based on historical performance, future outlook and current prevailing circumstances.

We considered the goodwill and investment in subsidiaries impairment assessment disclosures to be appropriate.

As part of our response to these key audit matters, we:

- Assessed and evaluated the design and implementation of key internal financial controls related to revenue recognition;
- Assessed the appropriateness of the application of revenue recognition and measurement principles in accordance with the requirements of IFRS 15: Revenue from contracts with customers;
- Assessed managements conclusion that the revenue from customer premises equipment should be recognised under IFRS 15 revenue from contracts with customers due to Groups right to direct the use of the equipment throughout the period of use;
- Assessed managements conclusion that the provision of certain integrated solutions represents a single

INDEPENDENT AUDITOR'S REPORT

Revenue recognition for the occurrence of revenue is therefore considered to be a key audit matter due to the large number of subscription clients with varying contractual terms and services.

performance obligation that needs to be met as the goods and services are not distinct separately identifiable and the customer cannot benefit from either the goods or the services separately;

- Performed substantive analytical procedures in respect of revenue recognition throughout the financial period in order to identify significant anomalies for further assessment;
- Verified the revenue processed by the internal billing system was accurately recognised and measured in the financial reporting system throughout the financial period;
- Verified that a sample of revenue transactions recognised in the billing system was accurately recognised and measured in accordance with the terms and conditions of the contractual agreements and the requirements of IFRS 15: Revenue from contracts with customers.

We found that the recognition and measurement of revenue was appropriate. We considered the revenue disclosures to be appropriate.

Financial assets measured at amortised cost receivable from subsidiaries

Investment in preference shares and Loans to group companies (notes 9 and 13 to the consolidated and separate financial statements) comprise approximately 56.5% of the total assets in the statement of financial position of the Company.

IFRS 9 requires entities to recognize expected credit losses ("ECL") for all financial assets held at amortised cost, including preference shares and loans to group companies.

Due to the quantitative significance of these amounts to the Company financial statements and the potential risk of impairment due to financial performance of the subsidiary, we considered the measurement of preference shares and loans to group companies to be a matter of most significance to our audit of the Company.

As part of our response to the impairment assessment of the preference shares and loans to group companies, we:

- Obtained an understanding of the company's process for estimating the credit loss allowance;
- Assessed the company's IFRS 9 credit loss allowance policy, modelling technique and methodology against the requirements of IFRS 9;
- Reviewed the company's business model assessment to confirm the financial instruments are correctly classified on initial recognition;
- Assessed under the general approach, the classification of related party loans between the various stages of credit impaired, taking into account the default rate;
- Assessing the financial health of the underlying security against which the related party loans have been advanced to determine the reasonability of the present value of anticipated future cash flows;
- Researching current market conditions and macro- economic indicators for indications of financial distress, and assessed the forward-looking assumptions applied by management in their calculation; and
- Testing the mathematical accuracy of the model to ensure the calculation is considered to be reasonable.

We found the methods, assumptions and data used by the directors to be appropriate based on historical performance, future outlook and current prevailing circumstances.

We considered the preference shares and loans to group company's impairment assessment disclosures to be appropriate.

INDEPENDENT AUDITOR'S REPORT

Other Information

The directors are responsible for the other information. The other information comprises the information included in the document titled "TeleMasters Holdings Limited Consolidated and Separate Annual Financial Statements for the year ended 30 June 2024", which includes the Directors' Report, the Audit Committee Report and the Group Secretary's Certification as required by the Companies Act of South Africa and the CEO and CFO Responsibility Statement on Internal Financial Controls as required by the JSE Limited Listing Requirements, which we obtained prior to the date of this report, and the Annual Report, which is expected to be made available to us after that date. 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.

When we do receive and read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and request that the other information be corrected. If the other information is not corrected, we may have to retract this auditor's report and re-issue an amended report as appropriate. However, if it is corrected this will not be necessary.

Responsibilities of the Directors for the Consolidated 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 and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the group and the 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 the company or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Consolidated 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's and the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

INDEPENDENT AUDITOR'S REPORT

- 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's and the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group and / or the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on Other Legal and Regulatory Requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that Nexia SAB&T has been the auditor of TeleMasters Holdings Limited for 13 years.

Nexia SAB&T

Per: J. Engelbrecht

Director

Registered Auditor

Date: 3 October 2024

Centurion

STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2024

Figures in Rand	Note(s)	Group		Company	
		2024	2023	2024	2023
Assets					
Non-Current Assets					
Property, plant and equipment	4	7,638,852	6,441,342	976,743	887,939
Right-of-use assets	5	8,218,378	11,464,218	4,756,705	5,643,283
Goodwill	6	22,952,676	22,952,676	-	-
Intangible assets	7	436,352	551,271	136,350	234,007
Investment in subsidiaries	8	-	-	20,515,096	22,315,026
Investment in preference shares	9	-	-	26,664,553	-
Deferred tax	10	3,644,767	3,511,709	769,728	729,481
Restricted cash	11	-	690,000	-	-
		42,891,025	45,611,216	53,819,175	29,809,736
Current Assets					
Inventories	12	657,738	646,859	-	-
Loans to group companies	13	-	-	13,801,483	14,790,510
Trade and other receivables	14	3,199,901	7,044,091	-	44,458
Current tax receivable		26,154	65,802	-	-
Restricted cash	11	690,000	-	-	-
Cash and cash equivalents	16	5,316,731	2,378,645	3,847,909	1,396,486
		9,890,524	10,135,397	17,649,392	16,231,454
Total Assets		52,781,549	55,746,613	71,468,567	46,041,190
Equity and Liabilities					
Equity					
Equity Attributable to Equity Holders of Parent					
Share capital	17	15,383,597	15,474,935	16,401,687	16,401,687
Retained income		22,234,257	21,939,899	41,377,886	16,735,138
		37,617,854	37,414,834	57,779,573	33,136,825
Non-controlling interest		(118,382)	-	-	-
		37,499,472	37,414,834	57,779,573	33,136,825
Liabilities					
Non-Current Liabilities					
Borrowings	20	1,492,274	369,139	-	-
Lease liabilities	5	2,945,745	6,342,190	692,235	2,149,022
		4,438,019	6,711,329	692,235	2,149,022
Current Liabilities					
Trade and other payables	21	6,392,629	6,747,529	1,527,567	432,988
Loans from group companies	22	-	-	9,927,361	8,831,517
Borrowings	20	682,426	601,204	-	-
Lease liabilities	5	3,454,521	4,031,373	1,452,795	1,344,393
Current tax payable		225,446	93,899	-	-
Dividend payable		89,036	146,445	89,036	146,445
		10,844,058	11,620,450	12,996,759	10,755,343
Total Liabilities		15,282,077	18,331,779	13,688,994	12,904,365
Total Equity and Liabilities		52,781,549	55,746,613	71,468,567	46,041,190

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Figures in Rand	Note(s)	Group		Company	
		2024	2023	2024	2023
Revenue	23	59,863,311	64,163,482	5,667,000	7,954,032
Cost of sales		(27,785,868)	(28,226,830)	-	-
Gross profit		32,077,443	35,936,652	5,667,000	7,954,032
Other operating income and gains		166,732	165,646	-	153,165
Movement in credit loss allowances		(41,676)	(396,096)	-	-
Other operating expenses		(30,877,514)	(33,432,673)	(5,586,919)	(7,439,135)
Operating profit	24	1,324,985	2,273,529	80,081	668,062
Investment income	25	330,233	193,703	25,128,371	139,005
Finance costs	26	(1,429,275)	(1,760,207)	(547,318)	(824,566)
Profit (loss) before taxation		225,943	707,025	24,661,134	(17,499)
Taxation	27	7,415	(291,019)	40,247	14,666
Total comprehensive income (loss) for the year		233,358	416,006	24,701,381	(2,833)
Basic and diluted earnings per share					
Basic and diluted earnings per share (cents)	28	0.62	0.73		
Profit (loss) attributable to:					
Owners of the parent		351,740	416,006		
Non-controlling interest		(118,382)	-		
		233,358	416,006		
Total comprehensive income (loss) attributable to:					
Owners of the parent		351,740	416,006		
Non-controlling interest		(118,382)	-		
		233,358	416,006		

STATEMENT OF CHANGES IN EQUITY

Figures in Rand	Share capital	Share premium	Total share capital	Retained income	Total attributable to equity holders of the group / company	Non-controlling interest	Total equity
Group							
Balance at 01 July 2022	5,576	14,148,683	14,154,259	22,053,616	36,207,875	-	36,207,875
Total comprehensive income for the year	-	-	-	416,006	416,006	-	416,006
Issue of shares	122	1,397,261	1,397,383	-	1,397,383	-	1,397,383
Treasury shares	-	(76,707)	(76,707)	-	(76,707)	-	(76,707)
Dividends	-	-	-	(529,723)	(529,723)	-	(529,723)
Balance at 01 July 2023	5,698	15,469,237	15,474,935	21,939,899	37,414,834	-	37,414,834
Total comprehensive income for the year	-	-	-	351,740	351,740	(118,382)	233,358
Treasury shares	-	(91,338)	(91,338)	-	(91,338)	-	(91,338)
Dividends	-	-	-	(57,382)	(57,382)	-	(57,382)
Balance at 30 June 2024	5,698	15,377,899	15,383,597	22,234,257	37,617,854	(118,382)	37,499,472
Note	17	17	17				
Company							
Balance at 01 July 2022	5,576	14,998,728	15,004,304	17,275,442	32,279,746	-	32,279,746
Total comprehensive loss for the year	-	-	-	(2,833)	(2,833)	-	(2,833)
Issue of shares	122	1,397,261	1,397,383	-	1,397,383	-	1,397,383
Dividends	-	-	-	(537,471)	(537,471)	-	(537,471)
Balance at 01 July 2023	5,698	16,395,989	16,401,687	16,735,138	33,136,825	-	33,136,825
Total comprehensive income for the year	-	-	-	24,701,381	24,701,381	-	24,701,381
Dividends	-	-	-	(58,633)	(58,633)	-	(58,633)
Balance at 30 June 2024	5,698	16,395,989	16,401,687	41,377,886	57,779,573	-	57,779,573
Note	17	17	17				

STATEMENT OF CASH FLOWS

Figures in Rand	Note(s)	Group		Company	
		2024	2023	2024	2023
Cash flows from operating activities					
Cash generated from operations	29	10,379,869	9,629,513	2,114,549	2,155,626
Finance costs paid		(1,429,275)	(1,760,207)	(547,318)	(824,566)
Tax received (paid)	30	42,552	(147,293)	-	-
Net cash from operating activities		8,993,146	7,722,013	1,567,231	1,331,060
Cash flows from investing activities					
Purchase of property, plant and equipment	4	(3,359,912)	(2,228,715)	-	-
Proceeds on sale of property, plant and equipment		-	76,315	-	215,883
Loans to group companies repaid		-	-	4,810,454	6,264,032
Loans advanced to group companies		-	-	(3,821,427)	(6,057,367)
Purchase of shares in subsidiary		-	-	(70)	-
Investment income received	25	330,233	184,351	263,818	139,005
Net cash from investing activities		(3,029,679)	(1,968,049)	1,252,775	561,553
Cash flows from financing activities					
Proceeds on issue of shares		30	-	-	-
Proceeds from loans from group companies		-	-	1,930,723	1,690,000
Repayment of loans from group companies		-	-	(834,879)	(528,268)
Proceeds from borrowings	32	1,842,832	-	-	-
Repayment of borrowings	32	(638,475)	(754,351)	-	-
Purchase of treasury shares	17	(91,338)	(76,709)	-	-
Payment of lease liabilities	32	(4,023,639)	(4,142,289)	(1,348,385)	(1,756,370)
Dividends paid	31	(114,791)	(750,494)	(116,042)	(758,242)
Net cash from financing activities		(3,025,381)	(5,723,843)	(368,583)	(1,352,880)
Total cash movement for the year		2,938,086	30,121	2,451,423	539,733
Cash at the beginning of the year		2,378,645	2,348,524	1,396,486	856,753
Total cash at end of the year	16	5,316,731	2,378,645	3,847,909	1,396,486

ACCOUNTING POLICIES

1. Material accounting policies

Management has considered the amendments to IAS 1 and principles of materiality in IFRS Practice Statement 2 Making Materiality Judgements, and only those accounting policies which are considered material have been presented in these financial statements.

1.1. Basis of preparation

The Consolidated and Separate Annual Financial Statements have been prepared on the going concern basis in accordance with, and in compliance with, IFRS Accounting Standards and International Financial Reporting Interpretations Committee (“IFRS IC”) interpretations issued and effective at the time of preparing these Consolidated and Separate Annual Financial Statements, the JSE Listings Requirements and the Companies Act of South Africa No. 71 of 2008, as amended.

These Consolidated and Separate Annual Financial Statements comply with the requirements of the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council.

The Consolidated and Separate Annual Financial Statements have been prepared on the historic cost convention and incorporate the principal accounting policies set out below. They are presented in Rands, which is the Group’s functional currency.

These accounting policies are consistent with the previous period.

1.2. Consolidation Basis of consolidation

The Consolidated Annual Financial Statements incorporate the annual financial statements of the Company and all subsidiaries. Subsidiaries are entities which are controlled by the Group.

The Group has control of an entity when it is exposed to or has rights to variable returns from involvement with the entity and it has the ability to affect those returns through use its power over the entity.

The results of subsidiaries are included in the Consolidated Annual Financial Statements from the effective date of acquisition to the effective date of disposal.

All inter-company transactions, balances, and unrealised gains on transactions between group companies are eliminated in full on consolidation.

Non-controlling interests in the net assets of consolidated subsidiaries are identified and recognised separately from the group’s interest therein, and are recognised within equity. Losses of subsidiaries attributable to non-controlling interests are allocated to the non-controlling interest even if this results in a debit balance being recognised for non-controlling interest.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions and are recognised directly in the Statement of Changes in Equity.

The difference between the fair value of consideration paid or received and the movement in non-controlling interest for such transactions is recognised in equity attributable to the owners of the company.

Investments in subsidiaries in the separate financial statements

In the company’s separate financial statements, investments in subsidiaries are carried at cost less any accumulated impairment losses.

1.3. Significant judgements and sources of estimation uncertainty

The preparation of Consolidated and Separate Annual Financial Statements in conformity with IFRS requires management, from time to time, to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

ACCOUNTING POLICIES

Critical judgements in applying accounting policies

The critical judgements made by management in applying accounting policies, apart from those involving estimations, that have the most significant effect on the amounts recognised in the Consolidated and Separate Annual Financial Statements, are outlined as follows:

Taxation

Judgement is required in determining the provision for income tax due to the complexity of legislation. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

The Group recognises the net future tax benefit related to deferred income tax assets to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future. Assessing the recoverability of deferred income tax assets requires the Group to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecast budgets from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Group to realise the net deferred tax assets recorded at the year end date could be impacted. (Refer note 10.)

Key sources of estimation uncertainty Useful lives of plant and equipment

Management applies judgement and estimates in assessing the appropriateness of the useful lives and residual values of plant and equipment. Plant and equipment are reviewed annually on an individual basis to determine their useful life and residual value. Residual value is the estimated amount which the group will currently obtain from disposal of the asset, after deducting estimated costs of disposal, if the asset were already of the age and in the condition expected at the end of its useful life. The method of depreciation is annually reviewed and considered whether it is still appropriate.

The actual useful lives and residual values may vary depending on a variety of factors such as the nature of item, rapid technological advances, the condition as result of current usage and the expected physical wear and tear of each item of plant and equipment. The measurement of residual values of assets is also based on management's judgement whether the assets will be sold or used to the end of their economic lives and the estimation of what their condition will be like at that time. Refer paragraph 1.4 for estimated useful lives.

Intangible assets

Judgement is required when determining the useful life and residual value of intangible assets. Intangible assets are reviewed annually on an individual basis to determine their useful life and residual value. Useful life is determined after taking into account the period of time over which the Group will earn revenue from the intangible asset. Residual values are assumed to be zero, due to the unique nature of the intangible assets of a defined term.

The Group tests annually whether intangible assets with indefinite lives have suffered any impairment, in accordance with the accounting policy stated in paragraph 1.6. The recoverable amounts of certain cash-generating units have been determined based on value-in use calculation. These calculations require the use of estimates. Refer note 7 for detail surrounding the estimations utilised in these calculations.

Impairment of trade receivables

Judgement is required in the assumptions used for calculating the Expected Credit Loss (ECL). The Group has financial assets classified and measured at amortised cost that are subject to the expected credit loss model requirements of IFRS 9. Refer note 14 for information on the expected credit loss allowance.

ACCOUNTING POLICIES

Goodwill impairment

The Group tests whether goodwill has suffered any impairment at each reporting date. The assumptions used in the impairment testing are set out in the goodwill note 6 of the Consolidated Annual Financial Statements. The recoverable amounts of the cash generating units have been determined based on value-in-use calculations. These calculations require the use of estimates in relation to the projections of future cash flows, the projected growth rate, the terminal value of the business and the discount rate.

The input factors most sensitive to change are management estimates of future cash flows based on budgets and forecasts, growth rates and discount rates. Further detail on these assumptions has been disclosed in the goodwill note 6.

Revenue

Integrated solutions

The Group enters into contracts with customers to provide integrated solutions. Contracts are assessed individually to determine whether the products and services are distinct, i.e. the product or service is separately identifiable from the other promises in the contract with the customer and whether the customer can benefit from the goods or services either on its own or together with other resources that are readily available.

The nature of the promised goods or services are inputs into a working solution and the customer does not derive value from the stand-alone goods and services. The Group has applied its judgement and views these arrangements as a single performance obligation that needs to be met as the customer cannot benefit from either the goods or the services separately.

Assessment of leases relating to customer premises equipment

Management exercises significant judgement in determining whether the contracts continuing on a month-to-month basis contain a lease in terms of IFRS 16. It has been determined that while the customer premise equipment such as routers and handsets represents an identified asset, the customer does not have the right to direct how and for what purpose the customer premise equipment is used throughout the period of use. The Group, being the supplier, has such a right and therefore such arrangements do not contain a lease. It is on this basis that management has concluded that revenue from such contracts should be recognised under IFRS 15 (Revenue from Contracts with Customers).

1.4 Property, plant and equipment

An item of property, plant and equipment is recognised as an asset when it is probable that future economic benefits associated with the item will flow to the Group, and the cost of the item can be measured reliably.

Property, plant and equipment is initially measured at cost. Cost includes all of the expenditure which is directly attributable to the acquisition of the asset and costs incurred subsequently to add to the asset.

Depreciation of an asset commences when the asset is available for use as intended by management. Depreciation is charged to write off the asset's carrying amount over its estimated useful life to its estimated residual value, using a method that best reflects the pattern in which the asset's economic benefits are consumed by the Group. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale or derecognised.

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its continued use or disposal. Any gain or loss arising from the derecognition of an item of property, plant and equipment, determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item, is included in profit or loss when the item is derecognised.

ACCOUNTING POLICIES

The useful lives of items of property, plant and equipment have been assessed as follows:

Item	Depreciation method	Average useful life
Furniture and fixtures	Straight line	10 years
Motor vehicles	Straight line	5 years
Office equipment	Straight line	6 years
IT equipment	Straight line	3-4 years
Routers and handsets	Straight line	3 years
Leasehold improvements	Straight line	5 years (shorter of useful life and lease term)

There was no significant impact from the change of the estimated useful life in the current year.

1.5 Intangible assets

An intangible asset is recognised when:

- it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and
- the cost of the asset can be measured reliably.

Intangible assets are initially recognised at cost, and subsequently carried at cost less any accumulated amortisation and any impairment losses. The residual values, amortisation period and the amortisation method for intangible assets are reviewed every period-end.

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

An intangible asset is regarded as having an indefinite useful life when, based on all relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows. Amortisation is not provided for these intangible assets, but they are tested for impairment annually and whenever there is an indication that the asset may be impaired. For all other intangible assets amortisation is provided on a straight line basis over their useful life.

Amortisation on intangible assets has been assessed as follows:

Item	Amortisation method	Average useful life
Computer software Licences	Straight line	3 years Indefinite

1.6 Impairment of assets

The Group assesses at each end of the reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset.

Irrespective of whether there is any indication of impairment, the Group also:

- tests intangible assets with an indefinite useful life or intangible assets not yet available for use for impairment annually by comparing its carrying amount with its recoverable amount. This impairment test is performed during the annual period and at the same time every period.
- tests goodwill acquired in a business combination for impairment annually.

If there is any indication that an asset may be impaired, the recoverable amount is estimated for the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined.

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and its value in use.

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

ACCOUNTING POLICIES

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss.

Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units or groups of units.

Each unit or group of units to which the goodwill is so allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes, and is not larger than an operating segment as defined by paragraph 5 of IFRS 8 Operating Segments before aggregation.

An impairment loss is recognised for cash-generating units if the recoverable amount of the unit is less than the carrying amount of the units. The impairment loss is allocated to reduce the carrying amount of the assets of the unit in the following order:

- first, to reduce the carrying amount of any goodwill allocated to the cash-generating unit and
- then, to the other assets of the unit, pro rata on the basis of the carrying amount of each asset in the unit.

An entity assesses at each reporting date whether there is any indication that an impairment loss recognised in prior periods for assets other than goodwill may no longer exist or may have decreased. If any such indication exists, the recoverable amounts of those assets are estimated.

A reversal of an impairment loss of assets carried at cost less accumulated depreciation or amortisation other than goodwill is recognised immediately in profit or loss.

1.7. Financial instruments

Financial instruments are recognised when the group becomes a party to the contractual provisions of the instrument.

Note 36 Financial instruments and risk management presents the financial instruments held by the Group based on their specific classifications.

The specific accounting policies for the classification, recognition and measurement of each type of financial instrument held by the Group are presented below:

FINANCIAL ASSETS AT AMORTISED COST

Classification

Trade and other receivables (note 14), restricted cash (note 11), investment in preference shares (note 9), loans to group companies (note 13) and cash and cash equivalents (note 16) are classified as financial assets subsequently measured at amortised cost.

They have been classified in this manner because the contractual terms of these financial assets give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the Group's business model is to collect the contractual cash flows on these financial assets.

Recognition and measurement

Financial assets are measured, at initial recognition, at fair value plus transaction costs, if any. A trade receivable without a significant financing component is initially measured at the transaction price.

They are subsequently measured at amortised cost.

The amortised cost is the amount recognised on the financial assets initially, minus principal repayments, plus cumulative amortisation (interest) using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Application of the effective interest method

For financial assets which contain a significant financing component, interest income is calculated using the effective interest method, and is included in profit or loss in investment income.

ACCOUNTING POLICIES

The application of the effective interest method to calculate interest income on a financial asset is dependent on the credit risk of the amount as follows:

- The effective interest rate is applied to the gross carrying amount of the financial asset, provided the financial asset is not credit impaired. The gross carrying amount is the amortised cost before adjusting for a loss allowance.
- If a financial asset was not purchased or originally credit-impaired, but it has subsequently become credit-impaired, then the effective interest rate is applied to the amortised cost of the financial asset in the determination of interest. If, in subsequent periods, the financial asset is no longer credit impaired, then the interest calculation reverts to applying the effective interest rate to the gross carrying amount.

Impairment

The Group recognises a loss allowance for expected credit losses on all financial assets measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective amount.

The Group measures the loss allowance for trade receivables by applying the simplified approach which is prescribed by IFRS 9. In accordance with this approach, the loss allowance on trade receivables is determined as the lifetime expected credit losses on trade receivables.

The Group measures the loss allowance for all other financial assets by following the general approach. The loss allowance is measured at an amount equal to lifetime expected credit losses (lifetime ECL) when there has been a significant increase in credit risk since initial recognition. If the credit risk on these financial assets has not increased significantly since initial recognition, then the loss allowance is measured at 12 month expected credit losses (12 month ECL).

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial asset. In contrast, 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial asset that are possible within 12 months after the reporting date.

In order to assess whether to apply lifetime ECL or 12 month ECL, in other words, whether or not there has been a significant increase in credit risk since initial recognition, the Group considers whether there has been a significant increase in the risk of a default occurring since initial recognition rather than at evidence of a financial assets being credit impaired at the reporting date or of an actual default occurring.

Significant increase in credit risk

In assessing whether the credit risk on a financial asset has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial asset as at the reporting date with the risk of a default occurring as at the date of initial recognition.

The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the counterparties operate, as well as consideration of various external sources of actual and forecast economic information, such as forecast economic growth and inflationary pressures. The Group furthermore considers the financial position of the counterparty, their liquidity and solvency, and their ability to service the payment obligations as and when they become due and payable. Where deemed necessary the Group will consider the forecast financial performance of the counterparty to determine if there are any increases in credit risk which need to be taken into consideration.

Irrespective of the outcome of the above assessment, the credit risk on a financial asset is always presumed to have increased significantly since initial recognition if the contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increases in credit risk before the amount becomes past due.

ACCOUNTING POLICIES

By contrast, if a financial asset is assessed to have a low credit risk at the reporting date, then it is assumed that the credit risk on the financial asset has not increased significantly since initial recognition. A financial asset is considered to have a low credit risk where there has not been any historical default and the counterparty is considered to be a reputable institution.

Definition of default

For purposes of internal credit risk management purposes, the Group considers that a default event has occurred if there is either a breach of financial covenants by the counterparty, or if internal or external information indicates that the counterparty is unlikely to pay its creditors in full (without taking collateral into account).

Irrespective of the above analysis, the Group considers that default has occurred when a payment for a financial asset is more than 30 days past due unless there is reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Write off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of expected credit losses

Simplified approach on trade receivables

The measurement of expected credit losses for trade receivables is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default.

The assessment of the probability of default and loss given default is based on historical data, adjusted by forward-looking information as afore-mentioned described. The exposure at default is the gross carrying amount of the financial asset at the reporting date

The Group makes use of a provision matrix as a practical expedient to the determination of expected credit losses on trade receivables. The provision matrix is based on historic credit loss experience over the past 18 months, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current and forecast direction of conditions at the reporting date, including the time value of money, where appropriate. The customer base is widespread and does not show significantly different loss patterns for different customer segments. The loss allowance is calculated on a collective basis for all trade and other receivables in totality. Details of the provision matrix is presented in note 14.

General approach on other financial assets

For all other financial assets, if the Group has measured the loss allowance at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12 month ECL at the current reporting date, and vice versa.

An impairment gain or loss is recognised for all financial assets in profit or loss with a corresponding adjustment to their carrying amount through a loss allowance account. The impairment loss is included in operating expenses in profit or loss as a movement in credit loss allowance.

Credit risk

Details of credit risk related to financial assets are included in the specific notes and the financial instruments and risk management (note 36).

ACCOUNTING POLICIES

FINANCIAL LIABILITIES AT AMORTISED COST

Classification

Trade and other payables (note 21), loans from group companies (note 22) and borrowings (note 20) are classified as financial liabilities and subsequently measured at amortised cost, except for VAT and indirect taxes, which is not a financial liability and is measured at cost.

Recognition and measurement

Financial liabilities are measured, at initial recognition, at fair value plus transaction costs, if any. They are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

If trade and other payables contain a significant financing component, and the effective interest method results in the recognition of interest expense, then it is included in profit or loss in finance costs.

Financial liabilities expose the Group to liquidity risk and interest rate risk. Refer to note 36 for details of risk exposure and management thereof.

DERECOGNITION

Financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

Financial liabilities

The Group derecognises financial liabilities when, and only when, the Group obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

1.8. Tax

Current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset.

Current tax liabilities (assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax asset is not recognised when it arises from the initial recognition of an asset or liability in a transaction at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax asset is recognised for the carry forward of unused tax losses to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised.

ACCOUNTING POLICIES

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Tax expenses

Current and deferred taxes are recognised as income or an expense and included in profit or loss for the period, except to the extent that the tax arises from:

- a transaction or event which is recognised, in the same or a different period, to other comprehensive income, or
- a business combination.

Current tax and deferred taxes are charged or credited to other comprehensive income if the tax relates to items that are credited or charged, in the same or a different period, to other comprehensive income.

1.9. Leases

The Group assesses whether a contract is, or contains a lease, at the inception of the contract.

A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

In order to assess whether a contract is, or contains a lease, management determine whether the asset under consideration is “identified”, which means that the asset is either explicitly or implicitly specified in the contract and that the supplier does not have a substantial right of substitution throughout the period of use. Once management has concluded that the contract deals with an identified asset, the right to control the use thereof is considered. To this end, control over the use of an identified asset only exists when the Group has the right to substantially all of the economic benefits from the use of the asset as well as the right to direct the use of the asset.

There were no significant judgments and sources of estimation uncertainty in determining whether a contract is or contains a lease, the lease terms and in taking into account the lease renewals.

Group as lessee

A lease liability and corresponding right-of-use asset are recognised at the lease commencement date, for all lease agreements for which the Group is a lessee. There are no short-term leases of 12 months or less, or leases of low value assets.

The various lease and non-lease components of contracts containing leases are accounted for separately, with consideration being allocated to each lease component on the basis of the relative stand-alone prices of the lease components and the aggregate stand-alone price of the non-lease components (where non-lease components exist).

Details of leasing arrangements where the Group is a lessee are presented in note 5 right-of-use assets and leases liabilities (Group as lessee).

Lease liability

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate as a basis.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed lease payments, and
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect lease payments made. Interest charged on the lease liability is included in finance costs (note 26).

ACCOUNTING POLICIES

Right-of-use assets

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. However, if a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. Depreciation starts at the commencement date of a lease.

Right-of-use assets are depreciated over the following periods:

Item	Depreciation method	Depreciation Period
Buildings	Straight line	5-10 years (term of lease)
Motor vehicles	Straight line	5 years (useful life)
Routers and handsets	Straight line	3 years (term of lease)
Racks	Straight line	10 years (useful life)
IT Equipment	Straight line	5 years (term of lease)

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate.

The depreciation charge for each year is recognised in profit or loss.

1.10. Inventories

Inventories consist of routers and handsets held for sale in the ordinary course of business. Inventories are measured at the lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. The cost of inventories comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

The cost of inventories is assigned using the first-in, first-out (FIFO) formula. The same cost formula is used for all inventories having a similar nature and use to the entity. When inventories are sold, the carrying amount of those inventories are recognised as an expense in the period in which the related revenue is recognised.

1.11. Share capital and equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Ordinary shares are recognised at par value and classified as 'share capital' in equity. Any amounts received from the issue of shares in excess of par value is classified as 'share premium' in equity.

1.12. Dividend distribution

Dividend distribution to the Group's shareholders is recognised as a liability in the Group's financial statements if the amount has been declared but not yet paid at year end.

Dividends are recognised as a liability in the entity in which they are declared.

1.13. Employee benefits Short-term employee benefits

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognised in the period in which the service is rendered and are not discounted.

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlement or, in the case of non-accumulating absences, when the absence occurs.

Defined contribution plans

Payments to defined contribution retirement benefit plans are charged as an expense as they fall due.

ACCOUNTING POLICIES

1.14. Revenue from contracts with customers

The Group recognises revenue from the following major sources:

Sale of goods

- Equipment sales

Rendering of services

- Connection fees
- Airtime
- Service fees

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The consideration specified in the contract is the same as the transaction price. The Group recognises revenue when the performance obligation relating to each specific contract has been satisfied. There are no performance obligations outstanding at the end of year. Management did not have to apply significant judgement in determining the performance obligations. There are no transactions which include transaction prices that have variable considerations.

At the inception of a contract with a customer, the Group assesses the goods or services promised in the contract and identifies as a performance obligation each promise to transfer to the customer either a good or service (or bundle of goods or services) that is distinct; or a series of distinct goods or services that are substantially the same and have the same pattern of transfer to the customer.

Performance obligations are satisfied either at a point in time or over time. Where performance obligations are satisfied over time, the Group recognises revenue for the services rendered within each time frame in accordance with the contract terms and pricing for the given time frame. Given the nature of the contracts completed over time, this method provides a faithful depiction of the transfer of goods and services for performance obligations satisfied over time. The revenue for the airtime, connectivity fees and services is recognised over time as the services are provided. Services purchased by a customer beyond the contract are treated as a separate contract and recognition of revenue from such services is based on the actual voice or data usage, or is made upon the expiration of the Group's obligation to provide the services. For post-paid contracts, customers usually pay monthly in equal installments over the contract term together with the additional billing for out-of-bundle usage.

In some instances, the Group provides multiple services to customers in a single contract. Where it is the intention of the Group to provide an end to end solution, these are considered as an integrated set of activities and treated as a single performance obligation.

1.15. Revenue from contracts with customers (continued)

The performance obligation with respect to the sale of goods is recognised when the Group entity has delivered its products to the customer and there is no unfulfilled obligation that could affect the customer's acceptance of the product. Delivery or recognition does not occur until the products have been delivered to the specified location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed or the Group has objective evidence that all criteria for acceptance have been satisfied.

When the Group performs by transferring goods or services to a customer before the customer transfers any consideration, the amount receivable is disclosed separately as a contract asset. Similarly, if a customer transfers any consideration before the Group transfers any corresponding goods or services, the amount received is disclosed separately as a contract liability. There were no contract assets or contract liabilities at year end.

Payments by customers are typically made in within 60 days for major customers and 30 days for other customers of revenue being recognised. Where payments are deferred for a period beyond 12 months after revenue being recognised, a significant financing component is included in the contract. Revenue is recognised at the present value of the consideration receivable over the contract period with the balance of the consideration being recognised as finance income over time.

ACCOUNTING POLICIES

The transaction price is allocated to each performance obligation in a contract on a relative stand-alone selling price basis where contracts have more than one performance obligation. The entity has adopted the expected cost-plus margin approach to determine the stand-alone selling prices. Under this approach, the entity's markup percentage is added to the expected standalone cost price of the promised good or service to the customer to get to a standalone selling price. No judgment is used in determining the standalone selling prices.

Disaggregation of revenue

The disaggregation of revenue from each category is presented in note 23 of the financial statements.

1.16. Earnings per share and headline earnings per share

The calculation of earnings per share (EPS) is based on the profit/(loss) for the period attributable to ordinary shareholders and the weighted average number of ordinary shares in issue during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares in issue for any dilutive potential ordinary shares. Headline earnings per share is calculated in accordance with circular 1/2023 issued by the South African Institute of Chartered Accountants.

1.17. Segmental reporting

IFRS 8 requires an entity to report financial and descriptive information about its reportable segments which are operating segments or aggregations of operating segments that meet specific criteria. Operating segments are components of an entity about which separate financial information is available and that is evaluated regularly by the Chief Operating Decision Maker.

The Chief Executive Officer is the Chief Operating Decision Maker ("CODM") of the Group.

The reportable segments reflect the operating model of the Group and are consistent with the way the business is managed and reported on by the CODM. Management monitors the operating results of its business units separately for the purpose of resource allocation and performance assessment. Monthly management meetings are held to evaluate the individual segment performance. The CODM does not monitor assets and liabilities by segment.

2. Changes in accounting policy

Disclosure of accounting policies: Amendments to IAS 1 and Practice Statement 2

The Group adopted the amendments to IAS 1 and Practice Statement 2, which now require that only material accounting policy information shall be disclosed in the annual financial statements. The amendment did not result in changes to measurement or recognition of financial statement items, but management reviewed the accounting policies and made changes to ensure that only material accounting policy information is disclosed.

3. New Standards and Interpretations

3.1. Standards and interpretations effective and adopted in the current year

In the current year, the Group has adopted the following standards and interpretations that are effective for the current financial year and that are relevant to its operations.

There was no material impact on the implementation of any of these standards.

Standard/ Interpretation:	Effective date: Years beginning on or after
• Deferred tax related to assets and liabilities arising from single transactions: Amendments to IAS 12	01 January 2023
• Disclosure of accounting policies: Amendments to IAS 1 and IFRS Practice Statement 2 to disclose material policies rather than significant policies	01 January 2023
• Definition of accounting estimates: Amendments to IAS 8	01 January 2023

ACCOUNTING POLICIES

Standards and interpretations not yet effective

The Group has chosen not to early adopt the following standards and interpretations, which have been published and may be relevant to the Group. The standards and interpretations are mandatory for the Group's accounting periods beginning on or after 01 July 2024 or later periods. These standards will be implemented in the applicable year for which they are mandatory.

There is unlikely to be a material impact on the future implementation of any of these standards.

Standard/ Interpretation:	Effective date: Years beginning on or after
IFRS 19 Subsidiaries without Public Accountability: Disclosures	01 January 2027
Presentation and Disclosure in Financial Statements - IFRS 18 to replace IAS 1	01 January 2027
Lack of exchangeability - amendments to IAS 21	01 January 2025
Classification of Liabilities as Current or Non-Current - Amendment to IAS 1	01 January 2024
Supplier finance arrangements - amendments to IAS 7 and IFRS 7	01 January 2024
Lease liability in a sale and leaseback	01 January 2024

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024

4. Property, plant and equipment

Figures in Rand

Group	2024			2023		
	Cost	Accumulated depreciation	Carrying value	Cost	Accumulated depreciation	Carrying value
Furniture and fixtures	550,677	(345,396)	205,281	550,677	(249,625)	301,052
Motor vehicles	420,096	(352,730)	67,366	434,279	(353,145)	81,134
Office equipment	199,141	(178,112)	21,029	189,594	(183,164)	6,430
IT equipment	1,963,588	(897,359)	1,066,229	1,045,040	(853,982)	191,058
Routers and handsets	13,802,589	(7,572,501)	6,230,088	18,289,818	(12,496,003)	5,793,815
Leasehold improvements	94,969	(46,110)	48,859	94,969	(27,116)	67,853
Total	17,031,060	(9,392,208)	7,638,852	20,604,377	(14,163,035)	6,441,342

Company	2024			2023		
	Cost	Accumulated depreciation	Carrying value	Cost	Accumulated depreciation	Carrying value
Motor vehicles	420,096	(352,730)	67,366	434,279	(353,145)	81,134
IT equipment	85,139	(85,131)	8	144,212	(143,508)	704
Routers and handsets	3,589,279	(2,679,910)	909,369	8,815,674	(8,009,573)	806,101
Total	4,094,514	(3,117,771)	976,743	9,394,165	(8,506,226)	887,939

Reconciliation of property, plant and equipment - Group - 2024

	Opening balance	Additions	Disposals	Transfers from right-of-use assets*		Total
				Depreciation		
Furniture and fixtures	301,052	-	-	-	(95,771)	205,281
Motor vehicles	81,134	-	-	-	(13,768)	67,366
Office equipment	6,430	27,092	(8,663)	-	(3,830)	21,029
IT equipment	191,058	1,026,448	(4,113)	-	(147,164)	1,066,229
Routers and handsets	5,793,815	2,306,372	(35,034)	274,137	(2,109,202)	6,230,088
Leasehold improvements	67,853	-	-	-	(18,994)	48,859
	6,441,342	3,359,912	(47,810)	274,137	(2,388,729)	7,638,852

Reconciliation of property, plant and equipment - Group - 2023

	Opening balance	Additions	Disposals	Transfers from right-of-use assets*		Total
				Depreciation		
Furniture and fixtures	368,094	-	(2,141)	-	(64,901)	301,052
Motor vehicles	123,125	-	(28,250)	-	(13,741)	81,134
Office equipment	8,037	-	-	-	(1,607)	6,430
IT equipment	296,866	121,242	(29,262)	-	(197,788)	191,058
Routers and handsets	6,311,320	2,089,383	(67,377)	163,108	(2,702,619)	5,793,815
Leasehold improvements	65,138	18,090	-	-	(15,375)	67,853
	7,172,580	2,228,715	(127,030)	163,108	(2,996,031)	6,441,342

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

4. Property, plant and equipment (continued)

Reconciliation of property, plant and equipment - Company - 2024

	Opening balance	Disposals	Transfers from right-of-use assets*	Depreciation	Total
Motor vehicles	81,134	-	-	(13,768)	67,366
IT equipment	704	(6)	-	(690)	8
Routers and handsets	806,101	(35,034)	274,137	(135,835)	909,369
	887,939	(35,040)	274,137	(150,293)	976,743

Reconciliation of property, plant and equipment - Company - 2023

	Opening balance	Disposals	Transfers from right-of-use assets*	Depreciation	Total
Motor vehicles	157,425	(62,550)	-	(13,741)	81,134
IT equipment	58,015	(29,262)	-	(28,049)	704
Routers and handsets	1,318,481	(66,679)	163,108	(608,809)	806,101
	1,533,921	(158,491)	163,108	(650,599)	887,939

* Transfers from right-of-use assets relate to assets where the lease liability has been settled and the Group has retained ownership of the asset.

Property, plant and equipment encumbered as security

Refer to note 20 for details of property, plant and equipment encumbered as security for borrowings.

Contractual commitments

There were no significant contractual commitments for the acquisition of property, plant and equipment.

5. Right-of-use assets and lease liabilities (Group as lessee)

The group leases building, racks, IT equipment as well as routers and handsets. The average lease terms are as follows:

Head Office Premises - 5 years. There are 8 months (2023: 20 months) remaining on the lease at year end. Monthly repayments are R198 240 (2023: R198 240) and the interest rate is 8.75% (2023: 8.75%).

Ultra DataCentre Premises - 10 years. There are 60 months (2023: 72 months) remaining on the lease at year end. Monthly repayments are R52 224 (2023: R46 495) and the interest rate is prime interest rate plus 3% (2023: prime interest rate plus 3%).

Routers and handsets - 3 to 5 years. There is an average of 4 months (2023: 12 months) remaining on the leases at year end. Monthly repayments are R41 869 (2023: R60 840) and the interest rate is prime interest rate plus 7% (2023: prime interest rate plus 7%).

Racks - 3 to 5 years. There is an average of 17 months (2022: 28 months) remaining on the leases at year end. Monthly repayments are R173 336 (2023: R158 180) and the interest rate is prime interest rate plus 10% (2023: prime interest rate plus 10%).

IT Equipment - 5 years. There is 1 month (2023: 13 months) remaining on the lease at year end. Monthly repayments are R18 970 (2023: R20 682) and the interest rate is prime interest rate plus 7% (2023: prime interest rate plus 7%).

The interest rates are based on a combination of the internal borrowing rates.

There are no extension or termination options on any of the lease agreements. There are no residual guarantee values and no restrictions or covenants imposed by the leases. No arrangements have been entered into for contingent rent.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

5. Right-of-use assets and lease liabilities (Group as lessee) (continued)

There were no leases to which the group is committed to which have not yet commenced. Details pertaining to leasing arrangements, where the Group is lessee are presented below:

Right-of-use asset - 2024 - Group

	Opening balance	Lease adjustments and reclassifications	Transfers to inventory	Transfers to property, plant and equipment	Depreciation	Total
Premises	5,615,024	50,342	-	-	(2,219,530)	3,445,836
Routers and handsets	457,162	(178,780)	(4,245)	(274,137)	-	-
Racks	5,186,028	178,780	-	-	(608,195)	4,756,613
IT Equipment	206,004	-	-	-	(190,075)	15,929
	11,464,218	50,342	(4,245)	(274,137)	(3,017,800)	8,218,378

Right-of-use asset - 2023 - Group

	Opening balance	Lease adjustments and reclassifications	Transfers to inventory	Transfers to property, plant and equipment	Depreciation	Total
Premises	7,054,713	699,199	-	-	(2,138,888)	5,615,024
Routers and handsets	748,257	-	(2,101)	(163,108)	(125,886)	457,162
Racks	5,794,223	-	-	-	(608,195)	5,186,028
IT Equipment	396,079	-	-	-	(190,075)	206,004
	13,993,272	699,199	(2,101)	(163,108)	(3,063,044)	11,464,218

Right-of-use asset - 2024 - Company

	Opening balance	Reclassifications	Transfers to inventory	Transfers to property, plant and equipment	Depreciation	Total
Routers and handsets	202,356	76,026	(4,245)	(274,137)	-	-
Racks	5,440,922	(76,026)	-	-	(608,191)	4,756,705
	5,643,278	-	(4,245)	(274,137)	(608,191)	4,756,705

Right-of-use asset - 2023 - Company

	Opening balance	Transfers to inventory	Transfers to property, plant and equipment	Depreciation	Total
Routers and handsets	493,451	(2,101)	(163,108)	(125,886)	202,356
Racks	6,049,117	-	-	(608,195)	5,440,922
	6,542,568	(2,101)	(163,108)	(734,081)	5,643,278

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

5. Right-of-use asset - 2024 - Company (continued)

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Other disclosures				
Interest expense on lease liabilities	1,148,865	1,521,362	547,317	824,566
Capital repayments on leases	4,023,639	4,142,289	1,348,385	1,756,370
Total cash outflow from leases	5,172,504	5,663,651	1,895,702	2,580,936
Lease liabilities				
The maturity analysis of lease liabilities is as follows:				
Within one year	4,086,088	5,180,911	1,742,249	1,902,968
Two to five years	3,572,956	6,833,680	725,937	2,480,318
More than five years	-	742,794	-	-
	7,659,044	12,757,385	2,468,186	4,383,286
Less finance charges component	(1,258,778)	(2,383,822)	(323,156)	(889,871)
	6,400,266	10,373,563	2,145,030	3,493,415
Non-current liabilities	2,945,745	6,342,190	692,235	2,149,022
Current liabilities	3,454,521	4,031,373	1,452,795	1,344,393
	6,400,266	10,373,563	2,145,030	3,493,415

Exposure to liquidity risk

Refer to note 36 Financial instruments and risk management for the details of liquidity risk exposure and management.

6. Goodwill

Group	2024			2023		
	Cost	Accumulated impairment	Carrying value	Cost	Accumulated impairment	Carrying value
Goodwill	22,952,676	-	22,952,676	22,952,676	-	22,952,676

	Opening balance	Total
Reconciliation of goodwill - Group - 2024		
Goodwill	22,952,676	22,952,676
Reconciliation of goodwill - Group - 2023		
Goodwill	22,952,676	22,952,676

Figures in Rand	Group		Company	
	2024	2023	2024	2023
The carrying amount of goodwill relates to the following cash generating units				
Catalytic Connections (Pty) Ltd - acquired 1 March 2010	2,686,779	2,686,779	-	-
Spice Telecom (Pty) Ltd - acquired 1 January 2018	600,000	600,000	-	-
Ultra DataCentre (Pty) Ltd - acquired 1 April 2021	5,290,503	5,290,503	-	-
Contineo Connections (Pty) Ltd - acquired 1 July 2020	13,681,190	13,681,190	-	-
PerfectWorx Consulting (Pty) Ltd - acquired 1 July 2020	694,204	694,204	-	-
	22,952,676	22,952,676	-	-

During the current and previous financial year, the Group assessed the recoverable amount of goodwill from all acquisitions. The assessment determined that the goodwill allocated to the cash generating units was not impaired. The accounting policy that has been applied in assessing impairment of goodwill is set out in note 1.3. No impairment was recognised both in the current and previous financial periods.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

6. Goodwill (continued)

The key assumptions of the cash flow forecast used to determine the present value of the future cash flows from the cash generating unit of the group, over a five year period were based on:

- revenue growth of the respective CGU's over the forecast period; and
- discount rates.

The key assumptions are determined based on past experience from actual results, and includes alignment to external sources of information. The revenue growth rate reflects the long term inflationary increases expected to realise.

A discounted cash flow method (value in use) was used to determine the present value of the future cash flows from the cash generating unit. A discount rate, based on a pre-tax risk free rate obtained from bonds issued by government adjusted for a risk premium to reflect the investment requirements of the Group and specific risks related to the cash generating unit were used in discounting the projected cash flows over a 5-year period.

Discount rates applied	2024	2023
Catalytic Connections (Pty) Ltd	19.18 %	20.05 %
Spice Telecom (Pty) Ltd	19.18 %	20.05 %
PerfectWorx Consulting (Pty) Ltd	17.73 %	18.85 %
Contineo Virtual Communications (Pty) Ltd	17.73 %	18.85 %
Ultra DataCentre (Pty) Ltd	17.73 %	18.85 %

Revenue growth rates applied	2024	2023
Catalytic Connections (Pty) Ltd	4.50 %	5.00 %
Spice Telecom (Pty) Ltd	4.50 %	5.00 %
PerfectWorx Consulting (Pty) Ltd	4.50 %	5.00 %
Contineo Virtual Communications (Pty) Ltd	4.50 %	5.00 %
Ultra DataCentre (Pty) Ltd	4.50 %	5.00 %

Sensitivity Analysis

The value of a 1% (2023: 1%) increase or decrease in the discount rates and 1% (2023: 1%) decrease or increase in revenue growth rates applied to the discounted cash flow resulted in a change in value in use as indicated below.

In all instances the value per the discounted cash flow remains in excess of the carrying value of the cash generating unit, therefore no impairment is required to be recognised.

2024	Difference due to change in discount rate	
	1% increase	1% decrease
Catalytic Connections (Pty) Ltd and Spice Telecom (Pty) Ltd	(990,501)	1,139,852
PerfectWorx Consulting (Pty) Ltd	(143,801)	168,090
Contineo Virtual Communications (Pty) Ltd	(1,120,127)	1,304,665
Ultra DataCentre (Pty) Ltd	(486,113)	566,442

2024	Difference due to change in growth rate	
	1% increase	1% decrease
Catalytic Connections (Pty) Ltd and Spice Telecom (Pty) Ltd	697,344	(608,414)
PerfectWorx Consulting (Pty) Ltd	108,025	(92,844)
Contineo Virtual Communications (Pty) Ltd	816,354	(701,627)
Ultra DataCentre (Pty) Ltd	355,610	(305,634)

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

6. Goodwill (continued)

2023	Difference due to change in discount rate	
	1% increase	1% decrease
Catalytic Connections (Pty) Ltd and Spice Telecom (Pty) Ltd	(274,816)	306,794
PerfectWorx Consulting (Pty) Ltd	(148,848)	172,009
Contineo Virtual Communications (Pty) Ltd	(851,904)	977,847
Ultra DataCentre (Pty) Ltd	(1,079,175)	1,256,515

2023	Difference due to change in growth rate	
	1% increase	1% decrease
Catalytic Connections (Pty) Ltd and Spice Telecom (Pty) Ltd	141,134	(123,552)
PerfectWorx Consulting (Pty) Ltd	104,774	(90,667)
Contineo Virtual Communications (Pty) Ltd	566,033	(487,223)
Ultra DataCentre (Pty) Ltd	810,965	(701,772)

7. Intangible assets

Group	2024			2023		
	Cost	Accumulated amortisation	Carrying value	Cost	Accumulated amortisation	Carrying value
Computer software	1,590,850	(1,454,498)	136,352	1,590,850	(1,339,579)	251,271
Licences - indefinite life	300,000	-	300,000	300,000	-	300,000
Total	1,890,850	(1,454,498)	436,352	1,890,850	(1,339,579)	551,271

Company	2024			2023		
	Cost	Accumulated amortisation	Carrying value	Cost	Accumulated amortisation	Carrying value
Computer software	1,227,159	(1,090,809)	136,350	1,227,159	(993,152)	234,007

	Opening balance	Amortisation	Total
Reconciliation of intangible assets - Group - 2024			
Computer software	251,271	(114,919)	136,352
Licences - indefinite life	300,000	-	300,000
	551,271	(114,919)	436,352
Reconciliation of intangible assets - Group - 2023			
Computer software	606,509	(355,238)	251,271
Licences - indefinite life	300,000	-	300,000
	906,509	(355,238)	551,271
Reconciliation of intangible assets - Company - 2024			
Computer software	234,007	(97,657)	136,350
Reconciliation of intangible assets - Company - 2023			
Computer software	468,015	(234,008)	234,007

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

7. Intangible assets (continued)

Assessment of indefinite life

The Communications Network Services (ECNS) licences were acquired from external parties, and are not limited to use over a specific period. Licences acquired from external parties are considered to have an indefinite useful life as they do not have expiry dates. The licences with indefinite useful lives are tested annually for impairment. No change in circumstances occurred during the current or prior year to indicate a change in the determination of the indefinite useful lives for impairment of licences.

The indefinite life intangible assets were part of the acquisition of Catalytic Connections (Pty) Ltd. They are integral to the assumptions used in the determination of the recoverable amount and are identical to those disclosed in note 6 (goodwill) which also forms part of the annual impairment assessment.

Contractual commitments

The Group has no contractual commitments for the acquisition of intangible assets.

8. Investment in subsidiaries

Company Name of company	% Holding/ voting power 2024	% Holding/ voting power 2023	Carrying amount 2024	Carrying amount 2023
Catalytic Connections (Pty) Ltd*	70.00 %	100.00 %	70	1,800,000
Spice Telecom (Pty) Ltd**	100.00 %	100.00 %	600,000	600,000
PerfectWorx Consulting (Pty) Ltd	100.00 %	100.00 %	1,315,000	1,315,000
Contineo Virtual Communications (Pty) Ltd	100.00 %	100.00 %	14,625,001	14,625,001
Ultra DataCentre (Pty) Ltd	100.00 %	100.00 %	3,975,025	3,975,025
			20,515,096	22,315,026

All subsidiaries are incorporated in and operate in South Africa. There are no restrictions on the ability to access or use the assets and liabilities of the subsidiaries.

There were no subsidiaries with material non-controlling interests at 30 June 2024.

* Refer to note for details of change in ownership and non-controlling interest.

9. Investment in preference shares

Figures in Rand	Group		Company	
	2024	2023	2024	2023
At amortised cost				
Preference shares - Catalytic Connections (Pty) Ltd	-	-	26,664,553	-
Reconciliation of movement				
Opening balance	-	-	-	-
Initial investment in ordinary shares	-	-	1,000	-
Ordinary shares converted to Preference shares	-	-	25,912,792	-
Dividend accrued during the current financial period	-	-	750,761	-
Closing balance - non-current	-	-	26,664,553	-

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

9. Investment in preference shares

On 1 April 2024 Catalytic Connections (Pty) Ltd converted 1,000 ordinary no-par value shares into 1,000 redeemable cumulative preferential shares for a total value of R25 912 792. The value of the investment in the preference shares represent a conservative internal directors' valuation of the fair value of the entire issued equity of Catalytic Connections (Pty) Ltd at the date of conversion prior to the decrease in the Company's shareholding from 100% to 30% in compliance with the requirements to adhere to the ICASA ownership rules with effect from 1 April 2024 onward.

The value of the redeemable cumulative preference shares will be increased to the extent that preference share dividends (at the coupon determined from time to time by the board of directors of Catalytic Connections (Pty) Ltd) are declared by Catalytic Connections (Pty) Ltd and decreased to the extent that the redeemable preference shares are redeemed. Should redemption of the preference shares not occur earlier at the dissolution of Catalytic Connections (Pty) Ltd, the remaining preference share liability would require redemption.

The redeemable preference shares, including unredeemed dividends, can be redeemed to the holders thereof no earlier than three years from 31 March 2024. The declaration of any and all dividend(s) in respect of the redeemable cumulative preference shares are cumulative, therefore, if any dividends are not declared by the Board of Directors of Catalytic Connections (Pty) Ltd during a specific financial period, those would subsequently have to be caught up.

The coupon rate determined by the Board of Directors is a market related coupon rate of 11.75%. The preference shares are unsecured.

Simultaneously with the share conversion noted above, 70 ordinary no-par value shares were issued at a value of R1.00 per share (70%) to TeleMasters Holdings Limited. Thereafter, 30 (30%) ordinary shares were issued by Catalytic Connections (Pty) Ltd to Sebenza Education and Empowerment Holdings (Pty) Ltd at a value of R1.00 per share. The difference between the original cost of the 1,000 ordinary shares held in Catalytic Connections (Pty) Ltd and the fair value recognised on implementation of the transaction was considered to be a preference share dividend recognised in investment income. Subsequent thereto the financial asset is recognised at amortised cost with dividends recognised as investment income.

This has resulted in an effective 30% disposal of the new shares of no par value in Catalytic Connections (Pty) Ltd going forward, with the historical value of Catalytic Connections (Pty) Ltd remaining for the benefit of TeleMasters Holdings Limited through the preference shares. The subscription consideration was paid by TeleMasters and Sebenza into the bank account of Catalytic Connections (Pty) Ltd. The Disposal follows the changes in licensing provisions by the Independent Communications Authority of South Africa (ICASA) which came into effect from 31 March 2024.

Exposure to credit risk

In determining the amount of expected credit losses, the Company took into account the financial position as well as the future prospects of the counterparty, which included forecasted profits. The credit quality of the preference shares was considered to be high as the preference shares are not in default and the prospective forecasted profits of the counterparty suggests the preference shares will be recoverable when they become due and payable. The counterparty's cash flows generated from operating activities are assessed annually to determine whether the counterparty will be able to service its obligations as and when they become due and payable. Based on these factors, no credit loss allowance was recognised.

Fair value of preference shares

The fair value of preference shares approximated its carrying amount due to the coupon rate being market related.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

10. Deferred Tax

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Deferred tax liability				
Right-of-use assets	(2,646,579)	(3,013,681)	(1,358,327)	(1,442,029)
Licences	(81,000)	(81,000)	-	-
Total deferred tax liability	(2,727,579)	(3,094,681)	(1,358,327)	(1,442,029)
Deferred tax asset				
Credit losses allowances	8,439	147,317	-	-
Employee related accruals	476,073	193,621	388,364	84,117
Lease liabilities	2,033,210	2,800,862	579,158	943,222
Deferred tax balance from temporary differences other than unused tax losses	2,517,722	3,141,800	967,522	1,027,339
Tax losses available for set off against future taxable income	3,854,624	3,464,590	1,160,533	1,144,171
Total deferred tax asset	6,372,346	6,606,390	2,128,055	2,171,510
The deferred tax assets and the deferred tax liabilities have been disclosed on a net basis per company as follows:				
Deferred tax liability	(2,727,579)	(3,094,681)	(1,358,327)	(1,442,029)
Deferred tax asset	6,372,346	6,606,390	2,128,055	2,171,510
Total net deferred tax asset	3,644,767	3,511,709	769,728	729,481
Reconciliation of deferred tax asset / (liability)				
At beginning of year	3,511,709	3,552,899	729,481	714,815
Increases (decrease) in tax loss available for set off against future taxable income				
Taxable (deductible) temporary differences on:				
Lease liabilities	390,034	(112,503)	16,362	225,626
Prepayments	(767,652)	(774,219)	(364,063)	(526,718)
Licenses	-	178,650	-	-
Credit loss allowances	-	3,000	-	-
Employee related accruals	(138,878)	(8,823)	-	-
Right-of-use assets	282,452	4,464	304,247	12,452
	367,102	668,241	83,701	303,306
	3,644,767	3,511,709	769,728	729,481

Recognition of deferred tax asset

The deferred tax asset has been raised based on the assessment of the financial forecasts per entity by management that there will be future taxable profits against which the associated tax losses and deductible temporary differences can be utilised.

This forecast is based on the continued uptake in data centre services being provided by the Group, coupled with the continued uptake in inter-related networking and telecommunications services being provided. The Group has continued to decrease operating expenditure further in the current period as evidence from the Statement of Profit or Loss, the benefit of which will result in the utilisation of carried forward tax losses.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

11. Restricted cash

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Deposit guarantee on leased premises:				
Non-current	-	690,000	-	-
Current	690,000	-	-	-
	690,000	690,000	-	-

Credit risk

The restriction over cash and cash equivalents is against lease liabilities owing in relation to properties, and is held by a reputable, well-established financial institution. Interest on the restricted cash accrues to the company. The amount has been classified as current due to the related premises lease expiring within the following 12 months.

Fair value of restricted cash

The fair value of restricted cash approximates its carrying amount as it attracts a market related interest rate.

12. Inventories

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Routers and handsets	657,738	646,859	-	-

The cost of inventory recognised as an expense in cost of sales during the year was R902 842 (2023: R3 264 407). During the current year inventory of R55 959 (2023: R nil) was written off.

No inventory has been pledged as security.

13. Loans to group companies

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Subsidiaries				
Catalytic Connections (Pty) Ltd	-	-	13,614,834	14,061,638
Ultra DataCentre (Pty) Ltd	-	-	186,649	728,872
	-	-	13,801,483	14,790,510

The loans are unsecured, interest free and have no fixed terms of repayment.

Exposure to credit risk

Loans receivable inherently expose the Company to credit risk, being the risk that the Company will incur financial loss if counterparties fail to make payments as they fall due.

In determining the amount of expected credit losses, the Company took into account the financial position as well as the future prospects of the counterparty, which included forecasted profits. The credit quality of the loans receivable was considered to be high as there has been no default and repayment continues to occur. The counterparty's free cash flow from operations are assessed annually to conclude whether sufficient cash resources are available to continue making repayments regularly. As evidenced from the Groups cash flow from operating activities, which comprise mostly the operations of Catalytic Connections (Pty) Ltd, sufficient cashflow from operations are available to continue the repayment of the financial asset receivable. Based on these factors, no credit loss allowance was recognised.

The maximum exposure to credit risk is the gross carrying amount of the loans. The Company did not hold collateral or other credit enhancements against the loans.

Fair value of group loans receivable

The fair value of group loans receivable approximated their carrying amounts due to the short term nature thereof.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

14. Trade and other receivables

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Financial instruments at amortised cost:				
Trade receivables	2,526,173	6,425,077	-	-
Loss allowance	(41,676)	(436,494)	-	-
Trade receivables at amortised cost	2,484,497	5,988,583	-	-
Deposits	71,695	63,392	-	-
Accruals for revenue	376,786	493,854	-	-
Other receivables	8,889	-	-	-
Non-financial instruments:				
VAT	131,687	356,932	-	44,458
Prepayments	126,347	141,330	-	-
Total trade and other receivables	3,199,901	7,044,091	-	44,458

Financial instrument and non-financial instrument components of trade and other receivables

Figures in Rand	Group		Company	
	2024	2023	2024	2023
At amortised cost	2,941,867	6,545,829	-	-
Non-financial instruments	258,034	498,262	-	44,458
	3,199,901	7,044,091	-	44,458

Exposure to credit risk

Trade receivables and accruals for revenue inherently expose the Group to credit risk, being the risk that the Group will incur financial loss if customers fail to make payments as they fall due.

In order to mitigate the risk of financial loss from defaults, the Group deals with reputable customers with consistent payment histories. Sufficient deposits are also obtained when appropriate (refer note 21). Each customer is analysed individually for creditworthiness before terms and conditions are offered. Statistical credit scoring models are used to analyse customers. These models make use of information submitted by the customers as well as external bureau data (where available). Customer credit limits are in place and are reviewed and approved by credit management committees. The exposure to credit risk and the creditworthiness of customers, is continuously monitored. Based on the credit risk monitoring processes, a customer account is placed on hold should the customer be identified as having cash flow difficulties.

There have been no significant changes in the credit risk management policies and processes since the prior reporting period.

The customer base for retail trade is large and widespread, with a result that there is no specific significant concentration of credit risk from these remaining trade receivables.

The average credit period on trade receivables is 30 days (2023: 30). No interest is charged on outstanding trade receivables.

A loss allowance is recognised for all trade receivables and is monitored at the end of each reporting period. The provision matrix has been developed by making use of default experience over the past 12 to 18 months on trade receivables, but also incorporated forward looking information (namely the rising inflation rate and poor credit rating of South Africa) and general economic conditions of the industry as at the reporting date. In addition to the loss allowance, trade receivables are written off when there is no reasonable expectation of recovery, for example, when a debtor has been placed under liquidation. Trade receivables which have been written off may be subject to enforcement activities. The cumulative value of trade receivables written off in the current and prior years that were still subject to enforcement activities at year end was R1 101 689 (2023: R665 195).

The deposits and accruals for revenue were assessed for impairment and the amount was not considered to be material to the Group.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

The Group's historical credit loss experience does not show significantly different loss patterns for different customer segments. The provision for credit losses is therefore based on past due status without disaggregating into further risk profiles.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

14. Trade and other receivables (continued)

Group	2024 Estimated gross carrying amount at default	2024 Loss allowance (Lifetime expected credit loss)	2023 Estimated gross carrying amount at default	2023 Loss allowance (Lifetime expected credit loss)
Expected credit loss rate:				
Less than 30 days past due: 0.25% (2023: 0.29%)	2,227,489	(5,664)	5,201,691	(14,912)
31 - 60 days past due: 1.00% (2023: 10.00%)	226,766	(2,268)	864,918	(86,490)
61 - 90 days past due: 25.00% (2023: 88.00%)	36,091	(9,023)	194,796	(171,420)
more than 90 days past due: 69.00% (2023: 100.00%)	35,827	(24,721)	163,672	(163,672)
Total	2,526,173	(41,676)	6,425,077	(436,494)
Reconciliation of loss allowances				
The following table shows the movement in the loss allowance (lifetime expected credit losses) for trade receivables:				
Opening balance	(436,494)	(705,593)	-	-
Amounts written off as non-recoverable	436,494	665,195	-	-
Amounts recovered	-	(29,087)	-	-
Provision raised on new trade receivables	(41,676)	(367,009)	-	-
Closing balance	(41,676)	(436,494)	-	-

Fair value of trade and other receivables

The fair value of trade and other receivables approximates their carrying amounts due to the short term nature thereof.

15. Prepayments

Reconciliation of prepayments - 2023	Opening balance	Released to profit or loss	Closing balance
Prepaid licensing and support	674,740	(674,740)	-

16. Cash and cash equivalents

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Cash and cash equivalents consist of:				
Bank balances	4,486,994	2,311,676	3,847,909	1,396,486
Short-term deposits	829,737	66,969	-	-
	5,316,731	2,378,645	3,847,909	1,396,486

Credit quality of cash at bank and short term deposits, excluding cash on hand

Credit risk exposure arising on cash and cash equivalents is managed by the Group through dealing with well-established financial institutions with high credit ratings. The credit quality of cash at bank and short term deposits, excluding cash on hand that are neither past due nor impaired can be assessed by reference to external credit ratings (if available) or historical information about counterparty default rates:

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

16. Cash and cash equivalents (continued)

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Standard & Poor credit rating				
zaA-1+ (2023: zaA-1+)	5,313,976	2,373,291	3,847,979	1,396,486
BB- (2023: BB-)	2,755	5,354	-	-
	5,316,731	2,378,645	3,847,979	1,396,486

Fair value of cash and cash equivalents

The fair value of current cash and cash equivalents approximates their carrying amounts due to their short term nature.

17. Share capital

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Authorised				
500 000 000 Ordinary shares of R0.0001 each	50,000	50,000	50,000	50,000
Reconciliation of number of shares issued:				
Reported as at 01 July	56,744,800	55,089,508	57,482,830	55,759,670
Issue of shares – ordinary shares	-	1,723,160	-	1,723,160
	56,744,800	56,812,668	57,482,830	57,482,830
Shares purchased by subsidiary	(105,978)	(67,868)	-	-
	56,638,822	56,744,800	57,482,830	57,482,830

442,517,170 unissued ordinary shares are under the control of the Directors subject to the provisions of the Companies Act of South Africa and the JSE Listings Requirements.

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Issued				
Ordinary	5,698	5,698	5,698	5,698
Share premium	22,318,392	22,318,392	22,318,392	22,318,392
Share issue costs written off against share premium	(462,403)	(462,403)	(462,403)	(462,403)
Capital distribution of share premium	(5,460,000)	(5,460,000)	(5,460,000)	(5,460,000)
Treasury shares held by subsidiaries	(1,018,090)	(926,752)	-	-
	15,383,597	15,474,935	16,401,687	16,401,687

The Company issued an additional 1 723 160 shares in the prior year in final settlement of the initial purchase consideration payable for the acquisitions of Contineo Virtual Communications (Pty) Ltd and PerfectWorx Consulting (Pty) Ltd.

A subsidiary of the Company purchased 105 978 (2023: 67 868) shares in the Company for an average purchase price of 86.19 cents (2023: 113.02 cents) per share as part of the Group's share repurchase programme. These shares are being held as treasury shares, with 854 008 (2023: 738 030) shares held at year end.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

18. Shareholder analysis

Shareholder analysis as at 30 June 2024:

Shareholders holding more than 5% at year end	% Holding	No. of shareholders	No. of shares
Maison D'Obsession Trust (Chairman beneficial interest)	62.11	1	35,700,000
JM Voigt	14.98	1	8,611,006
LP Pieton	8.70	1	4,999,999
Public and non-public shareholders			
Directors and associates	78.20	3	44,953,234
Public and staff with no restrictions on dealings	20.31	890	11,675,588
	98.51	893	56,628,822
Treasury shares held by subsidiary	1.49	1	854,008
	100.00	894	57,482,830

19. Non-controlling interest

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Opening balance	-	-	-	-
Loss for the period	(118,382)	-	-	-
Non-controlling interest recognised in equity	(118,382)	-	-	-

On 1 April 2024 the Company converted 1,000 ordinary no-par value shares in Catalytic Connections (Pty) Ltd into 1,000 redeemable cumulative preferential shares for a total value of R25 912 792.

Simultaneously with the share conversion noted above, 70 ordinary no-par value shares were issued at a value of R1.00 per share (70%) to TeleMasters Holdings Limited. Subsequent thereto, 30 (30%) ordinary shares were issued by Catalytic Connections (Pty) Ltd to Sebenza Education and Empowerment Holdings (Pty) Ltd at a value of R1.00 per share.

The above conversion and subsequent issue of shares resulted in the Groups effective equity interest in Catalytic Connections (Pty) Ltd decreasing from 100% to 70% with effect from 31 March 2024.

The proceeds from the dilution of the equity interest was the nominal value of the ordinary shareholding issued.

20. Borrowings

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Held at amortised cost				
4Tek Finance (Pty) Ltd	761,138	-	-	-
JM Voigt	1,044,558	-	-	-
The Rental Company (Pty) Ltd	369,004	970,343	-	-
	2,174,700	970,343	-	-
Split between non-current and current portions				
Non-current liabilities	1,492,274	369,139	-	-
Current liabilities	682,426	601,204	-	-
	2,174,700	970,343	-	-

The borrowings related to contracts with The Rental Company (Pty) Ltd are for the acquisition of routers and handsets. The repayment periods vary between 24 and 60 months and the interest rate is between prime interest rate plus 6% and prime interest rate plus 10% (2023: prime interest rate plus 6% and prime interest rate plus 10%). The borrowings are repaid in monthly instalments of R38 793 (2023: R81 468).

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

20. Borrowings (continued)

The borrowings related to contracts with 4Tek Finance (Pty) Ltd are for the acquisition of routers and handsets. The repayment periods vary between 36 and 60 months and the interest rate is prime interest rate plus 5.35%. The borrowings are repaid in monthly instalments of R20 965.

The carrying value of the property, plant and equipment (note 4) serving as collateral for the loans from 4Tek Finance (Pty) Ltd and The Rental Company (Pty) Ltd was R1 309 627 (2023: R1 135 096).

The borrowings related to JM Voigt (Executive Director) are for IT Equipment. The repayment period is 36 months and the interest rate is prime plus 4.50%, which is considered to be market related at the same rate as 4Tek Finance (Pty) Ltd. The loan is unsecured. The borrowings are repayable over 36 months.

Refer to note 32 changes in liabilities arising from financing activities for details of the movement in the borrowings during the reporting period.

Fair value of borrowings

The fair value of borrowings approximates their carrying amounts due to the terms being market related.

21. Trade and other payables

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Financial instruments:				
Trade payables	3,687,519	4,954,761	12,877	37,257
Employee related payables	252,307	276,069	67,793	84,185
Accruals	541,775	401,943	4,395	-
Accrued leave pay	763,449	717,116	438,600	311,546
Accrual for directors fees	999,830	-	999,830	-
Deposits received	39,457	39,457	-	-
Non-financial instruments:				
VAT	108,292	358,183	4,072	-
	6,392,629	6,747,529	1,527,567	432,988

Financial instrument and non-financial instrument components of trade and other payables

At amortised cost	6,284,336	6,389,346	1,523,495	432,988
Non-financial instruments	108,292	358,183	4,072	-
	6,392,628	6,747,529	1,527,567	432,988

Fair value of trade and other payables

The fair value of trade and other payables approximates their carrying amounts due to the short term nature thereof.

22. Loans from group companies

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Subsidiaries				
Spice Telecom (Pty) Ltd	-	-	5,624,091	5,623,091
PerfectWorx Consulting (Pty) Ltd	-	-	3,608,994	2,175,568
Contineo Virtual Communications (Pty) Ltd	-	-	694,276	1,032,858
	-	-	9,927,361	8,831,517

The loans are unsecured, interest free and repayable on demand.

Refer to note 32 Changes in liabilities arising from financing activities for details of the movement in loans from group companies during the reporting period.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

22. Loans from group companies

Fair value of group loans payable

The fair value of group loans payable approximates their carrying amounts due to the short term nature thereof.

23. Revenue

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Revenue from contracts with customers				
Sale of goods	1,477,346	4,870,603	-	-
Rendering of services	58,385,965	59,292,879	5,667,000	7,954,032
	59,863,311	64,163,482	5,667,000	7,954,032

Disaggregation and timing of revenue from contracts with customers Group

2024	Catalytic & Contineo	PerfectWorx	Ultra DC	Total
Sale of goods				
Equipment sales - at a point in time	1,299,064	178,282	-	1,477,346
Rendering of services				
Airtime - over time	7,568,293	-	-	7,568,293
Connection fees - over time	36,620,369	-	-	36,620,369
Service fees - over time	10,281,962	1,411,640	2,503,701	14,197,303
	54,470,624	1,411,640	2,503,701	58,385,965
Total revenue from contracts with customers	55,769,688	1,589,922	2,503,701	59,863,311

2023	Catalytic & Contineo	PerfectWorx	Ultra DC	Total
Sale of goods				
Equipment sales - at a point in time	549,955	4,320,648	-	4,870,603
	549,955	4,320,648	-	4,870,603
Rendering of services				
Airtime - over time	10,279,864	-	-	10,279,864
Connection fees - over time	37,488,206	-	-	37,488,206
Service fees - over time	8,892,997	592,680	2,039,132	11,524,809
	56,661,067	592,680	2,039,132	59,292,879
Total revenue from contracts with customers	57,211,022	4,913,328	2,039,132	64,163,482

Refer to note 28 for segment reporting.

Company

Rendering of services

Service fees - over time	-	-	5,667,000	7,954,032
--------------------------	---	---	-----------	-----------

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

24. Operating profit (loss)

Operating profit for the year is stated after charging (crediting) the following, amongst others:

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Auditor's remuneration - external				
Audit fees	628,900	759,885	285,450	363,317
Audit fees - prior year	-	(115,750)	-	(115,750)
	628,900	644,135	285,450	247,567
Remuneration, other than to employees				
Consulting and professional services	4,517,268	2,926,936	353,391	269,155
Secretarial services	557,802	550,498	557,802	550,498
	5,075,070	3,477,434	911,193	819,653
Employee costs				
Salaries, wages, bonuses and other benefits	13,605,421	15,326,691	3,156,590	3,860,390
Retirement benefit plans: defined contribution expense	113,691	117,558	-	-
	13,719,112	15,444,249	3,156,590	3,860,390
Depreciation and amortisation				
Depreciation of property, plant and equipment (refer note 4)	2,388,729	2,996,031	150,293	650,599
Depreciation of right-of-use assets (refer note 5)	3,017,800	3,063,044	608,191	734,081
Amortisation of intangible assets (refer note 7)	114,919	355,238	97,657	234,008
	5,521,448	6,414,313	856,141	1,618,688
Losses (gains) on disposals, scrappings and settlements				
Property, plant and equipment	47,810	62,170	35,040	(57,392)
Movement in credit loss allowances				
Trade and other receivables	41,676	396,096	-	-
Fair value adjustments				
Contingent consideration	-	-	-	(131,372)
Foreign exchange losses (gains)				
Net foreign exchange losses	99,511	28,285	-	-

25. Investment income

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Interest income				
Investments in financial assets:				
Bank and other cash	330,233	184,351	263,818	139,005
Preference shares (refer note 9)	-	-	24,864,553	-
Overpayment of tax	-	9,352	-	-
Total interest income	330,233	193,703	25,128,371	139,005

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

26. Finance costs

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Lease liabilities	1,148,865	1,493,116	547,318	824,566
Borrowings	185,127	253,221	-	-
Other interest paid	95,283	13,870	-	-
Total finance costs	1,429,275	1,760,207	547,318	824,566

27. Taxation

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Major components of the tax (income) expense				
Current				
Local income tax - current period	216,656	249,829	-	-
Local income tax - prior year underprovision	(88,013)	-	-	-
	128,643	249,829	-	-
Deferred				
Originating and reversing temporary differences	(136,058)	41,190	(40,247)	(14,666)
	(7,415)	291,019	(40,247)	(14,666)
Reconciliation of the tax expense				
Reconciliation between accounting profit and tax expense.				
Accounting profit (loss)	225,943	707,025	24,661,134	(17,499)
Tax at the applicable tax rate of 27% (2023: 27%)	61,005	190,897	6,658,506	(4,725)
Tax effect of adjustments on taxable income				
Donations	12,034	-	-	-
Prior year underprovision	(88,013)	-	-	-
Income not taxable	(3,338)	(6,279)	-	-
Preference dividend not taxable	-	-	(6,713,429)	-
Fair value adjustment on contingent consideration	-	(35,470)	-	(35,470)
Tax rate change	-	138,818	-	25,529
Tax losses carried forward	-	3,053	-	-
Other	10,897	-	14,676	-
	(7,415)	291,019	(40,247)	(14,666)

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

28. Earnings per share Basic earnings reconciliation

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Earnings (loss) attributable to equity holders of the Company	351,740	416,006		
Basic earnings	351,740	416,006		
Headline earnings reconciliation				
Earnings attributable to ordinary shareholders	351,740	416,006		
Adjustments				
IAS 16 Loss on disposal of property, plant and equipment	47,180	62,170		
Taxation thereon	(12,739)	(16,786)		
Net adjustment	34,441	45,384		
Headline earnings	386,181	461,390		
Number of shares in issue	57,482,830	57,482,830		
Weighted average shares in issue	56,683,452	56,890,296		
Basic earnings per share (cents)	0.62	0.73		
Diluted earnings per share (cents)	0.62	0.73		
Headline earnings per share (cents)	0.68	0.81		
Diluted headline earnings per share (cents)	0.68	0.81		

29. Cash generated from operations

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Profit (loss) before taxation	225,943	707,025	24,661,134	(17,499)
Adjustments for:				
Depreciation and amortisation	5,521,448	6,414,313	856,141	1,618,688
Loss (profit) on disposal of property, plant and equipment	47,810	62,170	35,040	(57,392)
Interest income	(330,233)	(193,703)	(25,128,371)	(139,005)
Finance costs	1,429,275	1,760,207	547,318	824,566
Net movements in credit loss allowances	41,676	396,096	-	-
Fair value adjustment on contingent consideration	-	(131,372)	-	(131,372)
Other non-cash flow movements	4,245	-	4,245	2,096
Changes in working capital				
Inventories	(10,879)	370,596	-	-
Trade and other receivables	3,802,514	(3,137,879)	44,459	158,376
Prepayments	-	674,740	-	-
Trade and other payables	(351,930)	2,707,320	1,094,583	(102,832)
	10,379,869	9,629,513	2,114,549	2,155,626

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

30. Tax refunded (paid)

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Balance at beginning of the year	(28,097)	74,439	-	-
Current tax for the year recognised in profit or loss	(128,643)	(249,829)	-	-
Balance at end of the year	199,292	28,097	-	-
	42,552	(147,293)	-	-

31. Dividends paid

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Balance at beginning of the year	(146,445)	(367,216)	(146,445)	(367,216)
Dividends	(57,382)	(529,723)	(58,633)	(537,471)
Balance at end of the year	89,036	146,445	89,036	146,445
	(114,791)	(750,494)	(116,042)	(758,242)

32. Changes in liabilities arising from financing activities

Reconciliation of liabilities arising from financing activities - Group - 2024

	Opening balance	Lease adjustments	Total non-cash movements	Cash flows	Closing balance
Borrowings	970,343	-	-	1,204,357	2,174,700
Lease liabilities	10,373,563	50,342	50,342	(4,023,639)	6,400,266
Total liabilities from financing activities	11,343,906	50,342	50,342	(2,819,282)	8,574,966

Reconciliation of liabilities arising from financing activities - Group - 2023

	Opening balance	Lease additions	Issue of shares	Fair value adjustment	Total non-cash movements	Cash flows	Closing balance
Borrowings	1,724,694	-	-	-	-	(754,351)	970,343
Contingent consideration	1,528,755	-	(1,397,383)	(131,372)	(1,528,755)	-	-
Lease liabilities	13,816,653	699,199	-	-	699,199	(4,142,289)	10,373,563
Total liabilities from financing activities	17,070,102	699,199	(1,397,383)	(131,372)	(829,556)	(4,896,640)	11,343,906

Reconciliation of liabilities arising from financing activities - Company - 2024

	Opening balance	Cash flows	Closing balance
Lease liabilities	3,493,415	(1,348,385)	2,145,030
Loans from group companies	8,831,517	1,095,844	9,927,361
Total liabilities from financing activities	12,324,932	(252,541)	12,072,391

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

32. Changes in liabilities arising from financing activities (continued)

Reconciliation of liabilities arising from financing activities - Company - 2023

	Opening balance	Issue of shares	Fair value adjustment	Total non-cash movements	Cash flows	Closing balance
Contingent consideration	1,528,755	(1,397,383)	(131,372)	(1,528,755)	-	-
Lease liabilities	5,249,785	-	-	-	(1,756,370)	3,493,415
Loans from group companies	7,669,785	-	-	-	1,161,732	8,831,517
Total liabilities from financing activities	14,448,325	(1,397,383)	(131,372)	(1,528,755)	(594,638)	12,324,932

33. Litigation

The Group continues to pursue litigation and attendant matters in respect of a bad debt of R3.1 million written off in previous years.

Other than above there are currently no legal or related proceedings against the Group, of which the Board is aware, which may have or have had in the 12 months preceding the date of this report, a material effect on the consolidated position of the Group.

34. Related parties

Relationships

Executive directors

JM Voigt
BR Topham

Non-executive directors

MB Pretorius
M Moela
MJ Krastanov

Related parties in which key management and / or non-executive directors have a beneficial interest:

MB Pretorius

Zero Plus Trading 194 (Pty) Ltd
Spero Sensors and Instruments (Pty) Ltd

A Voigt (spouse of a Director)

Level This CC

M Krastanov

AcaciaCap Advisors (Pty) Ltd

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

34. Related parties

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Related party balances				
Loan amounts owing by (to) related parties*				
JM Voigt *	(1,044,558)	-	-	-
Ultra DataCentre (Pty) Ltd **	-	-	186,649	728,872
Catalytic Connections (Pty) Ltd **	-	-	13,614,834	14,061,638
Spice Telecom (Pty) Ltd *	-	-	(5,624,091)	(5,623,091)
Contineo Virtual Communications (Pty) Ltd *	-	-	(694,276)	(1,032,858)
PerfectWorx Consulting (Pty) Ltd *	-	-	(3,608,994)	(2,175,568)
* Refer to note 22 for loan terms				
** Refer to note 13 for loan terms				
Amounts included in Trade receivables regarding related parties				
Spero Sensors and Instruments (Pty) Ltd	-	1,131,246	-	-
Amounts included in Trade payables regarding related parties				
Level This CC	(129,342)	(129,342)	-	-
Preference shares				
Catalytic Connections (Pty) Ltd	-	-	26,664,553	-

Figures in Rand	Group		Company	
	2024	2023	2024	2023
Related party transactions				
Sales to related parties				
Spero Sensors and Instruments (Pty) Ltd	-	(1,616,698)	-	-
Services rendered to related parties				
Catalytic Connections (Pty) Ltd	-	-	(3,469,954)	(6,264,032)
Contineo Virtual Communications (Pty) Ltd	-	-	(496,297)	(1,210,000)
PerfectWorx Consulting (Pty) Ltd	-	-	(360,349)	(480,000)
Ultra DataCentre (Pty) Ltd	-	-	(1,340,500)	-
Consulting fees paid to other related parties				
Level This CC	1,860,000	1,860,000	-	-
AcaciaCap Advisors (Pty) Ltd	235,650	224,700	235,650	224,700
Zero Plus Trading 194 (Pty) Ltd	292,000	379,390	292,000	379,390
Investment in ordinary shares converted to preference shares				
Catalytic Connections (Pty) Ltd (refer notes 9 & 25)	-	-	25,912,792	-
Preference dividend received from related parties				
Catalytic Connections (Pty) Ltd (refer note 25)	-	-	750,761	-
Purchase of shares				
Catalytic Connections (Pty) Ltd	-	-	70	-
Value of shares issued				
JM Voigt	-	875,511	-	875,511

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

35. Directors' emoluments Executive

2024

Directors' emoluments	Emoluments
JM Voigt	1,608,314
BR Topham	249,000
	1,857,314

2023

Directors' emoluments	Emoluments
JM Voigt	1,514,185
JL Roos	923,240
	2,437,425

Non-executive 2024

Directors' emoluments	Fees for services as director
MB Pretorius	399,996
MJ Krastanov	193,667
DJ Bate	186,750
WF Steinberg	186,750
M Tappan	186,750
	1,153,913

2023

Directors' emoluments	Fees for services as director
MB Pretorius	399,996
DJ Bate	249,000
WF Steinberg	249,000
M Tappan	249,000
T Smith	249,000
	1,395,996

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

36. Financial instruments and risk management

Categories of financial instruments

Categories of financial assets

	Note(s)	Amortised cost	Fair value
Group - 2024			
Restricted cash	11	690,000	690,000
Trade and other receivables	14	2,941,867	2,941,867
Cash and cash equivalents	16	5,316,731	5,316,731
		8,948,598	8,948,598
Group - 2023			
Restricted cash	11	690,000	690,000
Trade and other receivables	14	6,545,829	6,545,829
Cash and cash equivalents	16	2,378,645	2,378,645
		9,614,474	9,614,474
Company - 2024			
Investment in preference shares	9	26,664,553	26,664,553
Loans to group companies	13	13,801,483	13,801,483
Cash and cash equivalents	16	3,847,909	3,847,909
		44,313,945	44,313,945
Company - 2023			
Loans to group companies	13	14,790,510	14,790,510
Cash and cash equivalents	16	1,396,486	1,396,486
		16,186,996	16,186,996

Categories of financial liabilities

	Note(s)	Amortised cost	Leases	Total	Fair value
Group - 2024					
Trade and other payables	21	6,284,336	-	6,284,336	6,284,336
Borrowings	20	2,174,700	-	2,174,700	2,174,700
Lease liabilities	5	-	6,400,266	6,400,266	6,400,266
Dividend payable		89,036	-	89,036	89,036
		8,548,072	6,400,266	14,948,338	14,948,338
Group - 2023					
Trade and other payables	21	6,386,339	-	6,386,339	6,386,339
Borrowings	20	970,343	-	970,343	970,343
Lease liabilities	5	-	10,373,563	10,373,563	10,373,563
Dividend payable		146,445	-	146,445	146,445
		7,503,127	10,373,563	17,876,690	17,876,690

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

36. Financial instruments and risk management

Categories of financial liabilities

	Note(s)	Amortised cost	Leases	Total	Fair value
Company - 2024					
Trade and other payables	21	1,523,495	-	1,523,495	1,523,495
Loans from group companies	22	9,927,361	-	9,927,361	9,927,361
Lease liabilities	5	-	2,145,030	2,145,030	2,145,030
Dividend payable		89,036	-	89,036	89,036
		11,539,892	2,145,030	13,684,922	13,684,922
Company - 2023					
Trade and other payables	21	432,988	-	432,988	432,988
Loans from group companies	22	8,831,517	-	8,831,517	8,831,517
Lease liabilities	5	-	3,493,415	3,493,415	3,493,415
Dividend payable		146,445	-	146,445	146,445
		9,410,950	3,493,415	12,904,365	12,904,365

Capital risk management

The Group's capital structure consists of cash and cash equivalents, restricted cash and equity attributable to equity holders of the Group which comprises issued share capital, share premium and accumulated earnings. The Group's capital management objective is to achieve an effective weighted average cost of capital while continuing to safeguard the Group's ability to meet its liquidity requirements, repay borrowings as they fall due and continue as a going concern, whilst concurrently ensuring that at all times its credit worthiness is considered to be at least investment grade. Management reviews the capital structure, analyses interest rate exposure and reevaluates treasury management strategies in the context of economic conditions and forecasts regularly. This could lead to an adjustment to the dividend yield and/or an issue or repurchase of shares.

This policy is consistent with that of the comparative period. The Group is not subject to any external capital requirements.

Financial risk management

Financial instrument risk exposure and management

Other than the creation of the preference share investment, there have been no substantive changes to the Group and Company exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note. Information disclosed has not been disaggregated as the financial instruments used by the Group share the same economic characteristics and market conditions.

Risk management is carried out by management under policies approved by the Board. The Board provides principles for overall risk management, as well as policies covering specific areas, such as interest rate risk and credit risk. The directors monitor their collections from the Group's receivables, movement in prime lending rates and the risks that the Group is exposed to based on current market conditions, on a monthly basis.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

36. Financial instruments and risk management

The principal financial instruments used by the Group and Company, from which financial risk arises, are as follows:

- Restricted cash;
- Investment in preference shares;
- Trade and other receivables;
- Loans to group companies
- Cash and cash equivalents;
- Trade and other payables;
- Loans from group companies;
- Borrowings;
- Lease liabilities; and
- Dividends payable.

The Group is currently exposed to credit risk, liquidity risk and interest rate risk (which comprises cash flow interest rate risk).

The main purpose of financial liabilities is to raise finance to fund the acquisition of plant and equipment and intangible assets, working capital and future acquisitions.

Procedures for avoiding excessive concentration of risk include:

Credit risk

- Maintaining a wide customer base;
- Continually looking for opportunities to expand the customer base;
- Reviewing current developments in technology in order to identify any product line which may increase margins in the future;
- Subjecting all customers to a credit verification procedure before agreements are entered into;
- Reviewing the trade debtors' age analysis weekly with the intention of minimising the Group's exposure to bad debts; and
- Reviewing the financial performance and profit forecasts for related counterparties.

Liquidity risk

- Maintaining cash balances;
- Effecting necessary price increases as and when required; and
- Reviewing the Group's bank accounts daily and transferring excess funds from the main current account to other facilities in order to increase the interest earnings to the Group.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The Group is exposed to credit risk on restricted cash (note 11), preference shares (note 9), loans to related parties (note 13), trade and other receivables (note 14) and cash and cash equivalents (note 16). The management of credit risk exposure is detailed in the individual notes.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

36. Financial instruments and risk management

The maximum exposure to credit risk is presented in the table below:

	Note	2024			2023		
		Gross carrying amount	Credit loss allowance	Amortised cost	Gross carrying amount	Credit loss allowance	Amortised cost
Group							
Restricted cash	11	690,000	-	690,000	690,000	-	690,000
Trade and other receivables	14	2,983,543	(41,676)	2,941,867	6,982,323	(436,494)	6,545,829
Cash and cash equivalents	16	5,316,731	-	5,316,731	2,378,645	-	2,378,645
		8,990,274	(41,676)	8,948,598	10,050,968	(436,494)	9,614,474
Company							
Loans to group companies	13	13,801,483	-	13,801,483	14,790,510	-	14,790,510
Investment in preference shares	9	35,100,578	-	35,100,578	-	-	-
Cash and cash equivalents	16	3,847,909	-	3,847,909	1,396,486	-	1,396,486
		52,749,970	-	52,749,970	16,186,996	-	16,186,996

Liquidity risk

The Group is exposed to liquidity risk, which is the risk that the Group will encounter difficulties in meeting its obligations as they become due.

The Group manages its liquidity risk by effectively managing its working capital, capital expenditure and cash flows. The financing requirements are met through cash generated from operations and shareholder funding when required. Deposits are held with reputable financial institutions. The management of liquidity risk is also achieved by monitoring the economy to ensure that necessary price increases are effected. There have been no defaults or breaches on trade payables during the course of the financial year.

The maturity profile of contractual cash flows are presented in the following table. The cash flows are undiscounted contractual amounts.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

36. Financial instruments and risk management

Group - 2024

	Note	Less than 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	Total	Carrying amount
Non-current liabilities								
Borrowings	20	-	794,211	713,590	195,878	151,657	1,855,336	1,492,274
Lease liabilities	5	-	1,383,312	690,243	724,755	774,646	3,572,956	2,945,745
Current liabilities								
Trade and other payables	21	6,284,336	-	-	-	-	6,284,336	6,284,336
Borrowings	20	986,698	-	-	-	-	986,698	682,426
Lease liabilities	5	4,086,088	-	-	-	-	4,086,088	3,454,521
Dividend payable		89,039	-	-	-	-	89,039	89,039
		12,446,786	2,177,523	1,403,833	920,633	926,303	16,874,453	14,948,341

Group - 2023

	Note	Less than 1 year	1 to 2 years	2 to 3 years	3 to 4 years	4 to 5 years	Over 5 years	Total	Carrying amount
Non-current liabilities									
Borrowings	20	-	58,990	251,630	116,666	-	-	427,286	369,139
Lease liabilities	5	-	4,074,843	1,367,295	670,763	705,445	758,128	7,576,474	6,342,190
Current liabilities									
Trade and other payables	21	6,389,346	-	-	-	-	-	6,389,346	6,389,346
Borrowings	20	730,084	-	-	-	-	-	730,084	601,204
Lease liabilities	5	5,180,911	-	-	-	-	-	5,180,911	4,031,373
Dividend payable		146,445	-	-	-	-	-	146,445	146,445
		12,446,786	4,133,833	1,618,925	787,429	705,445	758,128	20,450,546	17,879,697

Company - 2024

		Less than 1 year	1 to 2 years	Total	Carrying amount
Non-current liabilities					
Lease liabilities	5	-	725,937	725,937	692,235
Current liabilities					
Trade and other payables	21	1,523,495	-	1,523,495	1,523,495
Loans from group companies	22	9,927,361	-	9,927,361	9,927,361
Lease liabilities	5	1,742,249	-	1,742,249	1,452,795
Dividend payable		89,036	-	89,036	89,036
		10,895,641	725,937	14,008,078	13,684,922

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

36. Financial instruments and risk management

Company - 2023

		Less than 1 year	1 to 2 years	2 to 3 years	Total	Carrying amount
Non-current liabilities						
Lease liabilities	5	-	1,750,813	729,505	2,480,318	2,149,022
Current liabilities						
Trade and other payables	21	432,988	-	-	432,988	432,988
Loans from group companies	22	8,831,517	-	-	8,831,517	8,831,917
Lease liabilities	5	1,902,968	-	-	1,902,968	1,344,393
Dividend payable		146,445	-	-	146,445	146,445
		19,145,191	1,750,813	729,505	13,794,236	12,904,765

Interest rate risk

The Group policy with regards to financial assets, is to invest cash at floating rates of interest and to maintain cash reserves in short-term investments in order to maintain liquidity, while also achieving a satisfactory return for shareholders.

There have been no significant changes in the interest rate risk management policies and processes since the prior reporting period.

Interest rate profile

The interest rate profile of interest bearing financial instruments at the end of the reporting period was as follows:

Group	Note	Average effective interest rate		Carrying amount	
		2024	2023	2024	2023
Assets					
Restricted cash	11	5.25%-6.23%	5.25%-6.23%	690,000	690,000
Cash and cash equivalents	16	5.25%-6.23%	5.25%-6.23%	5,316,731	2,378,645
				6,006,731	3,068,645
Liabilities					
Borrowings	20	16.25%-21.75%	18.25%-20.45%	(2,174,700)	(970,343)
Lease liabilities		8.75%-21.75%	8.75%-20.45%	(6,400,266)	(10,373,563)
				(8,574,966)	(11,343,906)
				(2,568,235)	(8,275,261)

Company	Note	Average effective interest rate		Carrying amount	
		2024	2023	2024	2023
Assets					
Investment in preference shares	9	11.75 %	- %	26,664,553	-
Cash and cash equivalents	16	5.25%-6.23%	5.25%-6.23%	3,847,909	1,396,486
				30,512,462	1,396,486
Liabilities					
Lease liabilities	5	21.75%	21.75%	(2,145,030)	(3,493,415)
				28,367,432	(2,096,929)

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

36. Financial instruments and risk management

Interest rate sensitivity analysis

The following sensitivity analysis has been prepared using a sensitivity rate which is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. All other variables remain constant. The sensitivity analysis includes only financial instruments exposed to interest rate risk which were recognised at the reporting date.

Group

At 30 June 2024, if the prime interest rate had been 1.50% per annum (2023: 1.50%) higher or lower during the period, with all other variables held constant, profit or loss for the year would have been R28 122 (2023: R60 409) lower or higher.

Company

At 30 June 2024, if the prime interest rate had been 1.50% per annum higher or lower during the period, with all other variables held constant, profit or loss for the year would have been R310 623 higher or lower.

At 30 June 2023, if the prime interest rate had been 1.50% per annum higher or lower during the period, with all other variables held constant, profit or loss for the year would have been R22 961 lower or higher.

37. Going concern

The directors have evaluated the Group's solvency and liquidity position and draw attention to the fact that as at 30 June 2024, the Group's current liabilities exceeded its current assets by R953 534 (2022: R1 485 053).

The Directors believe that the Group has adequate financial resources to continue in operation for the foreseeable future and accordingly the Consolidated Annual Financial Statements have been prepared on a going concern basis. The Directors have satisfied themselves that the Group is in a sound financial position and that it has access to sufficient resources to meet its foreseeable cash requirements.

The Directors are not aware of any new material changes that may adversely impact the Group. The Directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the Group.

38. Events after the reporting period

Other than that disclosed below, the Directors are unaware of any significant adjusting or disclosable events that have occurred between the end of the financial year and the date of this report that may materially affect the Group's results for the year under review or its financial position as at 30 June 2024:

- Dividend number 64 of 0.1 cents per share was declared on 3 July 2024 and paid to all shareholders recorded in the share register of the Company at the close of business on 26 July 2024.
- Mr. Miller Moela has been appointed to the Board of the Company as an Independent Non-executive Director with effect from 1 July 2024.

39. Segment reporting

The reportable segments reflect the operating model of the Group and is consistent with the way the business is managed and reported on by the CODM.

Management monitors the operating results of its business units separately for the purpose of resource allocation and performance assessment. Monthly management meetings are held to evaluate the individual segment performance. The CODM does not monitor assets and liabilities by segment.

Catalytic Connections (Pty) Ltd ("Catalytic Connections") is a diversified ICT managed solutions provider to medium and small enterprises through a comprehensive suite of products and services focused on digital connectivity, cloud communications, cloud services and cloud security.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

39. Segment reporting

Contineo Virtual Communications (Pty) Ltd (“Contineo”) operates a Next Generation Unified Communications (“UC”) platform based on Cisco BroadSoft technology. The platform enables customers to migrate all their voice and UC traffic into the cloud and transformed Contineo from a traditional wholesale reseller of voice minutes into the largest independent wholesaler supplier of the Cisco BroadSoft communications platform in South Africa.

PerfectWorx Consulting (Pty) Ltd (“PerfectWorx”) is a niche network systems integrator that builds and operates networks for or with customers, supplies technology to build networks or provides specific solutions for customer’s network requirements. It enjoys key technology partnerships with Cisco Meraki, Fortinet, Oracle, exaware, Sonus and Juniper Networks, among others.

Ultra Data Centre (Pty) Ltd (“Ultra DC”) built and operates a data centre located outside of Pretoria. This data centre is a vendor & carrier neutral facility that features several unique data centre capabilities including smart rack infrastructure, ultra- secure physical environment, and connectivity vendor redundancy. Due to its location just outside the principal jurisdictions of many other data centres, it specializes in ultra-secure disaster recovery capabilities but also functions as a primary data centre for clients. Unique among data centres, it has massive and scalable utility power availability. The building is extremely physically secure with national key point (bunker type) construction. It has significant white space scalable on demand.

The Group’s reporting segments are: Catalytic & Contineo; PerfectWorx; Ultra DC and Corporate. Catalytic & Contineo are managed and reported on as a single business unit due to the interdependencies between the entities.

2024	Catalytic & Contineo	PerfectWorx	Ultra DC	Corporate	Consolidation	Total
Revenue[^]						
Revenue - external	55,769,688	1,589,922	2,503,701	-	-	59,863,311
Revenue - internal	7,132,247	4,952,542	1,813,333	5,667,000	(19,565,122)	-
	62,901,935	6,542,464	4,317,034	5,667,000	(19,565,122)	59,863,311
EBITDA*	3,850,172	605,389	1,111,615	840,152	439,106	6,846,434
Adjusted for:						
Depreciation and amortisation	(4,114,375)	(20,752)	(530,180)	(856,141)	-	(5,521,448)
Investment income	66,415	-	-	25,128,371	(24,864,553)	330,233
Finance costs	(1,306,743)	-	(325,976)	(547,318)	750,761	(1,429,276)
Net profit (loss) before tax	(1,504,531)	584,637	255,459	24,565,064	(23,674,686)	225,943
Total assets	16,603,086	4,671,956	2,770,037	77,208,454	(48,471,984)	52,781,549
Total liabilities	47,069,405	1,995,219	2,881,925	13,688,994	(50,353,466)	15,282,077

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024 (CONTINUED)

39. Segment reporting

2023	Catalytic & Contineo	PerfectWorx	Ultra DC	Corporate	Consolidation	Total
Revenue[^]						
Revenue - external	57,211,022	4,913,328	2,039,132	-	-	64,163,482
Revenue - internal	8,095,720	4,014,002	1,552,153	7,954,032	(21,615,907)	-
	65,306,742	8,927,330	3,591,285	7,954,032	(21,615,907)	64,163,482
EBITDA*	4,450,327	363,455	1,645,677	2,236,132	(7,749)	8,687,842
Adjusted for:						
Depreciation and amortisation	(4,327,073)	(7,575)	(498,161)	(1,581,504)	-	(6,414,313)
Investment income	54,698	-	-	139,005	-	193,703
Finance costs	(753,677)	-	(180,507)	(826,023)	-	(1,760,207)
Net profit (loss) before tax	(575,725)	355,880	967,009	(32,390)	(7,749)	707,025
Total assets	19,535,415	4,835,630	3,332,321	51,783,391	(23,740,144)	55,746,613
Total liabilities	22,775,412	2,585,677	3,641,444	12,904,354	(23,575,108)	18,331,779


* Earnings before interest, tax, depreciation and amortisation


[^] Refer to note 23 for disaggregation of revenue.


No single customer comprised more than 10% of the Group's revenues in the current and prior year. There were no non-current assets belonging to the Group that are domiciled outside of South Africa in the current and prior year. There was no revenue from foreign countries in the current and prior year.




TELE MASTERS HOLDINGS

 **Tell:** 087 945 0000

 **E-mail:** Shareholders@masters.co.za

 **Web:** www.telemasters.co.za

 **Address:**

Building 2 ATT House,
Ground Floor, Maxwell Office Park,
Magwa Crescent West, Waterfall City,
South Africa