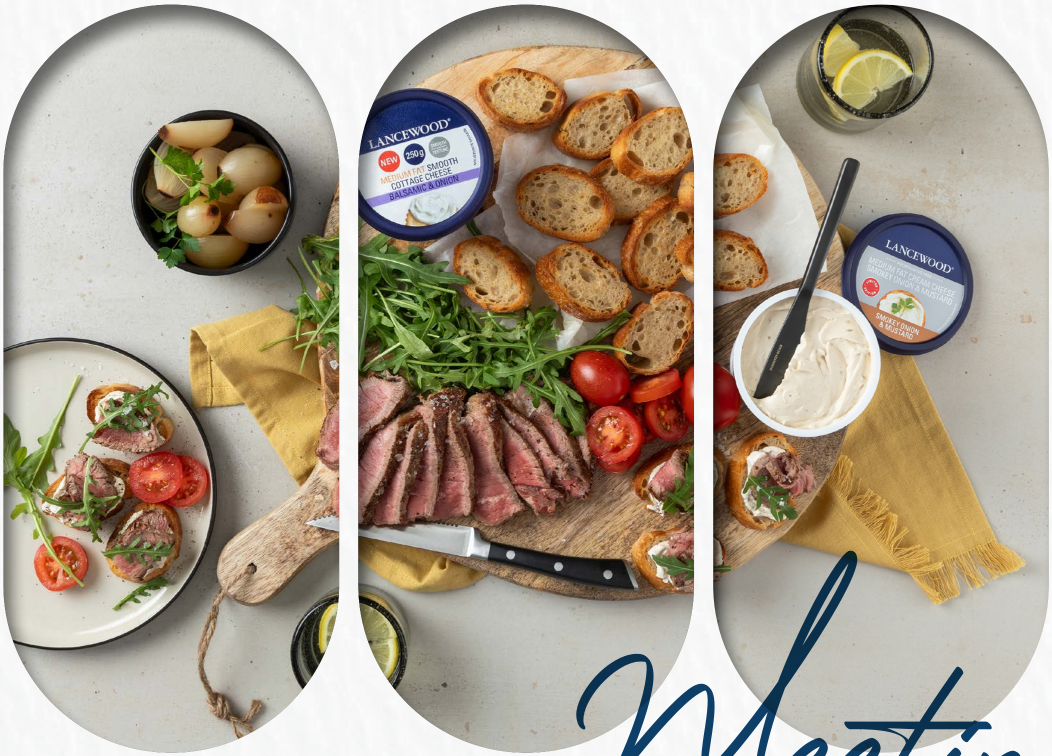
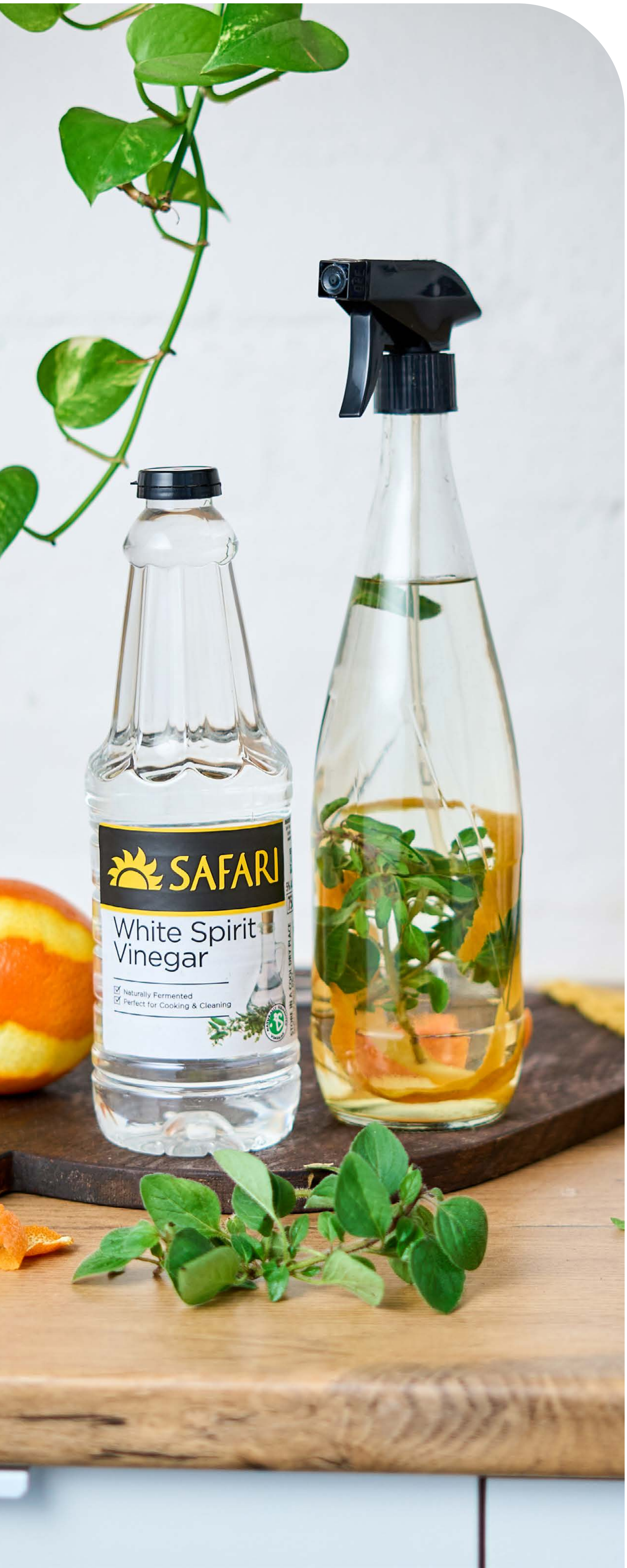
LIBSTAR



Notice of Annual General Meeting

For the year ended 31 December 2024

QUALITY **BRANDS** GREAT **FOOD** SPECIAL **MOMENTS**


SAFARI
White Spirit
Vinegar
Naturally Fermented
Perfect for Cooking & Cleaning

Contents

LIBSTAR HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 2014/032444/06)
("**Company**")

Dear *shareholder*

Notice of publication of Libstar's notice of Annual General Meeting for the financial year ended 31 December 2024 ("AGM")

Please find enclosed the notice of Annual General Meeting of Libstar Holdings Limited, to be held on Friday, 30 May 2025 through electronic communication.

This notice of AGM which includes the audited Consolidated Annual Financial Statements was distributed to the registered shareholders of the Company through electronic communication only.

The AGM of Libstar will be held through electronic communication at 10:00 on Friday, 30 May 2025. Shareholders wishing to participate will need to register before 10:00 on Wednesday, 28 May 2025. A "registration to participate" form and a "virtual meeting guide for shareholders" are included as Annexures D and E in the notice of the AGM.

In accordance with section 31(1) of the Companies Act, No 71 of 2008, as amended shareholders are notified that the Libstar Holdings Limited 2024 Integrated Annual Report is available on the Libstar website (www.libstar.co.za/investors/ results-centre) from Thursday, 17 April 2025. Should shareholders wish to receive a printed copy of the 2024 Integrated Annual Report or the Audited Annual Financial Statements, they may request these from the Company Secretary at compsecretary@libstar.co.za.

The Company has retained the services of The Meeting Specialist (Pty) Ltd ("TMS") to host the AGM on an interactive electronic platform to facilitate remote participation and voting by shareholders. TMS will also act as scrutineer.

We request that shareholders send their proxies to TMS at proxy@tmsmeetings.co.za by no later than 10:00 on Wednesday, 28 May 2025 to allow time for the tallying of votes and completion of the administrative processes relating to the meeting. Forms of proxy submitted on the day of the AGM must be emailed to TMS at proxy@tmsmeetings.co.za prior to the commencement of the AGM, before any proxy seeks to exercise any right granted to it.

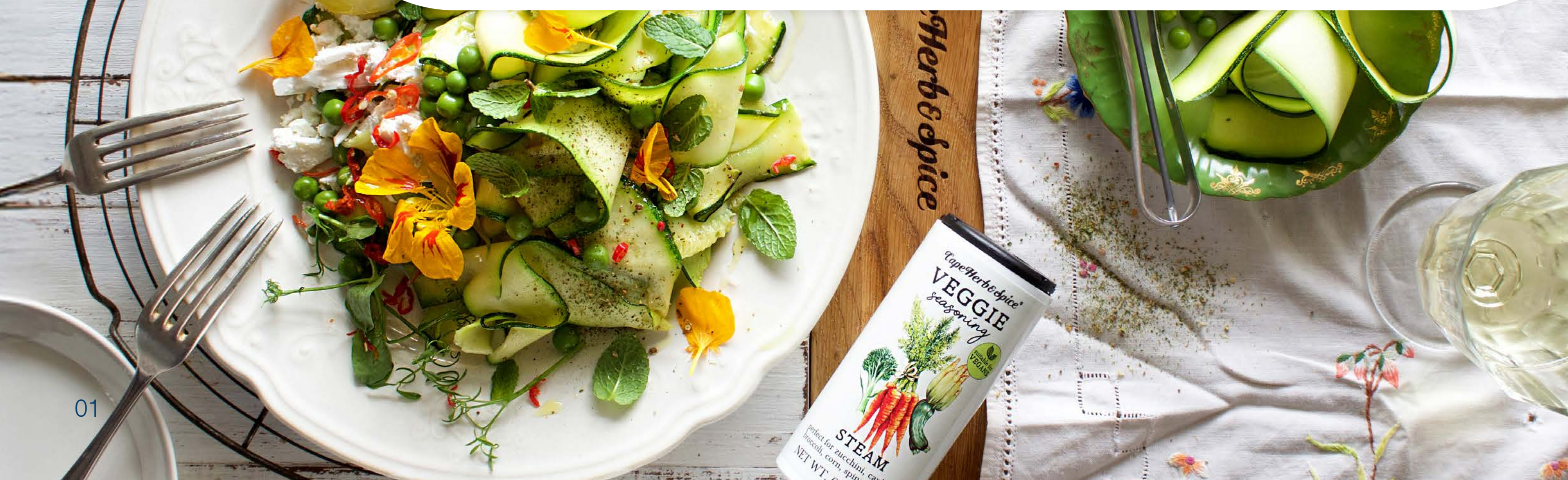
Further details for the form of proxy submission are contained in point 7 on page 3 and in Annexure C on page 12 of this Notice of AGM.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own name" registration, should contact their Central Securities Depository Participant ("CSDP") or broker in the manner and time stipulated in their agreement with their CSDP or Broker:

- to furnish them with their voting instructions; and
- in the event that they wish to participate in the meeting, to obtain the necessary authority to do so.

Ntokozo Makomba
Company secretary

17 April 2025



LIBSTAR HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 2014/032444/06)
(“**Company**”)

Notice to the *shareholders* of the Annual General Meeting of the Company

1 Notice

1.1 Notice is hereby given to the shareholders that the Annual General Meeting (“**AGM**”) of Libstar Holdings Limited (“**the Company**” or “**Libstar**”) in respect of the financial year ended 31 December 2024 will be held at **10:00 on Friday, 30 May 2025, entirely through electronic communication** as permitted by the Companies Act, 71 of 2008, as amended (“Companies Act”) and the Company’s Memorandum of Incorporation (“MoI”).

1.2 Shareholders will need to register by **10:00** on **Wednesday, 28 May 2025** to attend and participate in the AGM. Details to register are explained under point 4 and on the “Registration form to participate”, marked as **Annexure D,** on page 13 “A virtual meeting guide for shareholders” is included as **Annexure E** on page 14.

1.3 The purpose of this AGM is to:

1.3.1 present the Audited Annual Financial Statements of the Company and its subsidiaries for the year ended 31 December 2024, the directors’ report and the Group audit committee report in accordance with section 30(3)(d) and section 61(8)(a) of the Companies Act;

1.3.2 consider and approve certain matters required to be dealt with at an AGM in respect of the Company’s MoI, the Companies Act, and the JSE Listings Requirements. Such matters are set out in the ordinary and special resolutions under the meeting agenda on page 4 to 9. Shareholders will be required to consider and, if deemed fit, pass such resolutions, with or without modification; and

1.3.3 consider any other matters raised by the shareholders.

2 Reports available online

The following documents are available online at **www.libstar.co.za** and were distributed via electronic communication to all the registered shareholders of the Company:

- Notice of AGM 2024*, which includes the audited Consolidated Annual Financial Statements;
- Libstar Holdings Limited Separate Annual Financial Statements for the year ended 31 December 2024.
- Integrated Annual Report 2024 which includes:
  - The Social, ethics and transformation Committee Report 2024, as required in terms of The Companies Act, as amended by the Companies Amendment Act 16 of 2024;
  - Remuneration Review 2024; and
- Libstar’s B-BBEE Certificate, and B-BBEE Compliance Report (available online only).

3 Record dates

1. The date for the purpose of determining which shareholders are entitled to receive this Notice of AGM is **Friday, 11 April 2025.**
2. Last date for shareholders to trade, participate and vote at the meeting is **Tuesday, 20 May 2025.**
3. Shareholders entitled to participate and vote at the meeting are those registered in the Libstar securities register as at **Friday, 23 May 2025**.
4. To allow time for the tallying of votes and completion of the administrative processes relating to the meeting, the last date for lodging proxy forms electronically is at **10:00 on Wednesday, 28 May 2025.** (Any proxy forms not received by this time can still be submitted prior to the commencement of the AGM)
5. In the interest of logistical arrangements and verification, the last date to register to attend and participate in the AGM is at **10:00 on Wednesday, 28 May 2025.**

   This will not in any way affect the rights of shareholders to register for participation in the AGM after this date nor to vote at the AGM, if fully verified and registered at its commencement.

* Reference to 2024 means the financial year-end dated 31 December 2024.

Notice to the shareholders of the Annual General Meeting of the Company continued

4 Electronic participation

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own name" registration, should contact their Central Securities Depository Participant ("CSDP") or
Broker in the manner and time stipulated in their agreement with their CSDP or Broker:

- to furnish them with their voting instructions; and
- in the event that they wish to participate in the meeting, to obtain the necessary authority to do so.

The Company has retained the services of The Meeting Specialist (Pty) Ltd ("TMS") to host the AGM on an interactive electronic platform to facilitate remote participation and voting by shareholders. TMS will also act as scrutineer.

Shareholders who intend to participate in the virtual meeting and who wish to vote at the meeting are required to contact TMS at **proxy@tmsmeetings.co.za** by submitting the completed registration form, attached hereto as **Annexure D** on page 13 as soon as possible, but no later than **10:00 on Wednesday, 28 May 2025. Shareholders who wish to attend the virtual meeting should instruct their CSDP or broker to issue them with the necessary letter of representation to attend the meeting as stipulated in the agreement with their custodians**.

A virtual meeting guide for shareholders is included in this notice of AGM as **Annexure E** (page 14).

Although the electronic platform provides for voting during the meeting, shareholders are strongly encouraged to submit their votes by proxy prior to the meeting to TMS at proxy@tmsmeetings.co.za.

5 Identification

In terms of section 63(1) of the Companies Act, any person attending or participating in an AGM must present reasonably satisfactory identification. Upon receiving the registration form, TMS will follow a verification process to be reasonably satisfied that the right of any person to participate in and vote (whether as a shareholder or as proxy for a shareholder) has been verified.

TMS will request certain particulars from shareholders when receiving the registration form to comply with this verification process and the following identification will be required:

- if the shareholder is an individual, a certified copy of his/her identity document and/or passport and/or driver's license;
- if the shareholder is not an individual, a certified copy of a resolution by the relevant entity to represent the entity, and a certified copy of the identity documents and/or passports of the persons who passed the relevant resolution. This resolution must set out who from the relevant entity is authorised to represent the relevant entity at the AGM via electronic communication;
- a valid email address and/or mobile telephone number.

6 Voting

6.1 In terms of clause 25.1 of the MoI, as read with section 65(7) of the Companies Act, for an ordinary resolution to be approved by the shareholders, it must be supported by more than 50% of the voting rights exercised on the resolution;

6.2 In terms of clause 25.2 of the MoI, as read with section 65(9) of the Companies Act, for a special resolution to be approved by the shareholders, it must be supported by the holders of at least 75% of the voting rights exercised on the resolution.

7 Proxies

7.1 In terms of section 62(3)(e) of the Companies Act and clause 24 of the MoI, shareholders are hereby notified that:

7.1.1 each shareholder entitled to attend and vote at the AGM is entitled to appoint one (or two or more proxies concurrently) to participate in, speak and vote at the AGM in place of the shareholder; and

7.1.2 such proxy needs not be a shareholder.

7.2 Shareholders who are unable to attend the AGM, but who wish to be represented at the meeting, are required to complete and return the form of proxy attached hereto as **Annexure B** on page 11 to **proxy@tmsmeetings.co.za**, by no later than **10:00** on **Wednesday, 28 May 2025**. Any proxy forms not received by this time can still be submitted to **proxy@tmsmeetings.co.za** prior to the commencement of the meeting.

7.3 If you are the beneficial shareholder and not the registered shareholder:

7.3.1 and wish to attend the meeting, you must obtain the necessary letter of authority to represent the registered shareholder of your shares from your CSDP or broker; or

7.3.2 do not wish to attend the meeting, but would like your vote to be recorded at the meeting, you should contact the registered shareholder of your shares through your CSDP or broker and furnish them with your voting instructions;

7.3.3 you must NOT complete the attached form of proxy.

7.4 Shareholders are also referred to the notes of the proxy form, as set out in **Annexure C** on page 12.

Agenda

Presentation of annual financial statements

31 December 2024 (non-voting agenda point)

The Audited AnnualFinancial Statements of the Company for the period ended 31 December 2024, including the directors' report, the independent auditor's report and various sub-committee reports, to be presented at an AGM, as required in terms of section 30(3)(d) of the Companies Act, No 71 of 2008, as amended ("the Companies Act"), are hereby presented. The Audited Annual Financial Statements for the year ended 31 December 2024 are included in this notice of AGM. These have been circulated to shareholders and are available on the Company's website **www.libstar.co.za**.

1. Ordinary resolution number 1: Election of Directors

*"**IT IS RESOLVED,** as an ordinary resolution of the shareholders, that Mr Tertius Carstens, an independent non-executive director, be elected as a director."*

A brief resume of Mr Carstens appears in **Annexure A.**

Explanatory note:
The reason for Ordinary Resolution Number 1 is that clauses 25.3 and 25.4 of the MoI require that the appointment of a director by the board of the Company, whether to fill a vacancy or as an additional appointment, be approved at the next shareholders' meeting and that section 68 of the Companies Act contemplates that directors must be elected by the persons entitled to exercise voting rights. The board approved the appointment of Mr Carstens with effect from 1 May 2025.

The voting rights required for Ordinary Resolution Number 1 to be adopted: more than 50% of the voting rights exercised on the resolution.

2. Ordinary Resolution Numbers 2.1. and 2.2: Re-election of directors

*"**IT IS RESOLVED,** as ordinary resolutions of the shareholders, that the following independent non-executive directors be re-elected by way of separate resolutions following their retirement due to rotation.*

2.1 Ms Anneke Andrews; and

2.2 Mr JP Landman."

Brief resumes of these directors appear in **Annexure A.**

Explanatory note:
The reason for ordinary resolution 2.1 is that in terms of clauses 27.3.2.2, 27.3.2.3 and 27.3.2.4 of the MOI and the JSE Listings Requirements, at least one third of the non-executive directors who have been in office the longest shall retire from office at each AGM. It is noted that the director is eligible, and made herself available for re-election with immediate effect. The Nominations Committee has considered the proposed re-election of Ms Andrews and recommends her for re-election as a director of the Company.

The reason for ordinary resolution number 2.2 is that in terms of clause 27.3.3 of the MOI, a Director who reaches the age of 70 years, shall vacate his office at the start of the Annual General Meeting of the Company in the calendar year in which such Director turns 70 years of age and shall be eligible for re-election. Such Director shall cease to hold office annually thereafter, and shall vacate his office at the start of the AGM of the Company in each subsequent calendar year. The Director shall be eligible for re-election in each subsequent calendar year. The Board has considered the proposed re-election of Mr Landman and recommends him for re-election as a director of the Company.

The percentage voting rights required for Ordinary Resolution Numbers 2.1 and 2.2 to be adopted: more than 50% of the voting rights exercised on each resolution.

3. Ordinary Resolution Numbers 3.1 – 3.3: Appointment of Audit and Risk Committee members

*"**IT IS RESOLVED,** as ordinary resolutions of the shareholders, that the following independent non-executive directors be appointed by way of separate resolutions as members of the Company's Audit and risk committee, with immediate effect until the next AGM:*

3.1 Ms Anneke Andrews (subject to her re-election as a director in terms of Ordinary Resolution 2.1.);

3.2 Mr Sandeep Khanna; and

3.3 Ms Sibongile Masinga."

Explanatory note:
In terms of section 94 of the Companies Act and clause 21.2.4.3 of the MoI, the Company must at each AGM appoint the members of the audit and risk committee for the following financial year. It is expressly noted that the board is satisfied that these directors have the necessary qualifications and/or experience in the areas required to fulfil their responsibilities as members of the audit and risk committee. Further, the Company has satisfied itself of the independence of Ms Andrews, Mr Khanna and Ms Masinga. In respect of Mr Khanna, please refer to the Governance review, as set out in the Integrated report on the Group's website, www.libstar.co.za for further details relating to his independence.

Brief resumes for each of the committee members appear in **Annexure A.**

The percentage voting rights required for Ordinary Resolution Numbers 3.1 – 3.3 to be adopted: more than 50% of the voting rights exercised on each resolution.

4. Ordinary Resolution Numbers 4.1 – 4.3: Appointment of Social, ethics and transformation Committee members

*"**IT IS RESOLVED,** as ordinary resolutions of the shareholders, that the following independent non-executive directors and executive director be appointed by way of separate resolutions as members of the Company's Social, ethics and transformation Committee, with immediate effect until the next AGM:*

4.1 Ms Sibongile Masinga;

4.2 Tertius Carstens (subject to his election as a director in terms of Ordinary Resolution Number 1); and

4.3 Ms Terri Ladbrooke."

Explanatory note:
In terms of subsection 9A inserted in section 72 of the Companies Act , by virtue of the Companies Amendment Act 16 of 2024, the Company must at each AGM appoint the members of the Social and ethics committee. It is expressly noted that the board is satisfied that these directors have the necessary qualifications and/or experience in the areas required.

The percentage voting rights required for Ordinary Resolution Numbers 4.1 – 4.3 to be adopted: more than 50% of the voting rights exercised on each resolution.

5. Ordinary Resolution Numbers 5: Election of independent external auditors

*"**IT IS RESOLVED,** as an ordinary resolution of the shareholders, that Ernst & Young Inc. ("EY"), be re-appointed as the Company's independent external auditor in respect of the financial year ending 31 December 2025. Ms Tina Rookledge is the individual designated auditor who has undertaken the audit of the Company for the financial year."*

Explanatory note:
The reason for proposing Ordinary Resolution Number 5 is that the Company's independent external auditors must be appointed or re-appointed at each AGM in compliance with section 90 of the Companies Act and clause 21.2.4.3 of the Company's MoI and the JSE Listings Requirements. The audit and risk committee and the board has considered the independence of EY, having regard to the matters enumerated in section 94(8) of the Companies Act and the applicable provisions of the JSE Listings Requirements, and has recommended their re-appointment as independent external auditors.

The percentage voting rights required for Ordinary Resolution Number 5 to be adopted: more than 50% of the voting rights exercised on the resolution.

6. Ordinary Resolution Number 6: General authority to issue shares for cash

*"**IT IS RESOLVED,** as an ordinary resolution of the shareholders, that the board be and is hereby authorised by way of a general authority, to allot and issue ordinary shares in the capital of the Company for cash, including within the scope of such authority, the ability to issue options and securities that are convertible into ordinary shares, subject to the limitations, as set out in the MoI, the provisions of the Companies Act and the JSE Listings Requirements from time to time on the following basis:*

(i) *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 shares or rights that are convertible into a class of shares already in issue;*

(ii) *there will be no restrictions with regard to the parties to whom the shares may be issued to, provided that such shares are to be issued to public shareholders and to related parties (as defined by the JSE Listings Requirements) through a bookbuild process, provided all the requirements set out in paragraph 5.52(f) of the JSE Listings Requirements are met;*

(iii) *the total aggregate number of ordinary shares which may be issued for cash in terms of this authority may not exceed an amount equal to 5% of the aggregate number of ordinary shares in the total issued share capital of the Company immediately before such issue;*

(iv) *in the event of sub-division or consolidation prior to this authority lapsing, the existing authority shall be adjusted accordingly to represent the same allocation ratio;*

(v) *this authority shall be valid until the Company's next AGM or for 15 months from the date of the passing of the ordinary resolution, whichever is the earlier, provided that it shall not extend beyond 15 months from the date that this authority is given;*

(vi) *the maximum discount at which the shares may be issued is 10% of the weighted average traded price of those shares over the 30 business days prior to the date that the price of the issue is determined or agreed to between the Company and the party/ies subscribing for the shares. The JSE should be consulted for a ruling if the Company's shares have not traded in such a 30-business day period; and*

(vii) *upon any issue of ordinary shares which, together with prior issues of ordinary shares during the same financial year, will constitute, on a cumulative basis, 5% or more of the total number of ordinary shares in issue prior to that issue, the Company shall publish an announcement in terms of section 11.22 of the JSE Listings Requirements, giving full details hereof, including:*

- (a) *the number of ordinary shares issued;*
- (b) *the average discount to weighted average traded price of the ordinary shares over the 30 business days prior to the date that the issue is agreed in writing between the Company and the party/ies subscribing for the shares; and*
- (c) *in respect of:*
  - (A) *an issue of options and convertible securities issued for cash, the effects of the issue on net asset value per share, net tangible asset value per share, earnings per share, headline earnings per share and, if applicable, diluted earnings and headline earnings per share; or*
  - (B) *an issue of shares for cash, an explanation, including supporting information (if any), of the intended use of funds."*

Explanatory note:
The reason for Ordinary Resolution Number 6 is to authorise the directors of the Company to allot and issue ordinary shares in the capital of the Company for cash.

The percentage voting rights required for Ordinary Resolution Number 6 to be adopted: at least 75% of the voting rights exercised on the resolution in terms of the JSE Listings Requirements.

7. Ordinary Resolution Numbers 7.1 and 7.2: Non-binding advisory votes

7.1 Ordinary Resolution Number 7.1: Endorsement of the remuneration policy

*"**IT IS RESOLVED,** as a non-binding advisory vote of the shareholders, that the remuneration policy of the Company be and is hereby endorsed."*

7.2 Ordinary Resolution Number 7.2: Endorsement of the remuneration implementation report

*"**IT IS RESOLVED,** as a non-binding advisory vote of the shareholders, that the remuneration implementation report of the Company be and is hereby endorsed."*

Explanatory note:
The reason for Ordinary Resolution Number 7.1 is that section 3.84(j) of the JSE Listings Requirements requires that the remuneration policy must be tabled for a non-binding advisory vote by shareholders at the AGM.

The reason for Ordinary Resolution Number 7.2 is that section 3.84(j) of the JSE Listings Requirements requires that the implementation report must be tabled for a non-binding advisory vote by shareholders at the AGM.

The remuneration report and policy can be found in the integrated report on the Group's website, www.libstar.co.za.

If the remuneration policy or the implementation report is voted against by 25% or more of the votes exercised, the board shall afford such dissenting shareholders the opportunity to engage with the Company regarding the contents of the remuneration policy.

8. Ordinary resolution number 8: General authorisation

*"**IT IS RESOLVED,** as an ordinary resolution of the shareholders, that any one director of the Company be and is hereby authorised to do all such things, perform all such actions and sign all such documents as may be necessary to implement the ordinary and special resolutions, as set out in this notice of AGM."*

The percentage voting rights required for Ordinary Resolution Number 8 to be adopted: more than 50% of the voting rights exercised on the resolution.

Special resolutions

1. Special Resolution Numbers 1.1 and 1.2: Remuneration of directors

*"**IT IS RESOLVED** to approve in terms of section 66(8), read with section 66(9) of the Companies Act, the remuneration to the non-executive directors, by way of separate and independent special resolution (1.1 and 1.2), for their services to the Company, as follows:*

	2025 Proposed fee 1 January 2025 to 31 December 2025 Rand	2024 Actual fee 1 January 2024 to 31 December 2024 Rand
1.1 Board of directors		
Chairman	**909 564**	866 251
Member	**350 838**	334 131
1.2 Board committees		
Audit and risk committee		
Chairman	**337 838**	321 750
Committee member	**181 913**	173 250
Remuneration committee		
Chairman	**324 849**	309 380
Committee member	**142 937**	136 130
Nomination committee		
Chairman	**259 876**	247 501
Committee member	**129 937**	123 750
Social, ethics and transformation committee		
Chairman	**259 876**	247 501
Committee member	**129 937**	123 750
Investment committee		
Chairman	**259 876**	231 525*
Committee member	**129 937**	123 750

* The prior year number was incorrectly reflected, the increase is therefore >5%.

An increase of 5% is proposed from the prior year."

Explanatory note:

In terms of section 66(8), read with section 66(9) of the Companies Act, except to the extent that the MoI provides otherwise, the Company may pay remuneration to its directors for their service as directors. Any such remuneration must be approved by special resolution of shareholders within the previous two years.

The percentage voting rights required for Special Resolution Numbers 1.1 and 1.2 to be adopted: at least 75% of the voting rights exercised on the resolution.

2. Special Resolution Number 2: General authority to repurchase shares

*"**IT IS RESOLVED,** as a special resolution of the shareholders, that the Company and/or any subsidiary of the Company be and is hereby authorised, by way of a general authority, to acquire ordinary shares in the capital of the Company (either directly or through a subsidiary) upon such terms and conditions and in such amounts as the directors of the Company may from time to time determine, in terms of and subject to:*

(i) *a limit of 5% of the aggregate number of ordinary shares in issue (excluding treasury shares) on the date of the passing of this Special Resolution Number 2;*

(ii) *sections 4, 46 and 48 of the Companies Act;*

(iii) *the applicable provisions of the MoI; and*

(iv) *the JSE Listings Requirements, being, as at the date of this resolution, that:*

   (a) *any acquisition of ordinary shares shall be purchased through the order book of the trading system of the JSE, and done without any prior understanding or arrangement between the Company and/or the relevant subsidiary and the counterparty (provided that if the Company purchases its own ordinary shares from any wholly-owned subsidiary of the Company for the purposes of cancelling such treasury shares pursuant to this general authority, the above provisions will not be applicable to such purchase transaction);*

   (b) *the general repurchase by the Company, and by its subsidiaries, of the Company's ordinary shares is authorised by the MoI (or the MoI of such subsidiaries, as applicable);*

   (c) *this general authority shall be valid until the Company's next AGM or for 15 months from the date of adoption of this special resolution, whichever period is shorter;*

   (d) *repurchases must not be made at a price greater than 10% above the weighted average of the market value of the ordinary shares for the five business days immediately preceding the date on which the transaction is effected and the JSE should be consulted for a ruling if the applicant's securities have not traded in the five-day period;*

2. Special Resolution Number 2: General authority to repurchase shares *continued*

(e) *at any point in time the Company may only appoint one agent to effect any repurchase on the Company's behalf or on behalf of any subsidiary of the Company;*

(f) *the passing of a resolution by the board authorising the repurchase, that the Company and the relevant subsidiaries 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 Libstar Group;*

(g) *subject to the exceptions contained in the JSE Listings Requirements, the Company and the relevant subsidiaries will not repurchase ordinary shares during a prohibited period (as defined in the JSE Listings Requirements) unless they have in place a repurchase programme to be executed by an independent third party. The repurchase programme must be submitted to the JSE in writing prior to the commencement of the prohibited period and must include the information required in terms of paragraph 5.72(h) of the JSE Listings Requirements;*

(h) *the Company may not, in any one financial year, acquire in excess of 5% of the aggregate number of ordinary shares in issue (excluding treasury shares) as it stands on the date of the passing of this Special Resolution Number 2; and*

(i) *an announcement complying with section 11.27 of the JSE Listings Requirements will be published by the Company or its subsidiary (i) when the Company and/or its subsidiary/ ies have cumulatively repurchased 3% of the ordinary shares in issue as it stands on the date of the passing of this Special Resolution Number 2; and (ii) for each 3% in the aggregate of the initial number of the ordinary shares acquired thereafter by the Company and/or its subsidiaries."*

The directors will utilise the general authority conferred by the shareholders in terms of this resolution to repurchase ordinary shares, as and when suitable opportunities present themselves, which may require expeditious and immediate action.

Explanatory note:

The reason for Special Resolution Number 2 is to afford the Company or a subsidiary of the Company, a general authority to effect a repurchase of the Company's ordinary shares listed on the JSE. The resolution will allow the directors to have the authority, subject to the JSE Listings Requirements and the Companies Act, to effect repurchases of the Company's shares on the JSE. For the avoidance of doubt, this authority also constitutes the requisite special resolution for share repurchases under sections 48(8)(a) and/or (b) of the Companies Act, provided that all times the repurchases comply with the criteria and parameters set out in the resolution.

The board shall authorise and implement a repurchase of the Company's shares only if prevailing circumstances (including the tax dispensation and market conditions) warrant same. After considering the impact of the maximum share repurchase, as allowed in terms of Special Resolution Number 2, the board is satisfied that:

(i) for a period of 12 months after the date of this notice of AGM, the consolidated assets of the Company and the Libstar Group, fairly valued in accordance with International Financial Reporting Standards and in accordance with the accounting policies used in the Audited Annual Financial Statements, will be in excess of the consolidated liabilities of the Company and the Libstar Group;

(ii) the Company and the Libstar Group will be able to pay their debts as they become due in the ordinary course of business for a period of 12 months after the date of the repurchase;

(iii) the issued share capital and reserves of the Company and the Libstar Group will be adequate for the ordinary business purposes of the Company and the Libstar Group for a period of 12 months after the date of completing the repurchase; and

(iv) the Company and the Libstar Group will have adequate working capital for ordinary business purposes for a period of 12 months after the date of the repurchase.

The percentage voting rights required for Special Resolution Number 2 to be adopted: at least 75% of the voting rights exercised on the resolution.

Agenda continued

Disclosures for the purposes of Special Resolution Number 2

The following disclosures are required in terms of section 11.26(b) of the JSE Listings Requirements:

(i) major shareholders in the Company – refer to page 72 of ***Annexure F****;*

(ii) statement of material change – refer to material change statement, included in this notice of AGM;

(iii) share capital of the Company – refer to page 46 of ***Annexure F****; and*

(iv) directors' responsibility statement – refer to the directors' responsibility statement, included in this notice of AGM.

Statement of material change

Other than the facts and developments reported on in the Integrated Annual Report, there have been no material changes in the financial or trading position of the Company and the Libstar Group since the date of signature of the Audited Annual Financial Statements for the financial year ended 31 December 2024 and approval thereof by the board.

Directors' responsibility statement

Each of the directors of the Company, collectively and individually, accept full responsibility for the accuracy of the information pertaining to Special Resolution Number 2, and certify that:

(i) to the best of their knowledge and belief there are no other facts, if omitted, would make any statement false or misleading;

(ii) they have made all reasonable enquiries to ascertain such facts; and

(iii) Special Resolution Number 2 contains all information required by law and the JSE Listings Requirements.

Other business

To transact any other business that may be transacted at an AGM.

BY ORDER OF THE BOARD

Audit and risk committee
Social, ethics and transformation committee
Remuneration committee
Investment committee
Nomination committee
C Chairperson

Annexure A

Profiles of directors offering themselves for election or for re-election

TERTIUS CARSTENS (63)

Independent non-executive director

BEng in Chemical Engineering – University of Stellenbosch; MBA – University of Stellenbosch

Date of board appointment: 2025

Tertius has nearly 30 years of experience in the FMCG sector, he held various leadership roles at Pioneer Foods (now Pepsico South Africa) from 1994 to 2023, culminating in his retirement as CEO in 2023. Tertius has also held various non-executive directorships in related joint ventures and industry bodies.

ANNEKE ANDREWS (57) C

Independent non-executive director

BCom Accounting (Honours); CTA – University of Pretoria; CA(SA)

Date of board appointment: 2020

Anneke is a chartered accountant. She served as a partner and director for 19 of her 28 years at Deloitte, where she held several leadership roles and served as a lead client services director on a number of key clients. Her diverse experience spans audit, risk and governance, finance, human capital, business management and leadership across a wide spectrum of industries. She has extensive experience in assisting management in achieving their goals by mobilising the appropriate strategies and allocating the required resources in a prioritised manner. Her ability to find creative solutions, coupled with innovative thinking and a keen interest in the opportunities that future trends and technologies offer, are particularly valuable to Libstar in challenging existing paradigms.

JP LANDMAN (70) C

Lead independent non-executive director

BA LLB – University of Stellenbosch; MPhil in Future Studies (Cum Laude) – University of Stellenbosch; Programme on Macroeconomic Policy Management – Harvard; The Economies of the BRICS countries – Oxford University, Continuing Education

Date of board appointment: 2018

JP is an independent analyst, focusing on trends in politics, economics, demographics and social capital. His experience as a top-rated analyst in the listed environment gives him a good understanding of listed entities and relevant market forces. JP has previously served on President Thabo Mbeki's economic advisory panel and was a member of the National Planning Commission. With this in-depth knowledge of the economy and market environment, he provides key input to the board and management. This is especially relevant to Libstar's strategy that focuses on identifying market trends and implementing a strategy that can withstand economic cycles.

SANDEEP KHANNA (52) C

Independent non-executive director

Chartered Global Management Accountant; Associate Member of the Chartered Institute of Management Accountants (UK)

Date of board appointment: 2014

Sandeep is a seasoned investor and pioneer of private equity, with more than 26 years of investing and fund management experience in Africa. This experience ranges from venture capital and early-stage investing to management buyouts and building of companies in sub-Saharan Africa across several sectors. His track record of investing in Africa through direct investment, investment committee membership and senior key leadership positions held at two leading emerging market fund management firms provide relevant experience to Libstar as an African group that continues to evaluate acquisitions that will ensure growth. As a chartered management accountant in the United Kingdom, Sandeep's understanding of the global markets to which Libstar exports allows him to provide critical input as a member of the investment committee.

SIBONGILE MASINGA (58) C

Independent non-executive director

BCom – University of Johannesburg; US-SA Leadership and Entrepreneurship Programme – Wharton School of Business; Programme on designing and executing corporate revitalisation – Harvard Business School

Date of board appointment: 2018

Sibongile is a co-founder and shareholder of Afropulse Group, a women-led investment, corporate advisory and investor relations group. She is the CEO of Delta Property Fund Limited. She has served as a non-executive director of several JSE-listed companies. She currently serves on the board of Botshilu Private Hospital and its related sub-committees. Her past directorship of the finance and grant committee of the Manufacturing, Engineering and Related Services Sector Education and Training Authority (merSETA) has provided her with particularly relevant knowledge to contribute to the Libstar board.

TERRI LADBROOKE (38)

Chief Financial Officer

BBusSc (Finance) – University of Cape Town; BAccSc (Hons) – Unisa; CA(SA)

Date of board appointment: 2023

Terri is a chartered accountant with more than ten years' experience. She worked at Grant Thornton in South Africa before completing a secondment in Charlotte, North Carolina. She joined Libstar in 2015. She has held various financial and leadership roles at the Group, including that of Group financial controller and internal audit manager at Libstar Operations, and management accountant and finance and operations executive at Rialto.

Terri has a deep understanding of the operating environment after almost ten years with the Group. Her experience at Rialto, one of Libstar's key business units, is particularly relevant. She has a track record of successfully integrating functions across business units, as well as extensive knowledge of the reporting processes and systems implemented.

Annexure B

LIBSTAR HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 2014/032444/06)
(“**Company**”)

Form of *proxy*

Annual General Meeting (“AGM”)

Friday, 30 May 2025 at **10:00** entirely through electronic communication.

I/We, ______________________________

being a Shareholder of Libstar Holdings Limited do hereby appoint ______________________________

or, failing him/her ______________________________

or, failing him/her, the chairman of the AGM, as my/our proxy to vote or abstain from voting on my/our behalf at the AGM of the Company to be held through electronic communication on **Friday 30 May 2025 at 10:00** and at any adjournment thereof, in respect of the resolutions below (without modifications thereto) as follows:

		Number of voting rights (shares)		
Ordinary resolutions		**In favour**	**Against**	**Abstain**
1	Election of directors Mr Tertius Carstens as a director			
2.	Re-election of directors			
2.1	Ms Anneke Andrews			
2.2	Mr JP Landman			
3.	Appointment of Audit and Risk Committee members			
3.1	Ms Anneke Andrews			
3.2	Mr Sandeep Khanna			
3.3	Ms Sibongile Masinga			
4.	Appointment of Social, ethics and transformation Committee members			
4.1	Ms Sibongile Masinga			
4.2	Tertius Carstens			
4.3	Terri Ladbrooke			
5.	Election of EY as independent external auditors			
6.	General authority to issue shares for cash			
7.	Non-Binding Advisory Votes			
7.1	Endorsement of remuneration policy			
7.2	Endorsement of remuneration implementation report			
8.	General signatory authority			
Special resolutions				
1.	Approval of the remuneration of directors			
1.1	Board of Directors			
1.2	Board Committees			
2.	General authority to repurchase shares			

(Indicate instructions to proxy by way of a cross in the spaces provided above, failing which the proxy may vote as he/she thinks fit.)

Signed at ______________________ on ______________________ 2025

Signature ______________________________

Each holder entitled to attend and vote at the meeting is entitled to appoint one or more individuals as proxy/ies to attend, participate in, speak and vote or abstain from voting in his/her/its stead.

A proxy need not be a person entitled to vote at the meeting. My/our proxy may (subject to any restriction set out herein)/may not delegate the proxy’s authority to act on behalf of me/us to another person (delete as appropriate).

This form of proxy will lapse and cease to be of force and effect immediately after the AGM of the Company or any adjournment(s) thereof, unless it is revoked earlier.

Annexure C

Notes to the form of *proxy*

1. Shareholders are advised that the Company has appointed The Meeting Specialist (Pty) Ltd ("TMS") as its proxy receiving agent.
2. Proxy appointment must be in writing, dated and signed by the shareholder.
3. Forms of Proxy must be presented via email to TMS at **proxy@tmsmeetings.co.za** to be received on or before **10:00 on Wednesday, 28 May 2025**.
4. A shareholder may insert the name of a proxy or the names of two alternative proxies of the holder's choice in the space provided, with or without deleting "the chairman of the meeting". Any such deletion must be initialled by the shareholder.
5. A shareholder's instruction to the proxy must be indicated by the insertion of the relevant percentage of voting rights exercisable by that holder in the appropriate space provided. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the meeting, as he deems fit, in respect of all the shareholder's voting rights exercisable thereat, but where the proxy is the chairman, failure to comply will be deemed to authorise the proxy to vote in favour of the resolution.
6. A shareholder or his proxy is not obliged to use all the voting rights exercisable by the shareholder or by his proxy, but the total of the voting rights cast and in respect whereof abstention is recorded may not exceed the total of the voting rights exercisable by the shareholder or by his proxy.
7. A shareholder's authorisation to the proxy, including the chairman of the meeting, to vote on his or her behalf, shall be deemed to include the authority to vote on procedural matters at the meeting.
8. The completion and lodging of this Form of Proxy will not preclude the relevant shareholder from attending the meeting and speaking and voting in person thereat and the exclusion of any proxy appointed in terms hereof should such shareholder wish to do so.
9. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity must be attached to this form. Without limiting the generality hereof, the Company will accept a valid identity document, a valid driver's licence or a valid passport as satisfactory identification.
10. Any alteration to this form must be initialled by the signatory(ies).
11. A shareholder may revoke the proxy appointment by: (i) cancelling it in writing with a copy to the Company secretary, or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to proxy@tmsmeetings.co.za to be received before the replacement proxy exercises any rights of the shareholder, or any adjournment(s) thereof.
12. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's/proxies' authority to act on behalf of the shareholder as of the later of: (i) the date stated in the revocation instrument, if any; or (ii) the date on which the revocation instrument was delivered as required in paragraph 11.

In compliance with the provisions of Section 58(8)(b)(i) of the Act, a summary of the rights of a shareholder to be represented, as set out in Section 58 of the Act, is set out immediately below:

1. A shareholder entitled to attend and vote at the AGM may appoint any individual (or two or more individuals) as a representative/proxy or as representatives/proxies to attend, participate in and vote at the AGM. A representative/proxy need not be a shareholder of the Company.
2. A letter of representation or proxy appointment must be in writing, dated and signed by the shareholder appointing a representative/proxy, and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid only until the end of the AGM.
3. A representative/proxy may delegate the proxy's authority to act on behalf of a shareholder to another person, subject to any restrictions set out in the instrument appointing the representative/proxy.
4. The appointment of a representative/proxy is suspended at any time and to the extent that the shareholder who appointed such representative/proxy chooses to act directly and in person in the exercise of any rights as a shareholder.
5. The appointment of a representative/proxy is revocable by the shareholder in question cancelling it in writing or making a later inconsistent appointment of a representative/proxy, and delivering a copy of the revocation instrument to the representative/proxy and to the Company. The revocation of a representative/ proxy appointment constitutes a complete and final cancellation of the representative/ proxy's authority to act on behalf of the shareholder as of the later of (a) the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph.
6. If the instrument appointing the representative/proxy or representatives/proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Act or the Company's MoI to be delivered by the Company to the shareholder, must be delivered by the Company to (a) the shareholder, or (b) the representative/s, proxy or proxies, if the shareholder has (i) directed the Company to do so in writing; and (ii) paid any reasonable fee charged by the Company for doing so.

Annexure D

LIBSTAR HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration number: 2014/032444/06)
("**Company**")

Registration form to participate in the virtual Annual General Meeting

To be held on 30 May 2025 at 10:00

- Shareholders or their proxies who wish to participate in the Annual General Meeting via electronic communication ("**Participants**"), must register with the Company's meeting scrutineers to do so by sending the signed form below ("**the application**") to The Meeting Specialist (Pty) Ltd ("**TMS**") at email **proxy@tmsmeetings.co.za** by no later than **10:00** on **28 May 2025.**
- Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with 'own name' registration, should contact their Central Securities Depository Participant ("CSDP") or Broker in the manner and time stipulated in their agreement with their CSDP or Broker:
  - to furnish them with their voting instructions; and
  - the event that they wish to participate in the meeting, to obtain the necessary authority to do so.
- Participants will be able to vote during the AGM through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the AGM, must provide TMS with the information requested below.
- Each shareholder, who has complied with the requirements below, will be contacted between **28 May 2025 to 30 May 2025.** via email/mobile with a unique link to allow them to participate in the virtual general meeting.
- The cut-off time, for administrative purposes, to participate in the meeting will be at 10:00 on **28 May 2025.**
- The participant's unique access credentials will be forwarded to the email/cell number provided below.
- Please take note of the virtual meeting guide for shareholders in Annexure E.

Application form	
Name and surname of shareholder	
Name and surname of shareholder representative (If applicable)	
ID number of shareholder or representative	
Email address	
Cell number	
Telephone number	
Name of CSDP or Broker (If shares are held in dematerialised format)	
SCA number/Broker account number or own name account number	
Number of shares	
Signature	
Date	

Annexure E

Virtual meeting guide for *shareholders*

How to access the virtual meeting

1. In order to participate and vote in the meeting, each user must have an internet-enabled device (phone, laptop, desktop) capable of browsing to a regular website (in order to vote and participate).
2. Closer to the meeting date or on the day of the virtual meeting, you will receive a link and a password to enter the virtual meeting room.
3. Click on the link and you will be directed to the meeting platform.
4. An additional unique link will be sent, individually, to each shareholder who has made contact with The Meeting Specialist (Pty) Ltd at proxy@tmsmeetings.co.za and who has successfully been validated to vote at the meeting.
5. Guests will only be allowed to observe and listen to the proceedings of the meeting.

Navigating the meeting platform

1. Shareholders who would like to pose questions, please click on the Q&A icon on the bottom of your screen, to ask your question.
2. If you have a question on a particular resolution, please type your name, the resolution number, followed by your question and press enter or send.
3. Alternatively, if you would like to address the meeting directly, please click on the raise your hand icon. Once the chairperson has identified you, your microphone will be un-muted, and you will be able to address the meeting.

How to exercise your votes

1. All shareholders or their representatives, who have requested to vote, would have received a link from Digital Cabinet to either their phone number or email address.
2. The voting will be available on all the resolutions when the chairman opens the meeting.
3. Please click on the vote now link and it will direct you to the voting platform.
4. You will notice that the voting platform contains all the resolutions which have been published in the notice of meeting, with your votes automatically defaulted to Abstain.
5. Please note – Once you click submit, your votes can not be retracted and re-voted.
6. You may vote on all the resolutions simultaneously by defaulting all your votes as either “For” or “Against” or keeping it as an “Abstained” vote and then clicking on the submit button on the bottom of the electronic ballot form.
7. You may also indicate your votes individually, per resolution, by selecting the relevant option (For, Against or Abstain), on a resolution by resolution basis.
8. Once you have voted on all the resolutions, scroll down to the bottom of the page and click submit.
9. You will receive a message on your screen confirming that your votes have been received.
10. Once again, please ensure that you have selected the correct option on a resolution. Either For or Against or Abstain before clicking the submit button.

You will only be able to access both the meeting platform and the voting platform 10 minutes prior to commencement of the virtual meeting.

Annexure F

Consolidated Annual Financial Statements 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 31 December 2024

	Notes	2024 R'000	Restated* 2023 R'000
(Loss)/profit for the year			
CONTINUING OPERATIONS			
Revenue*	1	**11 773 771**	11 418 919
Cost of sales*		**(9 306 750)**	(8 983 262)
Gross profit		**2 467 021**	**2 435 657**
Other income[1]	2	**28 000**	25 924
Other gains/(losses)[1]		**37 431**	(32 561)
Capital items[1]		**(554 163)**	(16 575)
Operating expenses*[1]		**(2 019 720)**	(1 886 687)
Operating (loss)/profit	3	**(41 431)**	**525 758**
Finance income	4	**27 049**	20 221
Finance costs	5	**(237 418)**	(233 920)
(Loss)/profit before tax		**(251 800)**	**312 059**
Income tax expense	6	**(26 962)**	(90 033)
(Loss)/profit for the year from continuing operations		**(278 762)**	**222 026**
DISCONTINUED OPERATION			
Loss for the year from discontinued operation	7	**(42 743)**	4 339
Total (loss)/profit for the year		**(321 505)**	**226 365**
Other comprehensive loss for the year, net of tax		**(4 088)**	**(1 564)**
Items that may be reclassified to profit or loss			
Gains on hedging reserves	31.2	**308**	5 463
Hedging gains reclassified to profit or loss	31.2	**(5 118)**	(6 932)
Foreign currency translation reserve adjustments		**160**	(169)
Items that will never be reclassified to profit or loss			
Defined benefit plan actuarial gains		**562**	74
Total comprehensive (loss)/income for the year		**(325 593)**	**224 801**
(Loss)/profit attributable to:			
Equity holders of the parent		**(321 555)**	226 515
Non-controlling interest		**50**	(150)
		(321 505)	**226 365**
Total comprehensive (loss)/income attributable to:			
Equity holders of the parent		**(325 643)**	224 951
Non-controlling interest		**50**	(150)
		(325 593)	**224 801**
Total comprehensive (loss)/income attributable to equity holders of the parent arises from:			
Continuing operations		**(282 900)**	220 612
Discontinued operation	7	**(42 743)**	4 339
		(325 643)	**224 951**
Basic and diluted (loss)/earnings per share (cents)	8.1	**(54.0)**	38.0
From continuing operations	8.1	**(46.8)**	37.3
From discontinued operation	8.1	**(7.2)**	0.7

1 Capital items comprises impairment losses (included in operating expenses in prior years), gains/(losses) on disposal of property, plant and equipment (included in other gains/(losses) in prior years) and insurance proceeds (included in other income in prior years). Capital items were reclassified in the current year in order to enhance the users' ability to understand operating expenses. The comparatives presented are restated for comparability. Refer to Note 3 for the amounts reclassified to capital items.

* Refer to note 34 for details on restatements. The comparative profit or loss is further restated as if the discontinued operation had been discontinued from the start of the prior year.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 December 2024

	Notes	**2024 R'000**	Restated* 2023 R'000	Restated* 2022 R'000
ASSETS				
Non-current assets		**4 810 091**	**5 537 526**	**5 882 970**
Property, plant and equipment	10	**1 551 278**	1 735 457	1 738 924
Right-of-use assets	11	**497 620**	421 065	521 469
Goodwill	12	**1 653 842**	2 053 842	2 096 842
Intangible assets	13	**1 097 034**	1 315 506	1 513 831
Other financial assets	18	**7 115**	4 653	4 971
Deferred tax assets	14	**3 202**	7 003	6 933
Current assets		**4 464 424**	**4 228 550**	**3 946 491**
Inventories	15	**1 934 008**	1 807 355	1 671 138
Trade and other receivables*	16	**1 960 500**	1 950 428	1 785 060
Biological assets	17	**27 414**	26 616	26 742
Other financial assets	18	**10 757**	6 540	5 738
Current tax receivable		**37 401**	40 359	8 597
Cash and cash equivalents	25.1	**494 344**	397 252	449 216
Total assets		**9 274 515**	**9 766 076**	**9 829 461**
EQUITY AND LIABILITIES				
Capital and reserves attributable to equity holders of the parent		**4 880 302**	**5 295 317**	**5 203 064**
Share capital	19	**4 727 314**	4 727 314	4 727 314
Other reserves	20	**(1 873)**	(72 953)	(68 061)
Retained earnings		**154 861**	640 956	543 811
Non-controlling interests		**(795)**	**(845)**	**(695)**
Total equity		**4 879 507**	**5 294 472**	**5 202 369**
Non-current liabilities		**2 335 940**	**2 296 463**	**2 625 193**
Other financial liabilities	23	**1 363 111**	1 284 958	1 508 651
Lease liabilities	11	**531 656**	492 367	580 411
Deferred tax liabilities	14	**428 916**	508 865	516 499
Employee benefits	21	**10 065**	8 738	8 618
Share-based payments	22	**2 192**	1 535	11 014
Current liabilities		**2 059 068**	**2 175 141**	**2 001 899**
Trade and other payables*	24	**1 620 619**	1 619 107	1 588 663
Other financial liabilities	23	**120 924**	256 079	98 397
Lease liabilities	11	**111 168**	97 965	114 260
Current tax payable		**4 881**	1 985	534
Bank overdraft		**201 476**	200 005	200 045
Total liabilities		**4 395 008**	**4 471 604**	**4 627 092**
Total equity and liabilities		**9 274 515**	**9 766 076**	**9 829 461**

* Refer to Note 34 for details on restatements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2024

	Share capital R'000	Other reserves R'000	Retained earnings R'000	Non-controlling interests R'000	Total R'000
Balance at 1 January 2023	**4 727 314**	**(68 061)**	**543 811**	**(695)**	**5 202 369**
Total comprehensive income for the year	**–**	**(1 564)**	**226 515**	**(150)**	**224 801**
Profit/(loss) for the year	–	–	226 515	(150)	226 365
Other comprehensive loss for the year	–	(1 564)	–	–	(1 564)
Contributions and distributions	**–**	**–**	**(131 653)**	**–**	**(131 653)**
Dividends declared and paid*	–	–	(131 653)	–	(131 653)
Share-based payment expenses	**–**	**(3 328)**	**2 283**	**–**	**(1 045)**
Payment	–	(1 045)	–	–	(1 045)
2020 Group share plan awards forfeited	–	(2 283)	2 283	–	–
Balance at 31 December 2023	**4 727 314**	**(72 953)**	**640 956**	**(845)**	**5 294 472**
Total comprehensive loss for the year	**–**	**(4 088)**	**(321 555)**	**50**	**(325 593)**
(Loss)/profit for the year	–	–	(321 555)	50	(321 505)
Other comprehensive loss for the year	–	(4 088)	–	–	(4 088)
Contributions and distributions	–	–	(89 372)	–	(89 372)
Dividends declared and paid*	–	–	(89 372)	–	(89 372)
Transfer of reserve to Retained earnings	–	75 168	(75 168)	–	–
Balance at 31 December 2024	**4 727 314**	**(1 873)**	**154 861**	**(795)**	**4 879 507**
Notes	19	20			

* On 15 April 2024 (2023: 11 April 2023) the Board paid a dividend of 15 cents (2023: 22 cents) per ordinary share totaling R89.4m (2023: R131.7m).

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 December 2024

	Notes	2024 R'000	Restated* 2023 R'000
Net cash flow from operating activities		**484 958**	**426 250**
Cash generated from operations*	25	**794 410**	766 260
Finance income received		**27 147**	20 221
Finance costs paid		**(243 947)**	(240 675)
Taxation paid	26	**(92 652)**	(119 556)
Net cash flow from investment activities		**(73 890)**	**(80 399)**
Purchase of property, plant and equipment and computer software		**(129 550)**	(174 907)
Proceeds on disposal of property, plant and equipment and computer software		**9 088**	21 037
Proceeds from insurance		**8**	73 471
Proceeds on sale of Chet Chemicals	7.3	**46 564**	–
Net cash flow from financing activities		**(330 319)**	**(386 303)**
Capital portion of lease payments	25.3	**(95 175)**	(113 643)
Proceeds from bank loans	25.3	**–**	130 000
Repayment of bank loans and asset based finance	25.3	**(145 772)**	(271 007)
Dividend paid		**(89 372)**	(131 653)
Net increase/(decrease) in cash and cash equivalents		**80 749**	(40 452)
Cash and cash equivalents at the beginning of the year*	25.1	**397 247**	449 171
Effects of exchange rate changes on cash and cash equivalents*		**14 872**	(11 472)
Cash and cash equivalents at the end of the year*		**492 868**	**397 247**
Cash flows of discontinued operation	7.2	**1 639**	**(6 970)**

* Refer to Note 34 for details on restatements.

The consolidated statement of cash flows represents both continued and discontinued operations combined cash flows.

CONSOLIDATED SEGMENTAL INFORMATION

for the year ended 31 December 2024

Basis of segmentation

The Group operates over multiple business units which are aggregated into reportable segments per product category. Four segments presented in the prior year have been combined into two super-categories in the current year, in order to simplify the portfolio and operating model of the Group. Household and Personal Care remains separate from these two super-categories and represents the third operating segment. Information on these three segments is reported to the chief operating decision maker for the purposes of resource allocation and the assessment of segment performance.

Groceries, Snacks and Confectionery, and Baking and Baking Aids are now included in the Ambient Products super-category. Rialto's perishable foods are now also reported under the Ambient Products segment because they follow the same route to market and are managed in the same manner as the other products in this segment. Libstar Properties (Pty) Ltd (the property-holding company) was moved from Perishable Products to the Corporate segment. The comparative information presented in the segmental report has been restated into these three segments for comparability.

The following summary describes each segment:

Perishable Products

The Perishables Products category comprises of products that are refrigerated or frozen and includes dairy, convenience meals, value-added meats and fresh mushrooms.

Ambient Products

The Ambient Products segment includes wet and dry condiments, meal ingredients, baking, snacking and spreads.

Household and Personal Care Products

The Household and Personal Care segment includes household cleaning products, as well as personal care products.

CONSOLIDATED SEGMENTAL INFORMATION *continued*

Information about reportable segments[1]	Ambient Products R'000	Perishable Products R'000	Household and Personal Care R'000	Corporate R'000	Group Total R'000
Year ended 31 December 2024					
Revenue	**5 832 950**	**5 781 849**	**158 972**	**–**	**11 773 771**
Total segmental revenue	**5 956 447**	**5 814 937**	**158 972**	**–**	**11 930 356**
Elimination of inter-segment revenue	**(123 497)**	**(33 088)**	**–**	**–**	**(156 585)**
Cost of sales	**4 345 843**	**4 850 692**	**114 097**	**(3 882)**	**9 306 750**
Employee benefits	**323 642**	**193 713**	**19 828**	**49 087**	**586 270**
Sales and distribution expenses	**407 924**	**349 717**	**18 991**	**(149)**	**776 483**
General and administrative expenses	**191 008**	**156 181**	**5 516**	**56 638**	**409 343**
Operating profit/(loss)	**455 027**	**(382 174)**	**(3 438)**	**(110 846)**	**(41 431)**

Information about reportable segments[1]	Ambient Products R'000	Perishable Products R'000	Household and Personal Care R'000	Corporate R'000	Group Total R'000
Year ended 31 December 2023*					
Revenue*	5 533 818	5 712 526	172 575	–	11 418 919
Total segmental revenue	5 625 770	5 719 419	172 575	–	11 517 764
Elimination of inter-segment revenue	(91 952)	(6 893)	–	–	(98 845)
Cost of sales*	4 115 234	4 758 127	109 634	267	8 983 262
Employee benefits*	281 551	193 443	23 074	41 001	539 069
Sales and distribution expenses*	395 464	337 388	18 674	–	751 526
General and administrative expenses*	160 810	133 343	3 993	48 757	346 903
Operating profit/(loss)	350 863	227 297	16 194	(68 596)	525 758

Information about reportable segments	**2024 R'000**	Restated* 2023 R'000
Reconciliation of operating (loss)/profit per segment to (loss)/profit before tax		
Operating (loss)/profit	**(41 431)**	525 758
Finance income	**27 049**	20 221
Finance costs	**(237 418)**	(233 920)
(Loss)/profit before tax	**(251 800)**	312 059

* Refer to note 34 for details on restatements.

1 Additional line items have been added to enhance disclosure, following the IFRS Interpretation Committee's finalised agenda decision issued in June 2024.

CONSOLIDATED SEGMENTAL INFORMATION *continued*

Normalised EBIT and EBITDA	Ambient Products R'000	Perishable Products R'000	Household and Personal Care R'000	Corporate R'000	Group Total R'000
Year ended 31 December 2024					
Operating profit/(loss)	455 027	(382 174)	(3 438)	(110 846)	(41 431)
Amortisation of customer relationships	61 301	43 617	–	–	104 918
Due diligence costs	–	196	–	3 199	3 395
Expenses relating to share-based payments	–	–	–	1 355	1 355
Government grants	(3 926)	(2 500)	–	–	(6 426)
Insurance proceeds	(283)	(915)	–	–	(1 198)
Impairment losses on goodwill and other assets	14 375	534 515	–	–	548 890
Loss on disposal of property, plant and equipment	2 172	4 232	–	67	6 471
Retrenchment and settlement costs	5 533	1 469	120	–	7 122
Strategic advisory fees	–	3 844	301	4 279	8 424
Unrealised (gain)/loss on foreign exchange	(1 296)	825	94	–	(377)
Normalised EBIT	532 903	203 109	(2 923)	(101 946)	631 143
Amortisation of software and website costs	3 811	9 287	–	902	14 000
Depreciation of property, plant and equipment and right-of-use assets	166 410	131 684	13 760	17 146	329 000
Normalised EBITDA	703 124	344 080	10 837	(83 898)	974 143
Less: lease payments and lease modifications	(97 128)	(57 833)	(4 619)	(3 210)	(162 790)
Normalised EBITDA (excluding effect of IFRS 16)	605 996	286 247	6 218	(87 108)	811 353

CONSOLIDATED SEGMENTAL INFORMATION *continued*

Normalised EBIT and EBITDA	Ambient Products R'000	Perishable Products R'000	Household and Personal Care R'000	Corporate R'000	Group Total R'000
Year ended 31 December 2023					
Operating profit/(loss)	350 863	227 297	16 194	(68 596)	525 758
Amortisation of customer relationships	91 274	38 229	–	–	129 503
Credits relating to share-based payments	–	–	–	(6 544)	(6 544)
Government grants	(4 290)	(1 473)	–	–	(5 763)
Insurance proceeds	(117)	(108 543)	–	(11 441)	(120 101)
Impairment losses on goodwill and other assets	43 000	100 000	–	–	143 000
(Gain)/loss on disposal of property, plant and equipment	(5 844)	363	(853)	10	(6 324)
Onerous contracts	2 900	–	–	–	2 900
Retrenchment and settlement costs	1 261	4 547	1 202	500	7 510
Strategic advisory fees	226	–	–	685	911
Unrealised loss/(gain) on foreign exchange	5 095	(2 116)	(44)	–	2 935
Normalised EBIT	**484 368**	**258 304**	**16 499**	**(85 386)**	**673 785**
Amortisation of software and website costs	3 858	2 606	–	(875)	5 589
Depreciation of property, plant and equipment and right-of-use assets	138 588	137 687	7 392	11 186	294 853
Normalised EBITDA	**626 814**	**398 597**	**23 891**	**(75 075)**	**974 227**
Less: lease payments and lease modifications	(96 388)	(51 032)	(5 005)	(2 983)	(155 408)
Normalised EBITDA (excluding effect of IFRS 16)	**530 426**	**347 565**	**18 886**	**(78 058)**	**818 819**

CONSOLIDATED SEGMENTAL INFORMATION *continued*

	2024 R'000	Restated* 2023 R'000
Export revenue		
The Group mainly operates in South Africa. Revenue derived from end customers domiciled within South Africa is classified as revenue from South Africa. Revenue from end customers domiciled outside of South Africa is classified as export revenue.		
Export revenue for the year	**1 355 488**	1 259 840
* Refer to note 34 for details on restatements.		
Revenue from external customers attributed to individual foreign countries material to the Group:		
United States of America	**321 229**	272 619
Namibia	**176 639**	139 349
Australia	**159 230**	109 530
Botswana	**125 527**	103 105
Japan	**120 729**	121 711
United Kingdom	**72 502**	67 484
United Arab Emirates	**34 656**	108 099
Germany	**32 606**	46 127
Total	**1 043 118**	**968 024**
Major customers		
During the period under review, revenue from certain customers exceeded 10% of total revenue.		
Customer A	**20%**	20%
Customer B	**19%**	17%

The above customers trade with the Group across all three segments. The contribution of each customer to total revenue is therefore spread across multiple segments.

CONSOLIDATED SEGMENTAL INFORMATION *continued*

Revenue by channel	Note	2024 R'000	Restated* 2023 R'000	Change %
Retail and wholesale		**6 685 861**	6 449 043	3.7
Food service		**2 376 770**	2 529 814	(6.0)
Exports		**1 355 488**	1 259 840	7.6
Industrial and contract manufacturing		**1 355 652**	1 180 222	14.9
Total Group revenue	1	**11 773 771**	**11 418 919**	**3.1**

* Refer to Note 34 for details on restatements.

Contribution to Group revenue	2024 %	2023 %
Retail and wholesale	**56.8**	56.5
Food service	**20.2**	22.2
Exports	**11.5**	11.0
Industrial and contract manufacturing	**11.5**	10.3
Total Group revenue	**100.0**	**100.0**

* Refer to Note 34 for details on restatements.

Revenue by channel per segment	Ambient Products R'000	Perishable Products R'000	Household and Personal Care R'000	Group Total R'000
Year ended 31 December 2024				
Retail and wholesale	**3 124 127**	**3 414 484**	**147 250**	**6 685 861**
Food service	**831 600**	**1 545 170**	**–**	**2 376 770**
Exports	**1 074 365**	**274 167**	**6 956**	**1 355 488**
Industrial and contract manufacturing	**802 858**	**548 028**	**4 766**	**1 355 652**
	5 832 950	**5 781 849**	**158 972**	**11 773 771**
Year ended 31 December 2023 – restated*				
Retail and wholesale	3 138 267	3 147 061	163 715	6 449 043
Food service	762 138	1 767 676	–	2 529 814
Exports	942 712	314 040	3 088	1 259 840
Industrial and contract manufacturing	690 701	483 749	5 772	1 180 222
	5 533 818	**5 712 526**	**172 575**	**11 418 919**

* Refer to Note 34 for details on restatements.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

for the year ended 31 December 2024

		Notes	2024 R'000	Restated* 2023 R'000
1	**Revenue**			
	Revenue from the sale of goods*		**11 758 905**	11 418 919
	Sales commission		**14 866**	–
			11 773 771	**11 418 919**

* Refer to Note 34 for details on restatements.

Refer to the Segmental Information for detailed revenue disclosure by reportable segment.

		Notes	2024 R'000	Restated* 2023 R'000
2	**Other income**			
	Sundry income		**21 573**	20 161
	Government grants[1]		**6 427**	5 763
			28 000	**25 924**

1 Income from government grants includes income received under the Manufacturing Competitiveness Enhancement Program, Skills Development and the Employer Tax Incentive program.

3 Operating (loss)/profit

Operating (loss)/profit from continuing operations is calculated after taking into account the following:

	Notes	2024 R'000	Restated* 2023 R'000
Nature of income and expenses included in other gains/(losses)			
Gain/(loss) on foreign exchange		**37 431**	(32 561)
Realised gain/(loss) on foreign exchange		**37 054**	(29 626)
Unrealised gain/(loss) on foreign exchange		**377**	(2 935)
Nature of expenses/(income) included in capital items			
Impairment loss on goodwill	13.3	**400 000**	43 000
Impairment loss on intangible assets	13.3	**103 963**	68 660
Impairment loss on property, plant and equipment	13.3	**44 927**	31 340
Loss/(gain) on disposal of property, plant and equipment		**6 471**	(6 324)
Insurance proceeds[1]		**(1 198)**	(120 101)
Nature of expenses included in operating expenses			
Depreciation of property, plant and equipment		**50 239**	38 385
Depreciation of right-of-use assets		**28 615**	33 533
Amortisation of computer software	13	**14 000**	5 589
Amortisation of customer relationships	13	**104 918**	129 503
Employee benefits		**586 270**	539 069
Salaries and wages		**579 818**	539 096
Retrenchment and settlement costs		**5 097**	6 517
Charges/(reversals) relating to long-term incentive scheme	22.2	**1 355**	(6 544)
Net impairment loss on trade and other receivables	16.1	**3 522**	516
Research and development costs expensed as incurred		**8 970**	8 746
Auditor's remuneration*		**13 605**	10 222
Short-term lease charges		**12 066**	10 945
Low-value lease charges		**11 686**	11 750
Sales and distribution expenses		**776 483**	751 526
General and administrative expenses		**409 343**	346 903

* Included in auditor's remuneration is Rnil (2023: R1.4m) related to non-audit fees.

1 The prior year insurance proceeds includes R120.0m relating to losses suffered in 2022 as a result of the fire at the Denny Mushrooms' Shongweni facility. The damage gave rise to multiple insurance claims related to buildings (R23.3m), plant and equipment (R50.2m), inventory (R10.3m) and business interruption (R36.2m).

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

	2024 R'000	2023 R'000
3 Operating (loss)/profit *continued*		
Nature of expenses included in cost of sales[2]		
Depreciation of property, plant and equipment	**186 514**	154 191
Depreciation of right-of-use assets	**63 632**	68 744
Employee benefits	**931 941**	804 987
Salaries and wages	**929 916**	803 994
Retrenchment and settlement costs	**2 025**	993
Short-term lease charges	**2 422**	3 181
Low-value lease charges	**19 755**	18 325

2 Refer to Note 15 for the cost of inventories recognised as an expense during the current and prior year.

	2024 R'000	2023 R'000
4 Finance income		
Interest income on financial assets calculated using the effective interest rate method:		
Bank deposits	**24 829**	19 336
Other interest received	**2 220**	885
	27 049	**20 221**
5 Finance costs		
Interest on lease liabilities	**60 354**	45 683
Interest on bank overdraft, bank loans and asset based finance[1]	**169 853**	185 759
Other interest	**7 038**	2 010
Interest on late payment of tax	**173**	468
	237 418	**233 920**

1 Included in the interest on bank overdraft, bank loans and asset based finance is interest paid on bank loans amounting to R122.9m (2023: R129.0m).

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

	Notes	2024 R'000	2023 R'000
6 Income tax expense			
Income tax recognised in statement of profit or loss and other comprehensive income			
Current income tax		**98 506**	89 245
Current year		**97 574**	110 770
Under/(over) provision previous years		**932**	(21 525)
Deferred tax	14	**(74 576)**	(6 802)
Current year from continuing operations		**(67 006)**	(11 837)
(Over)/under provision previous years		**(4 538)**	12 625
Current year from discontinued operation		**(3 032)**	(7 590)
Total tax expense for the year		**23 930**	**82 443**
The tax expense for the year can be reconciled to the accounting profit as follows:			
(Loss)/profit before tax			
Continuing operations		**(251 800)**	312 059
Discontinued operation		**(45 775)**	(3 251)
(Loss)/profit before tax from all operations		**(297 575)**	308 808
Income tax calculated at statutory rate of 27%		**(80 345)**	83 378
Non-taxable income[1]		**(3 990)**	(4 937)
Non-deductible expenditure[2]		**3 918**	1 359
Impairment loss on goodwill		**108 000**	11 610
Unutilised assessed loss		**(47)**	(67)
Prior period under/(over) provision – current tax		**932**	(21 525)
Prior period (over)/under provision – deferred tax		**(4 538)**	12 625
Tax expense for the year recognised in profit or loss		**23 930**	**82 443**
Tax expense for the year is attributable to:			
Profit from continuing operations		**26 962**	90 033
Loss from discontinued operation	7.2-7.3	**(3 032)**	(7 590)
		23 930	**82 443**

1 Non-taxable income includes employment tax incentive refunds; S12H learnership deductions; DTI refunds; and income which is capital in nature.

2 Non-deductible expenditure includes donations; non-deductible legal and professional fees; fines and penalties; non-deductible restructuring costs; non-deductible subscriptions; and short-term capital expenditure.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

	2024 R'000	2023 R'000

7 Loss from discontinued operation

7.1 Loss from discontinued operation

	2024 R'000	2023 R'000
Loss from discontinued operation	**(42 743)**	4 339

There were no discontinued operations related to the prior year, however comparative information is restated as indicated in the accounting policies and statement of profit or loss and other comprehensive income. The current year loss from discontinued operation recognised in the statement of profit or loss and other comprehensive income consists of the Chet Chemicals division.

Discontinued operation sold – Chet Chemicals within the Household and Personal Care segment

The Group signed the sale of business agreement for the sale of the Chet Chemicals business unit within the Household and Personal Care segment on 24 August 2024. The disposal is in line with Libstar's strategic direction to focus on value-added food categories. Chet Chemicals was classified as held for sale at 24 August 2024 and was sold on 30 December 2024.

Financial information relating to the Chet Chemicals discontinued operation is set out below.

7.2 Discontinued operation's financial information

Financial performance and cash flow information

The loss for the year from the discontinued operation is set out below:

	2024 R'000	2023 R'000
Revenue	**436 961**	442 095
Cost of sales	**(345 599)**	(380 335)
Gross profit	**91 362**	61 760
Other gains/(losses)	**10 457**	(120)
Operating expenses	**(72 358)**	(58 137)
Operating profit	**29 461**	3 503
Finance income	**98**	–
Finance costs	**(6 529)**	(6 754)
Profit/(Loss) before tax	**23 030**	(3 251)
Taxation	**(6 613)**	7 590
Loss on sale of Chet Chemicals after income tax	**(59 160)**	–
(Loss)/Profit for the year from discontinued operation	**(42 743)**	4 339
(Loss)/Profit from discontinued operation attributable to:		
Equity holders of the parent	**(42 743)**	4 339
Non-controlling interest	**–**	–
Cash flow information		
Net cash (outflow)/inflow from operating activities	**(11 736)**	10 906
Net cash inflow/(outflow) from investing activities	**36 157**	(11 171)
Net cash outflow from financing activities	**(22 782)**	(6 705)
Net decrease in cash generated by the operations	**1 639**	(6 970)

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

	2024 R'000
7 Loss from discontinued operation *continued*	
7.3 Details of the sale of Chet Chemicals	
Disposal consideration:	
Proceeds^	**52 564**
Less: carrying amount of net assets sold	**(121 369)**
Property, plant and equipment	**(84 188)**
Inventory	**(42 275)**
Trade and other receivables	**(62 558)**
Trade and other payables	**66 007**
Provisions	**1 645**
Loss on sale before income tax	**(68 805)**
Income tax on loss	**9 645**
Loss on sale after income tax	**(59 160)**

^ Proceeds are made up of R46.6m in cash and R6.0m relating to net working capital.

	Note	**2024 R'000**	2023 R'000
8 Earnings per share			
8.1 Basic and diluted (loss)/earnings per share			
The (loss)/earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:			
(Loss)/earnings used in the calculation of basic earnings per share		**(321 555)**	226 515
From continuing operations attributable to equity holders of the parent		**(278 812)**	222 176
From discontinued operation attributable to equity holders of the parent		**(42 743)**	4 339
Weighted average number of ordinary shares ('000)*	19	**595 812**	595 812
Basic and diluted (loss)/earnings per share in cents			
From continuing operations		**(46.8)**	37.3
From discontinued operation		**(7.2)**	0.7
From continuing and discontinued operations		**(54.0)**	**38.0**

* There were no dilutive shares in the current and prior year. Therefore basic and diluted earnings per share are equal.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

	2024 R'000	2023 R'000

8 Earnings per share *continued*

8.2 Normalised (loss)/earnings per share (EPS)

Normalised EPS is a non-IFRS measure. To arrive at Normalised EPS, the after-tax (loss)/earnings is adjusted for the after-tax impact of the following:

	2024 R'000	2023 R'000
(Loss)/profit for the year from continuing operations	**(278 812)**	222 176
Normalised for:	**83 830**	6 730
Amortisation of customer contracts	**76 590**	94 537
Due diligence costs	**2 478**	–
Expenses/(credits) relating to share-based payments	**989**	(4 777)
Compensation from third parties for items of property, plant and equipment, intangibles, inventory that were lost or given up and insurance proceeds relating to prior year's business interruptions	**(875)**	(87 674)
Government grants	**(6 426)**	(5 763)
Onerous contracts	**–**	2 117
Retrenchment and settlement costs	**5 199**	5 482
Strategic advisory fees	**6 150**	665
Unrealised (gain)/loss on foreign exchange	**(275)**	2 143
Normalised (loss)/earnings	**(194 982)**	228 906
Weighted average number of ordinary shares ('000)	**595 812**	595 812
Normalised basic (loss)/earnings per share in cents	**(32.7)**	**38.4**

8.3 Headline/(loss) earnings per share

The headline earnings/(loss) used in the calculation of headline earnings/(loss) and diluted headline earnings/(loss) per share are as follows:

	2024		2023	
Continuing operations	**Gross**	**Net of tax**	Gross	Net of tax
Basic (loss)/earnings from continuing operations		**(278 812)**		222 176
Adjustments	**555 353**	**513 408**	63 205	57 749
Impairment of goodwill	**400 000**	**400 000**	43 000	43 000
Impairment of intangible assets	**103 963**	**75 893**	68 660	50 122
Impairment of property, plant and equipment	**44 927**	**32 797**	31 340	22 878
Compensation from third parties for items of property, plant and equipment that were impaired, lost or given up	**(8)**	**(6)**	(73 471)	(53 634)
Loss/(gain) on disposal of property, plant and equipment	**6 471**	**4 724**	(6 324)	(4 617)
Headline earnings from continuing operations		**234 596**		**279 925**

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

8 Earnings per share *continued*

8.3 Headline/(loss) earnings per share *continued*

	2024		2023	
Discontinued operation	**Gross**	**Net of tax**	Gross	Net of tax
Basic (loss)/earnings from discontinued operation		**(42 743)**		4 339
Adjustments	**68 601**	**59 011**	78	57
Loss on sale of Chet Chemicals	**68 805**	**59 160**	–	–
(Gain)/loss on disposal of property, plant and equipment	**(204)**	**(149)**	78	57
Headline earnings from discontinued operation		**16 268**		**4 396**

	2024 R'000	2023 R'000
Headline earnings from continuing and discontinued operations	**250 864**	284 321
Headline earnings and diluted headline earnings per share in cents:		
From continuing operations	**39.4**	47.0
From discontinued operation	**2.7**	0.7
From continuing and discontinued operations	**42.1**	**47.7**

8.4 Normalised headline earnings per share (HEPS)

Normalised HEPS is a non-IFRS measure. To arrive at normalised HEPS, the normalised EPS is adjusted for the after-tax impact of the below:

	Net 2024	Net 2023
Normalised basic (loss)/earnings from continuing operations	**(194 982)**	228 906
Adjustments	**513 414**	111 383
Impairment of goodwill	**400 000**	43 000
Impairment loss on intangible assets	**75 893**	50 122
Impairment of property, plant and equipment	**32 797**	22 878
Loss/(gain) on disposal of property, plant and equipment	**4 724**	(4 617)
Normalised headline earnings	**318 432**	340 289
Normalised headline earnings per share in cents	**53.4**	**57.1**

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

9 Directors' remuneration

Name/designation	Basic salary R'000	Company contributions R'000	Bonuses R'000	Share-based payments R'000	Other benefits* R'000	Director's fees R'000	Total remuneration and benefits R'000
2024							
CB de Villiers (Executive Director)	**5 355**	**54**	–	**138**	–	–	**5 547**
TL Ladbrooke (Executive Director)	**3 675**	**40**	**410**	**32**	–	–	**4 157**
C Lodewyks (Executive Director)	**3 539**	**1 015**	**189**	**103**	**108**	–	**4 954**
W Luhabe (Chairman Independent Non-Executive Director)	–	–	–	–	–	**1 250**	**1 250**
JP Landman (Lead Independent Non-Executive Director)	–	–	–	–	–	**1 123**	**1 123**
S Masinga (Independent Non-Executive Director)	–	–	–	–	–	**755**	**755**
S Khanna (Independent Non-Executive Director)	–	–	–	–	–	**1 064**	**1 064**
A Andrews (Independent Non-Executive Director)	–	–	–	–	–	**1 030**	**1 030**
Total	**12 569**	**1 109**	**599**	**273**	**108**	**5 222**	**19 880**
2023**							
CB de Villiers (Executive Director)	5 100	53	–	352	–	–	5 505
TL Ladbrooke (Executive Director)	3 250	115	983	–	–	–	4 348
C Lodewyks (Executive Director)	3 365	1 175	378	279	1 053	–	6 250
A V van Rensburg (Retired Executive Director)	–	–	–	2 367	1 500	–	3 867
W Luhabe (Chairman Independent Non-Executive Director)	–	–	–	–	–	1 190	1 190
JP Landman (Lead Independent Non-Executive Director)	–	–	–	–	–	1 084	1 084
S Masinga (Independent Non-Executive Director)	–	–	–	–	–	719	719
S Khanna (Independent Non-Executive Director)	–	–	–	–	–	1 014	1 014
A Andrews (Independent Non-Executive Director)	–	–	–	–	–	684	684
Total	**11 715**	**1 343**	**1 361**	**2 998**	**2 553**	**4 691**	**24 661**

* Other benefits include bursary fees for further education and retirement benefits.

** Prior period remuneration has been restated to accurately reflect compensation relating to the 2023 financial year. The update in disclosure did not have any impact on the financial position or performance of the Group.

W Luhabe, Chairman of Libstar, will not be available for re-election with effect from the 2025 annual general meeting. JP Landman, current lead independent non-executive director, was appointed as the new chairman with effect from the 2025 annual general meeting.

CB de Villiers, the Libstar Chief Financial Officer (CFO) was appointed as the CEO of Libstar with effect from 1 January 2023.

TL Ladbrooke, the Financial and Operations Executive at Rialto, a division of the Group, was appointed as interim CFO of the Group with effect from 1 January 2023, and subsequently appointed as CFO and executive director of the Group with effect from 15 March 2023.

C Lodewyks was appointed as an executive director of Libstar and member of the Board with effect from 1 January 2023.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

9 Directors' remuneration *continued*

9.1 Directors' share rights

Long-Term Incentive Plan (LTIP)

The table below sets out the awards to executive directors made in terms of the LTIP:

Executive directors	Date of award	Vesting date	Expiry date (SARs)	Strike price (SARs)/ Price on grant	Number of rights as at 31 Dec 2023	Number of instruments awarded during the year	Number of instruments vested during the year	Number of instruments forfeited during the year	Number of rights as at 31 Dec 2024
CEO (Charl de Villiers)									
LTIP									
SARs	Apr 2021	Apr 2024	Apr 2028	6.75	199 630	–	–	(199 630)	–
Performance shares	Apr 2021	Apr 2024	–	6.75	148 867	–	–	(148 867)	–
Forfeitable shares	Apr 2021	Apr 2024	–	6.75	37 217	–	(37 217)	–	–
Performance shares	Dec 2022	Dec 2025	–	5.80	492 534	–	–	–	492 534
Performance shares	Apr 2023	Apr 2026	–	4.86	839 506	–	–	–	839 506
Performance shares	Mar 2024	Mar 2027	–	4.35	–	1 203 371	–	–	1 203 371
CFO (Terri Ladbrooke)									
LTIP									
SARs	Apr 2021	Apr 2024	Apr 2028	6.75	98 948	–	–	(98 948)	–
Performance shares	Apr 2021	Apr 2024	–	6.75	34 357	–	–	(34 357)	–
Forfeitable shares	Apr 2021	Apr 2024	–	6.75	8 562	–	(8 562)	–	–
Performance shares	Apr 2023	Apr 2026	–	4.86	504 115	–	–	–	504 115
Performance shares	Mar 2024	Mar 2027	–	4.35	–	722 612	–	–	722 612
Executive Director (Cornél Lodewyks)									
LTIP									
SARs	Apr 2021	Apr 2024	Apr 2028	6.75	139 630	–	–	(139 630)	–
Performance shares	Apr 2021	Apr 2024	–	6.75	110 741	–	–	(110 741)	–
Forfeitable shares	Apr 2021	Apr 2024	–	6.75	27 733	–	(27 733)	–	–
Performance shares	Apr 2023	Apr 2026	–	4.86	590 535	–	–	–	590 535
Performance shares	Mar 2024	Mar 2027	–	4.35	–	846 489	–	–	846 489

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

	Note	**2024 R'000**	2023 R'000
10 Property, plant and equipment			
Cost		**2 947 535**	2 972 364
Accumulated depreciation and impairment		**(1 396 257)**	(1 236 907)
		1 551 278	1 735 457

	Note	**Freehold land and buildings R'000**	**Plant, vehicles, machinery and equipment* R'000**
31 December 2024			
Carrying value			
At 1 January 2024		**160 711**	**1 574 746**
Additions		**–**	**195 164**
Transfer to intangible assets		**–**	**(239)**
Transfer between classes		**(8)**	**8**
Scrapping and disposals		**–**	**(4 756)**
Reclassified as held for sale and disposed	7.3	**–**	**(84 188)**
Depreciation from continuing operations		**(9 093)**	**(227 660)**
Depreciation from discontinued operation		**–**	**(8 480)**
Impairment from continuing operations	13.3	**–**	**(44 927)**
At 31 December 2024		**151 610**	**1 399 668**
Total carrying value at 31 December 2024			**1 551 278**
31 December 2023			
Carrying value			
At 1 January 2023		159 867	1 579 057
Additions		13 657	230 990
Transfer from intangible assets		–	1 805
Transfer between classes		6	(6)
Scrapping and disposals		(12)	(13 847)
Depreciation from continuing operations		(12 807)	(179 769)
Depreciation from discontinued operation		–	(12 144)
Impairment from continuing operations		–	(31 340)
At 31 December 2023		**160 711**	**1 574 746**
Total carrying value at 31 December 2023			**1 735 457**

* The majority of the value of plant, vehicles, machinery and equipment comprises of the machinery. The other categories (plant, vehicles and equipment) aggregated into the asset class are deemed immaterial for separate asset class disclosure.

In the prior year, insurance proceeds were received for losses on plant and equipment and land and buildings and were recognised as other income. Refer to Note 3 for further information related to insurance proceeds.

In re-assessing asset useful lives, factors such as technological innovation and maintenance programs are taken into account. The useful lives of the assets are estimated based on management's best estimates and industry experience.

Plant, vehicles, machinery and equipment are pledged as security for the associated asset based finance agreement entered into to finance their acquisition. These asset based finance agreements are detailed in Note 23.

The Group has signed a general and special notarial bond over all the movable assets in favour of Nedbank Ltd, Standard Bank of South Africa Ltd, and Rand Merchant Bank Holdings Ltd. Refer to Note 31.7 Liquidity risk management for further details.

There were no material capital commitments at the end of the current and prior year.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

11 Leases

This note provides information for leases where the Group is a lessee.

The consolidated statement of financial position shows the following amounts relating to leases:

	Notes	2024 R'000	2023 R'000
Right-of-use assets			
Non-current assets		**497 620**	421 065
Lease Liabilities			
Non-current liabilities		**(531 656)**	(492 367)
Current liabilities		**(111 168)**	(97 965)
Right-of-use assets[1]			
Right-of-use assets at 1 January		**421 065**	521 469
Lease modifications[2]		**57 626**	(1 234)
Additions		**115 866**	10 611
Derecognitions		**–**	(468)
Depreciation charge from continuing operations		**(92 247)**	(102 277)
Depreciation charge from discontinued operation		**(4 690)**	(7 036)
Right-of-use assets at 31 December		**497 620**	**421 065**
Lease Liabilities			
Lease liabilities recognised as at 1 January		**(590 332)**	(694 671)
Lease modifications[2]		**(31 911)**	1 483
Additions		**(115 756)**	(10 787)
Derecognitions		**–**	(23)
Finance costs from continuing operations		**(60 354)**	(45 683)
Finance costs from discontinued operation		**(4 526)**	(4 906)
Lease payments		**160 055**	164 255
Balance at 31 December		**(642 824)**	**(590 332)**

1 The majority of the value of the right-of-use assets relate to property leases. Other equipment leases are not material and not disclosed separately.

2 Lease modifications mainly consist of lease extensions and early lease terminations that occurred during the current and prior year. Included is the early lease termination of the Chet Chemicals lease agreement.

Expenses recognised in the consolidated statement of profit or loss and other comprehensive income

The statement of profit or loss shows the following amounts relating to leases:

	Notes	2024 R'000	2023 R'000
Depreciation of right-of-use assets from continuing operations	3	**92 247**	102 277
Depreciation of right-of-use assets from discontinued operation		**4 690**	7 036
Finance costs in respect of lease liabilities from continuing operations	5	**60 354**	45 683
Finance costs in respect of lease liabilities from discontinued operation		**4 526**	4 906
Short-term lease charges*	3	**14 488**	14 126
Low-value lease charges	3	**31 441**	30 074

* Short-term lease charges are those relating to contracts with durations of less than 12 months.

The total cash outflow for leases in the current year was R206.0m (2023: R208.5m).

Refer to Note 31.7 Liquidity risk management for the maturity analysis of lease liabilities.

There were no significant variable payments related to leases in the current and prior year.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

	Note	2024 R'000	2023 R'000
12 Goodwill			
Cost		**2 661 879**	2 664 099
Accumulated impairment		**(1 008 037)**	(610 257)
		1 653 842	**2 053 842**
Carrying value			
At 1 January		**2 053 842**	2 096 842
Impairment	13.3	**(400 000)**	(43 000)
Carrying value at 31 December		**1 653 842**	**2 053 842**

12.1 Allocation of goodwill to cash-generating units

For impairment testing purposes, goodwill is allocated to the lowest level of identifiable individual cash-generating units (CGUs) which are the business units within the Group. Refer to Note 13.1 for the allocation of the carrying value of goodwill to the CGUs.

13 Intangible assets

	2024 R'000	2023 R'000
Cost	**2 862 403**	2 985 417
Accumulated amortisation and impairment	**(1 765 369)**	(1 669 911)
	1 097 034	**1 315 506**

	Note	Brands* R'000	Computer software and website costs R'000	Customer relationships R'000
31 December 2024				
Carrying value				
At 1 January 2024		**433 918**	**20 819**	**860 769**
Additions		–	**6 071**	–
Scrapping and disposals		–	**(1 661)**	–
Transfer from property, plant and equipment		–	**239**	–
Amortisation charge from continuing operations		–	**(14 000)**	**(104 918)**
Amortisation charge from discontinued operation		–	**(240)**	–
Impairment	13.3	**(64 034)**	–	**(39 929)**
At 31 December 2024		**369 884**	**11 228**	**715 922**
Total carrying value at 31 December 2024				**1 097 034**

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

	Note	Brands* R'000	Computer software and website costs R'000	Customer relationships R'000
13 Intangible assets *continued*				
31 December 2023				
Carrying value				
At 1 January 2023		480 608	20 981	1 012 242
Additions		–	8 362	–
Scrapping and disposals		–	(932)	–
Transfer to property, plant and equipment		–	(1 805)	–
Amortisation charge from continuing operations		–	(5 589)	(129 503)
Amortisation charge from discontinued operation		–	(198)	–
Impairment	13.3	(46 690)	–	(21 970)
At 31 December 2023		433 918	20 819	860 769
Total carrying value at 31 December 2023				1 315 506

* Indefinite useful lives are allocated to brands when there is no foreseeable limit to the period over which the Group expects to utilise the future economic benefits embodied in the intangible asset. Brands comprise of well-established, growing brands which are considered to have indefinite useful lives and are not amortised.

The Group estimates the useful life of the computer software and website costs based on management's best estimates of factors such as technical innovations and rate of change whilst the useful life of customer relationships is based on management's consideration of factors such as the nature and tenure of the relationship in question as well as an assessment of the competitive landscape in which the Group operates. Management determine useful lives based on estimates of how the benefit of the assets will be utilised over time. Each year the remaining useful lives of the intangibles assets are re-evaluated and if a change in estimate occurs, the remaining carrying value is amortised prospectively over the revised remaining useful life.

The remaining useful lives and carrying values of customer relationships grouped per segment at reporting date are as follows:

	2024		2023	
	Carrying value	**Remaining weighted average useful lives – years**	Carrying value	Remaining weighted average useful lives – years
Useful lives of customer relationships				
Segment*				
Perishable Products	**322 492**	**7.14**	391 656	9.82
Ambient Products	**393 430**	**6.24**	469 113	8.22
	715 922	**8.00**	**860 769**	**8.65**

* Refer to the consolidated segmental information for details related to the change in segments in the current year. The comparative information presented has been restated into the new segments for comparability.

Brands are pledged as security for the financing facilities detailed in Note 31.7

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

13 Intangible assets *continued*

13.1 Total value of goodwill and brands

For impairment testing purposes, the carrying values of goodwill and brands are allocated to the lowest level of identifiable individual CGUs which are the business units within the Group. The carrying values of goodwill and brands so allocated to each CGU are not significant in comparison with the Group's total carrying values of goodwill and brands. Therefore, the aggregate carrying values of goodwill and brands are disclosed per segments as follows:

	Goodwill R'000	Brands R'000	Total R'000
2024			
Perishable Products	**362 510**	**301 553**	**664 063**
Ambient Products	**1 291 332**	**68 331**	**1 359 663**
	1 653 842	**369 884**	**2 023 726**
2023*			
Perishable Products	762 510	365 586	1 128 096
Ambient Products	1 291 332	68 332	1 359 664
	2 053 842	**433 918**	**2 487 760**

* Refer to the consolidated segmental information for details related to the change in segments in the current year. The comparative information presented has been restated into the new segments for comparability.

Refer to Note 13.3 for the impairment losses recognised during the current and prior year.

13.2 Impairment testing of cash-generating units

Annually, or if there is an indication of impairment of goodwill and brands, the Group assesses the CGUs for impairment.

Methods and assumptions

The key assumptions disclosed below are based on management's experience and expectations. The recoverable amount of each CGU is based on its value in use and applies a discounted cash flow methodology to assess the recoverable amount of CGUs. This methodology entails a calculation of the present value of future cash flows generated by applicable cash-generating units over a five year period and incorporates a terminal growth rate. The carrying value of the CGU is compared with the value in use and if the value in use is exceeded by the carrying value, an impairment loss is recognised in the consolidated statement of profit or loss and other comprehensive income.

These cash flows are based on forecasts which include assumptions on profit before interest and tax, depreciation, working capital movements, capital maintenance expenditure, an appropriate discount rate and a terminal growth rate.

The key assumptions used for forecasting the recoverable amount are forecast sales, EBITDA, the discount rate and the terminal growth rate. The key assumptions are similar for the three segments.

	2024 %	2023 %
Discount rates		
Post-tax discount rates	**12.0% to 14.8%**	12.7% to 13.7%
Pre-tax discount rates applied to the CGUs	**14.1% to 15.8%**	15.0% to 18.2%
Growth rates		
Revenue growth rates	**5.1% to 11.7%**	5.0% to 10.2%
Terminal growth rates applied	**4.5%**	5.0%

Forecast inputs are calculated for each CGU, taking into account historical performance and current market conditions.

The Group discount rates and growth rates are assessed for specific business unit-level risk factors at a CGU level as they arise. A risk-premium is built into the inputs to consider the specific risk factor applicable to the relevant CGU.

The terminal growth rate used was based on the latest inflationary increases in line with the consumer price index. GDP (local and export countries) was also considered in determining the terminal growth rate. These rates are consistent with external market sources.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

13 Intangible assets *continued*

13.3 Impairments of cash-generating units

	2024 R'000	2023 R'000
Recorded impairments from continued operations		
Goodwill	**400 000**	43 000
Intangibles	**103 963**	68 660
Plant, vehicles, machinery and equipment	**44 927**	31 340
	548 890	**143 000**

The carrying values of the following CGUs were reduced to their recoverable amounts through the recognition of an impairment loss against goodwill (if in existence at reporting date) and against other assets as follows:

2024 Impairment

			Impairment loss allocated to assets in CGU			
CGU (business unit)	**Segment**	**Total impairment loss R'000**	**Goodwill R'000**	**Plant, vehicles, machinery and equipment R'000**	**Customer relationships R'000**	**Brands R'000**
Denny Mushrooms	Perishable Products	**134 516**	–	**44 927**	**25 555**	**64 034**
Finlar Fine Foods	Perishable Products	**400 000**	**400 000**	–	–	–
Dickon Hall Foods	Ambient Products	**7 856**	–	–	**7 856**	–
Cape Herb and Spice	Ambient Products	**6 518**	–	–	**6 518**	–
		548 890	**400 000**	**44 927**	**39 929**	**64 034**

2023 Impairment

			Impairment loss allocated to assets in CGU			
CGU (business unit)	**Segment***	Total impairment loss R'000	Goodwill R'000	Plant, vehicles, machinery and equipment R'000	Customer relationships R'000	Brands R'000
Denny Mushrooms	Perishable Products	100 000	–	31 340	21 970	46 690
Khoisan Gourmet	Ambient Products	43 000	43 000	–	–	–
		143 000	43 000	31 340	21 970	46 690

* Refer to the consolidated segmental information for details related to the change in segments in the current year. The comparative information presented has been restated into the new segments for comparability.

Refer to Note 13.4 for the sensitivity analysis performed as at reporting date on other CGUs. The impairments losses in the current year impacted goodwill, plant, vehicles, machinery and equipment and intangible assets within the affected CGUs.

The impairment losses were driven by the following segment specific factors including the impact of high interest rates on business plans and discount rates:

2024 Impairment factors

Denny Mushrooms impairment

The impairment relating to the Denny Mushrooms business unit within the Perishable Products segment was driven by continued poor yields which impacted production volumes.

Finlar Fine Foods impairment

The impairment of Goodwill attributable to the Finlar Fine Foods business unit within the Perishable Products segment was driven by significantly lower beef volumes in the food service channel due to supplier diversification strategies implemented by a customer.

Dickon Hall Foods impairment

The impairment relating to the Dickon Hall Foods business unit within the Ambient Products segment was driven by the reassessment of the carrying values of two customer contracts.

Cape Herb and Spice impairment

The impairment relating to the Cape Herb and Spice business unit within the Ambient Products segment was driven by the reassessment of the carrying value of a customer contract.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

13 Intangible assets *continued*

13.3 Impairments *continued*

2023 Impairment factors

Denny Mushrooms impairment

The impairment relating to the Denny Mushrooms business unit within the Perishables Products segment was driven by the decision not to reinstate the Denny Mushrooms' Shongweni facility after the fire incident.

Insurance proceeds were received and recognised as other income. Refer to Note 3 for further information.

Goodwill was fully impaired in 2022, therefore the impairment in the prior year was allocated on a pro-rata basis to Property Plant and Equipment, Brands and Customer relationships.

Khoisan Gourmet impairment

The impairment of goodwill of the Khoisan Gourmet business unit within the Ambient Products segment was driven by prolonged weak international demand for bulk tea.

13.4 Sensitivity Analysis – impact of possible changes in key assumptions

The Group has performed a sensitivity analysis of assumptions used in the goodwill and indefinite useful life intangible assets impairment test of CGUs. The recoverable amounts of the CGUs are based on similar key assumptions and therefore, the sensitivity analysis is disclosed at an aggregated segment level. The table below shows the percentage change in the discounted cash flow model post-tax discount rate that would cause the recoverable amount of each segment to be equal to its carrying amount.

Segment*	**2024 Discount rate Movement %**	2023 Discount rate Movement %
Perishable Products	**+1.7**	+1.0
Ambient Products	**+4.1**	+4.1

* Refer to the consolidated segmental information for details related to the change in segments in the current year. The comparative information presented has been restated into the new segments for comparability.

The recoverable amount of the CGUs that hold a significant proportion of the Group's overall goodwill balance and indefinite useful life intangible assets are included in the following segments:

Perishable Products – recoverable amount of R1.1bn (2023: R1.5bn) exceeds its carrying amount by R0.5bn (2023: R0.4bn).

Ambient Products – recoverable amount of R3.3bn (2023: R3.3bn) exceeds its carrying amount by R2.0bn (2023: R1.9bn).

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

13 Intangible assets continued

13.4 Sensitivity Analysis – impact of possible changes in key assumptions *continued*

The Group has, in respect of the Perishable Products and Ambient Products, extended its impairment testing to the business unit level where there was a potential indication of impairment. The directors estimate that the following changes in the post-tax discount rates applied to the below business units, would cause the recoverable amount of each CGU to be equal to its carrying amount.

	2024 Discount rate Movement %	2023 Discount rate Movement %
Ambassador	**+1.0**	+1.7
Millennium Foods	**+5.0**	+1.7
Montagu Foods	**+1.4**	+0.6
Dickon Hall Foods	**+1.4**	+2.6
Cecil Vinegar	**+2.0**	+1.2
Retailer Brands	**+1.9**	+1.1

The directors and management have considered and assessed reasonable possible changes for other key assumptions and have not identified any instances that could cause the carrying amount of the CGUs to exceed its recoverable amount.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

		2024 R'000	2023 R'000
14	**Deferred tax assets/(liabilities)**		
	Deferred tax asset	**3 202**	7 003
	Deferred tax liability	**(428 916)**	(508 865)
		(425 714)	**(501 862)**
	Balance at 1 January	**(501 862)**	(509 566)
	Movement in profit or loss – continuing operations	**71 544**	(788)
	Movement in profit or loss – discontinued operation	**3 032**	7 590
	Group share plan awards paid	–	386
	Recognised in other comprehensive income	**1 572**	516
	Balance at 31 December	**(425 714)**	**(501 862)**
	The balance at the end of the year is due to the following timing differences:		
	Property, plant and equipment	**(211 312)**	(228 872)
	Right-of-use assets	**(134 216)**	(113 546)
	Lease liabilities	**173 205**	158 160
	Intangible assets	**(289 239)**	(345 902)
	Accruals	**1 758**	2 097
	Prepaid expenses	**(3 930)**	(7 159)
	Farming operations produce	**(15 179)**	(13 555)
	Income received in advance	**1 832**	1 208
	Post retirement medical aid contribution liability	**2 718**	2 359
	Forward exchange contracts	**643**	(1 579)
	Provisions	**44 860**	41 806
	Assessed loss	**2 554**	2 707
	Share-based payments (Cash settled)	**592**	414
		(425 714)	**(501 862)**
	The Group has R10 ('000) (2023: R590 ('000)) unrecognised deferred tax assets related to unutilised assessed losses.		
15	**Inventories**		
	Raw materials and components*	**527 769**	691 532
	Work in progress	**260 455**	224 968
	Finished goods and merchandise	**772 604**	562 551
	Consumable stores and spares*	**251 664**	181 901
	Goods in transit	**158 780**	189 131
	Provision for stock write-down: finished goods	**(37 264)**	(42 728)
		1 934 008	**1 807 355**

* Packing materials, previously recognised as part of raw materials and components, have been reclassified under consumable stores and spares in the current year. The prior period presentation has been adjusted with R132.9m, accordingly.

All inventories are carried at cost, with the exception of certain items of finished goods against which a provision for stock write-down of R37.3m (2023: R42.7m) has been raised. The cost of inventories recognised as an expense during the year was R8.7bn (2023: R8.7bn).

The Group has signed a general and special notarial bond over all the movable assets in favour of Nedbank Ltd, Standard Bank of South Africa Ltd, and Rand Merchant Bank Holdings Ltd. Refer to Note 31.7 Liquidity risk management for further details.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

	2024 **R'000**	Restated* 2023 R'000
16 Trade and other receivables		
Trade receivables	**1 853 785**	1 836 618
Other receivables	**17 468**	7 657
Less: expected credit loss allowance	**(14 716)**	(12 485)
	1 856 537	1 831 790
Prepayments	**74 071**	92 607
Value-added tax receivable	**29 892**	26 031
	1 960 500	**1 950 428**
Categories of financial and non-financial assets		
Financial assets	**1 856 537**	1 831 790
Non-financial assets	**103 963**	118 638
	1 960 500	**1 950 428**

16.1 Trade receivables and other receivables

Trade receivables and other receivables, consisting of sundry debtors, disclosed above are classified as financial assets at amortised cost. No interest is charged on trade receivables and other receivables which exceed the normal credit days. The average credit days on sale of goods was 57 days (2023: 57 days).

Movement in the loss allowance	**2024** **R'000**	Restated* 2023 R'000
Balance at 1 January	**12 485**	15 737
Expected credit loss recognised in profit or loss	**3 768**	516
Remeasurement of opening loss allowances	**(246)**	–
Bad debts written off	**(1 291)**	(3 768)
Balance at 31 December	**14 716**	**12 485**

The Group's top three customers comprise 32.6% (2023: 35.8%) of the carrying amount of trade receivables. The Group limits its credit exposure risk by dealing mainly with well-established institutions of high credit standing. Accordingly, the directors believe that no further provision is required in excess of the expected credit loss allowance recognised.

In the current year the Group wrote off R1.3m (2023: R3.8m) of bad debts. Where recoveries are made, these are recognised in profit or loss. Impairment losses on trade and other receivables are presented as net impairment losses within operating expenses in profit or loss. Subsequent recoveries of amounts previously written off are credited to other income as bad debts recovered. Refer to Note 31.6 for further details on impairment of trade receivables and other receivables and the credit risk policy of the Group.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

	2024 R'000	2023 R'000
17 Biological assets		
Mushrooms	**27 414**	**26 616**
Reconciliation of the carrying value of biological assets:		
Balance at 1 January	**26 616**	26 742
Transferred after picking	**(30 860)**	(14 038)
Gain arising from change in fair value due to physical change	**31 804**	13 473
Gain arising from change in fair value less estimated point of sale costs	**481**	1 142
Changes attributable to raw materials and overheads	**(627)**	(703)
Balance at 31 December	**27 414**	**26 616**
The biological asset valuation comprised:		
Compost production cycle	**4 254**	5 380
Growing room cycle	**14 780**	14 281
Rooms in cropping	**8 118**	6 704
Spent compost	**262**	251
	27 414	**26 616**

The Group has signed a general and special notarial bond over all the movable assets in favour of Nedbank Ltd, Standard Bank of South Africa Ltd, and Rand Merchant Bank Holdings Ltd. Refer to Note 31.7 Liquidity risk management for further details.

Nature of activities

The Group is engaged in mushroom production for supply to various customers. As at 31 December 2024, the Group had 154.0 tonnes (2023: 129.0 tonnes) of mushrooms in cropping rooms and 5 362.0 tonnes (2023: 5 141.0 tonnes) of mushrooms were sold during the year.

Financial risk management

The Group is exposed to financial risks that may arise from disease affecting its mushroom facilities. Stringent biosecurity measures are in place to limit the impact of this risk.

Management performs regular industry trend analysis to ensure that the Group's pricing structure is in line with the market and to ensure that the projected harvest volumes are consistent with the expected demand.

Measuring biological assets at fair value

The fair value of mushrooms in the growing cycle is calculated as the future expected net cash flows from the asset, which includes a number of assumptions, primarily based on the historical production yield and the weighted average selling price per kilogram produced. The valuation process is split into three main sections, namely:

1. Compost production cycle*
2. Growing room cycle*
3. Rooms in cropping**

* The fair value for the compost production cycle and the growing room cycle is calculated as follows:

Total overhead costs for the year is determined and divided by the number of days involved in production to calculate the overhead costs per day. The overhead costs per day is then multiplied by the number of days the cycle is on to determine the amount of overhead costs allocated at that point. This total amount is added to the actual raw material costs used up until that point for items such as compost, bales of hay and mushroom spawn.

** The fair value for the rooms in cropping is calculated as follows:

Total production yield for the year is determined to calculate the average tonnes yield per square metre. This average tonnes yield per square meter is then further broken down into breaks (1st, 2nd and 3rd break equals 1st, 2nd and 3rd picking which in total matches the average yield per square metre). The fair value is calculated as the average tonnes yield per square metre, less what has already been picked, to determine what is still expected to be picked from the crop (existing at reporting date). To determine what has been picked and what is still to be picked, an assessment is done to determine which day of the cycle each room is in as at reporting date. Once the expected tonnes' remaining at year end is determined, the latter is multiplied by the selling price less point of sale costs to estimate the final fair value.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

17 Biological assets *continued*

Significant estimates and judgements

Estimates and judgements in determining the fair value of mushrooms relate to market prices (last purchase price of raw materials), overhead costs and number of days in the production cycle.

Fair value hierarchy

Mushrooms have been classified as level 3 in the fair value hierarchy as the valuation includes unobservable inputs and assumptions including the production yield, overheads costs and number of days in production.

	Phesantekraal	Deodar	Total
Quantitative inputs for significant unobservable inputs			
2024			
Production yield (in Tonnes)			
Produced – Net of stained mushrooms	**2 323**	**3 674**	**5 997**
Produced – Inclusive of stained mushrooms	**2 671**	**4 097**	**6 768**
Overhead costs (R'000)	**86 479**	**107 158**	**193 637**
Number of days in production			
Typical cycle – big	**82**	**78**	
Typical cycle – small	**82**	**78**	
2023			
Production yield (in Tonnes)			
Produced – Net of stained mushrooms	2 514	3 160	5 674
Produced – Inclusive of stained mushrooms	2 867	3 466	6 333
Overhead costs (R'000)	86 901	107 190	194 091
Number of days in production			
Typical cycle – big	84	80	
Typical cycle – small	84	80	

Sensitivity analysis of the fair value measurements to changes in significant unobservable inputs

Due to the recurring fair value measurement at reporting date, a narrative description of the sensitivity of the fair value measurement to changes in the unobservable inputs is disclosed. Attention is drawn to the inter-relationships between the noted inputs and how they might magnify the affect on the fair value measurement.

Significant changes in the unobservable inputs will result in the following:

Production yield

Significant increase(decrease) in production yield will result in the average yield used for determining expected tonnes to increase (decrease) resulting in a higher/(lower) fair value.

Overhead costs

Significant increase(decrease) in overhead costs will result in the overhead allocation per day to increase(decrease) resulting in a higher(lower) fair value.

Number of days in production

The number of days in production has an inter-relationship with:

- the production yield in determining the remaining number of tonnes to be picked in the Rooms in cropping; and
- the overhead costs in determining how much to allocate to the Compost production and Growing rooms cycle.

Significant increase(decrease) in the number of days in production will result in:

- the number of days (and thus tonnes) left to be picked to decrease(increase) resulting in a lower(higher) fair value; and
- the overhead allocation per day to decrease(increase) resulting in a lower(higher) fair value.

However, significant increase(decrease) in actual number of days in production as at reporting date, where the total production days remains the same, results in a higher(lower) amount of the overhead costs being allocated at that point and thus results in a higher(lower) fair value.

In the instances noted above where the change in days results in the inverse affect on the fair value measurement, should the corresponding input (production yield or overhead costs) move in the same direction of that of the number of days in production, the affect on the fair value will be mitigated as a result of the inverse relationship.

However, where these inverse relationships exist and the inputs move in opposite directions, the affect on the fair value measurement will be increased. Where these inverse relationships do not exist, the opposite applies.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

	Note	2024 R'000	2023 R'000
18 Other financial assets			
Financial assets carried at amortised cost			
Loans to other entities*		**4 720**	4 653
Deposits		**6 495**	–
Hedging instruments			
Foreign exchange contracts – cash flow hedges**	31.2	**6 657**	6 540
		17 872	**11 193**
Non-current assets		**7 115**	4 653
Current assets		**10 757**	6 540
		17 872	**11 193**

* Included in loans to other entities is a loan to Astratek (Pty) Ltd of R8.2m against which an expected credit loss of R4.1m has been recognised. There has been no movement in the loan balance or loss allowance during the current year. The loan is unsecured, interest free and repayable on 31 December 2025.

** There has been no changes to the classification during the current and prior year.

Refer to Note 31.6 for further details on impairment of other financial assets and the credit risk policy of the Group.

	2024 R'000	2023 R'000
19 Share capital		
Share capital	**4 727 314**	**4 727 314**
Authorised capital comprises:		
10 000 000 000 ordinary shares of no par value		
1 000 000 preference shares		
Issued capital comprises:		
595 812 263 (2023: 595 812 263) fully paid ordinary shares of no par value*	**4 727 314**	4 727 314
1 000 000 preference shares of no par value	**–**	–
	4 727 314	**4 727 314**

* The number of issued share capital is shown net of 86 109 145 treasury shares (2023: 86 109 145) with a balance of R199.1m (2023: R188.1m). The wholly-owned Employee Share Trusts established for the benefit of employees of the Group hold 73 049 783 (2023: 73 049 783) and Libstar Operations (Pty) Ltd holds 13 059 362 (2023: 13 059 362) of the treasury shares.

There were no changes in share capital in the current year and prior year, other than the movements in treasury shares noted below. Ordinary shares entitle the holder to participate in dividends. These rights are subject to the prior entitlements of the preference shares. On a show of hands every holder of ordinary shares present at a meeting, in person or by proxy, is entitled to one vote, and on a poll each share is entitled to one vote.

The unissued shares are under the control of the directors until the forthcoming annual general meeting.

Treasury shares transactions during the year

During the current year Business Venture Investments No 2072 (Pty) Ltd subscribed for 226 852 (2023: 378 569) subscription shares at a subscription price of R22.41 (2023: R19.74) per share on 6 May 2024 (2023: 23 May 2023). Libstar Holdings Ltd repurchased the same number of Nominal BEE shares at R0.01 per share on the respective dates.

During the current year Business Venture Investments No 2071 (Pty) Ltd subscribed for 264 965 (2023: 441 554) subscription shares at a subscription price of R22.41 (2023: R19.74) per share on 6 May 2024 (2023: 23 May 2023). Libstar Holdings Ltd repurchased the same number of Nominal BEE shares at R0.01 per share on the respective dates.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

20 Other reserves

Other Reserves and the movements in these reserves during the current and prior year are as follows:

	Defined benefit plan reserve R'000	Share-based payment reserve R'000	Premium on acquisition of non-controlling interest R'000	Hedging reserves R'000	Foreign currency translation reserve R'000	Total Other Reserves R'000
Balance at 1 January 2023	(690)	3 328	(75 168)	4 034	435	(68 061)
Other comprehensive income/(loss) for the year	74	–	–	(1 469)	(169)	(1 564)
Share-based payment expenses	–	(3 328)	–	–	–	(3 328)
Payment	–	(1 045)	–	–	–	(1 045)
2019 Group share plan awards forfeited	–	(2 283)	–	–	–	(2 283)
Balance at 31 December 2023	**(616)**	**–**	**(75 168)**	**2 565**	**266**	**(72 953)**
Transfer of reserve to Retained earnings	**–**	**–**	**75 168**	**–**	**–**	**75 168**
Other comprehensive income/(loss) for the year	**562**	**–**	**–**	**(4 810)**	**160**	**(4 088)**
Balance at 31 December 2024	**(54)**	**–**	**–**	**(2 245)**	**426**	**(1 873)**
Notes		22		31.2		

Nature and purpose of other reserves

Defined benefit plan reserve

Defined benefit plan reserve comprises actuarial gains or losses in respect of defined benefit obligations that are recognised in other comprehensive income. Refer to Note 21 for further information related to the defined benefit obligation.

Share-based payment reserve

Share-based payment reserve represents the grant date fair value of the Group's equity settled share-based payments (GSP) over the vesting period of GSP. GSP was fully paid and forfeited in the prior year.

Premium on acquisition of non-controlling interest

Premium on non-controlling interest represents the difference between the carrying amount of the non-controlling interests and the fair value of the consideration given on acquisition of non-controlling interests.

Hedging reserves

Hedging reserves represents the gains relating to foreign currency transactions recognised in other comprehensive income.

Foreign currency translation reserve

Exchange differences arising on translation of the foreign controlled entity are recognised in other comprehensive income.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

	2024 R'000	2023 R'000
21 Employee benefits		
Post-retirement medical aid contribution liabilities		
Actuarially determined present value of unfunded obligations	**10 065**	8 738

The Company has obligations to provide certain post-retirement medical aid benefits to certain eligible employees and pensioners. The entitlement to these benefits for current employees is dependent upon the employee remaining in service until retirement age. The schemes are not a funded arrangements and no separate assets are held to meet the liabilities. The funded status of the schemes are therefore equal to the negative value of the accrued liabilities.

The actuarial valuation of the post-retirement medical aid contributions liabilities was performed at 31 December 2024.

Any reasonably possible movement in the significant actuarial assumptions would not result in a material change in the defined benefit obligations.

	2024 R'000	2023 R'000
22 Share-based payments		
Non-current liabilities:		
Performance Shares	**1 455**	725
Forfeitable Shares	**737**	810
Cash settled share-based payments (LTIP)	**2 192**	1 535

22.1 Details of the Share-Based Payment Incentive Scheme of the Group

In the 2019 year the Group developed a share-based payment incentive scheme. The Long-term Incentive Scheme ("LTIP") is cash settled. Senior employees may be awarded notional units which are linked to the price of ordinary shares of the Group and only vest if certain performance standards are met. The incentive scheme seeks to attract and retain senior employees and promote ongoing loyalty, commitment and motivation. All senior employees are eligible to participate. The incentive scheme is implemented by the Board through the direction of the Remuneration Committee. On an annual basis, senior employees may be offered three components:

(i) allocations of Share Appreciation Rights ("SARs");

(ii) awards of the Performance Share Plan ("PSP"); or

(iii) grants of the Forfeitable Share Plan ("FSP").

A summary of each component of offer under the incentive schemes are set out below.

22.1.1 Share Appreciation Rights (SARs)

Eligible employees are allocated conditional and notional awards. The performance condition is measured over a three year period starting at the allocation date and ending at the vesting date. The real growth in normalised headline earnings ("NHE") of Libstar is compared to the consumer price index ("CPI") to determine the portion of awards that will vest. Vesting is further contingent on the award holder remaining in the employ of Libstar. Award holders are not entitled to dividends during the life of the award. Once vested, the options remain exercisable for a period of four years.

Cash-settled SARs

There were no LTIP SARs issued during the current or prior year.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

22 Share-based payments *continued*

22.1 Details of the Share-Based Payment Incentive Scheme of the Group *continued*

22.1.2 Performance Share Plan (PSP)

On 2 December 2022, 12 April 2023 and 11 March 2024 eligible employees were allocated conditional and notional awards. Award holders are not entitled to dividends during the life of the award. The awards vest 3 years after allocation, to the extent that the performance conditions (measured over the three-year period), as described below, have been met. Vesting is further contingent on the award holder remaining in the employment of Libstar.

1. NHE vs. CPI performance condition – 50%,

The performance condition is measured over a minimum of a three year period starting at the allocation date and ending at the vesting date. The real growth in normalised headline earnings ("NHE") of Libstar is compared to the CPI to determine the portion of awards that will vest.

2. ROAA vs. WACC performance condition – 30%, and

The Libstar return on adjusted assets ("ROAA") is compared to the Libstar adjusted weighted average cost of capital ("WACC") to determine the portion of awards that will vest under the ROAA vs. WACC performance condition.

3. ESG performance condition – 20%.

ESG is a measurement of a strategic initiatives and the ESG metrics could include measures such as water, recycling, and employment equity/B-BBEE targets.

Awards granted during the period

During the year 2 772 472 cash-settled awards were issued under the PSP at a fair value at reporting date of R4.35 each (2023: 1 934 156 cash-settled awards at R3.27 each).

The fair value per unit (excluding forfeiture), is calculated as the share price at valuation date, reduced for expected dividends over the remainder of the vesting period. The fair value per unit is then multiplied by the number of shares remaining adjusted for forfeiture.

	2024	2023
Vesting assumptions at 31 December:		
NHE vs. CPI Vesting Probability	**70.0%**	60.0%
ROAA vs WACC Vesting Probability	**60.0%**	70.0%
ESG Expected Vesting Probability	**75.0%**	75.0%
Expected Forfeiture (per annum)	**9.2%**	10.0%

22.1.3 Details of the Forfeitable Share Plan (FSP)

On 8 April 2021, eligible employees were allocated conditional and notional awards. The performance condition is measured over a three year period starting at the allocation date and ending at the vesting date. The awards will vest if Libstar attains a "Compliant Contributor" status in terms of B-BBEE and Transformation on an all-or-nothing basis. Vesting is further contingent on the award holder remaining in the employment of Libstar. Award holders are not entitled to dividends during the life of the award.

Awards granted during the period

There were no awards issued under the FSP during the current or prior year.

22.2 Charges/(reversals) arising from share-based payment transactions

Total charges/(reversals) arising from share-based payment transactions recognised during the year as part of employee benefit expense were as follows:

	2024 R'000	2023 R'000
Charges/(reversals) relating to long-term incentive scheme (LTIP scheme)	**1 355**	(6 544)

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

23 Other financial liabilities and hedging instruments

	Notes	**2024 R'000**	2023 R'000
Financial liabilities carried at amortised cost			
Bank loans	23.1	**1 200 000**	1 230 000
Asset based finance	23.2	**275 788**	310 460
Hedging instruments			
Foreign exchange contracts – cash flow hedges	31.2	**8 247**	577
		1 484 035	**1 541 037**
Non-current		**1 363 111**	1 284 958
Current		**120 924**	256 079
		1 484 035	**1 541 037**

23.1 Bank loans

	2024 R'000	2023 R'000
Senior Facility Term Loan A		
Nedbank Ltd	**500 000**	500 000
Standard Bank of South Africa Ltd	**200 000**	200 000
Rand Merchant Bank Holdings Ltd	**300 000**	300 000
	1 000 000	**1 000 000**
The loans bear interest at the prevailing JIBAR rate plus 1.70% (2023: 1.70%). The loans are payable in a single bullet payment in December 2026.		
Senior Facility Term Loan B		
Nedbank Ltd	**75 000**	75 000
Standard Bank of South Africa Ltd	**30 000**	30 000
Rand Merchant Bank Holdings Ltd	**45 000**	45 000
	150 000	**150 000**
The loans bear interest at the prevailing JIBAR rate plus 1.60% (2023: 1.60%). During the period the repayment date has been revised and loans are repayable in a single bullet payment in December 2026.		
Senior Facility Term Loan C		
Nedbank Ltd	**25 000**	40 000
Standard Bank of South Africa Ltd	**10 000**	16 000
Rand Merchant Bank Holdings Ltd	**15 000**	24 000
	50 000	**80 000**
The loans bear interest at the prevailing JIBAR rate plus 1.65% (2023: 1.65%). During the period the repayment date has been revised and loans are repayable in a single bullet payment in December 2026. During September 2024, the Group voluntarily repaid R30.0m.		
	1 200 000	**1 230 000**

The above loans are secured as detailed in Note 31.7.

The South African Reserve Bank has announced a transition from JIBAR to ZARONIA by 2026. Bank loans of R1.2bn are currently the only non-derivative financial liabilities impacted by the interest rate reform. The loan agreements have not yet been amended to contain clauses pertaining to the interest rate reform. The Group will evaluate the impact of the change to ZARONIA by the end of the next financial year.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

23 Other financial liabilities and hedging instruments *continued*

23.2 Asset based finance

	2024 R'000	2023 R'000
Standard Bank of South Africa Ltd	**147 182**	147 955
Nedbank Ltd	**127 483**	157 246
Other	**1 123**	5 259
	275 788	310 460
Non-current	**163 111**	204 958
Current	**112 677**	105 502
	275 788	**310 460**

The asset based financial liabilities are held by various financial institutions, are repayable in monthly instalments over an average of 5 years and bear interest at rates between the prevailing prime interest rate and prime less 1.4% per annum.

The above asset based financial liabilities are secured as detailed in Note 31.7.

24 Trade and other payables

	2024 R'000	Restated* 2023 R'000
Trade payables	**1 259 997**	1 286 594
Accrued expenses	**280 860**	268 782
Value-added tax payable	**72 432**	55 709
Income received in advance	**6 783**	5 602
Other payables	**547**	2 420
	1 620 619	**1 619 107**
Categories of financial and non-financial liabilities		
Financial liabilities	**1 462 257**	1 479 833
Non-financial liabilities	**158 362**	139 274
	1 620 619	**1 619 107**

Supplier finance arrangements

The Group has entered into a supplier finance arrangement with Nedbank to manage its working capital more efficiently. Supplier finance arrangements are offered to some of the Group's key suppliers. Under these agreements, suppliers can choose to receive payments earlier than the standard credit terms of 60 days from invoice date. Suppliers can receive payments as soon as the invoice is loaded onto the Addendum platform. The annual borrowing rates applicable on the facility range between 4.47% and 7.45%. Payments to the supplier ahead of the due date are processed by the finance provider and, in all cases, the Group settles the original invoice by paying the finance provider in line with the original invoice maturity date described above.

Payment terms with suppliers have not been renegotiated in conjunction with the arrangement. The Group provides no security to the finance provider.

The group has available supplier finance facilities of R270.0m. At year end, R49.3m has been settled by Nedbank in respect of supplier finance arrangements. The amount which has been settled by Nedbank is presented within trade payables in the consolidated statement of financial position. The total balance of the suppliers (settled and unsettled) that are part of the supplier finance arrangement is R69.1m at year end.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

25 Cash generated from operations

	Notes	2024 R'000	2023 R'000
(Loss)/profit before tax from:		**(297 574)**	308 808
From continuing operations		**(251 799)**	312 059
From discontinued operation		**(45 775)**	(3 251)
Adjustments for:			
Depreciation and amortisation		**461 328**	449 323
Loss/(gain) on disposal of property, plant and equipment		**6 675**	(6 246)
Impairment loss on goodwill	13.3	**400 000**	43 000
Impairment loss on intangible assets	13.3	**103 964**	68 660
Impairment loss on property, plant and equipment	13.3	**44 927**	31 340
Impairment loss on inventories		**(5 463)**	–
Impairment loss on trade and other receivables		**3 653**	–
Compensation from third parties for items of property, plant and equipment that were impaired, lost or given up		**(8)**	(73 471)
Expected credit loss allowance movement on trade and other receivables		**3 768**	516
Non-cash lease modifications, additions and terminations		**(25 825)**	395
Loss on sale of Chet Chemicals		**68 805**	–
Finance income		**(27 147)**	(20 221)
Finance costs		**243 947**	240 675
Fair value adjustment on forward exchange contracts		**1 126**	(6 089)
Unrealised loss on foreign exchange		**(1 503)**	9 024
Movements in employee benefits – medical aid plan		**2 097**	966
Employee benefits contributions paid		**(677)**	–
Other non-cash movements in employee benefits		**2 774**	966
Movements in share-based payments		**657**	(6 544)
Share-based payments		**(698)**	–
Other non-cash movements in share-based payments	22	**1 355**	(6 544)
Operating cash flows before working capital changes		**983 427**	1 040 136
Changes in working capital:		**(189 017)**	(273 876)
Increase in inventories		**(163 464)**	(136 217)
Increase in trade and other receivables*		**(66 959)**	(169 147)
(Increase)/Decrease in biological assets**		**(799)**	126
Increase in trade and other payables*		**42 205**	31 362
		794 410	**766 260**

* Refer to Note 34 for details on restatements.

** Refer to Note 17 for the reconciliation of the opening and closing carrying value of biological assets.

The consolidated statement of cash flows represents both continued and discontinued operations combined cash flows.

There were no significant non-cash changes in the carrying value of the trade and other payables included in the Group's supplier finance arrangement.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

25 Cash generated from operations *continued*

25.1 Cash and cash equivalents

	2024 R'000	2023 R'000
Cash and cash equivalents comprise the following amounts:		
Cash on hand	**490**	982
Bank balances	**493 272**	396 252
Short-term deposits	**582**	18
Bank overdraft	**(1 476)**	(5)
	492 868	397 247
Current assets	**494 344**	397 252
Current liabilities*	**(1 476)**	(5)

* A bank overdraft balance of R200.0m (2023: R200.0m) has been excluded from Cash and cash equivalents as it does not form an integral part of the Group's cash management and therefore does not meet the definition of Cash and cash equivalents. Refer to Note 34 for further details on the restatement.

Refer to Note 31.7 Liquidity risk management for further information related to financing facilities and information related to securities for bank facilities.

25.2 Non-cash investing and financing activities

Non-cash investing and financing activities disclosed in other notes are:

- Acquisition of right-of-use assets – refer to Note 11
- Share-based payments awards issued to employees under the LTIP for no cash consideration – refer to Note 22
- Acquisition of property, plant and equipment through asset based financing – refer to Note 23.2

25.3 Net debt reconciliation

	2024 R'000	2023 R'000
This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.		
Bank loans, asset based finance and loans payable	**1 475 788**	1 540 460
Bank overdraft (excluded from Cash and cash equivalents)	**200 000**	200 000
Lease liabilities	**642 824**	590 332
Less: Cash and cash equivalents	**(492 868)**	(397 247)
Net debt (including IFRS 16 Lease liabilities)*	**1 825 744**	1 933 545
Net debt (excluding IFRS 16 Lease liabilities)	**1 182 920**	1 343 213

* Net debt (including IFRS 16 Lease liabilities) is hereafter referred to as net debt.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

25 Cash generated from operations *continued*

25.3 Net debt reconciliation *continued*

	Liabilities from financing activities				
	Bank borrowings, asset based finance and loans payable[1] R'000	**Lease liability R'000**	**Subtotal R'000**	**Less: Cash and cash equivalents* R'000**	**Total R'000**
Net debt as at 1 January 2023	1 803 365	694 671	2 498 036	(449 171)	2 048 865
Cashflows from financing activities:					
Cash outflows	(271 007)	(113 643)	(384 650)	51 924	(332 726)
Proceeds from bank loans	130 000	–	130 000	–	130 000
Non-cash adjustments:					
Lease modifications	–	(1 483)	(1 483)	–	(1 483)
Additions and derecognition	78 102	10 787	88 889	–	88 889
Net debt as at 31 December 2023	1 740 460	590 332	2 330 792	(397 247)	1 933 545
Cashflows from financing activities:					
Cash outflows	**(145 772)**	**(95 175)**	**(240 947)**	**(95 621)**	**(336 568)**
Non-cash adjustments:					
Lease modifications	**–**	**31 911**	**31 911**	**–**	**31 911**
Additions and derecognition	**81 100**	**115 756**	**196 856**	**–**	**196 856**
Net debt as at 31 December 2024	**1 675 788**	**642 824**	**2 318 612**	**(492 868)**	**1 825 744**

1 Bank borrowings includes bank overdrafts that are excluded from Cash and cash equivalents.

* Refer to Note 34 for details on the restatements of cash and cash equivalent to exclude the bank overdraft balance.

26 Taxation paid

	Note	**2024 R'000**	2023 R'000
Balance at 1 January		**38 374**	8 063
Current tax for the year recognised in profit or loss	6	**(98 506)**	(89 245)
Balance at 31 December		**(32 520)**	(38 374)
		(92 652)	(119 556)

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

27 Related party disclosures

27.1 Related party relationships

Shareholders of ordinary share capital

In so far as it is known to the Company, the following shareholders, directly or indirectly beneficially hold 5% or more shares in the issued share capital:

APEF Pacific Mauritius Limited
Government Employees Pension Fund
Business Venture Investments No 2071 (RF) (Pty) Ltd*
Business Venture Investments No 2072 (RF) (Pty) Ltd^

Shareholders of preference share capital

The Ratchet Trust owns 100% of the preference share capital. Refer to Annexure 1 to the consolidated annual financial statements for director's interests in the Ratchet Trust.

Directors

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

Name:	Position:
W Luhabe^^	Chairman Independent Non-Executive Director
JP Landman^^	Lead Independent Non-Executive Director
S Masinga	Independent Non-Executive Director
S Khanna	Independent Non-Executive Director
A Andrews	Independent Non-Executive Director
CB De Villiers	CEO
TL Ladbrooke	CFO
C Lodewyks	Executive director

* Business Venture Investments No 2071 (RF) Proprietary Limited (BDT SPV), is wholly-owned by an Employee Share Trust established for the benefit of employees of the Group.

^ Business Venture Investments No 2072 (RF) Proprietary Limited (BDT SPV), is wholly-owned by an BEE Development Trust established for the benefit of employees of the Group.

^^ W Luhabe, Chairman of Libstar, will not be available for re-election with effect from the 2025 annual general meeting. JP Landman, current lead independent non-executive director, was appointed as the new chairman with effect from the 2025 annual general meeting.

27.2 Related party transactions

Key management personnel compensation

Details of remuneration of directors and share-based payment instruments issued to directors are disclosed in note 9. Other key management personnel* compensation is as follows:

	2024 R'000	2023 R'000
Short-term employee benefits	**26 619**	24 582

* Executive management and manageing executives accountable for strategic initiatives are classified as key management.

Transactions with key management personnel		
Rental paid	**5 708**	6 072

Dealings in securities by directors:

In the current year, CB de Villiers purchased 28 400 (2023: 31 110) ordinary shares in one tranche at R3.50 per share (2023: three tranches of 6 360, 8 450 and 16 300 respectively at R3.50, R3.29 and R3.05 per share), TL Ladbrooke purchased Rnil (2023: 61 000 ordinary shares in two tranches of 29 000 and 32 000 respectively at R3.40 and R3.14 per share) and C Lodewyks purchased Rnil (2023: 26 500 ordinary shares in two tranches of 12 500 and 14 000 respectively at R3.68 and R3.43 per share) and the Ruland Trust (an associate of JP Landman) purchased 45 000 ordinary shares in two tranches of 3 300 and 41 700 respectively at R3.44 and R3.47 per share (2023: Rnil).

Dividends paid to shareholders and non-controlling shareholders of subsidiaries

Refer to consolidated statement of changes in equity.

27.3 Material subsidiaries

Libstar Holdings Limited has one material subsidiary, Libstar Operations (Pty) Ltd, in which it holds a 100% shareholding. Libstar Operations (Pty) Ltd's place of business is South Africa and holds all the main operating segments within the Group.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

28 Subsequent events

Dividend declared

The Board of Libstar has approved and declared a final cash dividend of 15 cents per ordinary share (gross) in respect of the year ended 31 December 2024.

Product recall

Subsequent to year end, the company initiated a recall of large grinders that were produced from September 2023 to May 2024 due to a potential defect in the mechanism of the grinders which may result in plastic pieces breaking off and being released during use. No other grinder products are affected by this issue. The recall was deemed necessary to ensure the safety and well-being of our customers. The Company is working diligently to address the issue and has implemented corrective measures to prevent future occurrences. The Group has recognised a provision of R6.0m to provide for the potential future financial impact of the recall.

The directors are not aware of any other events after the reporting date which require disclosure.

29 Contingent assets and liabilities

During November 2024, a sequence of successive power outages at the Alrode production facility of Cecil Vinegar resulted in a loss of production for a period of 26 days. The event, which in the opinion of the directors constitutes a “force majeure” event, is the subject of an insurance claim which is currently being investigated with the Group’s insurers. The investigation includes the extent (if any) of the Group’s liability to its customers in relation to the event. As neither the quantum of the insurance proceeds receivable nor the Group liability to its customers can be determined with certainty until finalisation of the investigation, no asset nor liability has been accounted for in the reported results of the Group.

30 Going concern

The directors believe that the Group has adequate financial resources to continue to operate for the foreseeable future and accordingly the consolidated annual financial statements have been prepared on a going concern basis.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

31 Risk management

31.1 Financial risk management objectives

The business units within the Group monitor and manage the financial risks relating to their operations through internal risk reports which analyse exposures by degree and magnitude of risks. These risks include market risk (including currency risk and fair value interest rate risk), credit risk and liquidity risk.

The Group seeks to minimise the effects of market risk related to currency risk by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Group's policies approved by the board of directors, which provide written principles on foreign exchange risk. Compliance with policies and exposure limits are reviewed by the internal audit function on a continuous basis. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

31.2 Derivatives – designated cash flow hedges

The Group has the following derivative financial instruments in the following line items in the consolidated statement of financial position:

	2024 R'000	2023 R'000
Current assets		
Other financial assets		
Foreign exchange contracts – cash flow hedges	**6 657**	6 540
Current liabilities		
Other financial liabilities		
Foreign exchange contracts – cash flow hedges	**(8 247)**	(577)

Classification of derivatives

Derivatives are only used for economic hedging purposes and not as speculative investments. They are presented as current assets or liabilities to the extent they are expected to be settled within 12 months after the end of the reporting period. The Group's accounting policy for its cash flow hedges is set out in the Accounting Policies section. Further information about the derivatives used by the Group that meet the hedge accounting criteria is provided in Note 31.4.

Fair value measurement

For information about the methods and assumptions used in determining the fair value of derivatives refer to Note 33.2

Hedging reserves

	Cash flow hedging reserves R'000
Opening balance 1 January 2023	4 034
Pre-tax change in fair value of hedging instrument recognised in other comprehensive income	7 484
Deferred tax on change in fair value of hedging instrument	(2 021)
Pre-tax reclassification from other comprehensive income to profit or loss – hedged item affected profit or loss	(9 496)
Deferred tax	2 564
Closing balance 31 December 2023	**2 565**
Pre-tax change in fair value of hedging instrument recognised in other comprehensive income	**422**
Deferred tax on change in fair value of hedging instrument	**(114)**
Pre-tax reclassification from other comprehensive income to profit or loss – hedged item affected profit or loss	**(7 011)**
Deferred tax	**1 893**
Closing balance 31 December 2024	**(2 245)**

The reclassifications from the cash flow hedging reserve to profit or loss in the current and prior year was recognised in Other gains/(losses) within profit or loss.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

31 Risk management *continued*

31.2 Derivatives – designated cash flow hedges *continued*

Hedge effectiveness

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments, to ensure that an economic relationship exists between the hedged item and hedging instrument.

For hedges of foreign currency purchases, the Group enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item. The Group therefore performs a qualitative assessment of effectiveness. If changes in circumstances affect the terms of the hedged item such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the Group uses the hypothetical derivative method to assess effectiveness.

In hedges of foreign currency purchases, ineffectiveness may arise if the timing of the firm commitment inventory purchase changes from what was originally estimated, or if there are changes in the local credit risk or the derivative counterparty. Hedge ineffectiveness did not occur in the current and prior year.

31.3 Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates (see Note 31.4) and interest rates (see Note 31.5). The Group enters into derivative financial instruments to manage its exposure to foreign currency risk, specifically forward foreign exchange contracts to hedge the exchange rate risk arising on the export and import of food products to and from Australia, New Zealand, the United Kingdom, the European Union, Asia, USA and Canada.

There has been no change to the Group's exposure to market risks or the manner in which these risks are managed.

31.4 Foreign currency risk management

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts.

Foreign currency exposure at Statement of Financial Position date

	2024 Foreign currency '000	2023 Foreign currency '000	**2024 R'000**	2023 R'000
Assets				
Trade debtors in USD	**5 920**	6 256	**109 806**	114 720
Trade debtors in EUR	**1 031**	1 754	**20 425**	35 398
Trade debtors in GBP	**782**	625	**18 322**	14 574
Trade debtors in AUD	**2 496**	1 955	**31 571**	24 447
Trade debtors in YEN	**175**	598	**21**	78
Trade debtors in THB	**1 398**	3 607	**767**	1 915
Liabilities				
Trade creditors in USD	**2 388**	3 903	**45 583**	71 570
Trade creditors in EUR	**3 656**	4 315	**69 938**	87 102
Trade creditors in GBP	**–**	54	**–**	1 253
Trade creditors in SGD	**62**	–	**850**	–
Trade creditors in YEN	**–**	485	**–**	63
Trade creditors in THB	**3 987**	7 881	**2 283**	4 184
Exchange rates used for conversion of foreign items				
US Dollar (USD)			**18.55**	18.34
Euro (EUR)			**19.82**	20.19
Pound Sterling (GBP)			**23.42**	22.32
Australian Dollar (AUD)			**12.65**	12.51
Singapore Dollar (SGD)			**13.81**	–
Japanese Yen (YEN)			**0.12**	0.13
Thai Baht (THB)			**0.55**	0.53

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

31 Risk management *continued*

31.4 Foreign currency risk management *continued*

Forward exchange contracts which relate to future firm commitments

	Foreign amount '000	Rand amount R'000	Fair value R'000
31 December 2024			
US Dollar	**(13 007)**	**240 942**	**(7 640)**
Euro	**6 498**	**(126 335)**	**1 399**
Pound Sterling	**(1 732)**	**41 092**	**(185)**
Australian Dollar	**(8 353)**	**103 237**	**4 528**
Japanese Yen	**(20 000)**	**2 728**	**295**
Thai Baht	**648**	**(342)**	**13**
	(35 946)	**261 323**	**(1 590)**
31 December 2023			
US Dollar	(12 358)	236 261	4 985
Euro	5 657	(113 338)	2 638
Pound Sterling	(1 600)	37 728	(242)
Australian Dollar	(6 835)	86 064	(1 374)
Japanese Yen	(10 000)	1 328	(28)
Thai Baht	4 455	(2 417)	(16)
	(20 681)	**245 626**	**5 963**

The fair value gain/(loss) is calculated as the difference between the exchange rate contracted and the forward rate at the reporting date.

Instruments used by the Group

The Group operates internationally and is exposed to foreign exchange risk, primarily the US dollar, Euro and Australian Dollar. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the Group. The risk is measured through a forecast of firm commitments of foreign currency expenditures. The risk is hedged with the objective of minimising the volatility of the local currency cost of firm commitments for inventory purchases and sales.

The Group treasury's risk management policy is to hedge between 80% and 100% of foreign currency denominated cash flows for firm commitment inventory purchases and sales. The Group hedges firm commitments in advance – up to 3 – 9 months' imports and 9 – 12 months' exports, or within 48 hours of receipts of a firm order, whichever date is earlier, subject to a review of the cost of implementing each hedge.

The Group only uses foreign currency forwards to hedge its exposure to foreign currency risk. Under the Group's policy, the critical terms of the forwards must align with the hedged items.

The Group only designates the spot component of foreign currency forwards in hedge relationships. The spot component is determined with reference to relevant spot market exchange rates. The differential between the contracted forward rate and the spot market exchange rate is defined as the forward points. It is discounted, where material.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

31 Risk management *continued*

31.4 Foreign currency risk management *continued*

Instruments used by the Group *continued*

	2024 R'000	2023 R'000
Foreign currency forwards		
Foreign exchange contracts – cash flow hedges (included in other financial assets)	**6 657**	6 540
Foreign exchange contracts – cash flow hedges (included in other financial liabilities)	**(8 247)**	(577)
Notional amount (exposure to the ZAR)		
FECs used for hedging imports		
US Dollar	**(114 145)**	150 373
Euro	**(170 254)**	224 540
Pound Sterling	**2 006**	519
Australian Dollar	**8 844**	357
Japanese Yen	**–**	1 101
Thai Baht	**(342)**	2 417
FECs used for hedging exports		
US Dollar	**355 087**	386 635
Euro	**43 919**	111 201
Pound Sterling	**39 086**	38 247
Australian Dollar	**94 393**	86 421
Japanese Yen	**2 728**	2 429
Maturity date	**1 January 2025 – 12 November 2025**	2 January 2024 – 13 December 2024
Hedge ratio*	**1:1**	1:1
Loss in discounted pre-tax spot value of outstanding hedging instruments since inception of the hedge	**422**	7 484
Weighted average hedged rate for outstanding hedging instruments (including forward points)		
FECs used for hedging imports		
US Dollar	**17.94**	18.80
Euro	**19.58**	20.46
Pound Sterling	**23.67**	23.32
Australian Dollar	**11.75**	12.51
Japanese Yen	**–**	0.14
Thai Baht	**0.53**	0.54
FECs used for hedging exports		
US Dollar	**18.33**	18.99
Euro	**19.97**	20.90
Pound Sterling	**23.72**	23.32
Australian Dollar	**12.42**	12.59
Japanese Yen	**0.14**	0.13

* The Group has established a hedge ratio of 1:1 as the underlying risk of the hedging instrument is identical to the hedged risk component.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

31 Risk management *continued*

31.4 Foreign currency risk management *continued*

Foreign currency sensitivity analysis

The following table details the Group's sensitivity to a 10% increase and decrease in the South African Rand (ZAR) against the relevant foreign currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonable possible change in foreign exchange rates that the Group is mainly exposed to, namely the US Dollar and the Euro. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. A positive number below indicates an increase in profit and equity where the ZAR strengthens 10% against the relevant currencies. For a 10% weakening of the ZAR against the relevant currencies, there would be a comparable impact on the profit and equity and the balances below would be negative.

	2024 R'000	2023 R'000
Impact on profit and equity		
US Dollar	**6 551**	4 315
Euro	**(5 203)**	(5 171)
Pound Sterling	**1 832**	1 274
Australian Dollar	**3 158**	2 446
Thai Baht	**(142)**	(227)
Singapore Dollar	**(85)**	–
Japanese Yen	**2**	1

31.5 Interest rate risk management

The Group is exposed to interest rate risk because entities in the Group borrow funds at floating interest rates. The interest rates of the loans are linked to either the prevailing prime rate or JIBAR over the period of the loan. Refer to Note 23 for the terms of the respective loans.

The Group's exposures to interest rates on financial assets and financial liabilities are detailed in the liquidity risk management section – refer to Note 31.7.

Interest rate sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 1% per annum increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of a reasonably possible change in interest rates.

If interest rates had been 1% per annum higher/lower and all other variables were held constant, the Group's profit for the year ended 31 December 2024 would decrease/increase by R16.8m (2023: R17.4m). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

The Group does not have any fixed rate financial instruments.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

31 Risk management *continued*

31.6 Credit risk management

Credit risk arises from the risk that a counterparty may default or not meet its obligations timeously. Credit risk arises from the credit exposures to customers as well as cash and cash equivalents, deposits with banks and financial institutions, contractual cash flows of other financial assets carried at amortised cost and favourable derivative financial instruments.

The Group limits its counterparty exposure arising from financial instruments by only dealing with well-established institutions of high credit standing.

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Geographically there is concentration of credit risk in the South African market.

The Group has established a credit policy in terms of which each new customer is analysed individually for creditworthiness before payment and delivery terms and conditions are offered. The Group's review includes external ratings, when available, and in some cases bank references. Purchase limits are established for each customer; these limits are reviewed annually or when conditions arise that warrant a review. Customers that fail to meet the Group's benchmark creditworthiness may transact with the Group only on a prepayment basis.

Most of the Group's customers have been transacting with the Group for over three years and losses have occurred infrequently. In monitoring customer credit risk, customers are grouped according to their credit characteristics, including whether they are an individual or a legal entity, whether they are a wholesale, retail or end-user customer, geographic location, industry, ageing profile, maturity, existence of previous financial difficulties and the existence of current financial difficulties. Trade and other receivables relate mainly to the Group's retail and wholesale channel and food service customers. Customers that are graded as "high risk" are placed on a restricted customer list, and future sales are made on a prepayment basis.

The Group establishes a credit loss allowance for expected credit losses in respect of trade receivables and other receivables, consisting of sundry debtors, by applying the simplified approach of IFRS 9, measuring the credit loss allowance based on lifetime expected credit loss. The Group first establishes whether any specific customers may be impaired and raises a credit allowance in respect thereof. Further to this, as a practical expedient, the Group applies a provision matrix to the remaining debtors by assessing historical credit losses per aged bucket of debtors. In addition, a risk-of-default factor was added to each aged bucket based on management's expectation of credit losses.

The majority of debtors not past due relate to credit extended to large South African retailers and wholesalers, considered to be of a high credit grade.

Based on historical default rates, the Group believes that a nominal credit loss allowance is appropriate in respect of debtors not past due.

Management has considered forward-looking information (macro-economic forecast data such as the five year CPI forecast) to evaluate the impact on expected future default rates. In the light of the current economic environment, management assessed the risk-to-default factor per each aged bucket in the current and prior year. Historical default rates and relatively low bad debt written off limits the increase in the expected credit loss rates.

Security of trade receivables

For a portion of trade receivables, the Group obtained security in the form of insurance contracts which can be called upon if the trade debtor is in default under the terms of agreement.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

31 Risk management *continued*

31.6 Credit risk management *continued*

Impairment matrix

The ageing of trade and other receivables at the reporting date:

2024	Gross R'000	Impairment loss allowance R'000	Expected credit loss rate %
Not past due	**1 183 447**	**1 869**	**0.16%**
Past due 1 – 30 days	**574 709**	**747**	**0.13%**
Past due 31 – 60 days	**73 864**	**825**	**1.12%**
Past due 61 days – 90 days	**19 275**	**1 392**	**7.22%**
Past due 91 days and greater	**19 958**	**9 883**	**49.52%**
Total	**1 871 253**	**14 716**	**0.79%**

2023	Gross R'000	Impairment loss allowance R'000	Expected credit loss rate %
Not past due	1 059 930	1 660	0.16%
Past due 1 – 30 days	648 496	5 383	0.83%
Past due 31 – 60 days	111 549	3 157	2.83%
Past due 61 days – 90 days	12 293	717	5.83%
Past due 91 days and greater	12 007	1 568	13.06%
Total	**1 844 275**	**12 485**	**0.86%**

The expected credit loss allowance increased in the current year as a result of greater debt accumulated in the 61 day and older ageing buckets. This was partially set off by the improved ageing profile of trade and other receivables in the 1 – 60 days ageing buckets from the prior year to the current year.

Cash and cash equivalents and deposits with banks and financial institutions

The Group holds cash with BB- (2023: BB-) approved rated financial institutions. The amount of exposure to any counterparty is subject to the limits imposed by the Group's treasury policy in order to achieve a spread of risk and opportunity.

Other financial assets carried at amortised cost

Other financial assets at amortised cost include loans to other parties. The credit risk is considered to be limited due to the immaterial balance and the related immaterial expected credit loss.

Favourable derivative financial instruments

For derivative financial instruments, management engages with Nedbank Ltd that has a Standard and Poor's credit rating of BB- (2023: BB-) with a positive outlook status. Management does not expect Nedbank Ltd to fail to meet its obligations.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

31 Risk management *continued*

31.7 Liquidity risk management

Liquidity and interest risk tables

Liquidity risk – non-derivatives

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The amounts disclosed in the table are the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturity is based on the earliest date on which the Group may be required to pay.

	Weighted average effective interest %	Carrying value R'000	Payable on demand[3] R'000	Less than 1 year[3] R'000	Between 1 and 2 years R'000	Between 2 and 3 years R'000	Between 3 and 4 years R'000	Between 4 and 5 years R'000	More than 5 years R'000	Total R'000
31 December 2024										
Trade and other payables[1]		**1 462 257**	**–**	**1 462 257**	**–**	**–**	**–**	**–**	**–**	**1 462 257**
Bank overdraft		**201 476**	**201 476**		**–**	**–**	**–**	**–**	**–**	**201 476**
Other financial liabilities[2]	**8.72%**	**1 475 788**	**–**	**224 849**	**1 388 650**	**62 517**	**48 018**	**16 772**	**97**	**1 740 903**
Lease liabilities	**8.41%**	**642 824**	**–**	**153 735**	**142 560**	**119 360**	**87 860**	**51 516**	**305 093**	**860 124**
		3 782 345	**201 476**	**1 840 841**	**1 531 210**	**181 877**	**135 878**	**68 288**	**305 190**	**4 264 760**
31 December 2023										
Trade and other payables[1]		1 479 833	–	1 479 833	–	–	–	–	–	1 479 833
Bank overdraft		200 005	200 005		–	–	–	–	–	–
Other financial liabilities[2]	9.62%	1 540 460	–	410 925	288 032	1 160 488	42 304	23 374	2 055	1 927 178
Lease liabilities	8.50%	590 332	–	138 961	125 430	117 170	104 875	61 669	234 759	782 864
		3 810 630	**200 005**	**2 029 719**	**413 461**	**1 277 658**	**147 179**	**85 043**	**236 814**	**4 189 875**

1 Trade and other payables excludes value-added-tax payables, employees tax payables, leave pay accruals and income received in advance.

2 Other financial liabilities include bank loans, asset based finance and loans payable.

3 The bank overdraft balance, which was included as "Less than 1 year" in the prior year, has been classified as "Payable on demand" in the current year in order to present the liquidity risk more accurately. The comparatives have been restated for comparability.

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

31 Risk management *continued*

31.7 Liquidity risk management *continued*

Liquidity risk – derivatives

The following table indicates the periods in which the cash flows associated with derivatives that are expected to occur:

	Carrying amount R'000	6 months or less R'000	6 – 12 months R'000	Total Contractual Cashflows R'000
31 December 2024				
FECs used for hedging				
– Imports	**10 865**	**(384 502)**	**(24 312)**	**(408 814)**
– Exports	**(12 455)**	**457 098**	**213 039**	**670 137**
	(1 590)	**72 596**	**188 727**	**261 323**
31 December 2023				
FECs used for hedging				
– Imports	520	(357 842)	(21 535)	(379 377)
– Exports	5 443	496 519	128 485	625 004
	5 963	**138 677**	**106 950**	**245 627**

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. Details of additional facilities that the Group has at its disposal to further reduce liquidity risk are given below.

Financing facilities

Collective financing facilities provided to the Group are as follows:

- Senior facility A of R1 000 000 000 with a 5 year bullet profile – fully utilised;
- Senior facility B of R150 000 000 with a revised 5 year bullet profile (2023: 3 year bullet profile) - fully utilised;
- Senior facility C of R200 000 000 with a revised 5 year bullet profile (2023: 4 year bullet profile) - R50m utilised;
- Senior facility D of R350 000 000 with a 5 year bullet profile - unutilised facility (R50m was utilised during April 2023 and voluntarily repaid during September 2023);
- An asset based finance facility of R650 000 000; and
- A general banking facility of R650 000 000 is available by way of an overdraft facility and/or Letters of Guarantee and/or Letters of Credit and/or Forward Exchange Contracts (being 10% of the amount of the forward exchange contracts).

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

31 Risk management continued

31.7 Liquidity risk management *continued*

Financing facilities *continued*

The Senior Facility A, Senior Facility B, Senior Facility C and Senior Facility D loans are held by Libstar Operations (Pty) Ltd.

The above asset based finance facilities and general banking facilities are shared by the following entities:

- Libstar Operations (Pty) Ltd and its respective divisions being Amaro Foods, Cani Rusks, Cape Herb and Spice, Dickon Hall Foods, Finlar Fine Foods, Lancewood, Millennium Foods, Montagu Foods, Retailer Brands, Rialto, Ambassador Foods, Cecil Vinegar, Contactim, Denny Mushrooms, Cape Coastal Honey, Khoisan Gourmet.
- Cape Foods (Pty) Ltd
- Libstar Properties (Pty) Ltd
- Libstar Nova (Pty) Ltd

Security agreements currently held in favour of the debt guarantor to establish security are as follows:

- A pledge and cession of all shares, securities and other ownership interest it holds, from time to time, in any affiliate, associate company or another person in which it is invested;
- A cession of all present and future claims, from time to time, against any person, including its trade debtors;
- A cession of its present and future claims, from time to time, against any person under the acquisition documents;
- A cession of all rights and claims in respect of bank accounts maintained, from time to time;
- A cession of all insurances taken out by or for the benefit of that obligor, from time to time, and all proceeds receivable under those insurances;
- A hypothecation of all the trade marks, patents and designs of that obligor;
- A cession of all the intellectual property rights of that obligor;
- First ranking covering mortgage bonds over all the immovable property of which the obligor is the registered owner; and
- A general notarial bond over all the movable assets of the obligor.

Financing facilities

The security for the Senior Facility A, Senior Facility B, Senior Facility C and Senior Facility D term loans are provided by Libstar Operations being the original guarantor and Libstar Holdings Ltd being the additional guarantor.

Certain items of plant, machinery, equipment and vehicles are pledged as security for the associated asset based finance agreements entered into to finance their acquisition.

31.8 Fair values

The fair values of all financial instruments are substantially the same as the carrying amount reflected on the statement of financial position. Refer to Note 33.2 for further information.

The fair value of the biological assets at the end of the reporting period are considered in Note 17.

FEC derivative instruments are measured as disclosed in Note 31.2 and the fair values are disclosed in Note 33.2.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

32 Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged.

The capital structure of the Group consists of net debt (bank loans and asset based finance as detailed in Note 23 offset by cash and bank balances as detailed in Note 18) and equity of the Group (comprising issued capital, reserves, retained earnings and non-controlling interests as detailed in the consolidated statement of changes in equity and in Notes 19 and 20).

The Group is not subject to any externally imposed capital requirements.

The Group has established a supplier finance arrangement to manage its working capital. Refer to Note 24.

Gearing ratio

The gearing ratio at end of the reporting period was as follows:

	2024 **R'000**	2023 R'000
Bank loans, asset based finance and loans payable	**1 475 788**	1 540 460
Lease liabilities	**642 824**	590 332
Less: Cash and cash equivalents (including overdraft)	**(292 868)**	(197 247)
Net debt (including IFRS 16 Lease liabilities)	**1 825 744**	1 933 545
Net debt (excluding IFRS 16 Lease liabilities)	**1 182 920**	1 343 213
Total equity	**4 879 507**	5 294 472
Net debt to equity ratio (including IFRS 16 Lease liabilities)	**0.37**	0.37

During the current year, the Group's strategy, which was unchanged from prior year, was to maintain a net debt to equity ratio below 0.5.

As at 31 December 2024, the Group's leverage ratio (Senior Borrowings to EBITDA excl. IFRS 16) was 1.5 (2023: 1.6) against a covenant of no more than 2.5. EBITDA (Excl. IFRS 16) to senior interest cover ratio was 5.4 (2023: 4.9) against a covenant of at least 3.5.

The Group remains solvent, liquid and operates well within the facility covenants established by its lenders.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

33 Financial Instruments

This note provides information about the Group's financial instruments, including:

- an overview of all categories of financial instruments held by the Group and
- information about determining the fair value of the instruments.

33.1 Categorisation of financial assets and liabilities

The table below sets out the Group's classification of each class of assets and liabilities:

	Hedging instruments* R'000	Financial assets/ liabilities at amortised cost R'000
31 December 2024		
Other financial assets	**6 657**	**11 215**
Trade and other receivables	**–**	**1 856 537**
Cash and bank balances	**–**	**494 344**
Total assets	**6 657**	**2 362 096**
Other financial liabilities	**8 247**	**1 475 788**
Trade and other payables	**–**	**1 462 257**
Lease liabilities	**–**	**642 824**
Bank overdraft	**–**	**201 476**
Total liabilities	**8 247**	**3 782 345**
31 December 2023		
Other financial assets	6 540	4 653
Trade and other receivables	–	1 831 790
Cash and bank balances	–	397 252
Total assets	**6 540**	**2 233 695**
Other financial liabilities	577	1 540 460
Trade and other payables	–	1 479 833
Lease liabilities	–	590 332
Bank overdraft	–	200 005
Total liabilities	**577**	**3 810 630**

* These financial instruments comprise forward exchange contracts and are categorised as level 2 per the fair value hierarchy.

The Group's exposure to various risks associated with the financial instruments is discussed in Note 31. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets mentioned above.

The carrying amount of cash and bank balances and bank overdrafts approximates fair value due to the short maturity of these instruments.

Trade and other receivables, investments, loans and trade and other payables reflected on the statement of financial position approximate the fair values thereof due to the short maturity of these instruments.

Borrowings (bank loans, asset based finance and loans payable) are measured at amortised cost using the effective interest rate method and the carrying amounts approximate their fair value.

There are no significant differences between carrying values and fair values of financial assets and liabilities.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

33 Financial Instruments *continued*

33.2 Measurement of fair values

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards. Fair values are categorised into three different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

There were no transfers between level 2 and 3 of the fair value hierarchy for the years ended 31 December 2024 or 2023.

Type	Valuation Technique	Fair value hierarchy	Inter-relationship between significant unobservable inputs and fair value measurement
Forward exchange contracts (derivative financial instruments – used for hedging)	Forward Pricing: The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currencies.	Level 2	Not applicable

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS *continued*

34 Corrections of prior period errors

Libstar management conducted an extensive analysis of the general ledger account classifications of its multiple business units during the year ended 31 December 2024. The exercise was undertaken, during its transition of auditors following mandatory audit firm rotation, to review consistency of account classification and disclosure in terms of the IFRS Accounting Standards between the various business units forming part of the Group. This resulted in the following reclassifications being made for the year ended 31 December 2024:

- Rebates and customer allowances were reclassified from Cost of sales to Revenue because they are not separately identifiable from other promises in customer contracts and the fair value of these allowances and rebates cannot be reasonably estimated. The rebates and allowances must therefore be accounted for as a reduction of the transaction price in terms of IFRS 15 Revenue from Contracts with Customers.
- Rebate accruals were reclassified from Trade and other payables to Trade and other receivables because they are deducted from payments received from customers and there is a legally enforceable right for the customers to settle on a net basis. The rebate accruals must therefore be deducted from Trade receivables in terms of IAS 32 Financial Instruments: Presentation. This further had an impact on the working capital movement within the Statement of Cash Flows.
- Accounts were reclassified from Operating expenses to Cost of sales, and vice versa, in order to consistently allocate production related costs to Cost of Sales and non-production costs to Operating expenses across the Group as required by IAS 1 Presentation of Financial Statements.

During the year, the Group reviewed the Statement of Cash Flows for compliance with the provisions of IAS 7 Statement of Cash Flows. This resulted in the following reclassifications being made for the year ended 31 December 2024:

- The effect of exchange rate changes on cash and cash equivalents held in a foreign currency were reclassified from operating cash flows to a separate line item on the statement of cash flows as required by IAS 7.28.
- The bank overdraft balance has been excluded from Cash and cash equivalents as it does not form an integral part of the Group's cash management and therefore does not meet the definition of Cash and cash equivalents in terms of IAS 7.8.

The comparative amounts have been restated as of the beginning of the prior year to facilitate comparability as required by IAS 8.

The corrections of the prior period errors were confined to reclassifications within the statement of profit or loss and other comprehensive income, statement of financial position, and statement of cash flows and had no impact on profit before tax, earnings per share, headline earnings per share, net asset value or net cash flows.

The effect of the restatements on the prior year is as follows:

	Previously reported R'000	Effect of change R'000	Restated R'000
Year ended 31 December 2023			
Statement of Profit or Loss and Other Comprehensive Income:			
Revenue	11 825 637	(406 718)	11 418 919
Cost of sales	(9 301 576)	318 314	(8 983 262)
Operating expenses	(1 975 091)	88 404	(1 886 687)
Statement of Financial Position:			
Trade and other receivables	2 026 856	(76 428)	1 950 428
Trade and other payables	1 695 535	(76 428)	1 619 107
Statement of Cash Flows:			
Increase in trade and other receivables	(158 613)	(10 534)	(169 147)
Increase in trade and other payables	9 356	22 006	31 362
Effects of exchange rate changes on cash and cash equivalents	–	(11 472)	(11 472)
Cash and cash equivalents at the beginning of the period	249 171	200 000	449 171
Cash and cash equivalents at the end of the period	197 247	200 000	397 247
Year ended 31 December 2022 (balances as at 1 January 2023)			
Statement of Financial Position:			
Trade and other receivables	1 877 464	(92 404)	1 785 060
Trade and other payables	1 681 067	(92 404)	1 588 663

ANNEXURE 1

Shareholder Analysis

Ordinary shares as at 31 December 2024

Directors' interests

Ordinary share capital

	Dec 2024				Dec 2023			
Director	Direct shares held	Held indirectly or by an associate	Total shares held	Total % held	Direct shares held	Held indirectly or by an associate	Total shares held	Total % held
CB de Villiers	67 252	–	67 252	0.01%	38 852	–	38 852	0.01%
TL Ladbrooke[1]	72 900	–	72 900	0.01%	72 900	–	72 900	0.01%
C Lodewyks[1]	26 500	–	26 500	0.00%	26 500	–	26 500	0.00%
JP Landman[2]	–	200 000	200 000	0.03%	–	155 000	155 000	0.02%
W Luhabe	–	–	–	–	–	–	–	–
S Masinga	–	–	–	–	–	–	–	–
S Khanna	–	–	–	–	–	–	–	–
A Andrews	–	–	–	–	–	–	–	–

1 Appointments effective in the prior year: TL Ladbrooke and C Lodewyks
2 Indirect shares held by Ruland Trust, an associate of JP Landman

Where directors resigned in the prior financial period, the table above shows nil values in respect of the direct and indirect shareholding held at the end of the prior period. Where directors have been appointed in the year under review, the table above shows nil values in respect of the prior period.

There has been no change in directors' interests or any share dealings by directors in the ordinary shares of the Company subsequent to 31 December 2024 and to the date of this report.

ANNEXURE 1 continued

Preference share capital

No directors held a direct interest in preference share capital during the current or prior periods.

The following directors held an indirect interest in preference share capital due to their participation in the Ratchet Trust (100% shareholder of preference share):

- CB de Villiers held 1.5 units and C Lodewyks held 3.5 units at the close of the current and prior period.

Ordinary shareholder spread	Number of shareholders	Number of shares	% of shares in issue
Public	3 220	274 747 772	40.3%
Non-public	9	407 173 636	59.7%
– Directors	3	166 652	0.0%
– Associates of directors	1	200 000	0.0%
– The trustees of any employees' share scheme or pension fund established for the benefit of any directors or employees of the applicant and its subsidiaries;	2	73 049 783	10.7%
– Treasury shares^	1	13 059 362	1.9%
– Persons interested in 10% or more (other than directors or associates of directors)	2	320 697 839	47.0%
Total issued shares	**3 229**	**681 921 408**	**100.0%**

^ Libstar Operations Proprietary Limited a subsidiary of Libstar Holdings Limited, purchased 13,059,362 treasury shares during the 2018 and 2019 financial year at an average price of R7,62 per share and these shares reverted to authorised but unissued.

In so far as it is known to the company, the following shareholders, directly or indirectly beneficially hold 5% or more shares in the issued shares.

Major ordinary shareholders	Number of shares	% of shares in issue
APEF Pacific Mauritius Limited	252 463 077	37.0%
Government Employees Pension Fund	68 234 762	10.0%
Business Venture Investments 2071*	39 334 499	5.8%
Business Venture Investments 2072^	33 715 284	4.9%

* Business Venture Investments No 2071 (RF) Proprietary Limited (ESOP SPV), is wholly-owned by an Employee Share Trust established for the benefit of employees of the Group.

^ Business Venture Investments No 2072 (RF) Proprietary Limited (BDT SPV), is wholly-owned by a BEE Development Trust established for the benefit of employees of the Group.

Ordinary shareholder spread	Number of shareholders	% of shareholders	Number of shares	% of shares in issue
1 – 1 000 000 shares	3 160	97.9%	67 744 253	9.9%
1 000 001 – 3 000 000 shares	39	1.2%	67 181 290	9.9%
3 000 001 – 6 000 000 shares	13	0.4%	54 329 674	8.0%
6 000 001 – 40 000 000 shares	15	0.5%	171 968 352	25.2%
More than 40 000 000 shares	2	0.1%	320 697 839	47.0%
	3 229	**100.0%**	**681 921 408**	**100.0%**

Corporate *information*

COMPANY AND REGISTERED OFFICE

Libstar Holdings Limited
Registration Number: 2014/032444/06
Libstar House, 43 Bloulelie Crescent,
Plattekloof, Western Cape, 7500
South Africa

WEBSITE

www.libstar.co.za

DIRECTORS

Wendy Yvonne Nomathemba Luhabe
(Chairman – Independent Non-Executive Director)

Johannes Petrus (JP) Landman
(Lead Independent Non-Executive Director)

Anneke Andrews
(Independent Non-Executive Director)

Sandeep Khanna
(Independent Non-Executive Director)

Sibongile Masinga
(Independent Non-Executive Director)

Charl Benjamin de Villiers
(Chief Executive Officer)

Terri Lee Ladbrooke
(Chief Financial Officer)

Cornél Lodewyks
(Executive Director)

COMPANY SECRETARY

Ntokozo Makomba
Libstar House, 43 Bloulelie Crescent,
Plattekloof, Western Cape, 7500
South Africa

SPONSOR

The Standard Bank of South Africa Limited
30 Baker Street, Rosebank,
Johannesburg, 2196, South Africa
(PO Box 61344, Marshalltown, Johannesburg, 2107)

AUDITOR

Ernst & Young Inc.
3rd Floor, Waterway House
3 Dock Road, V & A Waterfront
Cape Town, 8001
South Africa

TRANSFER SECRETARIES

Computershare Investor Services Proprietary Limited
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