



Separate Annual Financial












# Statements

For the year ended 31 December 2024

QUALITY BRANDS GREAT FOOD SPECIAL MOMENTS

The separate annual financial statements of Libstar Holdings Ltd have been audited in compliance with section 30 of the Companies Act No 71 of 2008, as amended, and have been prepared under the supervision of Terri Lee Ladbrooke CA(SA), the Libstar Group Chief Financial Officer. These separate annual financial statements for the year ended 31 December 2024 were published on 17 April 2025.

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# Directors' responsibility and *approval*

For the year ended 31 December 2024

The board of directors ("the Board") is responsible for the preparation and integrity of the separate annual financial statements which conform with IFRS<sup>®</sup> Accounting Standards as issued by the International Accounting Standards Board ('IFRS Accounting Standards') and which fairly present the state of affairs of Libstar Holdings Limited ("the Company") as at 31 December 2024, the results of its operations and cash flows for the year then ended, the notes to the separate annual financial statements, which include a summary of significant accounting policies and other explanatory notes. In addition, the Board is responsible for the preparation of the directors' report and the report of the audit and risk committee.

The Board's responsibility includes: designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of these separate annual financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. The Board's responsibility also includes maintaining adequate accounting records and an effective system of risk management.

The Board has a reasonable expectation that the Company has adequate resources to continue operating in the foreseeable future and continue to adopt the going concern basis in preparing the separate annual financial statements.

It is the responsibility of the independent external auditor to report on the fair presentation of the separate annual financial statements.

## Responsibility statement

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

- (a) The separate annual financial statements of the Company as set out on pages 6 to 27 fairly present in all material respects the financial position, financial performance and cash flows of the Company in terms of IFRS<sup>®</sup> Accounting Standards as issued by the IASB;
- (b) To the best of their knowledge and belief, no facts have been omitted or untrue statements made that would make the separate annual financial statements false or misleading;

- (c) Internal financial controls have been put in place to ensure that material information relating to Libstar Holdings Limited have been provided to effectively prepare the separate annual financial statements;
- (d) The internal financial controls are adequate and effective and can be relied upon in compiling the separate annual financial statements, having fulfilled our role and function as executive directors with primary responsibility for implementation and execution of controls;
- (e) Where we are not satisfied, we have disclosed to the audit and risk committee and the auditors any deficiencies in design and operational effectiveness of the internal financial controls and have taken steps to remedy the deficiencies; and
- (f) We are not aware of any fraud involving directors.

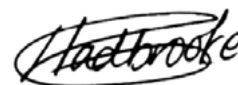
The above responsibility statements include the statement required by the JSE Listing requirements 3.84(k).

## Approval of the separate annual financial statements

The separate financial statements which appear on pages 6 to 27 were approved by the board of directors on 18 March 2025 and are signed on behalf of the Board by:



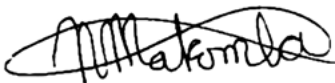
**CB de Villiers**  
Chief Executive Officer



**TL Ladbrooke**  
Chief Financial Officer

# Company secretary's *certificate*

In accordance with section 88(2)(e) of the Companies Act, No 71 of 2008, for the year ended 31 December 2024, it is hereby certified that Libstar Holdings Limited have lodged with the Companies and Intellectual Property Commission (CIPC) all returns as required by a public company and all such returns are true, correct and up to date.



**Ntokozo Makomba**  
Company Secretary  
18 March 2025

# Independent auditor's *report*

To the shareholders of Libstar Holdings Limited

## Report on the Audit of the Separate Annual Financial Statements

### Opinion

We have audited the separate annual financial annual statements of Libstar Holdings Limited (‘the Company’) set out on pages 10 to 26, which comprise of the statement of financial position as at 31 December 2024, and the statement of profit, or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the separate annual financial statements present fairly, in all material respects, the separate financial position of the Company as at 31 December 2024, and its financial performance and cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa.

### Basis for Opinion

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

In terms of the IRBA Rule on Enhanced Auditor Reporting for the Audit of Financial Statements of Public Interest Entities, published in Government Gazette Number 49309 dated 15 September 2023 (the EAR Rule), we report:

### Final Materiality

The ISAs recognise that:

- Misstatements, including omissions, are considered to be material if the misstatements, individually or in the aggregate, could reasonably be expected to influence the economic decisions of users taken on the basis of the separate annual financial statements;
- Judgments about materiality are made in light of surrounding circumstances, and are affected by the size or nature of a misstatement, or a combination of both; and
- Judgments about matters that are material to users of the separate annual financial statements consider users as company rather than as specific individual users, whose needs may vary greatly.

The amount we set as materiality represents a quantitative threshold used to evaluate the effect of misstatements to the separate annual financial statements as a whole based on our professional judgment. Qualitative factors are also considered in making final determinations regarding what is material to the separate annual financial statements.

We determined final materiality for the standalone company to be R46 Million, which is based on 1% of Equity. We have identified that a capital-based measure was the most appropriate as the entity operates primarily as a holding company and shareholders are interested in the net residual value of the company. Our review of information provided to users by the entity confirms our view.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the separate annual financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

### Other Matter

The separate annual financial statements of Libstar Limited for the year ended 31 December 2023 were audited by another auditor who expressed an unmodified opinion on those statements on 2 May 2024.

### Other Information

The directors are responsible for the other information. The other information comprises the information included in the 28-page document titled ‘Libstar Holdings Limited Separate Annual Financial Statements for the year ended 31 December 2024’, which includes the Directors Responsibilities and Approval, Company Secretary’s Certificate as required by the Companies Act of South Africa, Directors’ Report, Report of the Group Audit and Risk Committee, and the Unaudited Detailed Income Statement. The other information does not include the separate annual financial statements and our auditor’s report thereon.

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

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

## Independent auditor's report continued

### Responsibilities of the Directors for the Separate Annual Financial Statements

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

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

### Auditor's Responsibilities for the Audit of the Separate Annual Financial Statements

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

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

- Identify and assess the risks of material misstatement of the separate annual financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the separate annual financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the separate annual financial statements, including the disclosures, and whether the separate annual financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

### Report on Other Legal and Regulatory Requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that Ernst & Young Inc. has been the auditor of Libstar Holdings Limited for 1 year.

*Ernst & Young Inc.*

#### Ernst & Young Inc.

Director: Tina Lesley Rookledge  
Registered Auditor  
Chartered Accountant (SA)

3rd Floor, Waterway House  
3 Dock Road, V&A Waterfront  
Cape Town

18 March 2025

# Directors' *report*

for the year ended 31 December 2024

## 1. Nature of activities

Libstar Holdings Limited was incorporated in South Africa as an investment holding company. The company operates in South Africa.

## 2. Review of financial results and activities

The annual financial statements have been prepared in accordance with IFRS Accounting Standards and the requirements of the Companies Act 71 of 2008. The accounting policies have been applied consistently compared to the prior year. Full details of the financial position, results of operations and cash flows of the company are set out in these financial statements. The annual financial statements have been audited by Ernst & Young Inc.

## 3. Going concern

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

## 4. Dividends

The Board has approved and declared a final cash dividend of 15 cents per ordinary share in respect of the year ended 31 December 2024 totalling R102.3m ("the dividend"). The dividend is payable on 14 April 2025 to shareholders recorded as such in the share register of the Company on 11 April 2025 (the record date). The last date of trading cum dividend will be 8 April 2025.

The Board paid a final cash dividend of 15 cents per ordinary share on 15 April 2024 in respect of the year ended 31 December 2023 totalling R102.3m.

## 5. Events after the reporting period

Refer to section 4 above for more information of the dividend declared after year-end.

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

## 6. Authorised and issued share capital

Authorised share capital remained unchanged during the current and prior year. Refer to Note 6 for further information on the issued share capital

## 7. Directors

The directors in office at the date of this report are as follows:

W Luhabe	Chairman, independent non-executive director	South African
JP Landman	Lead independent non-executive director	South African
A Andrews	Independent non-executive director	South African
S Khanna	Independent non-executive director	Indian
S Masinga	Independent non-executive director	South African
CB De Villiers	CEO	South African
TL Ladbrooke	CFO	South African
C Lodewyks	Executive director	South African

W Luhabe, Chairman of Libstar, will not be available for re-election with effect from the 2025 annual general meeting to be held on 30 May 2025. JP Landman, current lead independent non-executive director, was appointed as the new chairman with effect from the 2025 annual general meeting.

## *Directors' report continued*

### **8. Registered office and business address**

43 Blouelie Crescent  
Platteklouf  
Cape Town  
7500

### **9. Company Secretary**

Ntokozo Makomba  
43 Blouelie Crescent  
Platteklouf  
Cape Town  
7500

### **10. Auditor**

At the annual general meeting of the Group held on 31 May 2024, Ernst & Young Inc. was appointed as external auditor from 1 January 2024.

### **11. Bankers**

Nedbank Limited



# Report of the audit and risk *committee*

for the year ended 31 December 2024

The audit and risk committee (“the committee”) is pleased to present its report in terms of section 94(7)(f) of the Companies Act, No 71 of 2008, as amended from time to time (“the Companies Act”) and the King IV Report on Corporate Governance for South Africa 2016 (“King IV”). This report sets out how the committee discharged its statutory and Board assigned duties in respect of the financial year ended 31 December 2024.

## Members of the audit and risk committee

The committee has four members, all of whom are independent, non-executive directors. The committee is chaired by an independent non-executive director. Each of the committee members is required to act objectively and independently. The committee members are considered to be suitably skilled directors having extensive and relevant financial experience.

Refer to Note 9 of the consolidated annual financial statements for the fees paid to the committee members.

## Meeting attendance

During the year, four meetings were held. Committee meetings and attendance for the year are summarised as follows:

Name	Designation	Qualification	08 March 2024	19 June 2024	04 September 2024	19 November 2024
A Andrews	Chair	CA (SA)	Present	Present	Present	Present
JP Landman	Member	BA.LLB, Mphil	Present	Present	Present	Present
S Khanna	Member	Chartered Global Management Accountant	Present	Present	Present	Present
S Masinga	Member	BCom	Present	Present	Not present	Present
W Luhabe	Invitee	BCom, Management Advancement Programme – Wits Business School	Present	Present	Present	Present
CB de Villiers	Invitee	CA (SA)	Present	Present	Present	Present
TL Ladbrooke	Invitee	CA (SA)	Present	Present	Present	Present
C Lodewyks	Invitee	BCom Management	Present	Present	Present	Present

The external auditor and management representatives are invited to attend committee meetings with no voting rights.

## Roles and responsibilities

The committee discharged its responsibilities as set out in its charter in accordance with the provisions of the Companies Act and King IV as follows:

- Reviewed the interim results and year-end consolidated annual financial statements culminating in a recommendation to the Board to adopt them. In the course of its review, the committee:
  - » took appropriate steps to ensure that the consolidated annual financial statements are prepared in accordance with IFRS Accounting Standards and in the manner required by the Companies Act and JSE Listings Requirements;
  - » considered and, when appropriate, made recommendations on internal financial controls;
  - » dealt with matters relating to accounting policies, internal audit, the consolidated annual financial statements and internal financial controls;
- Reviewed the external audit reports on the consolidated annual financial statements;
- Approved the internal audit plan;
- Reviewed the internal audit findings, and where relevant, made recommendations to the Board;
- Considered quarterly Information, Communication and Technology (ICT) reports from a risk and optimal business contribution perspective, including disaster recovery plans and improved business intelligence information;
- Evaluated the effectiveness of risk management, controls and the governance processes;
- Considered the independence and objectivity of the newly appointed external auditor, Ernst & Young Inc.;
- Approved the audit fees and engagement terms of the external auditor; and
- Determined there were no non-audit services provided by the external auditor and subsequently concluded that no approval of contract terms was required.

In addition, in fulfilling its key responsibilities, the committee placed specific focus on the significant judgements in the 2024 financial year and reviewed the following key aspects:

- Annual impairment testing of intangible assets with indefinite useful lives;
- Measurement of the fair values of foreign exchange contracts;

## Report of the audit and risk committee continued

- Measurement of the fair values of share-based payments;
- Useful lives of intangible assets and property, plant and equipment;
- Valuation of biological assets;
- Impairment of financial assets; and
- Restatement of the results attributable to reclassifications identified during a general ledger analysis and compliance review over IAS 7. Focus was also placed on the circumstances that led to the restatement and measures implemented to prevent the reoccurrence thereof.

### Internal control

The committee is responsible for reviewing the effectiveness of systems for internal control, financial reporting and risk management, and for considering the findings of any major internal investigations, fraud or misconduct, and management's response thereto.

The committee delegates the responsibility to management to continuously identify, assess, mitigate and manage risks within the business. Mitigating controls are formulated to address the risks. The committee is kept abreast of progress on the Group's risk management plan.

During the year under review, the committee considered control issues identified from the various reports reviewed by the committee. These reports included internal and external audit reports, as well as specific reports on the Group's IT environment.

Where deficient controls or matters were raised, the committee reviewed the remediation plans prepared by management and was satisfied that any material impact on the Group's annual financial statements had been appropriately mitigated by management through manual controls and increased oversight, where necessary. The committee will continue to monitor and evaluate management's remediation plans during 2025.

Having considered, analysed, reviewed and discussed information provided by management, internal audit and the external auditors, the committee is of the opinion that the internal controls of the Group, together with management's additional procedures performed to mitigate identified control deficiencies, can be relied upon as a reasonable basis for the preparation of the annual financial statements.

### Internal audit

The internal audit function is performed internally. The internal audit function facilitates and supports the establishment and maintenance of an effective system of internal control for managing business risks and evaluating governance processes. The internal audit function is mandated by the Board. The internal audit charter is reviewed annually by the committee to ensure compliance with King IV. The committee is also responsible for the appointment and removal of the Head of internal audit.

The committee has satisfied itself as to the effectiveness of the internal audit function..

### External audit

The committee reviewed the independence, expertise and objectivity of the external auditor, Ernst & Young Inc. and the designated audit partner, Tina Lesley Rookledge, as well as approved the terms of engagement and audit fees for the 2024 financial year.

The committee reviewed the representation made by the external auditor and satisfied itself that the external auditor is independent of the Group, as set out in section 94(8) of the Companies Act, and complies with the JSE Limited Listings Requirements.

There is a formal policy governing the approval of non-audit services provided by the appointed external auditor. The committee noted there were no non-audit services provided by the external auditor during the 2024 financial year. Refer to Note 3 of the consolidated annual financial statements for the breakdown of the audit fees and fees for the rendering of non-audit services in the 2023 financial year.

In the prior year, pursuant to the mandatory audit firm rotation requirements of the Independent Regulatory Board for Auditors, the committee recommended the appointment of Ernst & Young Inc. as external auditor for the 2024 financial year which was presented and approved at the annual general meeting of the Group held on 1 June 2023. The setting aside of the Mandatory Audit Firm Rotation by the Supreme Court of Appeal on 31 May 2023, did not impact the change in the external auditor. At the annual general meeting of the Group held on 31 May 2024, Tina Lesley Rookledge was appointed as the audit partner for the 2024 financial year.

### Evaluation of the Chief Financial Officer

The Group's Chief Financial Officer, TL Ladbrooke (Terri) is a Chartered Accountant who has held various financial and leadership roles within Libstar since joining the Group in 2015, including that of Group Financial Controller and Internal Audit Manager at Libstar Operations as well as Management Accountant and Finance Executive at Rialto. The committee is satisfied that the in-depth expertise and experience of Terri is appropriate to meet the responsibilities of the position. This is based on the qualifications, continuing professional education, in-depth experience and the committee's assessment of the financial knowledge of the Chief Financial Officer.

### Going Concern

The committee considered and reviewed management's short to medium term plans, and the Group's associated projections. It has thus satisfied itself of the going concern status of the Group, in alignment with the applicable requirements outlined in the Companies Act. The committee also reviewed the solvency and liquidity test of the Group and is satisfied that there are adequate resources to support the proposed dividend.

### Approval of the committee report

The committee confirms that it has functioned in accordance with its terms of reference for the 2024 financial year and that its report to shareholders has been approved by the Board.



**A Andrews**  
Non-Executive Audit and Risk Committee Chairman

# Statement of profit or loss and other comprehensive *income*

for the year ended 31 December 2024

	Notes	<b>2024</b> <b>R'000</b>	2023 R'000
Revenue	9	<b>110 017</b>	7 053
Other income		<b>34</b>	20
Operating expenses		<b>(7 234)</b>	(6 484)
<b>Operating profit</b>	10	<b>102 817</b>	<b>589</b>
Interest income	11	<b>16</b>	14
Interest expense	12	–	(468)
<b>Profit before taxation</b>		<b>102 833</b>	<b>135</b>
Taxation	13	<b>(147)</b>	(372)
<b>Profit/(loss) for the year</b>		<b>102 686</b>	<b>(237)</b>
Other comprehensive income for the year		–	–
<b>Total comprehensive income/(loss) for the year</b>		<b>102 686</b>	<b>(237)</b>

# Statement of financial *position*

as at 31 December 2024

	Notes	2024 R'000	2023 R'000
<b>ASSETS</b>			
<b>Non-current assets</b>		<b>4 568 793</b>	<b>4 570 475</b>
Investments in subsidiaries	1	4 566 312	4 567 847
Deferred tax assets	7	2 481	2 628
<b>Current assets</b>		<b>16 940</b>	<b>5 971</b>
Trade and other receivables	3	1 198	2 561
Loans to shareholders	4	707	707
Loans to group companies	2	14 508	–
Current tax receivable		318	281
Cash and cash equivalents	5	209	2 422
<b>Total assets</b>		<b>4 585 733</b>	<b>4 576 446</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Total equity</b>		<b>4 584 877</b>	<b>4 573 461</b>
Share capital	6	4 926 407	4 915 389
Retained earnings		(341 530)	(341 928)
<b>Non-current liabilities</b>		<b>–</b>	<b>1 535</b>
Share-based payments	17	–	1 535
<b>Current liabilities</b>		<b>856</b>	<b>1 450</b>
Loans from group companies	2	–	996
Trade and other payables	8	856	454
<b>Total liabilities</b>		<b>856</b>	<b>2 985</b>
<b>Total equity and liabilities</b>		<b>4 585 733</b>	<b>4 576 446</b>

# Statement of changes in *equity*

for the year ended 31 December 2024

	Share capital R'000	Share-based payment reserve R'000	Retained earnings R'000	Total R'000
<b>Balance at 01 January 2023</b>	4 899 208	4 559	(191 669)	4 712 098
<b>Total comprehensive income for the year</b>	–	–	(237)	(237)
Loss for the year	–	–	(237)	(237)
<b>Transactions with owners of the Company</b>				
<b>Contributions and distributions</b>	<b>16 181</b>	–	<b>(150 022)</b>	<b>(133 841)</b>
Issue of shares	16 189	–	–	16 189
Repurchase of shares	(8)	–	–	(8)
Dividends paid	–	–	(150 022)	(150 022)
<b>Share-based payment</b>	–	<b>(4 559)</b>	–	<b>(4 559)</b>
Share-based payment	–	(4 559)	–	(4 559)
<b>Balance at 01 January 2024</b>	<b>4 915 389</b>	–	<b>(341 928)</b>	<b>4 573 461</b>
<b>Total comprehensive income for the year</b>	–	–	<b>102 686</b>	<b>102 686</b>
Profit for the year	–	–	<b>102 686</b>	<b>102 686</b>
<b>Transactions with owners of the Company</b>				
<b>Contributions and distributions</b>	<b>11 018</b>	–	<b>(102 288)</b>	<b>(91 270)</b>
Issue of shares	<b>11 022</b>	–	–	<b>11 022</b>
Repurchase of shares	(4)	–	–	(4)
Dividends paid	–	–	<b>(102 288)</b>	<b>(102 288)</b>
<b>Share-based payment</b>	–	–	–	–
Share-based payment	–	–	–	–
<b>Balance at 31 December 2024</b>	<b>4 926 407</b>	–	<b>(341 530)</b>	<b>4 584 877</b>
Notes	<b>6</b>	<b>17</b>		

# Statement of cash flows

for the year ended 31 December 2024

	Notes	2024 R'000	2023 R'000
<b>Net cash flow from operating activities</b>		<b>104 561</b>	<b>(6 819)</b>
Cash generated from/(utilised in) operations	14	2 294	(6 601)
Dividends received	9	102 288	–
Interest received		16	14
Interest paid		–	(468)
Taxation (paid)/received	15	(37)	236
<b>Net cash flow from investment activities</b>		<b>(14 508)</b>	<b>–</b>
Issuance of loan to subsidiary	16	(14 508)	–
<b>Net cash flow from financing activities</b>		<b>(92 266)</b>	<b>6 808</b>
Proceeds from issue of equity shares	6	11 022	16 189
Shares repurchase	6	(4)	(8)
Dividend paid		(102 288)	(150 022)
(Repayment of)/proceeds from loan from subsidiary		(996)	140 649
Net decrease in cash and cash equivalents		(2 213)	(11)
Cash and cash equivalents at the beginning of the year		2 422	2 433
<b>Cash and cash equivalents at the end of the year</b>		<b>209</b>	<b>2 422</b>

# Accounting *policies*

for the year ended 31 December 2024

## Statement of compliance

These audited annual financial statements have been prepared in accordance with IFRS Accounting Standards and comply with the IFRS interpretations issued by the IFRS Interpretations Committee (IFRIC) and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, as well as the JSE Listings Requirements and the requirements of the Companies Act, No 71 of 2008.

## Basis of preparation

The annual financial statements have been prepared on a going concern basis and on the historical cost basis, unless otherwise stated in the accounting policies.

The accounting policies are consistent with the previous period.

## Functional and presentation currency

The financial statements are presented in South African Rand, which is the company's functional and presentation currency. All financial information presented in Rand has been rounded to the nearest thousand (R'000), unless otherwise stated.

## Investments in subsidiaries

Investments in subsidiaries are carried at cost less any accumulated impairment losses.

## Financial assets

### – Initial recognition and measurement of financial assets

The company initially recognises a financial asset only when it becomes party to the contractual provisions of the instrument.

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the company has applied the practical expedient, the company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the company has applied the practical expedient are measured at the transaction price determined under IFRS 15.

### – Financial assets at amortised cost

Trade receivables, other receivables, loans, and cash and cash equivalents are financial assets held within the business model to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

These financial assets are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

### – Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

### – Impairment of financial assets

Impairment provisions for trade receivables and other receivables, consisting of sundry debtors, are recognised based on the simplified approach within IFRS 9. A provision matrix is used in the determination of the lifetime expected credit losses. During this process the probability of the non-payment of the debtors is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the debtors. For debtors, which are reported net, such provisions are recorded in a separate provision account with the loss being recognised within operating expenses in profit or loss. On confirmation that the debtors will not be collectable, the gross carrying value of the asset is written off against the associated provision.

Impairment provisions for other financial assets are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses are recognised. There were no significant increases in credit risk in any of the company's other financial assets.

To assess whether there is a significant increase in credit risk, the company compares the risk of a default occurring on the financial asset as at the reporting date with the risk of default as at the date of initial recognition. A default on a financial asset is when the counterparty fails to make contractual payments within 120 days of when they fall due and when the debtor is unlikely to pay its credit obligations to the company.

### – Derecognition of financial assets

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

## Accounting policies continued

### Financial liabilities

#### – Initial recognition and measurement of financial liabilities

The company initially recognises a financial liability only when it becomes party to the contractual provisions of the instrument.

#### – Financial liabilities at amortised cost

Financial liabilities at amortised cost, include trade payables and borrowings, are initially measured at fair value, net of transaction costs.

Financial liabilities at amortised cost are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

#### – Derecognition of financial liabilities

The company derecognises financial liabilities with any gains or losses arising, recognised as other income in profit or loss when, and only when, the company's obligations are discharged, cancelled or they expire.

### Share capital

Ordinary shares and preference shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

### Revenue

#### – Dividend income

Dividends are recognised as revenue when the right to receive payment is established. It is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

#### – Management fees

Management fees are recognised over time. No material judgement is required to determine the transaction price and the allocation thereof.

### Interest income

Interest income is recognised when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

#### – Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

#### – Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences.

Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Future taxable profits are estimated based on business plans which include estimates and assumptions regarding economic growth, inflation, taxation rates and competitive forces.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the company intends to settle its current tax assets and liabilities on a net basis.

#### – Current and deferred tax for the period

Current and deferred tax are recognised as an expense or income in profit or loss, except when they relate to items that are recognised outside profit or loss (whether in other comprehensive income or directly in equity), in which case the tax is also recognised outside profit or loss, or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is included in the accounting for the business combination.



## Accounting policies continued

### Judgements and key sources of estimation uncertainty

The preparation of the financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that may affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision only affects that period, or in the period of the revision and future periods if the revision affects both current and future periods.

### New or revised accounting pronouncements

During the current year, the company adopted all the new and revised standards issued by the IASB that are relevant to its operations and effective for annual reporting periods beginning on 1 January 2024.

### New or revised IFRS Accounting Standards applied with no material effect on the annual financial statements

- Amendment to IAS 1 – Classification of Liabilities as Current and Non-current
- Amendment to IAS 1 – Non-current Liabilities with Covenants

### IFRS Accounting Standards and interpretations in issue but not yet effective

A number of amendments to standards are effective for annual periods beginning on or after 1 January 2025 and earlier application is permitted. However, the company has not early adopted the amended standards in preparing these financial statements.

The following amended standards are not expected to have a material impact on the financial statements:

- Amendments to IFRS 9 and IFRS 7 – Amendments to the Classification and Measurement of Financial Instruments
- Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7 – Annual Improvements to IFRS Accounting Standards

The impact of the following standard on the financial statements is still being assessed:

- IFRS 18 – Presentation and disclosure in financial statements

Notes to the financial *statements*

for the year ended 31 December 2024

			2024 R'000	2023 R'000
	% holding 2024	% holding 2023	Carrying amount	Carrying amount
<b>1 Investment in subsidiaries</b>				
Libstar Operations Proprietary Limited	100%	100%	4 566 312	4 567 847

During the year, the investment decreased by R1 535 (R'000) due to the derecognition of the share-based payment liability. Refer to note 17 for further information on the adjustment made.

		2024 R'000	2023 R'000
<b>2 Loans to/(from) group companies</b>			
<b>Subsidiary</b>			
Libstar Operations Proprietary Limited		14 508	(996)

The above loan is unsecured and bears no interest (2023: bore no interest). The loan can be recalled at any time.

**Exposure to credit risk**

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

**Exposure to currency risk**

The net carrying amounts of the loan to subsidiary are denominated in Rands. There is no exposure to currency risk.

<b>3 Trade and other receivables</b>			
<b>Financial instruments:</b>			
Other receivables (intercompany)		1 007	2 464
<b>Non-financial instruments:</b>			
Prepayments		98	97
VAT		93	–
<b>Total trade and other receivables</b>		<b>1 198</b>	2 561
<b>Categorisation of trade and other receivables</b>			
At amortised cost		1 007	2 464
Non-financial instruments		191	97
		<b>1 198</b>	2 561

**Expected credit losses**

There are no expected credit losses on other receivables.

*Notes to the financial statements continued*

	2024 R'000	2023 R'000
<b>4 Loans to shareholders</b>		
<b>Financial assets as amortised cost</b>		
Business Ventures Investments No 2071 Proprietary Limited The above loan is unsecured and bears no interest. The loan can be recalled at any time.	381	381
Business Ventures Investments No 2072 Proprietary Limited The above loan is unsecured and bears no interest. The loan can be recalled at any time.	326	326
	<b>707</b>	707
<b>Split between non-current and current portions</b>		
Current assets	<b>707</b>	707
<b>Categorisation of loans receivable</b>		
At amortised cost	<b>707</b>	707
The credit ratings of these loans are monitored for credit deterioration and are considered to have low credit risk. The counterparties have a strong capacity to meet the contractual cash flow obligations in the near term.		
<b>5 Cash and cash equivalents</b>		
Cash and cash equivalents consist of:		
Bank balances	<b>209</b>	2 422
Libstar Holdings Ltd has signed a cession of all its rights and claims in respect of bank accounts maintained in its jurisdiction of incorporation.		
Refer to note 19 for further information about term loans provided to Libstar Operations (Pty) Ltd (a subsidiary of the company) and the related securities for the facilities, for which Libstar Holdings Ltd stands as the additional guarantor.		

## Notes to the financial statements continued

	2024 R'000	2023 R'000
<b>6 Share capital</b>		
<b>Authorised</b>		
10 000 000 000 Ordinary shares at no par value		
1 000 000 Preference shares		
<b>Reconciliation of number of shares issued:</b>		
Reported as at the beginning of the year	<b>681 921 408</b>	681 921 408
Issue of shares – ordinary shares	<b>491 817</b>	820 123
Share repurchase	<b>(491 817)</b>	(820 123)
	<b>681 921 408</b>	681 921 408
<b>Issued</b>		
681 921 408 (2023: 681 921 408) fully paid ordinary shares of no par value		
Balance at 1 January	<b>4 915 389</b>	4 899 208
Issue of shares	<b>11 022</b>	16 189
Repurchase of shares	<b>(4)</b>	(8)
<b>Balance at 31 December</b>	<b>4 926 407</b>	4 915 389
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.		
<b>7 Deferred tax</b>		
Deferred tax asset	<b>2 481</b>	2 628
Balance at beginning of the year	<b>2 628</b>	3 000
Charge in profit or loss	<b>(147)</b>	(372)
<b>Balance at the end of the year</b>	<b>2 481</b>	2 628
<b>Reconciliation of deferred tax asset</b>		
Assessed loss	<b>2 282</b>	2 586
Deductible temporary difference on prepaid expenses	<b>(26)</b>	(26)
Temporary difference on accrued expenses	<b>225</b>	68
	<b>2 481</b>	2 628
Management has assessed the recoverability of deferred tax assets arising from assessed losses in accordance with IAS 12. This included analysing projected future taxable profits, considering historical performance, revenue growth forecasts, and anticipated reversals of taxable temporary differences. Management concluded that it is probable future taxable profits will be available against which the assessed losses can be utilized, supporting the recognition of the deferred tax asset.		

*Notes to the financial statements continued*

	<b>2024</b>	2023
	<b>R'000</b>	R'000
<b>8 Trade and other payables</b>		
<b>Financial instruments:</b>		
Trade payables	<b>24</b>	22
Other accruals	<b>832</b>	253
<b>Non-financial instruments:</b>		
VAT	–	179
	<b>856</b>	454
<b>9 Revenue</b>		
Dividend income	<b>102 288</b>	–
Management fees	<b>7 729</b>	7 053
	<b>110 017</b>	7 053
<b>10 Operating profit</b>		
Operating profit for the year is stated after charging the following, amongst others:		
Auditor's remuneration	<b>1 239</b>	1 009
Directors' fees	<b>5 221</b>	4 691
<b>11 Interest income</b>		
Investments in financial assets:		
Bank and other cash	<b>16</b>	14
<b>12 Interest expense</b>		
Interest paid to SARS	–	468
<b>13 Taxation</b>		
<b>Major components of the tax expense</b>		
<b>Current</b>		
Local income tax – current period	–	–
<b>Deferred</b>		
Originating and reversing temporary differences	<b>147</b>	372
	<b>147</b>	372
<b>Reconciliation between accounting loss and tax expense</b>		
Accounting profit	<b>102 833</b>	135
Tax at the applicable tax rate of 27% (2023: 27%)	<b>27 765</b>	36
<b>Tax effect of adjustments on taxable income</b>		
Non-taxable dividend income	<b>(27 618)</b>	–
Non-deductible expenditure	–	127
Derecognition of deductible temporary differences	–	209
	<b>147</b>	372

## Notes to the financial statements continued

	2024 R'000	2023 R'000
<b>14 Cash generated from/(utilised in) operations</b>		
Profit before taxation	102 833	135
<b>Adjustments for:</b>		
Interest income	(16)	(14)
Interest expense	–	468
Dividend income	(102 288)	(20)
<b>Changes in working capital:</b>		
Trade and other receivables	1 363	(1 867)
Trade and other payables	402	(5 303)
	<b>2 294</b>	<b>(6 601)</b>
<b>15 Taxation (paid)/received</b>		
Balance at beginning of the year	281	517
Current tax for the year recognised in profit or loss	–	–
Balance at end of the year	318	281
	<b>(37)</b>	<b>236</b>

**16 Related parties****Relationships**

Subsidiary	Libstar Operations Proprietary Limited
Shareholder with significant influence	APEF Pacific Mauritius Limited Government Employees Pension Fund Business Venture Investments 2071^ Business Venture Investments 2072^^

**Directors**

W Luhabe	Chairman, independent non-executive director
JP Landman	Lead independent non-executive director
A Andrews	Independent non-executive director
S Khanna	Independent non-executive director
S Masinga	Independent non-executive director
CB De Villiers	CEO
TL Ladbrooke	CFO
C Lodewyks	Executive director

## Notes to the financial statements continued

	2024 R'000	2023 R'000
<b>16 Related parties <i>continued</i></b>		
<b>Related party balances</b>		
<b>Loan accounts – Owing by/(to) related parties</b>		
Libstar Operations Proprietary Limited	14 508	(996)
Business Ventures Investments No 2071 Proprietary Limited	381	381
Business Ventures Investments No 2072 Proprietary Limited	326	326
<b>Other receivables</b>		
Libstar Operations Proprietary Limited	1 007	2 464
<b>Related party transactions</b>		
<b>Key management personnel compensation</b>		
Details of remuneration of directors are disclosed in note 18.		
Other key management personnel* compensation is as follows:		
Short-term employee benefits	26 619	24 582
<b>Transactions with key management personnel</b>		
Rental paid	5 708	6 072
<b>Dividends received from subsidiary</b>		
Libstar Operations Proprietary Limited	102 288	–
<b>Dividends paid to shareholders</b>		
Refer to Statement of Changes in Equity.		
<b>Income received from subsidiaries</b>		
Management fee received from subsidiaries	7 729	7 053
<sup>^</sup> Business Venture Investments No 2071 Proprietary Limited (BDT SPV), is wholly-owned by an Employee Share Trust established for the benefit of employees of the Group.		
<sup>**</sup> Business Venture Investments No 2072 Proprietary Limited (BDT SPV), is wholly-owned by an Employee Share Trust established for the benefit of employees of the Group.		
<sup>*</sup> Executive management and managing executives accountable for strategic initiatives are classified as key management. These individuals were remunerated by subsidiary companies within the Libstar Holdings Limited group.		
<b>17 Share-based payments</b>		
<b>Non-current liabilities:</b>		
Performance Shares	–	725
Forfeitable Shares	–	810
<b>Cash settled share-based payments (LTIP)</b>	–	1 535

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”).

During the current year, Libstar Operations Proprietary Limited (a wholly-owned subsidiary of Libstar Holdings Limited) has assumed the obligation to settle the rewards awarded under the LTIP. The relating liability has therefore been derecognised in Libstar Holdings Limited.

Notes to the financial statements continued

**18 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
<b>2024</b>								
CB de Villiers	CEO	5 355	54	–	138	–	–	5 547
TL Ladbrooke	CFO	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
<b>Total</b>		<b>12 569</b>	<b>1 109</b>	<b>599</b>	<b>273</b>	<b>108</b>	<b>5 222</b>	<b>19 880</b>
<b>2023**</b>								
CB de Villiers	CEO	5 100	53	–	352	–	–	5 505
TL Ladbrooke	CFO	3 250	115	983	–	–	–	4 348
C Lodewyks	Executive director	3 365	1 175	378	279	1 053	–	6 250
AV 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
<b>Total</b>		<b>11 715</b>	<b>1 343</b>	<b>1 361</b>	<b>2 998</b>	<b>2 553</b>	<b>4 691</b>	<b>24 661</b>

\* 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

\*\*\* Non-executives were remunerated by Libstar Holdings Limited. Executives were remunerated by Libstar Operations Proprietary Limited (a wholly-owned subsidiary of Libstar Holdings Limited).

**Changes to the board in the current year**

W Luhabe, Chairman of Libstar, will not be available for re-election with effect from the 2025 annual general meeting to be held on 30 May 2025. JP Landman, current lead independent non-executive director, was appointed as the new chairman with effect from the 2025 annual general meeting.

**Changes to the board in the prior year**

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

Ms 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.

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



## Notes to the financial statements continued

**19 Financial instruments and risk management****Categories of financial instruments**

	2024 R'000		2023 R'000	
	Amortised cost	Fair value	Amortised cost	Fair value
<b>Categories of financial assets</b>				
Loans to group companies	14 508	14 508	–	–
Loans to shareholders	707	707	707	707
Trade and other receivables	1 007	1 007	2 464	2 464
Cash and cash equivalents	209	209	2 422	2 422
	<b>16 431</b>	<b>16 431</b>	5 593	5 593
<b>Categories of financial liabilities</b>				
Trade and other payables	856	856	275	275
Loan from group company	–	–	996	996
	<b>856</b>	<b>856</b>	1 271	1 271

**Pre tax gains and losses on financial instruments**

	2024		2023	
	Amortised cost	Total	Amortised cost	Total
<b>Gains and losses on financial assets</b>				
<b>Recognised in profit or loss:</b>				
Interest income	16	16	14	14

**Capital risk management**

The company's objective when managing capital (which includes share capital, borrowings, working capital and cash and cash equivalents) is to maintain a flexible capital structure that reduces the cost of capital to an acceptable level of risk and to safeguard the company's ability to continue as a going concern while taking advantage of strategic opportunities in order to maximise stakeholder returns sustainably.

	2024 R'000	2023 R'000
Loan from group company	–	996
Trade and other payables	856	454
<b>Total borrowings</b>	<b>856</b>	<b>1 450</b>
Cash and cash equivalents	(209)	(2 422)
<b>Net borrowings</b>	<b>647</b>	<b>(972)</b>
Equity	4 584 877	4 573 461
Net gearing ratio	0%	0%

**Financial risk management**

The company is exposed to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk (interest rate risk).

The board of directors has overall responsibility for the establishment and oversight of the company's risk management framework. The board has established the audit and risk committee, which is responsible for developing and monitoring the company's risk management policies. The committee reports quarterly to the board of directors on its activities.

*Notes to the financial statements continued***19 Financial instruments and risk management** *continued***Capital risk management** *continued*

The company's risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the company's activities.

The company audit and risk committee oversees how management monitors compliance with the risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee and the risk committee.

**Credit risk**

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

**Cash and cash equivalents and deposits with banks and financial institutions**

Cash and cash equivalents and deposits are kept with banks and financial institutions that have sound credit ratings. Management does not expect any counter parties to fail to meet its obligations.

**Other financial assets carried at amortised cost**

The company's credit exposure in respect of other financial assets at amortised cost are considered to be limited. Other financial assets at amortised cost include loans to related parties. The credit ratings of these assets are monitored for credit deterioration. All of the company's other financial assets at amortised cost are considered to have low credit risk. The company recognised a Rnil (2022: Rnil) credit loss allowance for other financial assets at amortised cost. The counterparties have not defaulted on their credit before and they have a strong capacity to meet its contractual cash flow obligations in the near term.

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

	Gross carrying amount	Credit loss allowance	Amortised cost / fair value
<b>2024</b>			
Trade and other receivables	1 007	–	1 007
Loans to shareholders	707	–	707
Cash and cash equivalents	209	–	209
Loans to group companies	14 508	–	14 508
	<b>16 431</b>	<b>–</b>	<b>16 431</b>
<b>2023</b>			
Trade and other receivables	2 464	–	2 464
Loans to shareholders	707	–	707
Cash and cash equivalents	2 422	–	2 422
Loans to group companies	–	–	–
	5 593	–	5 593

**Liquidity and interest risk**

The maturity profile of contractual cash flows of non-derivative financial liabilities, and financial assets held to mitigate the risk, are presented in the following table. The cash flows are undiscounted contractual amounts.

*Notes to the financial statements continued***19 Financial instruments and risk management** *continued***Liquidity and interest risk** *continued*

	<b>2024</b> <b>R'000</b>	2023 R'000
	<b>Carrying amount</b>	Carrying amount
<b>Within 12 months</b>		
Trade and other payables	<b>856</b>	275
Loans from group companies	–	996

**Interest rate sensitivity**

The company is not exposed to interest rate risk because there are no funds borrowed at floating interest rates.

**Market risk**

The company's exposure to market risk is not material.

**Financing facilities**

Libstar Holdings Ltd stands as the additional guarantor on the financing facilities provided to Libstar Operations (Pty) Ltd. These facilities consist of:

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 5 year (2023: 3 year) bullet profile – fully utilised;

Senior facility C of R200 000 000 with a 5 year (2023: 4 year) bullet profile – R80m utilised; and

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).

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 general notarial bond over all the movable assets of the obligor.

**20 Going concern**

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

**21 Events after the reporting period**

The following material events occurred during the period subsequent to 31 December 2024 but prior to these financial statements being authorised for issue:

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

**22 Consolidated financial statements**

The company prepares consolidated financial statements in accordance with IFRS 10. The consolidated financial statements are titled 'Libstar Holdings Limited Annual Financial Statements for the year ended 31 December 2024' and are available on the group's website.

These financial statements are separate financial statements.

Detailed income *statement*

for the year ended 31 December 2024

	<b>2024</b>	2023
	<b>R'000</b>	R'000
<b>Revenue</b>	<b>110 017</b>	7 053
Dividend income	<b>102 288</b>	–
Management fees	<b>7 729</b>	7 053
<b>Operating expenses</b>	<b>(7 234)</b>	(6 484)
Auditors remuneration – external auditors	<b>(1 239)</b>	(1 009)
Bank charges	<b>(22)</b>	(29)
Professional fees	<b>–</b>	–
Directors' fees	<b>(5 221)</b>	(4 691)
Secretarial expenses	<b>(752)</b>	(742)
Other expenses	<b>–</b>	(13)
<b>Other income</b>	<b>34</b>	20
Other Income	<b>34</b>	20
<b>Operating profit</b>	<b>102 817</b>	589
Interest income	<b>16</b>	14
Interest expense	<b>–</b>	(468)
<b>Profit before tax</b>	<b>102 833</b>	135
Taxation	<b>(147)</b>	(372)
<b>Profit/(loss) for the year</b>	<b>102 686</b>	(237)

# Corporate *information*

## COMPANY AND REGISTERED OFFICE

**Libstar Holdings Limited**  
Registration Number: 2014/032444/06  
Libstar House, 43 Blouelie Crescent,  
Platteklouf, Western Cape, 7500  
South Africa

## WEBSITE

[www.libstar.co.za](http://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

**Ntokoza Makomba**  
Libstar House, 43 Blouelie Crescent,  
Platteklouf, 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**  
Rosebank Towers, 15 Biermann Avenue,  
Rosebank, Johannesburg, 2196, South Africa  
(PO Box 61051, Marshalltown, Johannesburg, 2107)

LIBSTAR 

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[www.libstar.co.za](http://www.libstar.co.za)