



To the Directors of RCL Foods Limited

Report on the Assurance Engagement on the Compilation of Pro Forma Financial Information included in the Final Results June 2021 SENS announcement and the RCL Foods Limited Group Financial Results and Cash Dividend Declaration for the year ended June 2021

We have completed our assurance engagement to report on the compilation of the Pro Forma Financial Information of RCL Foods Limited (the “Company”) by the directors. The Pro Forma Financial Information, as set out in the “*Final Results June 2021 SENS announcement*”, and as set out on pages 1 to 20 of the “*RCL Foods Limited Group Financial Results and Cash Dividend Declaration for the year ended June 2021*”, consists of underlying EBITDA, underlying headline earnings and underlying headline earnings per share for the year ended June 2021. The applicable criteria on the basis of which the directors have compiled the Pro Forma Financial Information are specified in the JSE Limited (“JSE”) Listings Requirements and described in the underlying results of the Final Results June 2021 SENS announcement, and the RCL Foods Limited Group Financial Results and Cash Dividend Declaration for the year ended June 2021.

The Pro Forma Financial Information has been compiled by the directors to illustrate the impact of the following events on the underlying results:

- COVID-19 direct costs;
- Cash-generating unit impairments;
- Gain on bargain purchases

(collectively “the Pro Forma Adjustments”). As part of this process, information about the Company’s financial position and financial performance has been extracted by the directors from the Company’s financial statements for the year ended June 2021, on which an audit report has been published.

Directors' responsibility

The directors of the Company are responsible for compiling the Pro Forma Financial Information on the basis of the applicable criteria specified in the JSE Listings Requirements and described in the underlying results of the “*Final Results June 2021 SENS announcement*”, and the “*RCL Foods Limited Group Financial Results and Cash Dividend Declaration for the year ended June 2021*”.

Our independence and quality control

We have complied with the independence and other ethical requirements of the *Code of Professional Conduct for Registered Auditors*, issued by the Independent Regulatory Board for Auditors’ (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. 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)*. The firm applies International Standard on Quality Control 1 and, accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting accountant’s responsibility

Our responsibility is to express an opinion about whether the Pro Forma Financial Information has been compiled, in all material respects, by the directors on the basis of the applicable criteria specified in the JSE Listings Requirements and described in the underlying results of the “*Final Results June*

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2021 SENS announcement”, and the “*RCL Foods Limited Group Financial Results and Cash Dividend Declaration for the year ended June 2021*”, based on our procedures performed.

We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* issued by the International Auditing and Assurance Standards Board. This standard requires that we plan and perform our procedures to obtain reasonable assurance about whether the Pro Forma Financial Information has been compiled, in all material respects, on the basis specified in the JSE Listings Requirements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Financial Information.

The purpose of Pro Forma Financial Information is solely to illustrate the impact the Pro Forma Adjustments have on the Company’s underlying financial results in order to provide users with relevant information and measures used by the Company to assess performance. Accordingly, we do not provide any assurance that the financial information on a pro forma basis would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Financial Information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the Pro Forma Financial Information provide a reasonable basis for presenting the financial information on a pro forma basis, and to obtain sufficient appropriate evidence about whether:

- The related Pro Forma Adjustments give appropriate effect to those criteria; and
- The Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on our judgment, having regard to our understanding of the nature of the Company, the event or transaction in respect of which the Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Pro Forma Financial Information has been compiled, in all material respects, on the basis of the applicable criteria specified by the JSE Listings Requirements and described in the underlying results of the “*Final Results June 2021 SENS announcement*”, and the “*RCL Foods Limited Group Financial Results and Cash Dividend Declaration for the year ended June 2021*”.

PricewaterhouseCoopers Inc

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Director: Rodney Klute

Registered Auditor

Durban, South Africa

3 September 2021