




RCL FOODS LIMITED  
**NOTICE OF  
ANNUAL GENERAL  
MEETING AND  
ABRIDGED ANNUAL  
FINANCIAL  
STATEMENTS**

FOR THE YEAR ENDED JUNE


**2024**

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 The RCL FOODS reports comprising the Integrated Annual Report and the complete Annual Financial Statements for the year ended June 2024 will be available for viewing and download on our website at [www.rclfoods.com/financial-results-and-reports-2024/](http://www.rclfoods.com/financial-results-and-reports-2024/) on 27 September 2024.

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## AVAILABILITY OF ANNUAL FINANCIAL STATEMENTS

The Abridged Annual Financial Statements for the year ended June 2024 have been included on pages 19 to 43 of this document. The complete Annual Financial Statements is available for viewing and download on our website at  [www.rclfoods.com/financial-results-and-reports-2024/](http://www.rclfoods.com/financial-results-and-reports-2024/) from 27 September 2024.

## OTHER DOCUMENTS IN THE SUITE OF REPORTS

- Abridged Integrated Annual Report
- Sustainable Business Report
- Annual Financial Statements
- Corporate Governance Report
- King IV Applications Register
- Remuneration Report

 All of the above reports will be available for viewing and download on our website at [www.rclfoods.com/financial-results-and-reports-2024/](http://www.rclfoods.com/financial-results-and-reports-2024/) from 27 September 2024.

These documents will not be distributed to shareholders.



# NOTICE OF ANNUAL GENERAL MEETING

## RCL FOODS LIMITED

(Incorporated in the Republic of South Africa)

Registration number: 1966/004972/06

Share code: RCL

ISIN: ZAE000179438

("RCL FOODS" or "the Company" or "the Group")

Notice is hereby given that the 58th Annual General Meeting of shareholders of RCL FOODS will be held at Ten The Boulevard, Westway Office Park, Westville, KwaZulu-Natal on Thursday, 14 November 2024 at 08:30am (subject to any cancellation, postponement or adjournment) to consider and, if deemed fit, pass the ordinary and special resolutions set out in this Notice of Annual General Meeting (Notice) with or without modification and to transact such other business as may be transacted at an Annual General Meeting.

In terms of section 59(1)(a) of the Companies Act, No 71 of 2008, as amended, (Companies Act) the record date for the purpose of determining which shareholders are entitled to receive this Notice is Friday, 20 September 2024. In terms of section 59(1)(b) of the Companies Act, the record date for the purpose of determining which shareholders of the Company are entitled to attend, participate in and vote at the Annual General Meeting is Friday, 8 November 2024. Accordingly, the last day to trade in order to be registered in the securities register of the Company and therefore be eligible to attend, participate in and vote at the Annual General Meeting is Tuesday, 5 November 2024.

## ORDINARY BUSINESS

### PRESENTATION OF ANNUAL FINANCIAL STATEMENTS AND REPORTS

The Annual Financial Statements of the Company and the Group for the year ended June 2024, including the Report of the Directors, Report of the Audit Committee, and the Independent Auditor's Report will be presented to shareholders in terms of the Memorandum of Incorporation of the Company (MOI), Companies Act and JSE Listings Requirements. The auditors have issued an unqualified audit opinion in terms of the International Standards on Auditing. The Abridged Annual Financial Statements for the year ended June 2024 are set out on pages 19 to 43. The complete audited Annual Financial Statements for the year ended June 2024 and various reports referenced are available on our website at [www.rclfoods.com/financial-results-and-reports-2024/](http://www.rclfoods.com/financial-results-and-reports-2024/)

## ORDINARY RESOLUTIONS

### 1. RE-ELECTION AND CONFIRMATION OF APPOINTMENT OF DIRECTORS

#### ORDINARY RESOLUTION NUMBER 1.1

Resolved that Mr PD Cruickshank, who retires by rotation in accordance with the MOI and who, being eligible, has offered himself for re-election, be and is hereby re-elected as an Executive Director of the Company.

#### ORDINARY RESOLUTION NUMBER 1.2

Resolved that Mr DTV Msibi, who retires by rotation in accordance with the MOI and who, being eligible, has offered himself for re-election, be and is hereby re-elected as a Non-executive Director of the Company.

#### ORDINARY RESOLUTION NUMBER 1.3

Resolved that the appointment of Mr RM Rushton as a Non-executive Director, who was co-opted since the last Annual General Meeting, be, and is hereby confirmed.

#### ORDINARY RESOLUTION NUMBER 1.4

Resolved that the appointment of Mr CPF Vosloo as a Non-executive Director, who was co-opted since the last Annual General Meeting, be, and is hereby confirmed.

#### ORDINARY RESOLUTION NUMBER 1.5

Resolved that the appointment of Ms L Zingitwa as a Non-executive Director, who was co-opted since the last Annual General Meeting, be, and is hereby confirmed.

Biographical details of the above Directors can be found on pages 11 to 13 of this Notice.

The Board considers each of the aforementioned candidates eligible, and supports their re-election/confirmation.

# NOTICE OF ANNUAL GENERAL MEETING CONTINUED

## 2. APPOINTMENT OF EXTERNAL AUDITORS

### ORDINARY RESOLUTION NUMBER 2

Resolved that Ernst & Young Inc. (EY) (with Ms Merisha Kassie as the individual registered auditor who will perform the function of auditor), be and are hereby appointed as the Company's auditors.

## 3. ELECTION OF MEMBERS OF THE AUDIT COMMITTEE

### ORDINARY RESOLUTION NUMBER 3.1

Resolved that, Ms GP Dinga, an independent Non-executive Director of the Company, be and is hereby elected as a member of the Audit Committee until the next Annual General Meeting.

### ORDINARY RESOLUTION NUMBER 3.2

Resolved that, subject to the passing of ordinary resolution 1.2, Mr DTV Msibi, an independent Non-executive Director of the Company, be and is hereby elected as a member of the Audit Committee until the next Annual General Meeting.

### ORDINARY RESOLUTION NUMBER 3.3

Resolved that, Mr GC Zondi, an independent Non-executive Director of the Company, be and is hereby elected as a member of the Audit Committee until the next Annual General Meeting.

Biographical details of the above Directors can be found on pages 11 to 13 of this Notice.

## 4. ELECTION OF MEMBERS OF THE SOCIAL AND ETHICS COMMITTEE

### ORDINARY RESOLUTION NUMBER 4.1

Resolved that, subject to the passing of ordinary resolution 1.1, Mr PD Cruickshank, an Executive Director of the Company, be and is hereby elected as a member of the Social and Ethics Committee until the next Annual General Meeting.

### ORDINARY RESOLUTION NUMBER 4.2

Resolved that, Ms GP Dinga, an independent Non-executive Director of the Company, be and is hereby elected as a member of the Social and Ethics Committee until the next Annual General Meeting.

### ORDINARY RESOLUTION NUMBER 4.3

Resolved that, Dr PM Moutakwa, an independent Non-executive Director of the Company, be and is hereby elected as a member of the Social and Ethics Committee until the next Annual General Meeting.

### ORDINARY RESOLUTION NUMBER 4.4

Resolved that, Mr GC Zondi, an independent Non-executive Director of the Company, be and is hereby elected as a member of the Social and Ethics Committee until the next Annual General Meeting.

Biographical details of the above Directors can be found on pages 11 to 13 of this Notice.

## 5. GENERAL AUTHORITY TO PLACE 10% OF THE UNISSUED ORDINARY SHARES UNDER THE CONTROL OF THE DIRECTORS

### ORDINARY RESOLUTION NUMBER 5

Resolved that the unissued ordinary shares in the authorised share capital of the Company be placed under the control of the Directors, who are hereby authorised, by way of a general authority in terms of the Company's MOI, to issue such shares at such times and upon such terms and conditions as they in their sole discretion may determine, subject to the provisions of the Companies Act, the MOI and the JSE Listings Requirements, to the extent applicable, provided that this approval shall be valid only until the next Annual General Meeting of the Company and that the aggregate number of ordinary shares to be allotted and issued in terms of this ordinary resolution number 5 is limited to 10% of the number of the unissued ordinary shares in the authorised share capital of the Company as at the date of this Notice (being 110 970 360 ordinary shares).

# NOTICE OF ANNUAL GENERAL MEETING CONTINUED

## EXPLANATION

Clause 6.7 of the MOI provides that the Board may resolve to issue authorised shares, but only to the extent that such issue has been approved by the shareholders in a general meeting, either by way of a general or specific authority. The purpose of ordinary resolution number 5 is to provide such general authority, which shall remain subject to the provisions of the Companies Act, the MOI and the JSE Listings Requirements, to the extent applicable. The authority in terms of Ordinary Resolution Number 5 cannot be used to effect a specific issue for cash as contemplated in the JSE Listings Requirements.

## 6. ENABLING RESOLUTION

### ORDINARY RESOLUTION NUMBER 6

Resolved that any Director of the Company and/or the Company Secretary be and is hereby authorised to do all such things and sign all such documents as may be necessary for or incidental to the implementation of any of the ordinary and special resolutions adopted at the meeting.

## 7. NON-BINDING ADVISORY VOTE IN RESPECT OF THE REMUNERATION POLICY

### ORDINARY RESOLUTION NUMBER 7



Resolved that the Remuneration Policy, as set out in the Remuneration Report, available on our website at [www.rclfoods.com/financial-results-and-reports-2024/](http://www.rclfoods.com/financial-results-and-reports-2024/), is hereby endorsed by way of a non-binding advisory vote, as recommended in the King IV Report on Corporate Governance for South Africa 2016 (King IV).

## 8. NON-BINDING ADVISORY VOTE IN RESPECT OF THE REMUNERATION IMPLEMENTATION REPORT

### ORDINARY RESOLUTION NUMBER 8



Resolved that the Implementation Report contained in the Remuneration Report available on our website at [www.rclfoods.com/financial-results-and-reports-2024/](http://www.rclfoods.com/financial-results-and-reports-2024/), is hereby endorsed by way of a non-binding advisory vote, as recommended in King IV.

## SPECIAL RESOLUTIONS

### 1. GENERAL AUTHORITY TO PROVIDE FINANCIAL ASSISTANCE IN TERMS OF SECTION 44 OF THE COMPANIES ACT

#### SPECIAL RESOLUTION NUMBER 1

Resolved as a special resolution (which will remain in effect for a period of two years from the date of adoption of this special resolution number 1) that the Board be and is hereby authorised, subject to section 44 of the Companies Act, the MOI and the JSE Listings Requirements, to authorise RCL FOODS to provide direct or indirect financial assistance, by way of loan, guarantee, the provision of security or otherwise, to any person for the purpose of, or in connection with, the subscription for any option, or any securities, issued or to be issued by RCL FOODS, or any related or inter-related company, or for the purchase of any securities of RCL FOODS, or of any related or inter-related company, in such amounts and on such terms, that the Board may in its sole discretion determine.

## EXPLANATION

Section 44 of the Companies Act empowers the board of a company to authorise the Company to provide direct or indirect financial assistance for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities of the Company or a related or inter-related company or corporation pursuant to a special resolution of the shareholders of the Company adopted within the previous two years.

The reason for and effect of special resolution number 1 is to grant the Board the authority to enable the Company to provide financial assistance in appropriate circumstances. The Board's authorisation of the provision of financial assistance by the Company will be subject to the Board being satisfied that immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test, and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

# NOTICE OF ANNUAL GENERAL MEETING CONTINUED

## 2. GENERAL AUTHORITY TO PROVIDE FINANCIAL ASSISTANCE IN TERMS OF SECTION 45 OF THE COMPANIES ACT

### SPECIAL RESOLUTION NUMBER 2

Resolved as a special resolution (which will remain in effect for a period of two years from the date of adoption of this special resolution number 2) that the Board be and is hereby authorised, subject to section 45 of the Companies Act, the MOI and the JSE Listings Requirements, to authorise RCL FOODS to provide direct or indirect financial assistance to a related or inter-related company or corporation, in such amounts and on such terms, that the Board may in its sole discretion determine.

#### EXPLANATION

Section 45 of the Companies Act empowers the board of a company to authorise that company to provide financial assistance to a related or inter-related company or corporation pursuant to a special resolution of the shareholders of the Company adopted within the previous two years. The Company and its subsidiaries provide loan financing, guarantees and other support as envisaged in section 45 of the Companies Act, from time to time in the ordinary course of the Group's business.

The reason for and effect of special resolution number 2 is to enable the Company and its subsidiaries to effectively manage their internal financial administration. It would be impractical to obtain shareholder approval each time the Company wished to provide financial assistance as contemplated above. The Board's authorisation of the provision of financial assistance by the Company will be subject to the Board being satisfied that immediately after providing the financial assistance, the solvency and liquidity test will be satisfied, and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

## 3. APPROVAL OF NON-EXECUTIVE DIRECTORS' REMUNERATION

### SPECIAL RESOLUTION NUMBER 3

Resolved as a special resolution (which will remain in effect for a period of two years, unless otherwise resolved by the Shareholders at a subsequent general meeting), the annual fees (excluding VAT and including PAYE, where applicable), payable by the Company to its Non-executive Directors with effect from 1 October 2024 be approved as follows:

	Current Rands per annum	Proposed Rands per annum
<b>Board</b>		
Chairperson	396 503	1 212 545*
Members	396 503	420 293
<b>Audit Committee</b>		
Chairperson	330 987	385 931
Members	166 308	176 286
<b>Remuneration and Nominations Committee</b>		
Chairperson	195 657	290 355
Members	122 285	129 622
<b>Risk Committee</b>		
Chairperson	195 657	290 355
Members	122 285	129 622
<b>Social and Ethics Committee</b>		
Chairperson	140 221	200 656
Members	84 785	89 872

\* All-inclusive fee (inclusive of participation in any Board committees).

#### EXPLANATION

Section 66(9) of the Companies Act provides that a company may pay remuneration to its Directors for their services as Directors only in accordance with a special resolution approved by the shareholders within the previous two years.

The reason for and effect of special resolution number 3 is to grant the Company the authority to pay fees to its Non-executive Directors for their services as Directors.

# NOTICE OF ANNUAL GENERAL MEETING CONTINUED

## 4. GENERAL AUTHORITY TO REPURCHASE SHARES

### SPECIAL RESOLUTION NUMBER 4

Resolved as a special resolution that the Company and its subsidiaries be and are hereby authorised, by way of a general authority in terms of the JSE Listings Requirements, to acquire the Company's issued shares from time to time on such terms and conditions and in such amounts as the Board may in its sole discretion determine, subject to the Companies Act, the MOI and the JSE Listings Requirements, provided that:

1. this general authority shall be valid until the Company's next Annual General Meeting or for 15 months from the date of passing of this special resolution number 4, whichever period is shorter;
2. any acquisition of shares must be effected through the order book operated by the JSE Limited trading system and done without any prior understanding or arrangement between the Company and/or the relevant subsidiary and the counterparty (reported trades are prohibited);
3. an announcement complying with paragraph 11.27 of the JSE Listings Requirements is published by the Company (i) when the Company and/or its subsidiaries have cumulatively acquired 3% of the ordinary shares in issue as at the time when this general authority is granted (the Initial Number) and (ii) for each 3% in the aggregate of the initial number acquired thereafter by the Company and/or its subsidiaries;
4. the acquisition of shares shall not in the aggregate in any one financial year exceed 10% of the Company's issued ordinary share capital as at the beginning of the financial year, provided that in the case of acquisitions by subsidiaries, such acquisitions, together with shares held by all subsidiaries of the Company, shall be limited to an aggregate maximum of 10% (ten percent) of the Company's issued ordinary shares;
5. acquisitions may 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;
6. at any point in time the Company may only appoint one agent to effect any acquisition on the Company's behalf or on behalf of any subsidiary of the Company; and
7. the Company and its subsidiaries will not acquire ordinary shares during a prohibited period (as defined in the JSE Listings Requirements) unless they have in place a repurchase programme where the dates and quantities of the shares to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme (as required by the JSE Listings Requirements) have been submitted to the JSE in writing prior to the commencement of the prohibited period. The Company will instruct an independent third party, which makes its investment decisions in relation to the Company's securities independently of, and uninfluenced by the Company, prior to the commencement of the prohibited period to execute the repurchase programme.

### STATEMENT OF THE BOARD'S INTENTION

The Board has no specific intention at present to use this authority to repurchase any of the Company's shares, however, the Board is of the opinion that this authority should be in place should it become appropriate, in its opinion, to undertake a share repurchase in the future. The Board undertakes that no such repurchase will be implemented unless the Directors are of the opinion that, for a period of 12 (twelve) months after the date of the repurchase:

- the Company and the Group will be able, in the ordinary course of business, to pay its debts;
- the assets of the Company and the Group will exceed their liabilities. For this purpose, the assets and liabilities are recognised and measured in accordance with the accounting policies used in the latest audited consolidated Annual Financial Statements;
- the Company and the Group will have adequate share capital and reserves for ordinary business purposes; and
- the working capital of the Company and the Group will be adequate for ordinary business purposes.

# NOTICE OF ANNUAL GENERAL MEETING CONTINUED

## ADDITIONAL INFORMATION

For the purposes of considering this special resolution number 4 and in compliance with paragraph 11.26 of the JSE Listings Requirements, the information listed below has been included on the pages indicated below:

1. Major shareholders of the Company – page 14.
2. Share capital of the Company – page 14.

There has been no material change in the financial or trading position of the Company and the Group that has occurred since the end of the last financial period for which either audited Annual Financial Statements or unaudited interim reports have been published.

The Directors, collectively and individually, accept full responsibility for the accuracy of the information contained in this special resolution number 4 and certify that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in relation to this special resolution number 4 false or misleading, and that they have made all reasonable enquiries in this regard and that this special resolution number 4 contains all information required by law and the JSE Listings Requirements.

## EXPLANATION

*The purpose of special resolution number 4 is to grant a general authority for the Company or its subsidiaries to acquire ordinary shares in the Company on the terms and conditions and in such amounts to be determined from time to time by the Board, subject to the terms of this special resolution number 4.*

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

### APPROVALS REQUIRED FOR RESOLUTIONS

Ordinary resolutions numbers 1 to 6 contained in this Notice require the approval of more than 50% of the voting rights exercised on each such resolution by Shareholders present or represented by proxy at the Annual General Meeting.

Ordinary resolutions numbers 7 and 8 contained in this Notice are non-binding advisory votes. In the event of either of the resolutions being voted against by 25% or more of the votes exercised on each such resolution by Shareholders present or represented by proxy at the Annual General Meeting, the Company shall engage with shareholders as to the reasons therefore, as set out in the Remuneration Report.

Special resolutions numbers 1 to 4 contained in this Notice require the approval of at least 75% of the voting rights exercised on each such resolution by Shareholders present or represented by proxy at the Annual General Meeting.

### ATTENDANCE AND VOTING BY SHAREHOLDERS OR PROXIES

Shareholders who have not dematerialised their ordinary shares or who have dematerialised their ordinary shares with own-name registration, are entitled to attend and to vote at the Annual General Meeting. Any such Shareholder may appoint a proxy/proxies to attend, speak and vote in their stead (on a poll) at the meeting. A proxy need not be a Shareholder. Forms of proxy should be completed and returned to the transfer secretaries, Computershare Investor Services Proprietary Limited, at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or posted to Private Bag X9000, Saxonwold, 2132, or emailed to proxy@computershare.co.za to be received by 08:30am on Tuesday, 12 November 2024 for administrative purposes, or alternatively handed to the Company Secretary of the Company or the Chairperson of the Annual General Meeting in sufficient time prior to the commencement of the meeting at 08:30am on Thursday, 14 November 2024 to enable the transfer secretaries to verify to their reasonable satisfaction the right of the person to attend at and participate in the meeting (in accordance with section 63(1) of the Companies Act).

Any ordinary shares held by a Company share trust or scheme will not have their votes at the Annual General Meeting taken into account for the purposes of resolutions proposed in terms of the JSE Listings Requirements. In terms of section 48(2)(b)(ii) of the Companies Act, no voting rights may attach to any shares held in treasury.

Voting will take place by way of a poll, and accordingly every shareholder shall have one vote for every share held in the Company.



# NOTICE OF ANNUAL GENERAL MEETING CONTINUED

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

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

Shareholders or their proxies may participate in all or part of the meeting by electronic means and, if they wish to do so must contact the transfer secretaries Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or [proxy@computershare.co.za](mailto:proxy@computershare.co.za) by no later than 17:00pm on Wednesday, 13 November 2024 in order to enable the identity of the shareholder to be verified and if verified, further details on using the electronic communication facility will be provided. The costs of participation in the Annual General Meeting by electronic communication will be for the cost of the shareholders or proxy, and by choosing to participate electronically the participant acknowledges that he/she will have no claim against the Company or its representatives arising out of the use of the electronic services and/or connections linking the participant to the meeting, or any failure thereof.

We encourage certificated Shareholders and dematerialised Shareholders with "own-name" registration attending either in person or via electronic communication to cast their votes in respect of the resolutions set out in this Notice, in advance, by completing and returning a proxy form. This will ensure that your vote will be counted whether or not you attend the Annual General Meeting.

## PROOF OF IDENTIFICATION REQUIRED

The Companies Act requires that any person who wishes to attend or participate in a shareholders' meeting must present reasonably satisfactory identification at the meeting. Any shareholder or proxy who intends to attend or participate at the Annual General Meeting must be able to present reasonably satisfactory identification for such shareholder or proxy to attend at and participate in the meeting. A valid identification document (green ID book or smart ID card) issued by the South African Department of Home Affairs, a valid driver's licence or a valid passport will be accepted as sufficient identification.



**LG Kelso**

*Company Secretary*

30 August 2024

### **Registered office**

Ten The Boulevard, Westway Office Park, Westville, 3629



# FORM OF PROXY

## RCL FOODS LIMITED

Incorporated in the Republic of South Africa

Registration number: 1966/004972/06

Share code: RCL

ISIN: ZAE000179438

("the Company")

This form of proxy is only for use by:

- Registered shareholders who have not yet dematerialised their ordinary shares.
- Registered shareholders who have already dematerialised their ordinary shares and registered them in their own name\*.

\* See explanatory note 3 overleaf

I/We \_\_\_\_\_ (name in block letters)

Of \_\_\_\_\_ (address)

Telephone number \_\_\_\_\_ Cellphone number \_\_\_\_\_

being a Shareholder/Shareholders of RCL Foods Limited (registration number: 1966/004972/06)

and the registered holder/s of \_\_\_\_\_ ordinary shares in the Company, hereby appoint (see instruction 1 overleaf)

1. \_\_\_\_\_ or failing him/her

2. \_\_\_\_\_ or failing him/her

3. the Chairperson of the Annual General Meeting,  
as my/our proxy to attend, speak and vote for me/us and on my/our behalf or to abstain from voting at the Annual General Meeting of the Company to be held at Ten The Boulevard, Westway Office Park, Westville, KwaZulu-Natal on Thursday, 14 November 2024 at 08:30am and at any postponement or adjournment thereof as follows:

ORDINARY RESOLUTIONS		For	Against	Abstain
1.	Re-election and confirmation of appointment of Directors			
1.1	Mr PD Cruickshank			
1.2	Mr DTV Msibi			
1.3	Mr RM Rushton			
1.4	Mr CPF Vosloo			
1.5	Ms L Zingitwa			
2.	Appointment of external auditors			
3.	Election of members of the Audit Committee			
3.1	Ms GP Dingaen			
3.2	Mr DTV Msibi			
3.3	Mr GC Zondi			
4.	Election of members of the Social and Ethics Committee			
4.1	Mr PD Cruickshank			
4.2	Ms GP Dingaen			
4.3	Dr PM Moumakwa			
4.4	Mr GC Zondi			
5.	General authority to place 10% of the unissued ordinary shares under the control of the Directors			
6.	Enabling resolution			
7.	Non-binding advisory vote in respect of the Remuneration Policy			
8.	Non-binding advisory vote in respect of the Remuneration Implementation Report			
SPECIAL RESOLUTIONS				
1.	General authority to provide financial assistance in terms of section 44 of the Companies Act			
2.	General authority to provide financial assistance in terms of section 45 of the Companies Act			
3.	Approval of Non-executive Directors' remuneration			
4.	General authority to repurchase shares			

(Indicate instructions to proxy by way of a cross in the space provided). Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Signature \_\_\_\_\_

(Please read the notes and instructions overleaf)

# NOTES TO THE FORM OF PROXY

1. A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a shareholder of the Company. Satisfactory identification must be presented by any person wishing to attend the Annual General Meeting, as set out in the Notice.
2. Every shareholder present in person or by proxy and entitled to vote at the Annual General Meeting of the Company shall, on a show of hands, have one vote only, irrespective of the number of shares such shareholder holds. In the event of a poll, each shareholder shall be entitled to one vote in respect of each ordinary share held in the Company by him/her.
3. Shareholders with own-name registration are Shareholders who elected not to participate in the Issuer-Sponsored Nominee Programme and who appointed Computershare Custodial Services as their Central Securities Depository Participant (CSDP) with the express instruction that their uncertificated shares are to be registered in the Company's securities register in their own names.

## INSTRUCTIONS ON SIGNING AND LODGING THE FORM OF PROXY:

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided on the form of proxy, with or without deleting "the Chairperson of the Annual General Meeting", but any such deletion must be initialled by the shareholder. Should this space be left blank, the shareholder's voting rights will be exercised by the Chairperson of the Annual General Meeting. The person whose name appears first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's voting instructions to the proxy must be indicated by the insertion of an "X", or the number of votes exercisable by the shareholder, in the appropriate spaces next to each resolution set out in the form of proxy. Failure to do so shall entitle the proxy to vote or to abstain from voting on each resolution as he/she thinks fit. A shareholder or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the shareholder or by his/her proxy.
3. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
4. To be valid, the completed form of proxy should be completed and returned to the Company's transfer secretaries, Computershare Investor Services Proprietary Limited, at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or posted to Private Bag X9000, Saxonwold, 2132, or emailed to proxy@computershare.co.za to be received by 08:30am on Tuesday, 12 November 2024 for administrative purposes, or alternatively handed to the Company Secretary of the Company or the Chairperson of the Annual General Meeting in sufficient time prior to its commencement at 08:30am Thursday, 14 November 2024, to enable the transfer secretaries to verify to their reasonable satisfaction the right of the person to attend at and participate in the meeting (in accordance with section 63(1) of the Companies Act).
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the Chairperson of the Annual General Meeting.
6. The completion and lodging of this form of proxy shall not preclude the relevant shareholder from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
7. The completion of any blank spaces on the form of proxy need not be initialled. Any alterations or corrections to this form of proxy must be initialled by the signatory/ies.
8. The provisions of the Companies Act in relation to the revocation of the appointment of a proxy apply. A shareholder may accordingly revoke a proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of such revocation to the proxy and the Company.
9. The Chairperson of the Annual General Meeting may reject or accept any form of proxy which is completed other than in accordance with these instructions provided that he/she is satisfied as to the manner in which a Shareholder wishes to vote.

# OUR LEADERS



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## EXECUTIVE DIRECTORS

### 1 PD (PAUL) CRUICKSHANK (50) ●●

CHIEF EXECUTIVE OFFICER

CA(SA)

**Appointed:** December 2021

**Directorships:** RCL Foods Limited and its subsidiary companies

Paul is a qualified CA(SA) and began his career as an auditor with Deloitte South Africa before joining Rainbow Chicken Limited in 2004 as Group Financial Manager. In his 20 years with RCL FOODS he has gained extensive experience in commercial, supply chain and operational Directorship roles across the business, culminating in his current position.

### 2 RH (ROB) FIELD (53) ●

CHIEF FINANCIAL OFFICER

CA(SA)

**Appointed:** July 2004

**Directorships:** RCL Foods Limited and its subsidiary companies, Royal Eswatini Sugar Corporation

Rob is a Chartered Accountant who qualified with Deloitte & Touche in Durban. Prior to joining Rainbow in May 2003, he spent four years as Commercial Director of Robertsons Homecare Proprietary Limited.

## OUR LEADERS CONTINUED



### NON-EXECUTIVE DIRECTORS

#### 3 JJ (JANNIE) DURAND (57)

##### NON-EXECUTIVE DIRECTOR (CHAIRMAN)

*BAcc (Hons), MPhil (Oxon), CA(SA)*

**Appointed:** March 2010

**Directorships:** Chief Executive Officer of Remgro Limited. He also serves as a Non-executive Director on a number of companies including Distell Group Limited; Rand Merchant Investment Holdings Limited, where he serves as Chairman; and Mediclinic International Limited where he serves as a Non-executive Director.

Jannie is a Chartered Accountant and holds a M.Phil. in Management Studies from Oxford University. Previously, he served as the Chief Investment Officer of Remgro Limited, as well as the Financial Director and Chief Executive Officer of VenFin Limited. Jannie has served as Chairperson of the Board since June 2012. With effect from 3 September 2024, Jannie retired as Chairperson of the Board, and simultaneously resigned as a Non-executive Director, and accordingly as a member of the Remuneration and Nominations Committee.

#### 4 CPF (CAREL) VOSLOO (50)

##### NON-EXECUTIVE DIRECTOR

*BAcc Honours, MCom (Tax), CA(SA)*

**Appointed:** November 2023

Carel has a BAcc Honours degree from the University of Stellenbosch and a Master's degree, MCom (Tax) from the University of the Witwatersrand. He is a qualified Chartered Accountant CA(SA) and a Chartered Financial Analyst (CFA) Charter holder member. Carel joined Remgro Limited in March 2022 and in April 2024 Carel joined the Remgro Limited Board of Directors as alternate to Mr Jannie Durand. Carel is a member of the Remgro Management Board, where he is responsible for Investment Activities. Prior to joining Remgro, Carel held various positions at Rand Merchant Bank from 2004 to 2022, including co-head Corporate Finance and co-head of the Investment Banking division, and was represented on the executive committee of Rand Merchant Bank from 2014 to 2022. With effect from 3 September 2024, Carel was appointed as a Non-executive Director and will serve as a member of the Remuneration and Nominations Committee.

#### 5 GP (GUGU) DINGAAN (48)

##### INDEPENDENT NON-EXECUTIVE DIRECTOR

*BCom (Acc), HDip (Acc), CA(SA)*

**Appointed:** November 2022

**Directorships:** Distell Group, Sasfin Bank Limited, various WIPHOLD investee companies

Gugu is a Chartered Accountant and holds certificates from Stellenbosch Business School's executive development programme and from INSEAD. Gugu has experience in corporate finance and investment spanning over 20 years.

#### 6 GCJ (KEES) TIELENIUS KRUYTHOFF (55)\*

##### INDEPENDENT NON-EXECUTIVE DIRECTOR

*Business Economics (Erasmus University, Rotterdam, Netherlands)*

**Appointed:** April 2020

**Directorships:** Chairman of MrGreenAfrica, Senior Advisor Bain Capital, Executive Chairman Nicoya, Founder – Imagine

Kees is a uniquely global leader with extensive experience in brand building, strategic direction and performance management, and strategically repositioning businesses for growth. He is a passionate believer in business as a force for good and is committed to global food transformation. He was previously General Manager of Unilever South Africa, General Manager of Unilever Brazil, President of Unilever North America and President of Unilever Home Care Division.

\*Dutch

#### 7 RM (RICHARD) RUSHTON (61)

##### INDEPENDENT NON-EXECUTIVE DIRECTOR

*BCom*

**Appointed:** September 2024

**Directorships:** Rubicon Holdings Group (Pty) Ltd, Tiny Keg Can Co (Pty) Ltd, Talmar Consulting (Pty) Ltd

Richard has a BCom from the University of the Witwatersrand. He started his career at Adcock Ingram Limited and went on to hold a variety of senior positions at SABMiller in Africa, Asia and Latin America from 1997 to 2013. He joined the Distell Group as Group Chief Executive Officer in 2013 and retired from that position in 2023, following the acquisition of Distell by Heineken. He is an active Non-executive Director and investor in unlisted companies, and currently serves as the Non-executive Chairman on Rubicon (Pty) Ltd. With effect from 3 September 2024, Richard was appointed as an Independent Non-executive Director and will serve as a member of the Risk Committee.

#### 8 NP (PETER) MAGEZA (69)

##### INDEPENDENT NON-EXECUTIVE DIRECTOR

*ACCA (UK)*

**Appointed:** September 2009

**Directorships:** Anglo American Platinum Limited, Remgro Limited, SAPPI Limited.

Peter was formerly the Chief Operations Officer of the Absa Group. He is a Chartered Certified Accountant and a Fellow of The Association of Chartered Certified Accountants (ACCA) UK. He has gained extensive experience through holding various executive positions in the audit, financial services and the transport and logistics sectors. With effect from 3 September 2024, Peter retired as a Non-executive Director.

## OUR LEADERS CONTINUED



### 9 PM (PENNY) MOUMAKWA (60)



#### INDEPENDENT NON-EXECUTIVE DIRECTOR

*MBChB, MAP (Wits), GMP (Harvard)*

**Appointed:** January 2019

**Directorships:** Mohau Equity Partners, Growthpoint Healthcare Properties, Clicks Group and Wits Donald Gordon Medical Centre

Penny is the Chief Executive Officer and Founder of Mohau Equity Partners, a long-term investment vehicle, in partnership with Discovery. Previously she worked in multiple senior executive roles within Discovery and served on the Central Executive Committee as well as on the board of Discovery Health.

### 10 GC (GCINA) ZONDI (51)



#### INDEPENDENT NON-EXECUTIVE DIRECTOR

*BCompt (Hons), AGA (SA)*

**Appointed:** July 2008

**Directorships:** Imbewu Capital Partners, Isegen South Africa, Container Conversions, Icon Construction, International Facilities Services (SA), NPC-Intercement and Hulamin Limited.

Gcina is the founding Chief Executive and shareholder of Imbewu Capital Partners. He is a qualified General Accountant and is an associate of the South African Institute of Chartered Accountants. He has more than 24 years' experience in the private equity industry, of which six years were spent with Nedbank Capital Private Equity as a Private Equity Manager. Prior to joining Nedbank, Gcina completed his articles of clerkship at KPMG Durban. He worked for Hulamin Limited in the finance division for two and a half years prior to joining KPMG.

### 11 L (LWANDA) ZINGITWA (38)

#### NON-EXECUTIVE DIRECTOR

*BCom (Honours), BBusSc (Finance Honours), CA(SA)*

**Appointed:** September 2024

**Directorships:** Sigalo Foods, Enerweb (Pty) Ltd, Capevin Spirits (Pty) Ltd, Discovery Insure (Pty) Ltd

Lwanda currently serves as Remgro's Investor Relations and Investments Executive and provides strategic oversight on the boards of a number of Remgro's portfolio assets. She qualified as a Chartered Accountant in 2010, and she has trained and spent the bulk of her career in investment banking, specifically mergers and acquisitions as a senior transactor at Rand Merchant Bank. She subsequently joined Dr Jabu Mabuzza as his chief of staff and strategic advisor across various portfolios, before her move to Remgro. She currently serves on the boards of Sigalo Foods, where she also chairs the Social and Ethics Committee, Enerweb, Capevin Spirits and Discovery Insure, where she is also a member of the Audit Committee. With effect from 3 September 2024, Lwanda was appointed as a Non-executive Director.

### 12 PR (PIETER) LOUW (55)

#### NON-EXECUTIVE DIRECTOR

*CA(SA)*

**Appointed:** December 2008

**Directorships:** Various wholly-owned subsidiaries within the Remgro Group and Heineken Beverages

Pieter is a Chartered Accountant who qualified with PricewaterhouseCoopers Inc. in Stellenbosch, before joining the Remgro Group in 2001. He is currently Head of Corporate Finance. With effect from 3 September 2024, Pieter retired as a Non-executive Director.

### 13 GM (GEORGE) STEYN (65)



#### INDEPENDENT NON-EXECUTIVE DIRECTOR

*BA (Law) LLB*

**Appointed:** August 2013

**Directorships:** KAL Group (Chairman)

George has extensive experience in the retail sector, having joined the Pepkor Group in 1986 and has served as an Executive Director of Pep Retail Limited and Pepkor Retail Limited from 1991 to 2005, and as Managing Director from 2005 to 2011. He served as a Non-executive Director of Pepkor Retail Limited until 2015. George also farms in the Karoo and is actively involved in the broader community, and served as Chairman of Stellenbosch University Council for more than ten years. He has also served as Chairman of Du Toit Group.

### 14 DTV (DERRICK) MSIBI (55)



#### INDEPENDENT NON-EXECUTIVE DIRECTOR

*BBusSc (Hons), BCom (Hons), MCom, CA(SA)*

**Appointed:** August 2013

**Directorships:** STANLIB Asset Management Proprietary Limited, STANLIB Wealth Proprietary Limited, STANLIB Collective Investments Proprietary Limited, Real People Investment Holdings Proprietary Limited, Real People Assurance Company Limited and Bakwena Platinum Concessionaire Company Proprietary Limited

Derrick is currently Chief Executive Officer of STANLIB Asset Management and Executive for the Asset Management Cluster of Liberty Group Holdings Limited. He previously served as the Managing Director of Investment Solutions (now known as Alexander Forbes Investments), the investment services arm of the Alexander Forbes Group from 2009 to 2017. He was also joint head/leader of the Institutional Business Cluster of the Alexander Forbes Group. Derrick, a Chartered Accountant, serves on the boards and committees of entities forming the Asset Management Cluster of the Liberty Group. He is an independent Investment Committee member of Trinitas Private Equity Fund and was previously a board member of TSIBA Education, a scholarship-only tertiary institution registered with the Department of Higher Education.

### 15 HJ (HEIN) CARSE (63)

#### NON-EXECUTIVE DIRECTOR

*M Eng (US), MBA (UP)*

**Appointed:** February 2013

**Directorships:** Air Products SA Proprietary Limited, eMedia Investments Proprietary Limited, Seacom Limited, Historical Homes of South Africa Limited

Hein joined Rupert International in 1996 and continued to serve the Remgro Group as an investment executive, first of VenFin Limited and then Remgro Limited. He has gained extensive knowledge through holding positions on various boards and committees during his career. With effect from 3 September 2024, Hein retired as a Non-executive Director.

# SHARE AND SHAREHOLDERS INFORMATION

FOR THE YEAR ENDED JUNE 2024

## STATED CAPITAL

Authorised	2 000 000 000
Issued	890 296 405
Number of shareholders	10 157

	Number of shareholders	%	Number of shares	%
<b>Shareholder spread</b>				
1 – 1 000	8 688	85.54	885 846	0.10
1 001 – 10 000	1 055	10.39	4 084 492	0.46
10 001 – 100 000	301	2.96	8 850 529	0.99
100 001 – 1 000 000	94	0.93	29 253 602	3.29
1 000 001 and over	19	0.19	847 221 936	95.16
Total	10 157	100.00	890 296 405	100.00
<b>Distribution of shareholders</b>				
Banks	12	0.12	1 428 024	0.16
Brokers	8	0.08	3 305 832	0.37
Close Corporations	29	0.29	1 031 124	0.12
Endowment Funds	8	0.08	461 324	0.05
Holding Company	2	0.02	714 057 943	80.20
Individuals	9 604	94.56	17 088 776	1.92
Insurance Companies	9	0.09	3 317 566	0.37
Investment Companies	8	0.08	436 518	0.05
Mutual Funds	110	1.08	108 127 019	12.15
Nominees and Trusts	202	1.99	2 013 568	0.23
Other Corporations	12	0.12	23 922	0.01
Pension Funds	57	0.56	37 521 438	4.21
Private Companies	96	0.95	1 483 351	0.17
Total	10 157	100.00	890 296 405	100.00
<b>Public and non-public shareholders</b>				
Holding Company	2	0.02	714 057 943	80.20
Directors and associates of the Company holdings	3	0.03	2 123 227	0.24
Total non-public shareholders	5	0.05	716 181 170	80.44
Public shareholders	10 152	99.95	174 115 235	19.56
Total	10 157	100.00	890 296 405	100.00
<b>Beneficial shareholders' holding of 1% or more</b>				
Remgro Limited			713 902 129	80.19
Oasis Crescent Equity Fund			35 803 734	4.02
Government Employees Pension Fund			30 050 086	3.38
M&G SA Equity Fund			16 900 010	1.90
Alexforbes Investments Solution Limited			9 793 336	1.10
<b>Fund managers holdings of 1% or more</b>				
Remgro Limited			714 057 943	80.20
Oasis Asset Management Limited			76 741 584	8.62
M&G Investment Managers Proprietary Limited			44 869 179	5.04
Ninety One SA Proprietary Limited			17 912 369	2.01



# LETTER TO SHAREHOLDERS



RCL Foods Limited  
Ten The Boulevard  
Westway Office Park  
Westville  
3629

Dear Shareholder,

Kindly note that the information contained in this printed version of the Notice of Annual General Meeting and Abridged Annual Financial Statements represents a summary of the information contained in the full integrated annual report published on the RCL FOODS website at [www.rclfoods.com/financial-results-and-reports-2024/](http://www.rclfoods.com/financial-results-and-reports-2024/) on 27 September 2024.

Any investment decisions by investors and/or shareholders should be based on a consideration of the full integrated annual report as a whole and shareholders are encouraged to review the full integrated annual report which is available for viewing on the Company's website set out above.

Investors and/or shareholders may request copies of the full integrated annual report by contacting the company secretary at [lauren.kelso@rclfoods.com](mailto:lauren.kelso@rclfoods.com) or on +27 31 242 8600.

Yours faithfully

**JJ Durand**  
*Non-executive Chairman*



# REPORT OF THE AUDIT COMMITTEE

This report sets out how the Audit Committee discharged its responsibilities during the financial year ended June 2024 as required in terms of section 94 of the Companies Act of South Africa (the Companies Act).

## MANDATE AND TERMS OF REFERENCE

The responsibilities of the Audit Committee are incorporated into the Committee's charter which is reviewed annually and approved by the Board. The Committee has conducted its affairs in compliance with this charter and has discharged its responsibilities contained therein.

 A copy of the charter can be found on our website at [www.rclfoods.com/governance/corporate-governance/governance-documents](http://www.rclfoods.com/governance/corporate-governance/governance-documents)

## AUDIT COMMITTEE MEMBERSHIP AND RESOURCES

For the 2024 financial year, the Audit Committee consisted of four independent Non-executive Directors, and the Chairman of the Risk Committee (*ex-officio*), Mr GC Zondi. The Committee is chaired by Ms GP Dingaana. All members of the Committee have the requisite financial literacy, knowledge and commercial skills and experience to contribute effectively to Committee deliberations. The Committee met five times during the year as per the Audit Committee charter. The Chief Executive Officer (CEO), Chief Financial Officer (CFO), Internal Audit Director (IAD), Group Finance Director (FD) and the external audit partners attend meetings by invitation. Other members of the Board and management team attend as required. The Committee meets separately with the external and internal auditors at least once a year without management present, to ensure that all relevant matters have been identified and discussed without undue influence.

Members	Appointed	24 July 2023	24 August 2023	1 September 2023	29 February 2024	20 June 2024
GP Dingaana* BCom (Acc), HDip (Acc), CA(SA)	November 2022	Present	Present	Present	Present	Present
NP Mageza ACCA (UK)	September 2009	Present	Present	Present	Present	Present
DTV Msibi BBusSc, BCom (Hons), MCom, CA(SA)	August 2013	Present	Present	Present	Present	Present
GM Steyn BA (LLB)	March 2019	Present	Present	Present	Present	Present
GC Zondi BCompt (Hons), AGA(SA)	July 2010	Present	Present	Present	Present	Present

\* Committee Chairperson.

## ELECTION OF COMMITTEE MEMBERS

In terms of section 94(2) of the Companies Act, it was resolved at the Annual General Meeting held on 16 November 2023 that Ms GP Dingaana, Messrs NP Mageza, DTV Msibi and GM Steyn be re-appointed as members of the Audit Committee until the next Annual General Meeting on 14 November 2024. Messrs NP Mageza and GM Steyn will not be standing for re-election at the next Annual General Meeting.

## ROLES AND RESPONSIBILITIES

The Audit Committee's roles and responsibilities include its statutory duties per the Companies Act and the responsibilities assigned to it by the Board. The Audit Committee fulfils an oversight role regarding integrated reporting, ensures application of the combined assurance model, reviews the finance function, forms an integral component of the risk management process and provides oversight of both external audit and internal audit.

The Audit Committee has discharged its key responsibilities as follows:

- Reviewed the interim results, year-end financial statements and Integrated Annual Report. In the course of its review the Committee:
  - » Took appropriate steps to ensure that the financial statements are prepared in accordance with International Financial Reporting Standards (IFRS);
  - » Considered and, when appropriate, made recommendations on financial statements, accounting practices and internal financial controls;

## REPORT OF THE AUDIT COMMITTEE CONTINUED

- » Ensured that the Group has established appropriate financial reporting procedures and that those procedures operate effectively;
- » Ensured that sustainability disclosures did not conflict with the financial information;
- » Took into consideration the process of proactive monitoring of financial statements for compliance with IFRS in terms of the JSE proactive monitoring report;
- Provided oversight in respect of financial reporting risks, internal financial controls, fraud risk and IT risk as it relates to financial reporting;
- Confirmed the Internal Audit charter and internal audit plan;
- Reviewed the appropriateness of the combined assurance model in addressing all significant risks facing the Group;
- Considered and recommended to the Board, and Shareholders, the appointment of Ernst and Young Incorporated (EY) as auditors of RCL Foods Limited, and the appointment of external audit partner, in line with applicable legislation;
- Approved the audit fees and engagement terms of the external auditors; and
- Determined the nature and extent of allowable non-audit services, and pre-approved the provision of non-audit services by the external auditors.

### EXPERTISE AND EXPERIENCE OF THE CFO AND FINANCE FUNCTION

The Audit Committee performed an assessment of the CFO, Robert Field, and the Finance function. Based on the 2024 assessment, the Audit Committee is satisfied that Robert Field and his management team have the appropriate expertise and experience to service the Group's Finance function. It further considered and satisfied itself of the overall appropriateness of the expertise and adequacy of resources of the Group's Finance function. The Annual Financial Statements were compiled under the supervision of Robert Field, CA(SA).

### EXTERNAL AUDIT

EY are the incumbent auditors for the Group for 2024. Their appointment was approved at the Annual General Meeting held on 16 November 2023, by an ordinary resolution of shareholders. The change in audit firm was initiated by the Company in 2021, in terms of the (subsequently repealed) rule on Mandatory Audit Firm Rotation, as PricewaterhouseCoopers Inc. (PwC) had served as the appointed auditor for more than ten consecutive financial years. The Committee continually monitors the independence and objectivity of the external auditors, and satisfied itself in relation to the ethical requirements. EY was considered independent with respect to the Group as required by the Codes endorsed and administered by the Independent Regulatory Board for Auditors and the South African Institute of Chartered Accountants. The Committee has satisfied itself that the external auditors' appointment of Merisha Kassie as designated auditor complies with the JSE Listings Requirements, and that she is within her tenure and rotation requirements.

The Committee has reviewed the external audit process and has satisfied itself with the performance of the external auditors.

During the period, EY provided certain non-audit services relating to agreed-upon procedures compliance audits. Total fees incurred during the 2024 financial year to EY were R0,2 million which related to non-audit services.

PwC conducted the external audit for certain subsidiaries of the Group (relating to the Sugar business) for the year ended June 2024. Total audit fees incurred during the 2024 financial year to PwC were R9,2 million.

The Group has defined levels of authority which require pre-approval for all non-audit services by the Audit Committee.

The reappointment of EY as auditors will be presented to shareholders for approval at the Annual General Meeting to be held on the 14 November 2024.

# REPORT OF THE AUDIT COMMITTEE CONTINUED

## INTERNAL AUDIT

The Audit Committee is responsible for ensuring that the RCL FOODS' Internal Audit function is independent and has the necessary resources and authority to enable it to discharge its duties.

Internal Audit comprises a dedicated team of appropriately qualified and technically experienced personnel. Where necessary, certain audits are outsourced to consultants with appropriate skills and technical expertise. The activities of the Internal Audit function are co-ordinated by the Internal Audit Director (IAD). To ensure independence, the IAD reports functionally to the Audit Committee and, only from an administrative perspective, to the CEO. The Committee reviewed the performance of the IAD and was satisfied that he has the necessary expertise and experience to fulfil this role and that he had performed appropriately during the year under review.

## INTERNAL FINANCIAL CONTROLS

The Committee is satisfied that the Group's system of internal financial controls is effective and forms a basis for the preparation of reliable financial statements. This is based on the review of the design, implementation and effectiveness of the Group's system of internal financial controls conducted by the Internal Audit function during the year under review, and reports made by the independent external auditors on the results of their audit and management reports. No findings have come to the attention of the Committee to indicate that any material breakdown in internal controls has occurred during the past financial year.

## GOING CONCERN ASSESSMENT

The Audit Committee reviewed a documented assessment by management of the going concern premise of the Company and Group before concluding to the Board that the Company and Group will be a going concern in the foreseeable future.



**GP Dinga**

*Audit Committee Chairperson*

30 August 2024

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	30 June 2024 R'000	2 July 2023 R'000
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	4 458 851	5 944 523
Right-of-use assets	254 596	404 680
Intangible assets	1 553 993	1 621 858
Investment in joint ventures	227 398	211 240
Investment in associates	1 004 391	942 333
Deferred income tax asset	16 910	42 289
Loans receivable	12 000	12 000
Trade and other receivables	6 279	
Investment in financial asset	114 196	149 936
Goodwill	1 931 236	1 950 551
	<b>9 579 850</b>	<b>11 279 410</b>
<b>Current assets</b>		
Inventories	2 940 930	3 722 105
Biological assets	389 881	1 317 386
Trade and other receivables	2 977 117	2 157 318
Derivative financial instruments	9 119	28 144
Tax receivable		14 761
Loans receivable	2 435	59 233
Cash and cash equivalents	1 093 497	224 373
	<b>7 412 979</b>	<b>7 523 320</b>
<b>Assets of disposal group classified as held for sale</b>	<b>6 701 458</b>	<b>6 498 631</b>
<b>Total assets</b>	<b>23 694 287</b>	<b>25 301 361</b>
<b>EQUITY</b>		
Capital and reserves	13 441 041	11 721 305
<b>LIABILITIES</b>		
<b>Non-current liabilities</b>		
Deferred income		3 277
Interest-bearing liabilities		371 066
Lease liabilities	391 313	436 134
Deferred income tax liabilities	789 368	1 006 332
Retirement benefit obligations	27 383	65 974
Trade and other payables	34 669	10 858
	<b>1 242 733</b>	<b>1 893 641</b>
<b>Current liabilities</b>		
Trade and other payables	4 058 626	4 594 257
Deferred income	4 446	2 211
Interest-bearing liabilities	1 711 748	1 963 037
Lease liabilities	93 264	160 255
Derivative financial instruments	2 245	3 670
Current income tax liabilities	111 775	100 894
Bank overdraft		865 000
	<b>5 982 104</b>	<b>7 689 324</b>
<b>Liabilities of disposal group classified as held for sale</b>	<b>3 028 409</b>	<b>3 997 091</b>
<b>Total liabilities</b>	<b>10 253 246</b>	<b>13 580 056</b>
<b>Total equity and liabilities</b>	<b>23 694 287</b>	<b>25 301 361</b>

# CONSOLIDATED INCOME STATEMENT

	Year ended June 2024 R'000	*Restated Year ended June 2023 R'000
<b>Continuing operations</b>		
<b>Revenue**</b>	<b>26 016 566</b>	24 349 141
<b>Operating profit before depreciation, amortisation and impairments<sup>^</sup> (EBITDA)</b>	<b>2 300 495</b>	1 681 643
Depreciation, amortisation and impairments <sup>^</sup>	<b>(662 657)</b>	(654 611)
<b>Operating profit</b>	<b>1 637 838</b>	1 027 032
Finance costs	<b>(171 568)</b>	(177 456)
Finance income	<b>28 149</b>	10 959
Share of profits of joint ventures	<b>33 525</b>	36 185
Share of profits of associates	<b>125 562</b>	188 458
<b>Profit before tax</b>	<b>1 653 506</b>	1 085 177
Income tax expense	<b>(429 362)</b>	(348 617)
<b>Profit for the period from continuing operations</b>	<b>1 224 144</b>	736 560
<b>Profit for the period from discontinued operation</b>	<b>425 552</b>	(223 652)
<b>Profit for the period</b>	<b>1 649 696</b>	512 908
<b>Attributable to:</b>		
Equity holders of the Company	<b>1 624 394</b>	616 237
– from continuing operations	<b>1 185 204</b>	816 197
– from discontinued operation	<b>439 190</b>	(199 960)
Non-controlling interests	<b>25 302</b>	(103 329)
– from continuing operations	<b>38 940</b>	(79 638)
– from discontinued operation	<b>(13 638)</b>	(23 691)
<b>HEADLINE EARNINGS</b>		
<b>Continuing operations</b>		
Profit for the period attributable to equity holders of the Company	<b>1 185 204</b>	816 197
Profit on disposal of property, plant and equipment	<b>(17 096)</b>	(25 411)
Loss on disposal of property, plant and equipment	<b>19 232</b>	23 335
Insurance proceeds	<b>(100 015)</b>	(22 228)
Impairments of fixed assets and intangible assets	<b>65 004</b>	34 426
Profit on disposal of TSGRO	<b>(25 272)</b>	
Profit on disposal of asset held for sale	<b>(45 145)</b>	
(Profit)/loss on disposal of property, plant and equipment included in equity-accounted earnings of associates	<b>(9)</b>	(201)
Net impairments included in equity accounted earnings of associates	<b>792</b>	
<b>Headline earnings from continuing operations</b>	<b>1 082 696</b>	826 117

\* The prior year numbers have been restated as required by IFRS 5 to reflect the Rainbow segment as a discontinued operation.

\*\* "Revenue from contracts with customers" has been changed to "Revenue". Refer to note 20 of the Annual Financial Statements available on our website for further detail.

<sup>^</sup> Impairments relate only to impairments of property, plant and equipment, right of use assets, goodwill and intangible assets.

# CONSOLIDATED INCOME STATEMENT CONTINUED

	Year ended June 2024 R'000	*Restated Year ended June 2023 R'000
<b>HEADLINE EARNINGS</b>		
<b>Discontinued operation</b>		
Profit for the period attributable to equity holders of the Company	439 190	(199 960)
Profit on disposal of property, plant and equipment and assets held for sale	(1 965)	(6 895)
Loss on disposal of property, plant and equipment and assets held for sale	592	2 605
Impairments of fixed assets and intangible assets	1 904	1 417
Insurance proceeds	(439)	(7 406)
Foreign currency translation reserve recycled into profit and loss	(13 185)	(9 654)
Loss on disposal of associate		1 955
Profit on disposal of subsidiary classified as held for sale (Vector Logistics)	(243 948)	
<b>Headline earnings from discontinued operation</b>	<b>182 149</b>	<b>(217 939)</b>
– from Rainbow	185 522	(286 549)
– from Vector Logistics	(3 372)	68 610
<b>Headline earnings from total operations</b>	<b>1 264 845</b>	<b>608 178</b>

	Cents	Cents
<b>Earnings per share from continuing and discontinued operations attributable to equity holders of the Company</b>		
<b>Basic earnings per share</b>	<b>182.4</b>	<b>69.3</b>
– from continuing operations	133.1	91.7
– from discontinued operation	49.3	(22.4)
<b>Basic earnings per share – diluted</b>	<b>181.9</b>	<b>68.6</b>
– from continuing operations	132.7	91.0
– from discontinued operation	49.2	(22.4)
<b>Headline earnings per share</b>	<b>142.1</b>	<b>68.3</b>
– from continuing operations	121.6	92.8
– from discontinued operation	20.5	(24.5)
<b>Headline earnings per share – diluted</b>	<b>141.7</b>	<b>67.6</b>
– from continuing operations	121.3	92.1
– from discontinued operation	20.4	(24.5)

\* The prior year numbers have been restated as required by IFRS 5 to reflect the Rainbow segment as a discontinued operation.

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Year ended June 2024 R'000	*Restated Year ended June 2023 R'000
Profit for the period from continuing operations	1 224 144	736 560
<b>Other comprehensive income</b>		
<b>Items that will not be reclassified to profit and loss</b>		
Remeasurement of retirement medical obligations – net of tax	3 470	5 256
Share of associates other comprehensive income	972	229
Other comprehensive income for the period – net of tax	4 442	5 486
<b>Total comprehensive income for the period – continuing operations</b>	<b>1 228 586</b>	742 046
<b>Total comprehensive income for the period attributable to:</b>		
Equity holders of the Company – continuing operations	1 189 646	821 684
Non-controlling interests – continuing operations	38 940	(79 638)
	<b>1 228 586</b>	742 046
Profit for the period from discontinued operations	425 552	(223 652)
<b>Other comprehensive income</b>		
<b>Items that will not be reclassified to profit and loss</b>		
Remeasurement of retirement medical obligations – net of tax	571	5 057
<b>Items that may subsequently be reclassified to profit and loss</b>		
Currency translation differences	12 286	10 161
Foreign currency translation reserve recycled into profit and loss	(14 788)	(9 654)
Other comprehensive income for the period – net of tax	(1 931)	5 564
<b>Total comprehensive income for the period – discontinued operations</b>	<b>423 620</b>	(218 088)
<b>Total comprehensive income for the period attributable to:</b>		
Equity holders of the Company – discontinued operations	437 258	(194 706)
Non-controlling interests – discontinued operations	(13 638)	(23 382)
	<b>423 620</b>	(218 088)

\* The prior year numbers have been restated as required by IFRS 5 to reflect the Rainbow segment as a discontinued operation.



# CONSOLIDATED CASH FLOW INFORMATION

	June 2024 R'000	*Restated June 2023 R'000
<b>OPERATING PROFIT</b>	<b>1 637 838</b>	1 027 032
Non-cash adjustments and reallocations to other areas of cash flow	<b>171 938</b>	522 151
<b>OPERATING PROFIT BEFORE WORKING CAPITAL REQUIREMENTS</b>	<b>1 809 777</b>	1 549 183
Working capital requirements		
Movement in inventories	<b>(327 403)</b>	(416 264)
Movement in biological assets	<b>314 446</b>	353 787
Movement in trade and other receivables	<b>(462 291)</b>	66 413
Movement in trade and other payables	<b>659 245</b>	(266 483)
<b>CASH GENERATED BY OPERATIONS</b>	<b>1 993 774</b>	1 286 636
Net finance cost	<b>(99 134)</b>	(132 950)
Tax paid	<b>(406 691)</b>	(292 357)
<b>CASH AVAILABLE FROM OPERATING ACTIVITIES</b>	<b>1 487 949</b>	861 329
Dividend received	<b>81 842</b>	40 876
Dividends paid	<b>(2 000)</b>	(268 939)
Net cash inflow from operating activities – continuing operations	<b>1 567 791</b>	633 266
Net cash inflow/(outflow) from operating activities – discontinued operation	<b>948 309</b>	(588 285)
<b>NET CASH INFLOW FROM OPERATING ACTIVITIES</b>	<b>2 516 100</b>	44 981
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Replacement property, plant and equipment	<b>(745 595)</b>	(587 445)
Expansion property, plant and equipment	<b>(123 725)</b>	(138 723)
Intangible asset additions	<b>(13 272)</b>	(17 538)
Acquisition of business		(214 892)
Net proceeds on non-current assets held for sale	<b>827 599</b>	
Receipts from interest-bearing loans advanced	<b>61 346</b>	6 000
Advances of interest-bearing loans	<b>(22 627)</b>	(78 870)
Insurance proceeds from fixed assets	<b>137 007</b>	
Proceeds on disposal of property, plant and equipment and intangible assets	<b>17 785</b>	19 467
Net cash inflow/(outflow) from investing activities – continuing operations	<b>138 520</b>	(1 012 001)
Net cash outflow from investing activities – discontinued operation	<b>(397 231)</b>	(592 894)
<b>NET CASH OUTFLOW FROM INVESTING ACTIVITIES</b>	<b>(258 711)</b>	(1 604 895)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayments of interest-bearing liabilities (including bank overdraft settled in current year)	<b>(1 340 682)</b>	(491 627)
Advances of interest-bearing liabilities (including bank overdraft advanced in prior year)		925 000
Additional capital contribution by non-controlling interest	<b>5 568</b>	8 692
Shares repurchased		(2 204)
Net cash (outflow)/inflow from financing activities – continuing operations	<b>(1 335 113)</b>	439 861
Net cash outflow from financing activities – discontinued operations	<b>(91 803)</b>	(172 012)
<b>NET CASH (OUTFLOW)/INFLOW FROM FINANCING ACTIVITIES</b>	<b>(1 426 916)</b>	267 849
<b>NET MOVEMENT IN CASH AND CASH EQUIVALENTS</b>	<b>830 473</b>	(1 292 065)
Cash and cash equivalents at the beginning of the period	<b>275 617</b>	1 565 808
Exchange rate translation from discontinued operation		1 874
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD<sup>1</sup></b>	<b>1 106 090</b>	275 617
<b>Cash and cash equivalents at the end of the period – continuing operations</b>	<b>1 093 497</b>	224 373
<b>Cash and cash equivalents at the end of the period – discontinued operations</b>	<b>12 593</b>	51 244

\* The prior year numbers have been restated as required by IFRS 5 to reflect the Rainbow segment as a discontinued operation.

<sup>1</sup> Includes cash and cash equivalents disclosed as part of the disposal group held for sale for both the current and prior year and excludes bank overdraft deemed a financing activity in the prior year only.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to equity holders of the Company						Total R'000	
	Stated capital R'000	Share-based payments R'000	Other reserves R'000	Common control reserve R'000	Retained earnings R'000	Controlling interest total R'000		Non-controlling interest R'000
<b>Balance at 3 July 2022</b>	10 334 136	863 744	1 995	(1 919 832)	2 169 240	11 449 283	(59 951)	11 389 332
Profit for the period								
– from continuing operations					816 197	816 197	(79 638)	736 559
– from discontinued operation					(199 960)	(199 960)	(23 691)	(223 651)
Other comprehensive income for the period								
– from continuing operations					5 486	5 486		5 486
– from discontinued operation			507		5 057	5 564	308	5 871
Shares repurchased	(2 204)					(2 204)		(2 204)
Value of employee services		70 390				70 390		70 390
Equity component of tax on share-based payments		(231)				(231)		(231)
Exercise of employee share options	8 833	(8 833)						
Additional capital contribution by non-controlling interest								
Ordinary dividend paid					(267 039)	(267 039)	(1 900)	(268 939)
<b>Balance at 2 July 2023</b>	<b>10 340 765</b>	<b>925 070</b>	<b>2 502</b>	<b>(1 919 832)</b>	<b>2 528 980</b>	<b>11 877 485</b>	<b>(156 180)</b>	<b>11 721 305</b>
Profit for the period								
– from continuing operations					1 185 204	1 185 204	38 940	1 224 144
– from discontinued operation					439 190	439 190	(13 638)	425 552
Other comprehensive income for the period								
– from continuing operations					4 442	4 442		4 442
– from discontinued operation			(2 502)		571	(1 932)		(1 932)
Loss of control of Vector Logistics								
Employee share option scheme:								
Value of employee services		72 645				72 645		72 645
Exercise of employee share options	2 044	(1 502)				542		542
Additional capital contribution by non-controlling interest								
Ordinary dividend paid								
<b>Balance at 30 June 2024</b>	<b>10 342 809</b>	<b>996 213</b>		<b>(1 919 832)</b>	<b>4 158 387</b>	<b>13 577 576</b>	<b>(136 535)</b>	<b>13 441 041</b>

# SUPPLEMENTARY INFORMATION

	June 2024 R'000	*Restated June 2023 R'000
Capital expenditure contracted and committed – Continuing Operations	<b>304 407</b>	236 689
Capital expenditure approved but not contracted – Continuing Operations	<b>257 721</b>	300 897
Capital expenditure contracted and committed – Discontinued Operation	<b>39 928</b>	177 144
Capital expenditure approved but not contracted – Discontinued Operation	<b>34 589</b>	105 472

*\*The prior year numbers have been restated to reflect the Rainbow segment as a discontinued operation.*

## STATISTICS

Statutory ordinary shares in issue	(000's)	<b>890 296</b>	890 097
Ordinary shares in issue for accounting purposes	(000's)	<b>890 296</b>	890 097
Weighted average ordinary shares in issue	(000's)	<b>890 155</b>	889 990
Diluted weighted average ordinary shares in issue	(000's)	<b>892 919</b>	896 873
Net asset value per share	(cents)	<b>1 509.7</b>	1 316.9
Ordinary dividends per share:			
Interim dividend declared	(cents)	<b>Nil</b>	Nil
Final dividend declared	(cents)	<b>35.0</b>	Nil
Total dividends	(cents)	<b>35.0</b>	Nil

# SEGMENTAL ANALYSIS

	June 2024 R'000	*Restated June 2023 R'000
<b>Continuing operations</b>		
<b>Revenue</b>	<b>26 016 566</b>	24 349 139
Groceries	<b>5 313 008</b>	5 034 203
Baking	<b>9 136 930</b>	8 625 417
Sugar	<b>11 810 978</b>	11 101 417
Group <sup>#</sup>	<b>281 072</b>	197 910
Sales between segments:		
Groceries sales to Baking	<b>(7 706)</b>	(7 999)
Groceries sales to Sugar	<b>(2 125)</b>	(3 064)
Groceries sales to Rainbow	<b>(173 743)</b>	(226 648)
Groceries sales to Group	<b>(1 892)</b>	(1 925)
Baking sales to Groceries	<b>(81 913)</b>	(79 192)
Baking sales to Sugar	<b>(1 359)</b>	(1 813)
Baking sales to Rainbow	<b>(108 673)</b>	(152 480)
Baking sales to Group	<b>(3 011)</b>	
Sugar sales to Groceries	<b>(107 157)</b>	(95 263)
Sugar sales to Baking	<b>(31 289)</b>	(34 749)
Sugar sales to Rainbow	<b>(6 412)</b>	(6 673)
Sugar sales to Group	<b>(142)</b>	
<b>Operating profit before depreciation, amortisation and impairments* (EBITDA)</b>	<b>2 300 495</b>	1 681 643
Groceries	<b>502 307</b>	389 286
Baking	<b>517 271</b>	527 879
Sugar	<b>1 409 329</b>	879 437
Group <sup>z</sup>	<b>(19 744)</b>	(58 847)
Unallocated restructuring costs	<b>(108 668)</b>	(56 112)
Depreciation, amortisation and impairments <sup>†</sup>	<b>(662 657)</b>	(654 611)

\* The prior year numbers have been restated as required by IFRS 5 to reflect Rainbow as a discontinued operation.

<sup>#</sup> Group revenue relates to management fees earned for shared services performed for Siqalo Foods Proprietary Limited, LIVEKINDLY Collective Africa Proprietary Limited and Vector Logistics Proprietary Limited (since the effective date of disposal).

<sup>†</sup> Impairments relate only to impairments of property, plant and equipment, right-of-use assets, goodwill and intangible assets.

<sup>z</sup> Includes the operating costs of RCL Foods Limited and RCL Group Services Proprietary Limited (shared services portion only), the fair value and foreign exchange adjustments relating to the Group's investment in the Livekindly Collective, losses/gains on the Group's self-insurance arrangement and profit from management fees earned on shared services functions for Siqalo Foods Proprietary Limited, LIVEKINDLY Collective Africa Proprietary Limited and Vector Logistics Proprietary Limited.

## SEGMENTAL ANALYSIS CONTINUED

	June 2024 R'000	*Restated June 2023 R'000
<b>Continuing operations</b>		
<b>Operating profit</b>	<b>1 637 838</b>	1 027 032
Groceries	<b>403 610</b>	282 853
Baking	<b>294 482</b>	302 065
Sugar	<b>1 161 199</b>	592 298
Group <sup>z</sup>	<b>(58 358)</b>	(94 072)
Unallocated restructuring costs	<b>(163 095)</b>	(56 112)
Finance costs	<b>(171 568)</b>	(177 456)
Finance income	<b>28 149</b>	10 959
<b>Share of profits of joint ventures</b>	<b>33 525</b>	36 185
Sugar	<b>33 525</b>	36 185
<b>Share of profits of associates</b>	<b>125 562</b>	188 458
Sugar	<b>120 081</b>	186 717
LIVEKINDLY Collective Africa	<b>5 481</b>	1 741
<b>Profit before tax</b>	<b>1 653 505</b>	1 085 177

\* The prior year numbers have been restated as required by IFRS 5 to reflect Rainbow as a discontinued operation.

<sup>z</sup> Includes the operating costs of RCL Foods Limited and RCL Group Services Proprietary Limited (shared services portion only), the fair value and foreign exchange adjustments relating to the Group's investment in the LIVEKINDLY Collective, losses/gains on the Group's self-insurance arrangement and profit from management fees earned on shared services functions for Siqalo Foods Proprietary Limited, LIVEKINDLY Collective Africa Proprietary Limited and Vector Logistics Proprietary Limited.

## SEGMENTAL ANALYSIS CONTINUED

	June 2024 R'000	June 2023 R'000
<b>Discontinued operation<sup>1</sup></b>		
<b>Revenue from contracts with customers</b>	<b>14 973 769</b>	16 500 394
<b>Rainbow</b>	<b>14 527 425</b>	13 463 861
Chicken	<b>12 746 473</b>	11 627 989
Feed	<b>7 186 161</b>	7 761 021
Waste-to-value	<b>96 484</b>	62 145
Sales between segments:		
Chicken to Feed	<b>(86 914)</b>	(106 358)
Feed to Chicken	<b>(5 339 705)</b>	(5 820 971)
Waste-to-Value to Chicken	<b>(75 074)</b>	(59 965)
Vector	<b>657 015</b>	4 195 151
Sales between continuing and discontinued operations		
Rainbow sales to Groceries	<b>(25 658)</b>	(22 768)
Rainbow sales to Sugar	<b>(7 174)</b>	(7 286)
Vector Logistics sales to Groceries	<b>(24 668)</b>	(146 736)
Vector Logistics sales to Baking	<b>(20 159)</b>	(166 511)
Vector Logistics sales to Sugar	<b>(6 953)</b>	(38 471)
Sales between discontinued operations		
Vector Logistics sales to Rainbow	<b>(126 059)</b>	(776 845)
<b>Operating profit before depreciation, amortisation and impairments<sup>+</sup> (EBITDA)</b>	<b>656 486</b>	344 990
<b>Rainbow</b>	<b>629 699</b>	29 814
Chicken	<b>568 143</b>	(10 860)
Feed	<b>29 598</b>	37 771
Waste-to-value	<b>31 959</b>	2 903
Vector	<b>26 787</b>	315 176
Profit on disposal of discontinued operations (Vector Logistics)	<b>243 948</b>	
Depreciation, amortisation and impairments <sup>+</sup>	<b>(278 775)</b>	(424 716)
<b>Operating profit</b>	<b>621 659</b>	(79 725)
<b>Rainbow</b>	<b>350 924</b>	(240 299)
Chicken	<b>333 727</b>	(232 971)
Feed	<b>14 533</b>	21 858
Waste-to-value	<b>2 664</b>	(29 186)
Vector	<b>270 735</b>	160 574
Finance costs	<b>(178 976)</b>	(287 067)
Finance income	<b>32 028</b>	36 166
<b>Share of profits of joint ventures</b>		12 333
Vector		12 333
<b>Share of profits of associates</b>		4 903
Rainbow		4 903
<b>Profit before tax</b>	<b>474 711</b>	(313 390)
– from Rainbow	<b>223 320</b>	(406 242)
– from Vector Logistics**	<b>251 391</b>	92 851

<sup>1</sup> Relates to Vector Logistics and Rainbow segments.

\*\* Includes 2 months of results for Vector Logistics until the date of disposal of 28 August 2023 for the current year.

+ Impairments relate only to impairments of property, plant and equipment, right of use assets, goodwill and intangible assets.

## SEGMENTAL ANALYSIS CONTINUED

	30 June 2024 R'000	2 July 2023 R'000
<b>ASSETS</b>		
Groceries	3 559 627	3 199 393
Baking	6 091 593	5 553 007
Sugar	6 011 769	5 216 967
Rainbow <sup>1</sup>		6 547 735
Unallocated Group assets <sup>v</sup>	1 284 993	612 216
LIVEKINDLY Collective Africa	156 766	151 284
Set-off of inter-segment balances	(111 919)	(2 451 069)
<b>Sub-total – Pre assets held for sale</b>	<b>16 992 829</b>	18 829 533
Rainbow <sup>1</sup> – disposal group held for sale	6 700 886	
Sugar – disposal group held for sale	572	
Vector Logistics <sup>2</sup> – disposal group held for sale		6 471 828
<b>Total per statement of financial position</b>	<b>23 694 287</b>	25 301 361
<b>LIABILITIES</b>		
Groceries	1 379 775	1 076 436
Baking	1 863 004	1 649 314
Sugar	1 928 887	1 918 098
Rainbow <sup>1</sup>		2 322 261
Unallocated Group liabilities <sup>v</sup>	2 121 554	2 892 720
Set-off of inter-segment balances	(68 384)	(274 847)
<b>Sub-total – Pre liabilities held for sale</b>	<b>7 224 837</b>	9 583 982
Rainbow <sup>1</sup> – disposal group held for sale	3 028 409	
Vector Logistics <sup>2</sup> – disposal group held for sale		3 996 074
<b>Total per statement of financial position</b>	<b>10 253 246</b>	13 580 056

<sup>v</sup> Includes assets and liabilities of the Group treasury and shared services company and consolidation entries.

<sup>1</sup> Classified as a disposal group held for sale in the current year.

<sup>2</sup> Classified as a disposal group held for sale in the prior year.

# NOTES TO THE ABRIDGED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2024

## 1. BASIS OF PREPARATION



The Abridged Consolidated Annual Financial Statements have been extracted from the Audited Annual Financial Statements for the year ended June 2024 available at [www.rclfoods.com/financial-results-and-reports-2024/](http://www.rclfoods.com/financial-results-and-reports-2024/).

The Abridged Annual Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRS), the information required by IAS 34 (Interim Financial Reporting), IFRIC interpretations, SAICA financial reporting guides and in compliance with the Companies Act of South Africa and the Listings Requirements of the JSE Limited, under the supervision of the Chief Financial Officer, Robert Field CA(SA). The accounting policies comply with IFRS and have been consistently applied to all years presented.

## 2. DIRECTORS' EMOLUMENTS

	Basic salary R'000	Pension contribution R'000	Bonus <sup>1</sup> R'000	Other benefits <sup>2</sup> R'000	Total R'000
<b>2024</b>					
PD Cruickshank	7 833	639	9 620	241	18 333
RH Field	5 513	594	4 350	260	10 717
	<b>13 346</b>	<b>1 233</b>	<b>13 970</b>	<b>501</b>	<b>29 050</b>
<b>2023</b>					
PD Cruickshank	7 420	606	9 000	232	17 258
RH Field	5 243	564	5 000	243	11 050
	<b>12 663</b>	<b>1 170</b>	<b>14 000</b>	<b>475</b>	<b>28 308</b>

<sup>1</sup> Bonus payments made in 2024 relate to the 2023 financial year. An amount of R14,5 million has been accrued for the 2024 financial year.

<sup>2</sup> Other benefits include company contributions to disability insurance, medical aid and UIF.

	2024 R'000	2023 R'000
<b>Non-executives (for services as a director)</b>		
HJ Carse <sup>3</sup>	450	425
JJ Durand <sup>3</sup>	588	555
GP Dinga (appointed 9 November 2022)	1 060	653
CJ Hess (retired 9 November 2022)		319
PR Louw <sup>3</sup>	450	425
NP Mageza	860	812
PM Moumakwa	684	646
DTV Msibi	371	638
GM Steyn	915	865
GCJ Tielenius Kruythoff	215	369
GC Zondi <sup>4</sup>	1 019	962
<b>Total</b>	<b>6 612</b>	<b>6 669</b>

<sup>3</sup> Paid to Remgro Management Services Limited.

<sup>4</sup> Paid to Imbewu Capital Partners Consultancy Proprietary Limited.



# NOTES TO THE ABRIDGED ANNUAL FINANCIAL STATEMENTS CONTINUED

## 2. DIRECTORS' EMOLUMENTS CONTINUED

### LONG-TERM INCENTIVES (LTI) PAYABLE

The RCL FOODS Value Creation Plan (VCP) aims to incentivise eligible participants to drive particular financial measures linked to value creation to encourage a long-term focus on sustainable growth and to attract and retain suitably skilled and competent personnel. VCP allocations are made on an annual basis or when retention/attraction risks apply to executive Directors and selected employees.

A vesting period of 3 years applies. Upon lapsing of the 3-year period, and where a participant has remained employed for the duration of the vesting period, and the extent to which performance conditions have been met, cliff vesting of the award will occur and the participant will be entitled to settlement to the value of the vested award. The VCP has a vesting cap of 200% of Total Cost to Company for executives and prescribed officers.

Expected settlements on VCP allocations to executive Directors for the year ended June 2024 are as follows:

	Expected settlement on unvested awards <sup>1</sup>	Amounts paid in the current financial year
PD Cruickshank	5 567	
RH Field	4 867	
<b>Expected payment on condition performance targets are achieved</b>	<b>10 434</b>	
<b>Liability included in long term trade and other payables</b>	<b>5 293</b>	

<sup>1</sup> Expected future payments on vesting of open scheme as at 30 June 2024, one third of the 2024 awards and two thirds of the 2023 awards have been accrued for in the 2024 financial year.

### INTERESTS OF DIRECTORS OF THE COMPANY IN SHARE APPRECIATION RIGHTS AWARDED IN TERMS OF THE RCL FOODS SHARE APPRECIATION RIGHTS SCHEME

Share appreciation rights awarded to executive Directors and unexpired or unexercised as at June 2024 are as follows:

	Award price post rights issue Rand	Rights at June 2023	Rights forfeited during the year	Rights at June 2024	Fair value of rights awarded* R'000	Rights exercisable at June 2024
<b>PD Cruickshank</b>	14.05	704 282	(704 282)			
	15.36	366 020		366 020	1 245	366 020
	16.97	323 507		323 507	1 417	323 507
	9.93	2 068 897		2 068 897	4 903	1 365 472
	8.55	714 010		714 010	1 564	235 623
	12.65	2 510 776		2 510 776	11 524	
Subtotal		6 687 492	(704 282)	5 983 210	20 653	2 290 622
<b>RH Field</b>	14.05	1 087 325	(1 087 325)			
	15.36	669 653		669 653	2 277	669 653
	16.97	620 061		620 061	2 716	620 061
	9.93	1 217 339		1 217 339	2 885	803 443
	8.55	1 188 869		1 188 869	2 604	392 326
	12.65	1 095 283		1 095 283	5 027	
Subtotal		5 878 530	(1 087 325)	4 791 205	15 509	2 485 483
<b>Total</b>		<b>12 566 022</b>	<b>(1 791 607)</b>	<b>10 774 415</b>	<b>36 162</b>	<b>4 776 105</b>

\* Fair value of rights awarded represents the total fair value of rights outstanding at the end of the year. This cost is expensed over the right's vesting period.

# NOTES TO THE ABRIDGED ANNUAL FINANCIAL STATEMENTS CONTINUED

## 2. DIRECTORS' EMOLUMENTS CONTINUED

Share appreciation rights awarded to executive Directors and unexpired or unexercised as at June 2023 are as follows:

	Award price post rights issue Rand	Rights at June 2022	Rights forfeited during the year	Rights at June 2023	Fair value of rights awarded* R'000	Rights exercisable at June 2023
<b>PD Cruickshank</b>	15.92	181 809	(181 809)			
	14.05	704 282		704 282	2 155	704 282
	15.36	366 020		366 020	1 245	366 020
	16.97	323 507		323 507	1 417	213 514
	9.93	2 068 897		2 068 897	4 903	682 736
	8.55	714 010		714 010	1 564	
	12.65	2 510 776		2 510 776	11 524	
Subtotal		6 869 301	(181 809)	6 687 492	22 808	1 966 552
<b>RH Field</b>						
	15.92	319 448	(319 448)			
	14.05	1 087 325		1 087 325	3 327	1 087 325
	15.36	669 653		669 653	2 277	669 653
	16.97	620 061		620 061	2 716	409 240
	9.93	1 217 339		1 217 339	2 885	401 721
	8.55	1 188 869		1 188 869	2 604	
	12.65	1 095 283		1 095 283	5 027	
Subtotal		6 197 978	(319 448)	5 878 530	18 836	2 567 939
<b>Total</b>		13 067 279	(501 257)	12 566 022	41 644	4 534 491

\* Fair value of rights awarded represents the total fair value of rights outstanding at the end of the year. This cost will be expensed over the right's vesting period.

## INTERESTS OF DIRECTORS OF THE COMPANY IN STATED CAPITAL

The aggregate beneficial holdings as at June of those Directors of the Company holding issued ordinary shares are detailed below:

	2024 Direct beneficial	2024 Indirect beneficial	2023 Direct beneficial	2023 Indirect beneficial
<b>Executive Directors</b>				
PD Cruickshank	447 811		447 811	
RH Field	1 675 030		1 675 030	
<b>Non-executive Directors</b>				
NP Mageza		386		386
	2 122 841	386	2 122 841	386

There has been no change in the interest of the Directors in the stated capital of the Company since the end of the financial year to the date of this report.

The above interests of Directors represents the aggregate interests of Directors. No interest is held by a director's associate.

# NOTES TO THE ABRIDGED ANNUAL FINANCIAL STATEMENTS CONTINUED

## 2. DIRECTORS' EMOLUMENTS CONTINUED

### DIRECTORS' EMOLUMENTS PAID BY REMGRO LIMITED

	Fees R'000	Other salaries R'000	Retirement fund R'000	Other benefits** R'000	Total R'000
<b>June 2024</b>					
<b>Executive</b>					
HJ Carse		2 824	560	397	3 781
JJ Durand	445	13 622	2 790	463	17 320
PR Louw		3 429	680	482	4 591
CPF Vosloo*		2 753	347	282	3 382
Subtotal	445	22 628	4 377	1 624	29 074
<b>Non-executive</b>					
NP Mageza	720				720
Subtotal	720				720
<b>Total</b>	<b>1 165</b>	<b>22 628</b>	<b>4 377</b>	<b>1 624</b>	<b>29 794</b>
<b>June 2023</b>					
<b>Executive</b>					
HJ Carse		2 652	526	378	3 556
JJ Durand	413	12 819	2 625	442	16 299
PR Louw		3 221	639	455	4 315
Subtotal	413	18 692	3 790	1 275	24 170
<b>Non-executive</b>					
NP Mageza	657				657
Subtotal	657				657
<b>Total</b>	<b>1 070</b>	<b>18 692</b>	<b>3 790</b>	<b>1 275</b>	<b>24 827</b>

\* Appointed 16 November 2023.

\*\* Other benefits include medical aid contributions and vehicle benefits.

# NOTES TO THE ABRIDGED ANNUAL FINANCIAL STATEMENTS CONTINUED

## 2. DIRECTORS' EMOLUMENTS CONTINUED

### VARIABLE PAY – LONG-TERM INCENTIVE PLANS

REMGRO EQUITY SETTLED SHARE APPRECIATION RIGHT SCHEME (SARs) – 2024

Executive	Balance of SARs accepted as at June 2023	SARs accepted during the period	Offer date	Offer price Rand	Number of SARs (exercised)/ (forfeited)	Date exercising/ forfeiting SARs	Balance of SARs accepted as at June 2024	Fair value of SARs granted*** R'000
HJ Carse	7 546			90.97	(7 546)	2023/11/27		
	11 767			123.80	(11 767)	2023/11/27		
	17 775			160.29	(17 775)	2023/11/26		
	8 273			166.08	(8 273)	2023/11/24		
	9 988			122.38	(9 988)	2023/11/27		
	16 972			114.92			16 972	434
	5 915			107.67			5 915	216
	14 494			89.21			14 494	765
	14 502			89.69			14 502	793
	11 172			121.63			11 172	488
	15 000			141.64			15 000	596
		7 780	2023/12/05	145.17			7 780	331
JJ Durand	271 258			90.97	(271 258)	2023/11/16		
	108 468			160.29	(108 468)	2023/11/26		
	192 676			166.08	(192 676)	2023/11/24		
	132 309			114.92	(132 309)	2023/11/16		
	167 155			89.21	(55 719)	2023/11/16	111 436	3 530
	235 454			89.69	(63 571)	2023/12/05	171 883	5 636
	181 379			121.63			181 379	4 750
	172 168			141.64			172 168	4 104
		89 264	2023/12/05	145.17			89 264	2 281
PR Louw	5 952			160.29	(5 952)	2023/11/26		
	9 497			166.08	(9 497)	2023/11/24		
	20 301			114.92	(20 301)	2023/12/01		
	32 964			89.21	(21 976)	2023/12/05	10 988	348
	46 448			89.69	(23 844)	2023/12/05	22 604	741
	35 796			126.99			35 796	937
	37 780			141.64			37 780	901
		19 602	2023/12/05	145.17			19 602	501
CPF Vosloo		22 350	2023/12/05	145.17			22 350	571
	1 783 009	138 996			(960 920)		961 085	27 922

\*\*\* Fair value of rights awarded represents the total fair value of all rights outstanding at the end of the year. This cost is expensed over the rights' vesting period.

# NOTES TO THE ABRIDGED ANNUAL FINANCIAL STATEMENTS CONTINUED

## 2. DIRECTORS' EMOLUMENTS CONTINUED

### REMGRO EQUITY SETTLED SHARE APPRECIATION RIGHT SCHEME (SARs) – 2023

<b>Executive</b>	Balance of SARs accepted as at June 2022	SARs accepted during the period	Offer date	Offer price Rand	Number of SARs (exercised)/ (forfeited)	Date exercising/ forfeiting SARs	Balance of SARs accepted as at June 2023	Fair value of SARs granted <sup>1</sup> R'000
<b>HJ Carse</b>	7 546			90.97			7 546	434
	11 767			123.80			11 767	313
	17 775			160.29			17 775	63
	8 273			166.08			8 273	18
	9 988			122.38			9 988	278
	16 972			114.92			16 972	723
	5 915			107.67			5 915	303
	14 494			89.21			14 494	954
	14 502			89.69			14 502	999
	11 172			121.63			11 172	642
		15 000	2022/12/05	141.64			15 000	806
<b>JJ Durand</b>	271 258			90.97			271 258	15 615
	93 128			123.80	(93 128)	2022/11/29		
	108 468			160.29			108 468	386
	192 676			166.08			192 676	414
	150 872			122.38	(150 872)	2022/11/29		
	132 309			114.92			132 309	5 637
	235 427			89.21	(68 272)	2022/12/05	167 155	6 600
	235 454			89.69			235 454	9 733
	181 378			121.63			181 378	6 251
		172 168	2022/12/05	141.64			172 168	5 548
<b>PR Louw</b>	22 646			90.97	(22 646)	2023/06/22		
	12 944			123.80	(12 944)	2023/06/22		
	5 952			160.29			5 952	21
	9 497			166.08			9 497	20
	91 120			122.38	(91 120)	2023/06/22		
	20 301			114.92			20 301	865
	46 428			89.21	(13 464)	2022/12/05	32 964	1 302
	46 448			89.69			46 448	1 920
	35 796			126.99			35 796	1 234
		37 780	2022/12/05	141.64			37 780	1 218
<b>Total</b>	2 010 506	224 948			(452 446)		1 783 008	62 297

<sup>1</sup> Fair value of rights awarded represents the total fair value of all rights outstanding at the end of the year. This cost is expensed over the rights' vesting period.

# NOTES TO THE ABRIDGED ANNUAL FINANCIAL STATEMENTS CONTINUED

## 2. DIRECTORS' EMOLUMENTS CONTINUED

### REMGRO EQUITY SETTLED CONDITIONAL SHARE PLAN (CSPs) – 2024

Executive	Balance of CSPs accepted as at June 2023	CSPs accepted during the period	Offer date	Offer price Rand	Additional CSPs from dividends	Number of CSPs (vested)/ (forfeited)	Date vested/ forfeited CSPs	Balance of CSPs accepted as at June 2024	Grant date fair value of CSPs <sup>1</sup> R'000
HJ Carse	7 014			93.82	124	(3 631)	2023/12/05	3 507	286
	14 820			93.82	127	(7 733)	2023/12/05	7 214	589
	2 746			93.82		(2 746)	2023/11/27		
	11 417			126.99				11 417	932
	15 000			141.64				15 000	1 225
		23 340	2023/12/05	145.17				23 340	1 906
JJ Durand	113 876			93.82	2 000	(58 938)	2023/12/05	56 938	4 649
	240 611			93.82	2 057	(125 570)	2023/12/05	117 098	9 562
	98 623			93.82		(98 623)	2023/11/16		15 135
	185 352			126.99				185 352	14 058
	172 168			141.64				172 168	21 866
		267 790	2023/12/05	145.17				267 790	
PR Louw	22 458			93.82	395	(11 624)	2023/12/05	11 229	917
	47 466			93.82	407	(24 773)	2023/12/05	23 100	1 886
	36 580			126.99				36 580	2 987
	37 780			141.64				37 780	3 085
		58 806	2023/12/05	145.17				58 806	4 802
CPF Vosloo		67 048	2023/12/05	145.17				67 048	5 475
<b>Total</b>	<b>1 005 911</b>	<b>416 984</b>			<b>5 110</b>	<b>(333 638)</b>		<b>1 094 367</b>	<b>89 360</b>

<sup>1</sup> Fair value of rights awarded represents the total fair value of all rights outstanding at the end of the year. This cost is expensed over the rights' vesting period.

# NOTES TO THE ABRIDGED ANNUAL FINANCIAL STATEMENTS CONTINUED

## 2. DIRECTORS' EMOLUMENTS CONTINUED

### REMGRO EQUITY SETTLED CONDITIONAL SHARE PLAN (CSPs) – 2023

<b>Executive</b>	Balance of CSPs accepted as at June 2022	CSPs accepted during the period	Offer date	Offer price Rand	Additional CSPs from dividends	Number of CSPs (vested)/ (forfeited)	Date vested/ forfeited CSPs	Balance of CSPs accepted as at June 2023	Fair value of CSPs <sup>1</sup> R'000
<b>H Carse</b>	14 494	318	2022/10/12	93.82	62	(7 860)	2022/05/12	7 014	619
	14 502	318	2022/10/12	93.82				14 820	1 308
	2 662	59	2022/10/12	93.82	25			2 746	404
	11 172	245	2022/10/12	126.99				11 417	1 007
		15 000	2022/12/05	141.64				15 000	1 323
<b>JJ Durand</b>	235 427	5 156	2022/10/12	93.82	996	(127 703)	2022/05/12	113 876	10 047
	235 454	5 157	2022/10/12	93.82				240 611	21 229
	95 672	2 096	2022/10/12	93.82	855			98 623	14 503
	181 379	3 973	2022/10/12	126.99				185 352	16 354
		172 168	2022/12/05	141.64				172 168	15 190
<b>PR Louw</b>	46 428	1 017	2022/10/12	93.82	197	(25 184)	2022/12/05	22 458	1 981
	46 448	1 018	2022/10/12	93.82				47 466	4 188
	7 988	175	2022/10/12	93.82	72	(8 235)	2023/06/22		
	35 796	784	2022/10/12	126.99				36 580	1 936
		37 780	2022/12/05	141.64				37 780	3 333
<b>Total</b>	927 422	245 264			2 207	(168 982)		1 005 911	93 422

<sup>1</sup> Fair value of rights awarded represents the total fair value of all rights outstanding at the end of the year. This cost is expensed over the rights' vesting period.

# NOTES TO THE ABRIDGED ANNUAL FINANCIAL STATEMENTS CONTINUED

	June 2024 R'000	*Restated June 2023 R'000
<b>3. FINANCE COSTS</b>		
<b>Continuing operations</b>		
Interest – financial institutions	<b>182 214</b>	232 127
Transaction costs on term-funded debt	<b>4 938</b>	2 512
Interest – Holding company, joint ventures and associates	<b>38 522</b>	38 567
Interest on lease liabilities	<b>39 312</b>	33 554
Interest – other	<b>15 404</b>	4 734
	<b>280 390</b>	311 494
Interest adjustment between continuing and discontinued operations <sup>1</sup>	<b>(108 822)</b>	(134 038)
<b>Total</b>	<b>171 568</b>	177 456
<sup>1</sup> The interest adjustment relates to the elimination of the intergroup transactions between the continuing and discontinued operations, in accordance with IFRS 5 to reflect how transactions between continuing or discontinued operations will be reflected in continuing operations going forward.		
<b>4. INTEREST-BEARING LIABILITIES</b>		
<b>Long-term</b>		
Institutional borrowings		24 963
Loan from Facility for Investments in Renewable Small Transactions (RF) Proprietary Limited		128 461
Lease liabilities	<b>391 313</b>	436 134
Loan from Green Create W2V SA Proprietary Limited		110 519
Loan from Inclusive Farming Partnership Proprietary Limited		23 790
Loans from Akwandze Agricultural Finance Proprietary Limited		83 333
	<b>391 313</b>	807 200
<b>Short-term</b>		
Institutional borrowings		2 511
Lease liabilities	<b>93 264</b>	160 255
Loan from Facility for Investments in Renewable Small Transactions (RF) Proprietary Limited		13 301
Term-funded debt package	<b>1 675 000</b>	1 675 000
Current portion of long-term loan from Akwandze Agricultural Finance Proprietary Limited		33 333
Current portion of long-term loan from Inclusive Farming Partnership Proprietary Limited	<b>23 790</b>	3 496
Short-term loans from Akwandze Agricultural Finance Proprietary Limited	<b>12 958</b>	235 396
	<b>1 805 012</b>	2 123 292

\* The prior year numbers have been restated as required by IFRS 5 to reflect Rainbow as a discontinued operation.



# NOTES TO THE ABRIDGED ANNUAL FINANCIAL STATEMENTS CONTINUED

## 4. INTEREST-BEARING LIABILITIES CONTINUED

### INSTITUTIONAL BORROWINGS

Institutional borrowings are loans from Futuregrowth Asset Management Proprietary Limited. These loans were used to fund certain contract grower operations in the Rainbow business. These loans bore interest at the three-month JIBAR with a margin of between 1.5% and 4.25% per annum (2023: 1.5% and 4.25% per annum). These loans were fully repaid during the current financial year.

### LOANS FROM FACILITY FOR INVESTMENTS IN RENEWABLE SMALL TRANSACTIONS (RF) PROPRIETARY LIMITED

The Facility for Investments in Renewable Small Transactions (RF) Proprietary Limited (FIRST) is a debt funding platform created through a partnership between international development funding and a South African commercial bank to unlock funding for small renewable projects.

This loan relates to the Rainbow's Waste-to-Value operations (Matzonox Proprietary Limited) and was granted in 2 tranches. The first tranche was obtained in 2020 and accrues interest at 3 month JIBAR plus 4.08%.

During 2022 a further loan from FIRST was obtained in Matzonox Proprietary Limited (second tranche).

This loan accrues interest at 3 month JIBAR plus 3.95%. The total loan is repayable quarterly over a ten year term.

The loan is secured by:

- a notarial bond registered over the Worcester Waste-to-Value (first tranche) and Rustenburg Waste-to-Value (second tranche) plants.
- certain bank accounts held with First National Bank (Debt-service and Maintenance Reserve Accounts)
- the shares held by shareholders in Matzonox Proprietary Limited

The carrying amount of the loan approximates its fair value.

This loan relates to the Rainbow segment and is included in the disposal group held for sale as at financial year end.

### LOAN FROM GREEN CREATE W2V SA PROPRIETARY LIMITED

Green Create W2V SA Proprietary Limited is a 50% shareholder in Matzonox Proprietary Limited which houses the Rainbow's Waste-to-Value operations.

Green Create W2V SA Proprietary Limited has provided finance related to the construction of a Waste-to-Value plant in Rustenburg.

The loan is unsecured. Interest accrues at the prime rate per annum. The loan was repaid on 1 July 2024.

The funding to Matzonox Proprietary Limited has been provided in equal proportions by Green Create W2V SA Proprietary Limited and the RCL FOODS Group. The Group's portion of the funding (2023: R110,5 million) has been eliminated on consolidation.

This loan relates to the Rainbow segment and is included in the disposal group held for sale as at financial year end.

The carrying amount of the loan approximates its fair value.

### LOANS FROM INCLUSIVE FARMING PARTNERSHIP PROPRIETARY LIMITED

During the 2022 financial year, a loan of R36,0 million was granted by Inclusive Farming Partnership Proprietary Limited. The capital portion of the loan is repayable annually over a period of 8 years in equal instalments and interest is payable annually. The loan bears interest at 3% per annum. The loan was revalued at a fair value interest rate of 7.25% per annum and the corresponding deferred income of R3,3 million (2023: R4,2 million) was recognised in the statement of financial position at year-end. The outstanding balance at the end of the year is R23,8 million. As at the current financial year end Libuyile Farming Services Proprietary Limited, Mgubho Farming Services Proprietary Limited and Sivunosetfu Proprietary Limited did not meet the loan covenants and the full outstanding loan was therefore reclassified to short term loans. Inclusive Farming Partnership Proprietary Limited reviews covenant certificates on an annual basis, six months after year end, and sets out the remedies for events of defaults, including any potential waivers of the financial covenants, at that point in time.

The loan is repayable on 31 May 2030.

The carrying amount of these loans approximates their fair values.

# NOTES TO THE ABRIDGED ANNUAL FINANCIAL STATEMENTS CONTINUED

## 4. INTEREST-BEARING LIABILITIES CONTINUED

### LONG-TERM LOAN FROM AKWANDZE AGRICULTURAL FINANCE PROPRIETARY LIMITED

Akwandze Agricultural Finance Proprietary Limited is a joint-venture of the Group. Akwandze Agricultural Finance Proprietary Limited provides production finance and management services to sugarcane growers. Certain funding has been channelled through the Group to small scale production growers.

The prior year loans amounting to R116,7 million are from Akwandze Agricultural Finance (Pty) Ltd. The capital portion was repayable half yearly over a period of 6 years in equal instalments whilst interest is payable quarterly. The loan bore interest at a prime interest rate less 1% per annum. In the current year the decision was made to make early, full and final repayment. The full amount was repaid on 1 February 2024.

Short-term Loans from Akwandze Agricultural Finance Proprietary Limited consist of:

- A financing facility of R150,0 million in the prior year which bore interest at prime rate less 1%. The facility was repayable on demand and the decision was taken to not renew the facility and full and final repayment was done on 1 February 2024;
- Loans of R56,3 million in the prior year which bore interest at prime rate less 1%. The facility was repaid on 7 February 2024; and
- Short-term loans amounting to R13,0 million (2023: R29,1 million) from Akwandze Agricultural Finance (Pty) Limited which are unsecured, payable on demand and bear interest at a variable rate of 8.05% (2023: 8.05%) per annum.

The carrying amount of these loans approximate their fair values.

### TERM-FUNDED DEBT PACKAGE

The debt package initially had a five-year term which expired in December 2023, with interest at a rate of three-month JIBAR plus a margin of between 1.5% to 1.55%.

In December 2023, an agreement was reached with the Group's term-funded debt providers to extend the Term Funded Debt facility whilst the Rainbow separation process was still in progress. The Group is expected to seek refinance of the debt package prior to December 2024 and thereby ensure an optimal mix of debt and equity remains in the capital structure.

The details of the loans and the effective interest rate for the year is shown below:

Type	Carrying amount at 30 June 2024	Term	Effective interest rate
	R'000		%
Facility A	837 500	5 years	9.95
Facility B	837 500	5 years	10.00
Total	1 675 000		9.98

The loan profile for each financial year-ended is as follows:

Financial year-ending	Capital repayments R'000	Balance R'000
4 July 2021		2 350 000
3 July 2022	(337 500)	2 012 500
2 July 2023	(337 500)	1 675 000
30 June 2024		1 675 000

# NOTES TO THE ABRIDGED ANNUAL FINANCIAL STATEMENTS CONTINUED

## 4. INTEREST-BEARING LIABILITIES CONTINUED

Management has assessed the impact of the modification on the fair value of term-debt package and on the Company's financial statements and have concluded that it is not material.

In the event of default on the term-funded debt package, the applicable interest rate will be increased by 2.0% until the default no longer exists.

The terms of the term-funded debt package require lender pre-approval for the following – but not limited to – specified events:

- Any acquisition that does not have a positive 12 month EBITDA or cash flow and the purchase price is less than R500,0 million;
- Any loan or financial support to a community based joint venture (as defined) as well as Akwandze is in excess of R1 350,0 million during the term of the debt package;
- More than three dividends paid in a financial year;
- Entering into acquisitions and the payment of dividends requires the Group to meet the financial covenants specified in the term-funded debt package agreement both immediately after the proposed transaction and on a look forward basis for the next interim and year-end reporting date after the proposed transaction; and
- In addition, there are various transactions in the normal course of business which require that the Group remain within the specified financial covenants.

The term-funded debt package requires that the Group complies with the following financial covenants:

	Required	June 2024	June 2023
Senior leverage ratio	<3.00:1	<b>0.4</b>	1.6
Senior interest cover	>3.50:1	<b>10.9</b>	5.4

For the year ended June 2024, the Group was within the limits of its financial covenants.

Financial ratios are tested at measurement periods as specified in the Senior Facility Agreement (SFA) with the leverage ratio calculated as the ratio of total senior net debt to adjusted EBITDA as defined in the SFA. Senior interest coverage is the ratio of adjusted EBITDA to senior net finance charges as per the SFA.

The obligations in respect of the debt package discussed above, have been guaranteed by Foodcorp Proprietary Limited, RCL FOODS Treasury Proprietary Limited, RCL FOODS Limited, RCL FOODS Sugar & Milling Proprietary Limited and RCL Group Services Proprietary Limited. RCL FOODS Consumer Proprietary Limited was released as a guarantor on the unbundling of Rainbow on 1 July 2024.

The above loans of the term-funded debt package are unsecured.

The fair value of the term-funded debt package at June 2024 amounted to R1,686 billion (2023: R1,685 billion). The fair value is calculated by discounting the future cash flows over the period of the loan and is within level 2 of the fair value hierarchy. The discount rate is based on the South African Sovereign Zero-Coupon Swap Curve with the contractual margin charged by the lenders as a credit spread.

# NOTES TO THE ABRIDGED ANNUAL FINANCIAL STATEMENTS CONTINUED

## 5. RELATED PARTY TRANSACTIONS

Related party relationships exist between RCL Foods Limited, its subsidiaries, associates, joint ventures and Remgro Limited and its subsidiaries, associates and joint ventures. Remgro Management Services Limited provides treasury services to the Group. The transactions and balances below consist of both continuing and discontinued operations.

The ultimate controlling party of the Group is Remgro Limited.

### GROUP



As detailed in note 1 to the Company financial statements included in the Annual Financial Statements for the year ended June 2024, available at [www.rclfoods.com/financial-results-and-reports-2024/](http://www.rclfoods.com/financial-results-and-reports-2024/), the Group has concluded certain lending transactions with these related parties. In addition the following transactions were concluded:

	2024 R'000	2023 R'000
<b>Transactions and balances with ultimate holding company</b>		
Interest paid	16 160	8 591
Administration and other fees paid	29 222	28 349
Other expenses paid	1 785	3 009
Amounts owing to the holding company included in trade and other payables	6 230	5 301
Directors' fees		1 405
<b>Transactions and balances with subsidiaries of the holding Company</b>		
Sales	245 754	531 331
Purchases	12 014	59
Amounts owing to subsidiaries of the holding company included in trade and other receivables	21 562	52 642
Amounts owing by subsidiaries of the holding company included in trade and other payables	1 735	838 427
<b>Transactions and balances with associates of the holding company</b>		
Purchases	29 713	116 584
Sales	68 203	89 641
Amounts owing to associates of the holding company included in trade and other payables	3 336	8 858
Amounts owing by associates of the holding company included in trade and other receivables	1 526	145
<b>Transactions and balances with associates and joint ventures within the Group</b>		
Interest paid	21 477	29 976
Interest received	3 396	3 538
Management fees received	18 434	1 437
Service fees paid	38 330	13 177
Dividends received	81 342	46 874
Sales	5 012	172 858
Purchases	1 380 635	1 250 025
Proceeds on disposal of TSGRO Farming Services Proprietary Limited to Akwandze Agricultural Finance Proprietary Limited*	–	
Profit on disposal on TSGRO Farming Services Proprietary Limited	25 272	
Amounts owing by associates and joint ventures within the Group included in trade and other receivables	9 191	32 985
Amounts owing to associates and joint ventures within the Group included in non-current interest-bearing liabilities		83 333
Amounts owing to associates and joint ventures within the Group included in current interest-bearing liabilities	12 958	268 729
Amounts owing to associates and joint ventures within the Group included in trade and other payables	152 072	144 476
Amounts owing to associates and joint ventures within the Group included in loans receivable	2 435	75 931

\* Proceeds on disposal of TSGRO Farming Services Proprietary Limited to Akwandze Agricultural Finance Proprietary Limited was R1,0.

# NOTES TO THE ABRIDGED ANNUAL FINANCIAL STATEMENTS CONTINUED

## 5. RELATED PARTY TRANSACTIONS CONTINUED

	2024 R'000	2023 R'000
<b>Key management of RCL Foods Limited</b>		
The following transactions were carried out with key management individuals within the Group: In terms of IAS24: Related party disclosures, key management are considered to be related parties.		
Executive management and the senior leadership team are classified as key management:		
– short term employee benefits	<b>612 031</b>	704 691
– post-employment benefits	<b>46 693</b>	53 020
– other long-term employee benefits	<b>115 262</b>	
– termination benefits	<b>10 403</b>	5 173
– share based payments settled	<b>2 044</b>	8 833
– share based payments expense	<b>72 645</b>	70 390
Total	<b>859 078</b>	842 108

## 6. SUBSEQUENT EVENTS

The unbundling of Rainbow, which has been presented as held for sale at current reporting date was finalised on 1 July 2024.

The fair value of Rainbow is in excess of its net carrying value and as a result no write-down to fair value was required in the 2024 results in accordance with IFRS 5. The short-term cash invested by Rainbow in the Group's treasury company was settled in cash of R463,8 million on the date of unbundling, being 1 July 2024.

RCL FOODS will continue to provide certain transitional services for a two-year period on an arm's-length basis.

The dividend *in specie* and resulting profit/loss on unbundling of Rainbow will be recognised in the 2025 financial year. A reliable estimate of the profit/loss on disposal of Rainbow cannot be made at this stage.

# SHAREHOLDERS DIARY

Financial year-end June  
Annual general meeting November

## FINANCIAL REPORTS

Announcement of results for the year September  
Annual financial statements posted September  
Interim report for half year to December March

## FUTURE ORDINARY DIVIDENDS

### INTERIM DIVIDEND

Declaration March  
Payment April

### FINAL DIVIDEND

Declaration September  
Payment October

# CORPORATE INFORMATION

Company registration number	1966/004972/06
JSE Share code	RCL
ISIN code	ZAE000179438
Registered office/street address	Ten The Boulevard Westway Office Park Westville 3629
Postal address	PO Box 2734 Westway Office Park Westville 3635
Transfer secretaries	Computershare Investor Services Proprietary Limited Rosebank Towers 15 Biermann Avenue Rosebank 2196
Company secretary	LG Kelso
Auditors	Ernst & Young Inc.
Listing	JSE Securities Exchange South Africa
Sector	Food Producers
Sponsor	Rand Merchant Bank (a division of FirstRand Bank Limited)
Bankers	ABSA Bank Limited, FirstRand Bank, Investec Bank Limited, Nedbank Limited, The Standard Bank of South Africa Limited, Capitec Bank Limited
Website	<a href="http://www.rclfoods.com">www.rclfoods.com</a>



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