



RCL FOODS LIMITED
**SUMMARY
CONSOLIDATED
FINANCIAL
STATEMENTS
AND CASH
DIVIDEND
DECLARATION**

FOR THE YEAR ENDED JUNE

2025

FINANCIAL SUMMARY – CONTINUING OPERATIONS*

REVENUE

R26,5
billion

↑ 1.8%

EBITDA

R2 562,7
million

↑ 11.4%

UNDERLYING** EBITDA

R2 390,6
million

↑ 7.9%

HEADLINE
EARNINGS

R1 397,0
million

↑ 29.0%

HEADLINE EARNINGS
PER SHARE

156.3
cents

↑ 28.5%

UNDERLYING**
HEADLINE EARNINGS

R1 305,7
million

↑ 14.8%

UNDERLYING** HEADLINE
EARNINGS PER SHARE

146.1
cents

↑ 14.4%

UNDERLYING**
ROIC

13.0
%

↑ 0.5ppts

TOTAL DIVIDEND
PER SHARE

60.0
cents

(2024: 35.0 cents)

* Continuing operations relates to the remaining RCL FOODS business, comprising the Groceries, Baking, Sugar and Group (shared services) segments, post the Rainbow unbundling effected on 1 July 2024 and disposal of Vector Logistics during the 2024 financial year.

** The underlying view of the results excludes material once-offs and accounting adjustments. Underlying results constitute pro forma financial information in terms of the Johannesburg Stock Exchange (JSE) Listings Requirements. Refer to the "Reconciliation between unadjusted and underlying results" section provided on pages 14 to 16 of this announcement for further details and the applicable criteria and the basis on which this pro forma financial information has been prepared.

INTRODUCTION

KEY FEATURES

- Pleasing performance notwithstanding subdued market conditions and volume pressure across most categories
- Margin improvement from efficiencies and savings initiatives
- Strong cash generation
- Groceries delivered a pleasing result
- Baking delivered a strong turnaround
- Sugar declined from its high base
- Underlying headline earnings up 14.8% with an improved underlying ROIC of 13.0% (up 0.5 basis points)

At RCL FOODS we are committed to growing what matters, ensuring our business remains sustainable while delivering value for all stakeholders. This means providing affordable food to consumers, maintaining employment for our people and generating acceptable returns for our shareholders. We achieve this through carefully balancing the relationship between sales volumes and prices, managing our costs, while making responsible trade-offs that align with our purpose.

Volumes remain a challenge in a subdued food market, with the total food market reflecting declines averaging 0.4% across the 12 months. Falling consumer sentiment, driven in part by uncertainty around global trade and political relations, together with continued lacklustre Gross Domestic Product (GDP) growth in South Africa and sustained high unemployment rates, contributed to the subdued consumer demand for food. Positive macroeconomic developments, including inflation moderating and interest rates declining, as well as the introduction of the 'two-pot retirement system', have yet to appreciably improve consumer demand.

Against this background, we have delivered a pleasing set of results, driven mainly by the strong turnaround in Baking and improvement in Groceries. Sugar performed well operationally, but was subject to unfavourable market dynamics, such as lower global sugar prices and higher imports into South Africa, both beyond its control.

The impact of softer volumes was mitigated by a focus on our strategic priorities and a deliberate effort to restore margins that had been compromised over a protracted period by pressures from input costs and load-shedding. Our results were achieved through the delivery of savings from our Net Revenue Management (NRM) and Continuous Improvement (CI) initiatives, together with targeted efforts to protect market share in Groceries and Baking. As a result, we were able to improve profitability and maintain strong market shares in key categories, a sign of our continued consumer relevance in the market and validation of our strategic and management focus. In addition, our debt package, which expired in December 2024, was successfully refinanced at lower margins than the expiring package, a positive indicator of the financial market's view of our evolving risk profile. The new debt package and our strong balance sheet positions us well for funding growth initiatives going forward.

The Board of directors has approved a final cash dividend of 40.0 cents per share for the year-end June 2025, bringing the total dividend for the year to 60.0 cents per share.

STRATEGIC REVIEW

This reporting period marks our inaugural set of full-year results following the repositioning of our portfolio through the disposal of Vector Logistics and the unbundling of Rainbow. To enable the seamless operational separation of Rainbow from the Group, we will continue to provide support via our business services platform on an arm's length basis until 30 June 2026.

The completion of these transactions allows us to focus exclusively on growing what matters in a future-fit, branded business that aims to deliver sustainable earnings and consistent value to all our stakeholders, while continuing to pursue growth opportunities to scale up and bolster the portfolio.

We continue to pursue opportunities for organic growth through innovation and taking advantage of gaps in the market, while remaining open to inorganic strategic opportunities for accretive growth, all enabled by our established business services platform.

The evolution of our five-year strategic plan has resulted in clear alignment between our purpose, vision, strategic pillars and strategic enablers, all of which are focused on value creation. Our approach is guided by our three strategic pillars: People First, Right Growth and Future Fit.

We continue to make good progress on the strategic enablers underpinning our **People First** pillar.

Our work to instil our Diversity and Inclusivity framework and a high-performance culture continues. A key focus has also been on our artisan and engineering skills-development activities. In Sugar, we opened over 200 pipeline roles through bursaries, internships and apprenticeships, and our enterprise development investments continue to strengthen community value chains. Our staff-level incentive scheme has been rolled out at an operational level, and has proven to be effective in empowering and motivating our people to achieve production efficiencies.

Progress against our **Right Growth** pillar has been challenged somewhat due to lower market demand, but we have continued to drive category growth and margin enhancement initiatives. This strategic enabler is underpinned by growth projects that have been identified as "Value Creation Levers" in our five-year business plan. We are making good progress in terms of related innovation projects which will be launched in the 2026 financial year.

We have made good progress with the saving initiatives implemented to address the overheads dis-synergy arising from the Vector Logistics and Rainbow separations. We will also aim to mitigate the further anticipated dis-synergies that will occur when Rainbow fully exits our business services platform.

Dedicated resourcing and investment into exports in the Southern African Development Community continue to deliver double-digit profit growth, and we are exploring other category-relevant markets across the continent.

Significant attention has been given to our **Future Fit** pillar. The first phase of the upgrade of our Information Technology (IT) systems against our five-year IT roadmap has taken place successfully. We are pleased with our progress in delivering on our CI initiatives, which have enabled us to deliver most of our savings targets and which have contributed positively to our underlying performance. We believe there is still significant value to be realised in this regard.

Sustainability continues to gain strategic traction, becoming more deeply embedded in capital allocation, operational decision-making and risk management. Our integrated approach, anchored in credible baselines and aligned with our long-term 2050 ambitions, enabled us to deliver meaningful progress while strengthening organisational maturity. We exceeded internal targets for energy and water efficiency through behavioural change, process optimisation and targeted investments across all business units. These efforts were complemented by the achievement of a third-party sustainability certification and the advancement of circularity initiatives that delivered both environmental and financial benefits. Sustainability is now a critical lens through which we assess the attractiveness and resilience of major capital projects.

Overall, we have progressed well against our 2025 financial year priorities. Our strategy is clear and consistent and delivered improved profitability and Return on Invested Capital (ROIC) within the context of a challenging operating environment and a constrained consumer. Pleasingly the step change in Groceries and Baking results more than offset the decline in the cyclical Sugar business unit as we continue to strive for sustainable earnings delivery for our stakeholders.

CONTINUING OPERATIONS REVIEW

INCOME STATEMENT

RCL FOODS' revenue for the year ended June 2025 increased 1.8% to R26,5 billion (2024: R26,0 billion). Revenue by segment is reflected in the table below:

Rm	June 2025	June 2024	% Change
Revenue	26 493,8	26 016,6	1.8
Groceries	5 410,0	5 313,0	1.8
Baking	9 297,6	9 136,9	1.8
Sugar	11 711,9	11 811,0	(0.8)
Group	300,6	281,1	6.9
Sales between segments	(226,3)	(525,4)	(56.9)

EBITDA increased by R262,2 million (11.4%) to R2 562,7 million (2024: R2 300,5 million) at a margin of 9.7% (2024: 8.8%), largely driven by Baking (up R285,1 million) and Groceries (up R127,9 million).

Consumer Price Inflation (CPI) fell sharply from over 5% to below 3% during the period, reaching multi-year lows and falling below the Reserve Bank's targeted range. Both commodity input pricing and the Rand remained volatile over the period. We have judiciously managed price increases, mindful of consumers' financial constraints and have begun to see some modest price relief in certain commodities. The tariff environment in respect of sugar and wheat remains of some concern. Long delays in the gazetting and implementation of sugar tariff adjustments have contributed to an increase in sugar imports. With South Africa being a net importer of wheat, the imposition of the wheat tariff, whilst essential to the protection of the local wheat production, has resulted in higher prices for locally procured wheat. The unfortunate reality is that local wheat production has continued to decline despite the existence of the tariff. The reduction in load-shedding continues to be a welcome relief.

The EBITDA by segment is reflected in the table below:

Rm	June 2025	Margin %	June 2024	Margin %	% Change	Margin change (ppts)
EBITDA	2 562,7	9.7	2 300,5	8.8	11.4	0.9
Groceries	630,2	11.6	502,3	9.5	25.5	2.1
Baking	802,4	8.6	517,3	5.7	55.1	2.9
Sugar	1 094,4	9.3	1 409,3	11.9	(22.3)	(2.6)
Group	100,7		(19,7)		611.2	
Unallocated restructuring costs	(65,0)		(108,7)		40.2	

The current and prior year EBITDA were materially impacted by the following once-off items and accounting adjustments:

- Insurance proceeds of R40,3 million received during the current year in respect of the February 2023 flood damage at the Nkomazi Mill (R19,4 million of the benefit relates to the 50% owned sugar cane grower companies);
- R137,0 million insurance proceeds received in the prior year in respect of the rebuild of our Komatipoort sugar warehouse;
- Positive fair value adjustments on the Group's commodity raw material procurement positions, which increased EBITDA by R40,8 million (2024: R6,1 million increase in EBITDA). The R34,7 million year-on-year movement relates mainly to favourable movements on open Sunflower Seed positions at current year reporting date;
- A R91,0 million partial recovery in the current year of the sugar industry levy incurred during the 2023 financial year, which resulted from Tongaat and Gledhow suspending payment of their industry obligations (R21,4 million of the benefit relates to the 50% owned sugar cane grower companies); and
- Advisor costs of R58,8 million incurred in the prior year relating to the Rainbow and Vector separation processes.

Refer to the "Reconciliation between unadjusted and underlying results" section provided on pages 14 to 16 of this announcement for further details.

CONTINUING OPERATIONS REVIEW CONTINUED

The “underlying” EBITDA excluding the above-mentioned items is reflected in the table below:

Rm	June 2025	Margin %	June 2024	Margin %	% Change	Margin change (ppts)
Underlying EBITDA	2 390,6	9.0	2 216,1	8.5	7.9	0.5
Groceries	592,2	10.9	497,4	9.4	19.1	1.5
Baking	799,7	8.6	516,1	5.6	55.0	3.0
Sugar	963,1	8.2	1 272,3	10.8	(24.3)	(2.6)
Group	100,7		39,0		158.2	
Unallocated restructuring costs	(65,0)		(108,7)		40.2	

The improvement in the Group segment is largely due to the prior year including a R35,7 million write down on the Group's investment in The LiveKindly Collective.

More detailed commentary on performance of the other segments is included in the Review of Operations section further below.

IMPAIRMENT

The Group has performed the mandatory impairment tests on the cash-generating units (CGUs) with indefinite useful life assets and goodwill, as well as on the 50% owned community-based joint ventures (CBJV) and the Sugar CGU. No impairments or impairment reversals were considered necessary in the current year. A R54,4 million impairment was recognised in the prior year on the right-of-use asset relating to the Group's national office building as a consequence of the Rainbow and Vector separations and their exit from the building.

NET FINANCE COSTS

Net finance costs increased by R10,9 million (7.6%) to R154,3 million (2024: R143,4 million) largely due to once-off transaction costs of R8,8 million associated with the refinancing of the term-funded debt package and the impact of the Rainbow capitalisation, which occurred during the second half of the prior year. The current year benefitted from lower margins on the refinanced term-funded debt package, declining market interest rates and improved overall cash balances during the year.

Net finance costs paid for the period of R64,9 million are R89,3 million lower than net finance costs expensed in the income statement mainly due to the non-cash IFRS® Accounting Standards (IFRS) 16 Leases interest charge, as well as the interest on the term-funded debt package for the last quarter of the current year being paid post year end cut-off on 30 June 2025.

EQUITY-ACCOUNTED INVESTMENTS ASSOCIATES

ROYAL ESWATINI SUGAR CORPORATION (RES) (ESWATINI)

RCL FOODS' share of RES's after-tax results for the year ended June 2025 declined by R25,3 million to R94,8 million (2024: R120,1 million) largely due to lower ethanol volumes and a delayed start to the milling season as a result of heavy rainfall experienced in April 2025.

LIVEKINDLY COLLECTIVE AFRICA (LKCA) (SOUTH AFRICA)

RCL FOODS' share of after-tax losses was R1,4 million for the 2025 financial year (2024: R5,5 million profit), with the decline attributable to lower interest income earned as well as an increase in marketing costs.

JOINT VENTURES

AKWANDZE AGRICULTURAL FINANCE (AKWANDZE) (SOUTH AFRICA)

RCL FOODS' share of after-tax profit was R3,0 million for the 2025 financial year (2024: R12,7 million). The prior year included the release of a 2021 fraud provision which was subsequently expunged.

MANANGA SUGAR PACKERS (MANANGA) (ESWATINI)

RCL FOODS' share of after-tax profit was R31,7 million for the 2025 financial year (2024: R20,7 million). The improvement is primarily due to higher prices stemming from a favourable sales mix which was partially offset by lower volumes.

CONTINUING OPERATIONS REVIEW CONTINUED

TAXATION

The Group's effective tax rate excluding joint ventures and associates, was 23.7% (2024: 27.7%). The current year effective tax rate was impacted by the utilisation of assessed losses (for which no deferred tax asset has historically been raised) against current year profits earned in our 50% owned sugar cane grower companies (R25,4 million tax impact) and an increase in the deferred tax asset for future tax deductions on the Group's employee share schemes relating to unexercised share appreciation rights (SARs) awarded to employees (R18,4 million tax impact). The prior year effective tax rate was largely impacted by the non-deductible separation costs incurred.

NON-CONTROLLING INTERESTS

Non-controlling interests relate mainly to the outside shareholders' share of profits in the CBJVs. 50% of the profit after tax of these entities are allocated to outside shareholders through the non-controlling interest line in the income statement. Profits allocated to non-controlling interests in the current year increased by R3,1 million to R42,0 million (2024: R38,9 million) with the gain largely attributable to its share of insurance proceeds received in respect of the February 2023 Nkomazi flood damage, the partial sugar levy recovery and improved agricultural yields. This was offset by the impact of delayed harvesting as a result of a rain-affected season start.

CONTINUING OPERATIONS REVIEW CONTINUED

STATEMENT OF FINANCIAL POSITION

Property, plant and equipment increased by R390,0 million from 2024 mainly driven by capital expenditure of R927,0 million, partially offset by depreciation of R516,0 million.

Capital expenditure (including intangibles of R4,9 million) for the year ended June 2025 was R931,9 million. Significant spend items include:

- expenditure relating to risk and compliance across the Group (R137,1 million);
- replant and irrigation spend at our Sugar farms (R89,9 million);
- replacements of our bread delivery fleet (R60,6 million);
- the refurbishment of the boilers at the Sugar mills (R50,8 million); and
- IT upgrade spend in respect of our digital transformation roadmap (R26,8 million).

The remaining spend consists of smaller items individually less than R20,0 million.

Right-of-use assets increased by R54,1 million from June 2024 driven by capitalisations of R124,8 million mainly relating to Milling's inland distribution fleet and was partially offset by depreciation of R88,2 million.

Investment in associates increased by R16,4 million to R1 020,8 million (2024: R1 004,4 million) driven mainly by profits capitalised in RES of R94,8 million, offset by dividends received from RES of R74,5 million.

Net working capital (including biological assets) has decreased by R300,7 million from the prior year and from 8.6% to 7.4% as a percentage of revenue.

Trade and other receivables and trade and other payables increased by R582,8 million and R927,8 million respectively, with the absolute balances impacted by the timing of the reporting date cut-off which fell on Sunday, 29 June 2025 with the comparative period falling on Sunday, 30 June 2024. The cash impact of cut-off on the current period was R1 199,7 million on trade and other payables (2024: R294,2 million) and R1 169,9 million on trade and other receivables (2024: R641,3 million). Excluding the impact of cut-off in both the current and prior year, trade and other receivables increased by R54,1 million while trade and other payables increased by R22,2 million. Intercompany balances between Rainbow and the balance of the Group were eliminated in the prior year while Rainbow was still a part of the Group (R3,1 million was eliminated within trade and other receivables and R72,5 million was eliminated within trade and other payables).

IMPACT OF CUT-OFF ON TRADE AND OTHER RECEIVABLES AND TRADE AND OTHER PAYABLES Rm	June 2025	June 2024	Difference
Trade and other receivables	3 559,9	2 977,1	582,8
Cut-off impact	(1 169,9)	(641,3)	(528,7)
Trade and other receivables excluding cut-off impact	2 390,0	2 335,8	54,1
Trade and other payables	(4 986,4)	(4 058,6)	(927,8)
Cut-off impact	1 199,7	294,2	905,6
Trade and other payables excluding cut-off impact	(3 786,7)	(3 764,4)	(22,2)
Net trade and other (payables)/receivables	(1 426,5)	(1 081,5)	(345,0)
Cut-off impact	29,8	(347,1)	376,9
Net trade and other (payables)/receivables excluding cut-off impact	(1 396,7)	(1 428,6)	31,9

CONTINUING OPERATIONS REVIEW CONTINUED

Biological assets increased by R24,5 million mainly due to an increase in agricultural performance driving higher yields, improved cane quality and a higher Recoverable Value (RV) price.

Total interest-bearing liabilities (current and non-current) of R1 576,1 million decreased by R135,7 million from June 2024 last year largely due to a R175,0 million reduction in the term-funded debt package to R1,5 billion on refinancing in December 2024. The lower R1,5 billion term debt package is considered appropriate for the RCL FOODS portfolio, post the exits of Vector and Rainbow. This was partially offset by R46,1 million in respect of a new asset funding facility utilised for the purchase of bread delivery vehicles.

The term-funded debt package requires that the Group comply with the specific financial covenants. For the current period, the Group was within the limits of its financial covenants. The covenants have been calculated in accordance with the terms of the recently refinanced debt package and are unchanged.

Financial covenants	Required	Achieved
Senior leverage ratio*	<3.0:1	0.0
Senior interest cover	>3.5:1	21.5

* The current year senior leverage ratio is driven by the favourable cash position at year end resulting in low net debt reported.

Current tax liabilities increased by R140,2 million from June 2024 largely due to the year-end cut-off date of 29 June 2025, with the second provisional tax payments being processed post cut-off (R189,4 million).

Cash on hand increased by R546,8 million to R1 640,3 million at June 2025. Detail on the material drivers resulting in the improvement in cash is provided in the cash flow section below.

CASH FLOW

Cash generated by operations of R3 067,6 million (2024: R1 993,8 million) is R1 073,8 million higher than the prior year, largely due to the improved profitability and favourable working capital movements. Cut-off had a favourable impact on both working capital movements and tax paid in the current year.

Inventory outflow of R25,8 million decreased by R301,7 million in comparison to the prior year. The investment in inventory in the prior year was elevated due to the build-up of wheat stock in Milling, caused by port challenges and higher stock valuations in Sugar, associated with higher local and export prices. The current investment in inventory aligns with operational requirements and remains appropriate.

Net inflows from trade and other payables and receivables of R573,8 million for the period benefitted from reporting date cut-off. Excluding the impact of cut-off, net inflows from trade

and other payables and receivables were R230,4 million, with the inflow largely arising from the implementation of supply chain financing arrangements in the current year in Groceries and Baking with certain commodity suppliers who are on zero to seven day payment terms.

Excluding the impact of cut-off, cash generated by operations was still a healthy R2 724,2 million for the current year.

Included in the non-cash items/adjustments of R211,7 million are addbacks of depreciation, amortisation and impairment charges of R644,7 million and non-cash IFRS 2 (share-based payment) charges of R32,3 million. This was offset by the deduction of a positive fair value adjustment on biological assets (R416,7 million) and the reallocation of the Nkomazi flood insurance proceeds included in operating profit, to investing activities (R40,3 million).

The cash outflow from investing activities of R1 438,6 million in the current year is mainly due to the deconsolidation of the Rainbow cash on hand and cash invested in the Group at unbundling date of 1 July 2024 (R476,4 million), capital expenditure (including intangibles and excluding unpaid amounts at reporting date) of R931,9 million (2024: R882,6 million) and a R100,1 million refund of sale proceeds in terms of the Vector Logistics disposal agreement. The comparative period included the proceeds on disposal of the Vector Logistics segment (R1 320,0 million), offset by the deconsolidation of Vector cash on hand, as well as the receipt of the Komati insurance proceeds in respect of the fire (R137,0 million).

The net cash outflow from financing activities of R300,0 million relates mainly to the repayment on reduction of the expiring term-funded debt package (R175,0 million) as well as payments on lease liabilities.

CAPITAL COMMITMENTS

An amount of R333,5 million has been contracted and committed, but not spent, whilst a further R394,2 million has been approved but not contracted. The most material items include:

- digital transformation spend in line with our IT roadmap (R130,5 million);
- ongoing mill refurbishment programme at our Sugar mills (R71,7 million);
- agricultural replant and irrigation expenditure at our Sugar farms (R51,3 million);
- infrastructure-related expenditure that enables the refurbishment of the spiral freezers at the Pies plant (R47,7 million); and
- expenditure related to new capability in bread production for Sunbake (R25,6 million).

CONTINUING OPERATIONS REVIEW CONTINUED

RETURN ON INVESTED CAPITAL

ROIC remains a key metric used by the Group to measure its efficiency and effectiveness of capital allocation. ROIC and underlying ROIC are non-defined measures under IFRS, and are therefore considered to be *pro forma* financial information in terms of the JSE Listings Requirements. The compilation thereof has been opined on by Ernst & Young Inc. and this report is included on pages 32 and 33. Refer to the "Reconciliation between unadjusted and underlying results" section provided on pages 14 to 16 of this announcement for further details on *pro forma* financial information. ROIC is calculated using net operating profit after tax, including share of profits/losses of associates and joint ventures (NOPAT), divided by invested capital. Unadjusted ROIC is reflected in the table below. ROIC has been calculated on a continuing operations basis and hence excludes Vector Logistics and Rainbow for June 2025 and June 2024.

UNADJUSTED ROIC

	June 2025	June 2024	% Change
Unadjusted – ROIC (%)	14.5	12.2	2.3

ROIC has been impacted by once-off items and accounting adjustments that impacted NOPAT as highlighted in the reconciliation between unadjusted and underlying results on pages 14 to 16 of the announcement. In addition, invested capital has been distorted by the impact of cut-off on trade and other receivables and payables and tax balances, as highlighted in the Statement of Financial Position commentary section on page 7.

The cut-off adjustments are therefore considered to be *pro forma* financial information in terms of the JSE Listings Requirements. Refer to the "Reconciliation between unadjusted and underlying results" section provided on pages 14 to 16 of this announcement for further details on *pro forma* financial information.

Excluding the impact of these items, "underlying" ROIC is reflected in the table below to enable a like-for-like comparison between the current and prior period, thereby enabling investors and shareholders to gain a more meaningful view of the business' underlying performance.

UNDERLYING ROIC

	June 2025	June 2024	% Change
Underlying – ROIC (%)	13.0	12.5	0.5

The 0.5% increase in the Group underlying ROIC is largely attributable to the improved profitability.

OPERATIONAL REVIEW

GROCERIES (CULINARY, PET FOOD, BEVERAGES)

Groceries delivered an improved result driven by a favourable product mix in pet food with more focus placed on premium brands, savings resulting from NRM and CI initiatives, overall production efficiencies and reduced load-shedding.

	June 2025	June 2024	% Change
Revenue (Rm)	5 410,0	5 313,0	1.8
EBITDA (Rm)	630,2	502,3	25.5
EBITDA margin (%)	11.6	9.5	2.1 ppts
Underlying EBITDA (Rm)	592,2	497,4	19.1
Underlying EBITDA margin (%)	10.9	9.4	1.5 ppts

The **Culinary** category delivered improved margins, despite volumes declining by 3.6%. NRM and CI savings, a reduction in load-shedding costs, together with a focus on building our brand proposition in the market, contributed towards overall margin improvement. While Nola's market share has declined, Yum Yum and Ouma remain category leaders and have grown their market share in the current year.

Despite volumes declining by 4.9%, **Pet Food's** turnaround was largely attributable to savings initiatives resulting from NRM and CI initiatives and reduced load-shedding. We are actively working on ensuring we have the right portfolio of products to suit the channel shifts we are seeing from general retail to speciality pet, and on improving our distribution within that channel. We have increased our investment in support of building brand equity, innovation delivery and new channel growth with this shift in mind.

Beverage delivered a result that was ahead of last year, despite volumes remaining under pressure, down 16.1% largely following the decision to discontinue certain unprofitable product lines. The category benefited from a positive shift in mix and operational efficiencies through our CI programme, delivering improved margins. We are seeing some green shoots in the performance of our premium Number 1 Mageu smooth range.

CONTINUING OPERATIONS REVIEW CONTINUED

BAKING (BREAD, BUNS & ROLLS, MILLING, PIES, SPECIALITY)

Within **Baking** we have seen a strong turnaround across all our operating units, largely driven by operational efficiencies and volume growth.

Labour disruption at the Sunshine bread operation in December 2024 slowed their momentum and performance, with the impact on volume still being felt.

	June 2025	June 2024	% Change
Revenue (Rm)	9 297,6	9 136,9	1.8
EBITDA (Rm)	802,4	517,3	55.1
EBITDA margin (%)	8.6	5.7	2.9 ppts
Underlying EBITDA (Rm)	799,7	516,1	55.0
Underlying EBITDA margin (%)	8.6	5.6	3.0 ppts

The **Bread, Buns and Rolls** business delivered a significant improvement in EBITDA, with modest volume growth of 1.3%. Our focus was, and remains, on quality and consistency, both in retail and in general trade. The volume growth was driven by the opening of new routes and depots, dealer-owned brand growth and the continued focus on delivering new growth through innovation across our categories. We are working to raise the profile of Sunbake in our everyday loaf through additional investment in key production equipment and manufacturing excellence to deliver consistently improved product quality. In addition to net revenue optimisation, there has also been heightened focus on driving operational efficiencies in the bakeries and cost savings through our CI efforts.

Despite lower volumes (down 2.6% compared to the prior year), **Milling** delivered a strong performance due to a more favourable sales mix and overall improved margins. We are working to resolve a few plant-reliability challenges and remain focused on delivering cost savings identified through CI and NRM initiatives.

Pies delivered an improvement in profit through delivering on its volume recovery plan (with volumes sold largely in line with the prior year), together with distribution and production cost savings from its CI initiatives. Product innovations and investment in brand equity contributed to the solid result.

Speciality has recorded a second year of good performance, with higher volumes (up 4.0% versus the prior year) which drove improved plant utilisation. Maintaining the right mix of products through innovation and promotional levels is critical to success in this competitive space, and the decision to focus on the Spartan site as a bread production facility and the Centurion site as a cake production facility has unlocked efficiencies. These efficiencies have enabled our ability to reduce the impact on price increases and invest in quality improvements to support better than forecasted volume growth in Woolworths.

SUGAR (SUGAR, MOLATEK MOLASSES-BASED ANIMAL FEED)

	June 2025	June 2024	% Change
Revenue (Rm)	11 711,9	11 811,0	(0.8)
EBITDA (Rm)	1 094,4	1 409,3	(22.3)
EBITDA margin (%)	9.3	11.9	(2.6) ppts
Underlying EBITDA (Rm)	963,1	1 272,3	(24.3)
Underlying EBITDA margin (%)	8.2	10.8	(2.6) ppts

Albeit down on the prior year, **Sugar** delivered another strong absolute result aided by a pleasing agricultural and manufacturing operational performance. The local industry faced pressure in the second half of the year largely due to reduced consumer demand and a substantial increase in imports.

The focus on basic farming practices has resulted in an increase in yields across the agricultural operations with a corresponding increase in cane quality (sucrose content) resulting in an improved agricultural result.

The Komati and Pongola mills have performed well while the Malelane mill continues to receive focus from our operational and technical teams to return to historical performance levels. We have invested significantly in Malelane in systematising and bedding down operational processes.

The Grid Code Compliance project at Komati and Pongola remains a work in progress due to Eskom's administrative process. The rebuilt Komati warehouse has contributed to operational efficiencies, and the flexibility it provides enables a more resilient supply chain.

The Molatek operating unit delivered another good result, driven by a favourable sales mix and improved operational efficiencies.

Small scale grower (SSG) cane supply continues to expand with an increase of 30 000 tons of cane this season. RCL FOODS remains committed to growing this important part of the local industry through its Akwandze joint venture with the Ligugulethu Co-operative Limited.

CONTINUING OPERATIONS REVIEW CONTINUED

SUGAR INDUSTRY MATTERS

SUGARCANE VALUE CHAIN MASTER PLAN

We remain committed to the finalisation of the Sugar Master Plan 2.0, and continue to engage with government and industry stakeholders in this regard via the South African Sugar Association (SASA). The non-extension of the Health Promotion levy demonstrates Government's commitment to the overall precepts of the plan, and an acknowledgement of the need for the sugar industry to properly position itself for diversification.

SOUTH AFRICAN SUGAR INDUSTRY

The Supreme Court of Appeal has granted Tongaat Hulett Sugar (Tonga) business rescue practitioners leave to appeal the judgement of the High Court, which dismissed the application of the business rescue practitioners for an order declaring that they were entitled to suspend Tongaat's obligations arising from the Sugar Industry Agreement. A date for the hearing of Tongaat's appeal has not yet been allocated by the Registrar of the Supreme Court of Appeal.

We remain confident in our legal position in support of SASA and the Minister of Trade, Industry and Competition, that Tongaat's statutory industry obligations are merely the costs of doing business in the regulated sugar industry, binding on all industry participants, and that those statutory obligations may not be suspended.

Tonga's recent announcement confirming that the remaining balance owed by the Vision Group to the Lender Group was settled signals the imminent completion of the business rescue process, which should not face any further obstacles now that the Lender Group's claims have been satisfied. Stakeholders in the sugar industry, including growers and millers, have experienced significant hardship due to Tongaat's previous unilateral decision not to fulfil its statutory industry obligations and the completion of the business rescue process will bring much needed stability for the sugar industry.

Tonga's approved business rescue plan makes provision for the payment of Tongaat's outstanding industry obligations if their appeal is unsuccessful. RCL FOODS incurred a R234,4 million levy cost in the 2023 financial year of which R91,0 million was recovered in the current financial year. The majority of the unrecovered amount relates to Tongaat's outstanding obligations.

DOLLAR-BASED REFERENCE TARIFF

The South African Sugar Association has applied to the International Trade Administration Commission of South Africa (ITAC) for an adjustment in the level of the Dollar-Based Reference Price (DBRP) which was last revised in August 2018 and whose effectiveness has been eroded by inflation. In addition to updating the DBRP, we remain concerned regarding the duration required for tariff trigger mechanisms to be gazetted, as delays in updating tariffs create opportunities for increased sugar imports to the detriment of the local growers and millers. The outcome of the ITAC process is hoped to be determined within the next six months.

Given the level of subsidies offered internationally and the conducive climatic conditions in key exporters, we hope to receive a practical outcome from the review that levels the playing field.

PROSPECTS

While we have seen a moderation in food inflation, we expect consumer demand and confidence to remain subdued.

Nonetheless, our strategy in Groceries and Baking is delivering and we are successfully restoring margins in those areas. In Groceries we expect our revised Pet Food strategy and supporting structure to accelerate growth into more profitable brands and channels. The business will also step change its investment behind our key culinary brands to ensure that we are protecting and growing our core business. We expect key innovation launches to drive the growth of the Baking business going forward.

In Sugar we are expecting less favourable market conditions in the coming year, driven by inadequate tariff protection and a softening world market price, both resulting in the risk of significantly increased imports. The interconnectedness of sugar pricing, the tariff environment and rand/dollar exchange rate will continue to cause a level of volatility in Sugar's earnings. While not offsetting the full impact of changing sugar market dynamics, the positive internal momentum is set to continue into 2026 with a strong focus on items within our control.

Alongside a continued focus on volume growth, operational efficiency and cost optimisation, the business continues to develop a robust pipeline of NRM and CI initiatives to enhance margins and remain competitive in a challenging trading environment. We are also pursuing opportunities to grow our export market share. At the same time, the alignment between sustainability and business performance continues to strengthen, with water, energy and carbon now embedded in capital investment decisions. We are actively managing energy, water and logistics risks while advancing our climate response through improved resilience planning, low-carbon transitions, and the development of a Scope 3 emissions inventory to inform future targets. These efforts support our ambition to drive long-term value creation while remaining agile in the face of evolving stakeholder expectations and emerging risks.

In summary, we will continue to drive our strategy, focused on growth and business resilience.

CASH DIVIDEND DECLARATION

The Board of directors have approved a gross cash dividend (number 99) of 40.0 cents per share (32.0 cents per share net of dividend withholding tax) for the year ended June 2025.

The dividend has been declared from income reserves.

A dividend withholding tax of 20% will be applicable to all shareholders who are not exempt.

The issued share capital at the declaration date is 897 217 787 ordinary shares. The company's income tax reference number is 9950019712.

The salient dates for the dividend will be as follows:

Publication of declaration data	Monday, 1 September 2025
Last day of trade to receive a dividend	Tuesday, 14 October 2025
Shares commence trading "ex" dividend	Wednesday, 15 October 2025
Record date	Friday, 17 October 2025
Payment date	Monday, 20 October 2025

Share certificates may not be dematerialised or rematerialised between Wednesday, 15 October 2025 and Friday, 17 October 2025, both days inclusive.

BASIS OF PREPARATION

The summarised consolidated financial statements have been prepared in accordance with IFRS, the information required by IAS 34 Interim Financial Reporting, IFRIC interpretations, SAICA financial reporting guides and circulars, Financial Pronouncements as issued by the Financial Reporting Standards Council 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 are consistent with those applied in the previous year. These results are extracted from audited information, but are not themselves audited. The consolidated financial statements were audited by Ernst & Young Inc., who expressed an unqualified opinion thereon. The audited consolidated financial statements and the auditor's report on the audit of the consolidated and separate financial statements (auditor's report) are available for inspection on request and shareholders are advised that, in order to obtain a full understanding of the nature of the auditor's engagement, they should obtain a copy of the auditor's report together with the accompanying financial information. A copy of the audited consolidated financial statements and auditor's report can be obtained by contacting the Company Secretary on +27 31 242 8600 or at CoSec@rclfoods.com. The auditor's report does not necessarily report on all the information contained in this announcement. The directors take full responsibility for the preparation of these results and confirm that the financial information has been correctly extracted from the underlying consolidated financial statements. The Integrated Annual Report will be made available to shareholders on RCL FOODS' website on or before 26 September 2025.

Ernst & Young Inc., the current external auditor of the Group has issued a separate report on the compilation of the *pro forma* financial information, which is included on pages 32 and 33.

RECONCILIATION BETWEEN UNADJUSTED AND UNDERLYING RESULT

The underlying results ("underlying results") show the impact of excluding material once-off and accounting adjustments to the EBITDA, profit for the period attributable to equity holders of the Company, earnings per share (EPS), headline earnings, headline earnings per share (HEPS) and ROIC. The underlying results is considered *pro forma* financial information in terms of the JSE Listings Requirements and has been presented for illustrative purposes only, to provide users with relevant information and measures used by the Group to assess performance for the period under review. The preparation and presentation of the *pro forma* financial information are the responsibility of the board of directors. The underlying view of results is a non-IFRS measure and, due to its nature, therefore may not fairly present the Group's financial position, changes in equity, results of operations or cash flows for the periods presented. EBITDA is calculated as operating profit before depreciation, amortisation and impairments and represents earnings before interest, tax, depreciation, amortisation and impairments of property, plant and equipment, right-of-use assets, intangible assets and goodwill. Shareholders are advised that this metric may not align with metrics used by other organisations.

Unadjusted information has been extracted without adjustment from the consolidated annual financial statements for the year ended June 2025.

The adjustments to the unadjusted information have been extracted from the Group's accounting records for the year ended June 2025 and June 2024.

Ernst & Young Inc., the current external auditor of the Group has issued a report on the compilation of the *pro forma* financial information, which is included on pages 32 and 33.

RECONCILIATION BETWEEN UNADJUSTED AND UNDERLYING RESULT

CONTINUED

CONTINUING OPERATIONS

June 2025 (Rm)	Unadjusted results	IFRS 9 ¹	Separation costs ²	Special levy ³	Nkomazi floods ⁴	CGU impairments ⁶	Cut-off ⁷	Underlying results
EBITDA	2 562,7	(40,8)		(91,0)	(40,3)			2 390,6
Groceries	630,2	(38,1)						592,2
Baking	802,4	(2,7)						799,7
Sugar	1 094,4			(91,0)	(40,3)			963,1
Group	100,7							100,7
Unallocated restructuring costs	(65,0)							(65,0)
Profit for the period from continuing operations attributable to equity holders of the Company	1 418,1	(29,7)		(61,5)	(25,0)			1 301,9
EPS from continuing operations (cents)	158.7	(3.3)		(6.9)	(2.8)			145.7
Headline earnings from continuing operations	1 397,0	(29,7)		(61,5)				1 305,7
HEPS from continuing operations (cents)	156.3	(3.3)		(6.9)				146.1
ROIC (%)	14.5	(0.3)		(0.7)	(0.3)		(0.2)	13.0

June 2024 (Rm)	Unadjusted results	IFRS 9 ¹	Separation costs ²	Special levy ³	Komati fire ⁵	CGU impairments ⁶	Cut-off ⁷	Underlying results
EBITDA	2 300,5	(6,1)	58,8		(137,0)			2 216,1
Groceries	502,3	(4,9)						497,4
Baking	517,3	(1,2)						516,1
Sugar	1 409,3				(137,0)			1 272,3
Group	(19,7)		58,8					39,0
Unallocated restructuring costs	(108,7)							(108,7)
Profit for the period from continuing operations attributable to equity holders of the Company	1 185,2	(4,5)	58,8		(100,0)	39,7		1 179,2
EPS from continuing operations (cents)	133.1	(0.5)	6.6		(11.2)	4.5		132.5
Headline earnings from continuing operations	1 082,7	(4,5)	58,8					1 137,0
HEPS from continuing operations (cents)	121.6	(0.5)	6.6					127.7
ROIC (%)	12.2	(0.0)	0.5		(0.9)	0.4	0.3	12.5

RECONCILIATION BETWEEN UNADJUSTED AND UNDERLYING RESULT

CONTINUED

Underlying results represent the results after taking into account the below adjustments:

1. IFRS 9 fair value adjustments relate to the fair value gains and losses on commodity contracts entered into as part of the Group's raw material procurement strategy;
2. Advisor costs incurred in the prior year relate to the Rainbow and Vector separation processes;
3. Special levy relates to the impact of a partial recovery of the special sugar industry levy incurred in the 2023 financial year;
4. Nkomazi floods relate to insurance proceeds received during the current year in respect of the February 2023 flood damage at the Nkomazi Mill;
5. Komati fire relates to insurance proceeds accounted for in the prior year in respect of the fire damage at our Komatipoort sugar warehouse;
6. Impairments relate to net impairments processed in the prior period. The prior year amount relates to the impairment recognised on the Group's national office building right-of-use asset; and
7. Cut-off relates to the impact of reporting date cut-off on year-end trade and other receivables and payables and tax balances which distorts the invested capital balance for the purposes of the ROIC calculation.

The earnings and headline earnings impact of the underlying adjustments in the table above differs from EBITDA mainly due to the impact of taxation and effects of the adjustments on CBJVs (non-controlling interests).

For a detailed reconciliation of profit for the period to headline earnings for both the current and prior year, refer to pages 19 and 20 of this announcement.

For and on behalf of the Board

GM Steyn

Independent Non-executive Chairman

Westville

1 September 2025

Sponsor

RAND MERCHANT BANK (a division of FirstRand Bank Limited)

PD Cruickshank

Chief Executive Officer

CORPORATE INFORMATION

Directors: GM Steyn (Non-executive Chairman)¹, JJ Durand (Former Non-executive Chairman)², PD Cruickshank (CEO)³, RH Field³, GP Dingaen, GCJ Tielenius Kruythoff⁴, PM Moumakwa, DTV Msibi, GC Zondi, RM Rushton⁵, L Zingitwa⁵, PR Louw⁶, NP Mageza⁶, HJ Carse⁶, CPF Vosloo⁷.

¹ Elected Non-executive Chairman 3 September 2024

² Resigned as Chairman 3 September 2024

³ Executive directors

⁴ Dutch

⁵ Appointed 3 September 2024

⁶ Resigned/retired 3 September 2024

⁷ Appointed 3 September 2024 (former Alternate Director)

Company secretary: LG Kelso

Registration number: 1966/004972/06

JSE share code: RCL

ISIN: ZAE000179438

Registered office: RCL FOODS Limited, Ten The Boulevard, Westway Office Park, Westville, 3629

Transfer secretaries: Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196

Auditor: Ernst & Young Inc.

Sponsor: RAND MERCHANT BANK (a division of FirstRand Bank Limited)

Bankers: Absa Bank Limited, FirstRand Bank Limited, Investec Bank Limited, Nedbank Limited, Capitec Bank Limited and The Standard Bank of South Africa Limited

Website: www.rclfoods.com

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	29 June 2025 R'000	30 June 2024 R'000
ASSETS		
Non-current assets		
Property, plant and equipment	4 848 890	4 458 851
Right-of-use assets	308 690	254 596
Intangible assets	1 525 059	1 553 993
Investment in joint ventures	246 734	227 398
Investment in associates	1 020 756	1 004 391
Deferred income tax asset	61 432	16 910
Loans receivable	12 000	12 000
Trade and other receivables		6 279
Investment in financial asset	114 196	114 196
Goodwill	1 931 236	1 931 236
	10 068 993	9 579 850
Current assets		
Inventories	2 960 837	2 940 930
Biological assets	414 339	389 881
Trade and other receivables	3 559 876	2 977 117
Derivative financial instruments	14 373	9 119
Tax receivable	74	
Loans receivable	4 429	2 435
Cash and cash equivalents	1 640 310	1 093 497
	8 594 238	7 412 979
Assets of disposal group classified as held for sale	572	6 701 458
Total assets	18 663 803	23 694 287
EQUITY		
Capital and reserves	10 386 619	13 441 041
LIABILITIES		
Non-current liabilities		
Deferred income	717	
Interest-bearing liabilities	1 543 371	
Lease liabilities	399 551	391 313
Deferred income tax liabilities	800 046	789 368
Retirement benefit obligations	26 228	27 383
Trade and other payables	116 661	34 669
	2 886 574	1 242 733
Current liabilities		
Trade and other payables	4 986 418	4 058 626
Deferred income	2 609	4 446
Interest-bearing liabilities	32 700	1 711 748
Lease liabilities	116 599	93 264
Derivative financial instruments	270	2 245
Current income tax liabilities	252 014	111 775
	5 390 610	5 982 104
Liabilities of disposal group classified as held for sale		3 028 409
Total liabilities	8 277 184	10 253 246
Total equity and liabilities	18 663 803	23 694 287

CONSOLIDATED INCOME STATEMENT

	Year ended June 2025 R'000	Year ended June 2024 R'000
Continuing operations		
Revenue	26 493 760	26 016 566
Operating profit before depreciation, amortisation and impairments[^] (EBITDA)	2 562 695	2 300 495
Depreciation, amortisation and impairments [^]	(644 687)	(662 657)
Operating profit	1 918 008	1 637 838
Finance costs	(237 540)	(171 568)
Finance income	83 271	28 149
Share of profits of joint ventures	34 774	33 525
Share of profits of associates	93 437	125 562
Profit before tax	1 891 950	1 653 506
Income tax expense	(431 832)	(429 362)
Profit for the period from continuing operations	1 460 118	1 224 144
Profit for the period from discontinued operations	191 245	425 552
Profit for the period	1 651 363	1 649 696
Attributable to:		
Equity holders of the Company	1 609 361	1 624 394
– from continuing operations	1 418 116	1 185 204
– from discontinued operations	191 245	439 190
Non-controlling interests	42 002	25 302
– from continuing operations	42 002	38 940
– from discontinued operations		(13 638)
HEADLINE EARNINGS		
Continuing operations		
Profit for the period attributable to equity holders of the Company	1 418 116	1 185 204
Profit on disposal of property, plant and equipment	(7 228)	(17 096)
Loss on disposal of property, plant and equipment	10 595	19 232
Insurance proceeds	(25 119)	(100 015)
Impairments of fixed assets and intangible assets		65 004
Profit on disposal of TSGRO Farming Services Proprietary Limited		(25 272)
Profit on disposal of asset held for sale		(45 145)
Profit on disposal of property, plant and equipment included in equity-accounted earnings of associates	(220)	(9)
Net impairments included in equity-accounted earnings of associates	817	792
Loss on disposal of property, plant and equipment included in equity-accounted earnings of joint venture	4	
Headline earnings from continuing operations	1 396 965	1 082 696

[^] 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 2025 R'000	Year ended June 2024 R'000
HEADLINE EARNINGS		
Discontinued operations		
Profit for the period attributable to equity holders of the Company	191 245	439 190
Profit on disposal of property, plant and equipment and assets held for sale		(1 965)
Loss on disposal of property, plant and equipment and assets held for sale		592
Impairments of fixed assets and intangible assets		1 904
Insurance proceeds		(439)
Foreign currency translation reserve recycled into profit and loss		(13 185)
Profit on disposal of subsidiary classified as held for sale (Rainbow)	(198 495)	
Loss/(Profit) on disposal of subsidiary classified as held for sale (Vector Logistics)	7 250	(243 948)
Headline earnings from discontinued operations		182 149
– from Rainbow		185 521
– from Vector Logistics		(3 372)
Headline earnings from total operations	1 396 965	1 264 845
	Cents	Cents
Earnings per share from continuing and discontinued operations attributable to equity holders of the Company		
Basic earnings per share	180.1	182.4
– from continuing operations	158.7	133.1
– from discontinued operations	21.4	49.3
Basic earnings per share – diluted	178.6	181.9
– from continuing operations	157.4	132.7
– from discontinued operations	21.2	49.2
Headline earnings per share	156.3	142.1
– from continuing operations	156.3	121.6
– from discontinued operations		20.5
Headline earnings per share – diluted	155.1	141.7
– from continuing operations	155.1	121.3
– from discontinued operations		20.4

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Year ended June 2025 R'000	Year ended June 2024 R'000
Profit for the period from continuing operations	1 460 118	1 224 144
Other comprehensive income		
Items that will not be reclassified to profit and loss		
Remeasurement of retirement medical obligations – net of tax	(458)	3 470
Share of associates other comprehensive (loss)/income	(2 559)	972
Other comprehensive income for the period – net of tax	(3 017)	4 442
Total comprehensive income for the period – continuing operations	1 457 101	1 228 586
Total comprehensive income for the period attributable to:		
Equity holders of the Company – continuing operations	1 415 099	1 189 646
Non-controlling interests – continuing operations	42 002	38 940
	1 457 101	1 228 586
Profit for the period from discontinued operations	191 245	425 552
Other comprehensive income		
Items that will not be reclassified to profit and loss		
Remeasurement of retirement medical obligations – net of tax		571
Items that may subsequently be reclassified to profit and loss		
Currency translation differences		12 286
Foreign currency translation reserve recycled into profit and loss		(14 788)
Other comprehensive income for the period – net of tax		(1 931)
Total comprehensive income for the period – discontinued operations	191 245	423 620
Total comprehensive income for the period attributable to:		
Equity holders of the Company – discontinued operations	191 245	437 258
Non-controlling interests – discontinued operations		(13 638)
	191 245	423 620

CONSOLIDATED CASH FLOW INFORMATION

	June 2025 R'000	June 2024 R'000
Operating profit	1 918 008	1 637 838
Non-cash adjustments and reallocations to other areas of cash flow	211 664	171 938
Operating profit before working capital requirements	2 129 672	1 809 777
Working capital requirements	937 923	183 997
Movement in inventories	(25 753)	(327 403)
Movement in biological assets	389 881	314 446
Movement in trade and other receivables	(558 081)	(462 291)
Movement in trade and other payables	1 131 876	659 245
Cash generated by operations	3 067 595	1 993 773
Net finance cost	(64 927)	(99 134)
Tax paid	(326 040)	(406 691)
Cash available from operating activities	2 676 628	1 487 948
Dividend received	89 952	81 842
Dividends paid	(493 745)	(2 000)
Net cash inflow from operating activities – continuing operations	2 272 835	1 567 790
Net cash inflow from operating activities – discontinued operations		948 309
Net cash inflow from operating activities	2 272 835	2 516 099
Cash flows from investing activities		
Replacement property, plant and equipment	(817 523)	(745 595)
Expansion property, plant and equipment	(109 478)	(123 725)
Intangible asset additions	(4 894)	(13 272)
Net proceeds on non-current assets held for sale [^]	(476 422)	827 599
Refund of Vector Logistics sale proceeds ^{**}	(100 084)	
Receipts from interest-bearing loans advanced	4 733	61 346
Advances of interest-bearing loans	(3 746)	(22 627)
Insurance proceeds from fixed assets	40 516	137 007
Proceeds on disposal of property, plant and equipment and intangible assets	28 324	17 785
Net cash (outflow)/inflow from investing activities – continuing operations	(1 438 574)	138 518
Net cash outflow from investing activities – discontinued operations		(397 231)
Net cash outflow from investing activities	(1 438 574)	(258 713)
Cash flows from financing activities		
Repayments of interest-bearing liabilities	(353 105)	(1 340 682)
Advances of interest-bearing liabilities	28 728	
Additional capital contribution by non-controlling interest	6 490	5 568
Shares issued	17 846	
Net cash outflow from financing activities – continuing operations	(300 041)	(1 335 114)
Net cash outflow from financing activities – discontinued operations		(91 803)
Net cash outflow from financing activities	(300 041)	(1 426 917)
Net movement in cash and cash equivalents	534 220	830 474
Cash and cash equivalents at the beginning of the period	1 106 090	275 617
Cash and cash equivalents at the end of the period¹	1 640 310	1 106 090
Cash and cash equivalents at the end of the period – continuing operations	1 640 310	1 093 497
Cash and cash equivalents at the end of the period – discontinued operations		12 593

[^] The current year numbers include the deconsolidation of Rainbow's cash of R12,5 million and repayment of the working capital loan with RCL FOODS Treasury Proprietary Limited of R463,9 million at unbundling date. The prior year numbers include net cash proceeds on disposal of Vector Logistics Proprietary Limited of R749,1 million which is made up of gross proceeds on sale of R1 307,0 million less the deconsolidation of cash of R64,4 million and the repayment of Vector's working capital loan with RCL FOODS Treasury Proprietary Limited of R493,6 million at disposal.

^{**} The refund is made up of R100,0 million in respect of settlement made pertaining to the earn-out clause included in the Vector sale agreement and R0,08 million relating to the shortfall in respect of settling Vector employees RCL FOODS share options.

¹ Includes cash and cash equivalents disclosed as part of the disposal group held for sale for the prior period.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to equity holders of the Company						Non-controlling interest R'000	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		
Balance at 2 July 2023	10 340 765	925 070	2 502	(1 919 832)	2 528 980	11 877 485	(156 180)	11 721 305
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)
Shares repurchased								
Loss of control of Vector Logistics							(9 225)	(9 225)
Employee share option scheme:								
Proceeds from shares issued								
Value of employee services		72 645				72 645		72 645
Equity component of tax on share-based payments								
Exercise of employee share options	2 044	(1 502)				542		542
Acquisition of business								
Additional capital contribution by non-controlling interest							5 568	5 568
Ordinary dividend paid							(2 000)	(2 000)
Balance at 30 June 2024	10 342 809	996 213		(1 919 832)	4 158 387	13 577 576	(136 535)	13 441 041
Profit for the period								
– from continuing operations					1 418 116	1 418 116	42 002	1 460 118
– from discontinued operations					191 245	191 245		191 245
Other comprehensive income for the period								
– from continuing operations					(3 017)	(3 017)		(3 017)
Loss of control of Rainbow							(15 396)	(15 396)
Employee share option scheme:								
Value of employee services		32 348				32 348		32 348
Exercise of employee share options	64 427	(46 581)				17 846		17 846
Additional capital contribution by non-controlling interest							6 490	6 490
Dividend <i>in specie</i>					(4 250 000)	(4 250 000)		(4 250 000)
Ordinary dividend paid					(491 807)	(491 807)	(2 250)	(494 057)
Balance at 29 June 2025	10 407 236	981 980		(1 919 832)	1 022 924	10 492 308	(105 689)	10 386 619

SUPPLEMENTARY INFORMATION

		June 2025 R'000	June 2024 R'000
Capital expenditure contracted and committed – continuing operations		333 515	304 407
Capital expenditure approved but not contracted – continuing operations		394 216	257 721
Capital expenditure contracted and committed – discontinued operation			39 928
Capital expenditure approved but not contracted – discontinued operation			34 589
STATISTICS			
Statutory ordinary shares in issue	(000's)	897 023	890 296
Weighted average ordinary shares in issue	(000's)	893 835	890 155
Diluted weighted average ordinary shares in issue	(000's)	900 738	892 919
Net asset value per share	(cents)	1 157.9	1 509.7
Ordinary dividends per share:			
Interim dividend declared	(cents)	20.0	Nil
Final dividend declared	(cents)	40.0	35.0
Total dividends	(cents)	60.0	35.0

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 ultimate controlling party of the Group is Remgro Limited.

Details of transactions and balances with related parties are disclosed in the Annual Financial Statements for the year ended June 2025.

SEGMENTAL ANALYSIS

	June 2025 R'000	June 2024 R'000
Continuing operations		
Revenue	26 493 760	26 016 566
Groceries	5 410 002	5 313 008
Baking	9 297 570	9 136 930
Sugar	11 711 942	11 810 978
Group [#]	300 594	281 072
Sales between segments:		
Groceries sales to Baking	(6 947)	(7 706)
Groceries sales to Sugar	(2 563)	(2 125)
Groceries sales to Rainbow		(173 743)
Groceries sales to Group	(2 817)	(1 892)
Baking sales to Groceries	(72 447)	(81 913)
Baking sales to Sugar	(1 782)	(1 359)
Baking sales to Rainbow		(108 673)
Baking sales to Group	(107)	(3 011)
Sugar sales to Groceries	(105 393)	(107 157)
Sugar sales to Baking	(34 112)	(31 289)
Sugar sales to Rainbow		(6 412)
Sugar sales to Group	(180)	(142)
Operating profit before depreciation, amortisation and impairments* (EBITDA)	2 562 695	2 300 495
Groceries	630 224	502 307
Baking	802 362	517 271
Sugar	1 094 409	1 409 329
Group ^z	100 721	(19 744)
Unallocated restructuring costs	(65 021)	(108 668)
Depreciation, amortisation and impairments ⁺	(644 687)	(662 657)

[#] Group revenue relates to management fees earned for shared services performed for Siqalo Foods Proprietary Limited, Livekindly Collective Africa Proprietary Limited, Vector Logistics Proprietary Limited and Rainbow Chicken Limited (since the effective date of disposal for both Vector and Rainbow with the service arrangement for Vector terminated in August 2024).

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

^z 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, Vector Logistics Proprietary Limited and Rainbow Chicken Limited.

SEGMENTAL ANALYSIS CONTINUED

	June 2025 R'000	June 2024 R'000
Continuing operations		
Operating profit	1 918 008	1 637 838
Groceries	525 440	403 610
Baking	564 573	294 482
Sugar	833 472	1 161 199
Group ^z	59 544	(58 358)
Unallocated restructuring costs	(65 021)	(163 095)
Finance costs	(237 540)	(171 568)
Finance income	83 271	28 149
Share of profits of joint ventures	34 774	33 525
Sugar	34 774	33 525
Share of profits of associates	93 437	125 562
Sugar	94 804	120 081
Livekindly Collective Africa	(1 367)	5 481
Profit before tax	1 891 950	1 653 506

^z 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, Vector Logistics Proprietary Limited and Rainbow Chicken Limited.

SEGMENTAL ANALYSIS CONTINUED

	June 2025 R'000	June 2024 R'000
Discontinued Operations¹		
Revenue from contracts with customers		14 973 769
Rainbow		14 527 425
Chicken		12 746 473
Feed		7 186 161
Waste-to-value		96 484
Sales between segments:		
Chicken to Feed		(86 914)
Feed to Chicken		(5 339 705)
Waste-to-Value to Chicken		(75 074)
Vector		657 015
Sales between continuing and discontinued operations		
Rainbow sales to Groceries		(25 658)
Rainbow sales to Sugar		(7 174)
Vector Logistics sales to Groceries		(24 668)
Vector Logistics sales to Baking		(20 159)
Vector Logistics sales to Sugar		(6 953)
Sales between discontinued operations		
Vector Logistics sales to Rainbow		(126 059)
Operating profit before depreciation, amortisation and impairments* (EBITDA)		656 488
Rainbow		629 700
Chicken		568 143
Feed		29 598
Waste-to-value		31 959
Vector		26 787
Depreciation, amortisation and impairments*		(278 775)
(Loss)/Profit on disposal of discontinued operations (Vector Logistics)	(7 250)	243 948
Profit on disposal of discontinued operations (Rainbow)	198 495	
Operating profit	191 245	621 660
Rainbow	198 495	350 924
Chicken		333 727
Feed		14 533
Waste-to-value		2 664
Other	198 495	
Vector	(7 250)	270 735
Finance costs		(178 976)
Finance income		32 028
Profit before tax	191 245	474 711
– from Rainbow	198 495	223 320
– from Vector Logistics**	(7 250)	251 391

¹ Relates to Vector Logistics and Rainbow segments.

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

** Includes 2 months of results for Vector Logistics until the date of disposal of 28 August 2023 for the 2024 financial year.

SEGMENTAL ANALYSIS CONTINUED

	June 2025 R'000	June 2024 R'000
ASSETS		
Groceries	3 932 550	3 559 627
Baking	6 327 805	6 091 593
Sugar	6 290 180	6 011 769
Unallocated Group assets ^v	2 005 615	1 284 993
Livekindly Collective Africa	155 398	156 766
Set-off of inter-segment balances	(48 317)	(111 919)
Sub-total – Pre assets held for sale	18 663 231	16 992 829
Rainbow ¹ – disposal group held for sale		6 700 886
Sugar – disposal group held for sale	572	572
Total per statement of financial position	18 663 803	23 694 287
LIABILITIES		
Groceries	1 510 110	1 379 775
Baking	2 065 851	1 863 004
Sugar	2 635 178	1 928 887
Unallocated Group liabilities ^v	2 114 362	2 121 554
Set-off of inter-segment balances	(48 317)	(68 383)
Sub-total – Pre liabilities held for sale	8 277 184	7 224 837
Rainbow ¹ – disposal group held for sale		3 028 409
Total per statement of financial position	8 277 184	10 253 246

^v Includes assets and liabilities of the Group treasury and shared services company and consolidation entries.

¹ Classified as a disposal group held for sale in the prior year.

REVENUE

	June 2025 R'000	June 2024 R'000
Disaggregation of revenue		
Revenue from contracts with customers¹	24 995 231	24 599 882
Continuing Operations		
Groceries	5 410 002	5 313 008
Groceries	4 831 056	4 758 654
Sundry sales ²	578 946	554 354
Baking	9 297 570	9 136 930
Sugar	10 213 413	10 394 295
Group[#]	300 594	281 072
Sales between segments	(226 348)	(525 423)
Timing of revenue recognition²	24 995 231	24 599 882
Point in time	24 696 759	24 382 182
Over time	298 472	217 700
Receipt from SASA³	1 498 529	1 416 684
Total revenue	26 493 760	26 016 566

¹ An agreement between two or more parties that creates enforceable rights and obligations. Can be written, oral or implied by customary business practices.

² Sundry sales consist of sunflower-oil and cake. The sale of these items arise in the course of the Group's ordinary activities but are considered cost recoveries as they are by-products of the Group's core operations.

[#] Group revenue relates to management fees earned for shared services performed for Siqalo Foods Proprietary Limited, Livekindly Collective Africa Proprietary Limited, Vector Logistics Proprietary Limited and Rainbow Chicken Limited (since the effective date of disposal for both Vector and Rainbow with the service arrangement for Vector terminated in August 2024).

² Revenue recognised at a point in time relates to the sale of goods whilst revenue recognised over time relates to the sale of services.

³ SASA does not meet the definition of a customer as per IFRS 15 Revenue from contracts with customers, and hence has been excluded.

REVENUE CONTINUED

	June 2025 R'000	June 2024 R'000
Disaggregation of revenue		
Revenue from contracts with customers¹		14 973 769
Discontinued Operations		
Rainbow		14 527 425
Chicken		12 746 473
Chicken		12 450 400
Sundry sales ²		296 073
Feed		7 186 161
Waste-to-value		96 484
Sales between segments		(5 501 693)
Vector		657 015
Sales between continuing and discontinued operations		(84 612)
Sales between discontinued operations		(126 059)
Timing of revenue recognition²		14 973 769
Point in time		14 973 769
Total revenue		14 973 769

¹ An agreement between two or more parties that creates enforceable rights and obligations. Can be written, oral or implied by customary business practices.

² Sundry sales consisted of poultry by-products. The sale of these items arise in the course of Rainbow's ordinary activities but are considered cost recoveries as they are by-products of Rainbow's core operations.

² Revenue recognised at a point in time relates to the sale of goods whilst revenue recognised over time relates to the sale of services.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The Group's investment in financial asset, which represents a minority shareholding in The LiveKindly Collective, is measured at fair value through profit or loss and is a Level 3 financial instrument under the fair value hierarchy as per IFRS 13 Fair Value. Level 3 valuation inputs are not based on observable market data (that is, unobservable inputs).

For the year ended June 2025, the value of the investment in financial asset remained unchanged from June 2024 at R114,2 million.

RCL FOODS holds a 1.58% shareholding in The LiveKindly Collective. As a result of the minority shareholding, access to financial information is limited. The fair value of the investment at June 2025 has been based on the Rand cost of the investment. A review of publicly available information on the company and industry, their latest available financial statements and enquiries of The LiveKindly Collective management supported our conclusion that no further impairment of the asset was required.

A reconciliation of the investment in financial asset is presented below.

	June 2025 R'000	June 2024 R'000
At the beginning of the year	114 196	149 936
Fair value adjustments recorded in profit or loss		(35 740)
At the end of the year	114 196	114 196

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON THE COMPILATION OF THE *PRO FORMA* FINANCIAL INFORMATION

Independent Auditor's Assurance Report on the Compilation of the Non-IFRS Financial Information included in the RCL FOODS Limited Summary Consolidated Financial Statements and Cash Dividend Declaration for the year ended 29 June 2025

To the Directors of RCL FOODS Limited

We have completed our assurance engagement to report on the compilation of *pro forma* financial information of RCL FOODS Ltd and its subsidiaries (collectively, the "**Group**"), by the directors.

The *pro forma* financial information, as set out on page 7, 9 and pages 14 to 16 of the RCL FOODS Limited Summary Consolidated Financial Statements and Cash Dividend Declaration for the year ended 29 June consists of, but is not limited to: (i) Underlying Earnings before interest, tax, depreciation, amortisation and impairments (Underlying EBITDA); (ii) Underlying profit for the period attributable to equity holders of the Company; (iii) Underlying earnings per share from continuing operations; (iv) Underlying headline earnings from continuing operations; (v) Underlying headline earnings per share from continuing operations for the year ended 29 June 2025; (vi) Underlying Trade Receivables and Trade Payables excluding the impact of cut-off; and (vi) Return on Invested capital (ROIC) and underlying ROIC ratios as at 29 June 2025.

The applicable criteria on the basis of which the directors have compiled the Non-IFRS Financial Information are specified in the JSE Limited ("JSE") Listings Requirements and described on page 14 of the RCL FOODS Limited Summary Consolidated Financial Statements and Cash Dividend Declaration for the year ended 29 June 2025.

The Non-IFRS Financial Information has been compiled by the directors to illustrate the impact of the (i) Nkomazi insurance proceeds received in Sugar; (ii) IFRS 9 fair value gains and losses on the Group's commodity procurement positions; (iii) Sugar levy recovery; and (v) fiscal cut-off impact on invested capital. As part of this process, information about the Group's financial position and financial performance has been extracted by the directors from the Group's annual financial statements for the period ended 29 June 2025, on which an auditor's report was issued on 29 August 2025.

DIRECTORS' RESPONSIBILITY FOR THE NON-IFRS FINANCIAL INFORMATION

The directors are responsible for compiling the Non-IFRS Financial Information on the basis of the applicable criteria specified in the JSE Listings Requirements, described on page 14 of the RCL FOODS Limited Summary Consolidated Financial Statements and Cash Dividend Declaration for the year ended 29 June 2025.

OUR INDEPENDENCE AND QUALITY MANAGEMENT

We have complied with the independence and other ethical requirements of the *Code of Professional Conduct for Registered Auditors* issued by the Independent Regulatory Board for Auditors (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*.

The firm applies International Standard on Quality Management 1 (ISQM 1) *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* which requires the firm to design, implement and operate a system of quality management, including documented policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

INDEPENDENT AUDITOR'S ASSURANCE REPORT ON THE COMPILATION OF THE *PRO FORMA* FINANCIAL INFORMATION

CONTINUED

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion about whether the Non-IFRS Financial Information has been compiled, in all material respects, by the directors on the basis specified in the JSE Listings Requirements and described on page 14 of the RCL FOODS Limited Summary Consolidated Financial Statements and Cash Dividend Declaration for the year ended 29 June 2025 based on our procedures performed.

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

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

The purpose of Non-IFRS Financial Information included in the RCL FOODS Limited Summary Consolidated Financial Statements and Cash Dividend Declaration for the year ended 29 June 2025 is solely to illustrate how the unadjusted financial information of the entity has been impacted by the adjustments made as described in the basis of preparation. Accordingly, we do not provide any assurance that the actual outcome of the adjustments made would have been as presented.

A reasonable assurance engagement to report on whether the Non-IFRS Financial Information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the

applicable criteria used by the directors in the compilation of the Non-IFRS Financial Information provides a reasonable basis for presenting the significant effects directly attributable to the adjustments made, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Non-IFRS Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

Our procedures selected depend on our judgment, having regard to our understanding of the nature of the Group and the adjustments made in respect of which the Non-IFRS Financial Information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the Non-IFRS Financial Information.

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

OPINION

In our opinion, the Non-IFRS Financial Information that is covered by this report, has been compiled, in all material respects, on the basis specified in the JSE Listings Requirements, described on page 14 of the RCL FOODS Limited Summary Consolidated Financial Statements and Cash Dividend Declaration for the year ended 29 June 2025.

Ernst & Young Inc.

Ernst & Young Inc.

Director: Merisha Kassie CA(SA)

Registered Auditor

South Africa

29 August 2025

www.rclfoods.com