



Letter to shareholders

Dear shareholder

This summary of our results for the year to 31 March 2021 also includes an executive review of our performance.

The notice of the annual general meeting, form of proxy and other administrative information form part of this summarised report.

In line with global trends and as a responsible corporate citizen, we have taken the decision to publish our annual reports on our website since current financial reporting requirements and corporate governance disclosures make for bulky and costly posted annual reports.

The annual consolidated financial statements are available on our website www.invictaholdings.co.za. The integrated annual report will be available on our website www.invictaholdings.co.za on Monday, 28 June 2021. We believe that this approach to reporting confirms our commitment to protecting the environment where we can, while we grow our business in a sustainable manner.

Thank you for your support.

Dr CH Wiese

Chairman

Executive review of our performance

Overview of the year

2021 was a year of dramatic change. The sale of the Capital Equipment Group's agricultural and earthmoving businesses took place and an agreement in principle was reached to restructure the Kian Ann Group. The severe lockdown conditions of April and May 2020 led to a right-sizing of the South African businesses, and the support functions became skilled at working remotely. These changes resulted in good cash generation and a significant reduction of debt.

Group performance

The operations comprise:

- ESG (Engineering Solutions Group) is a distributor of engineering products (bearings, belts, tools, electric motors, and hydraulics), technical services and solutions.
- CEG (Capital Equipment Group) is distributor of construction, forklifts and related parts.
- KAG (Kian Ann Group), based in Singapore, has a heavy machinery division and an automotive division.

Continuing operations

Revenue for the continuing operations of the Group decreased by 9% to R6.251 billion. Gross margin at "normal" levels of 32% reflect a year on year increase of 2%, following the additional stock provisions taken in the prior year in response to revised sell-through rates. The Group has recorded a profit of R76.8 million on the disposal of the agricultural businesses and a profit of R21.8 million on disposal of branches to independent empowerment entities that service mines. Further, the results are presented after a goodwill impairment of R21.4 million. Operating profit improved to R585 million from a loss of R319 million in the prior year; however, the prior year was impacted by R1.102 billion in impairments in the context of the COVID-19 pandemic, of which goodwill was R639 million, property was R196 million, and deferred tax assets were R71 million.

Discontinued operations

Discontinued operations comprise the results of the KAG and 9 months of trading of the agricultural and earthmoving businesses.

The total profit for 9 months from the discontinued agricultural and earthmoving business was R91.6 million, reflecting a 13.8% increase from the full year of trading in the prior year. The KAG recorded a total loss for the year of R12.3 million after taking a fair value impairment loss of R76.9 million triggered by the loss of control following the categorization of the business as held for sale. This valuation is based on the valuation of the business in its current structure, and does not recognise the post-transaction position.

Total operations

The group has recorded a Profit for the year of R376 million, against a prior year loss of R673 million after the impairments. This is reflected in the basic earnings per share of 285 cents and headline earnings per share of 316 cents.

ESG

Revenue for the ESG Group was down 12.7% on the prior year. Consumables amounted to 62.1% (2020: 61%) of revenue, and Engineering which includes value added to products, amounted to 37.9% (2020: 39%) of revenue. As noted last year, ESG businesses in Africa and Europe are growing faster than South Africa.

CEG (continuing and discontinued operations)

Revenue for the CEG Group was down 10.6% on the prior year. Agriculture and forestry accounted for 47.7% (2020: 50%) of the revenue, with construction accounting for 44.9% (2020: 43%) and material handling remained at approximately 7%. The expenses of the operation is covered by the revenue stream from parts, services and rentals.

KAG

Revenue in Singapore dollar was down 8.1% year on year. The business activities in this region was impacted by the ongoing pandemic. However, the demand for parts in North America where KAG has a parts distribution business, is expected to remain stable. Heavy machinery accounted for 72% (2020:78%) of revenue and automotive accounted for 28% (2020:22%).

Executive review of our performance (continued)

Strategic focus and prospects

Management will focus primarily on implementing the proposed restructure of the Kian Ann Group, and pursuing growth opportunities. Additionally, the Group will remain guided by the principles of targeting lower debt levels, driving operational performance on return on equity/assets and simplification of both the Group structure and Group reporting.

Please note that any forward looking statements in this announcement have not been reviewed nor audited by the Group's auditors.

Changes to the Board

Mr Mpho Makwana and Mr Frank Davidson joined the Board on the 31st July 2020 as independent non-executive directors, and Mr Jaan van Heerden joined on the same date as non-executive director. This followed the resignations of Mr Byron Nichles and Mr David Samuels on the 1st May 2020, and the 31st July 2020 respectively.

Dividend policy

The Board has approved a final dividend of 60 cents following the good cash flow generation that has reduced the debt levels of the Group significantly. This is based on the normal dividend policy of 2.75 times dividend cover based on normalised earnings excluding results from discontinued operations, profit and loss from disposals and impairments.

Appreciation

The Board is highly appreciative to the executive management, the respective management teams of our businesses and most importantly all the staff, for the excellent commitment and performance during unprecedented worldwide trading conditions.

The Board is confident that the Group having successfully faced the initial challenges of which include the COVID-19 pandemic, will grow from strength to strength.

Approval

The Directors take full responsibility for the preparation of the Summarised Audited Consolidated Results, and confirm that the financial information has been correctly extracted from the underlying Audited Annual Consolidated Financial Statements.

Auditors

Ernst & young Inc. are the Group's auditors and have issued an unmodified opinion on the Audited Annual Consolidated Financial Statements. A copy of the auditor's report including the key audit matters is available for inspection at the Company's registered office, together with the Audited Annual Consolidated Financial Statements identified in the auditor's report, as well as on the Company's website at www.invictaholdings.co.za. This summarised report is extracted from the audited information, but is not itself audited.

The auditor's report does not necessarily report on all of the information contained in this announcement. Shareholders are therefore 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 from the issuer's registered office.

On behalf of the Board

Steven Joffe
Chief Executive Officer

Nazlee Rajmohamed
Group Financial Director

Summarised consolidated statement of profit or loss and other comprehensive income

	% change	31 March	
		2021 R'000	Restated* 2020 R'000
Revenue		6,251,484	6,873,907
Cost of sales	(9)	(4,259,699)	(4,827,346)
Gross profit		1,991,785	2,046,561
Expected credit losses recognised on trade receivables		(1,904)	(24,778)
Expected credit losses recognised on loans and receivables		8,643	(17,454)
Selling, administration and distribution costs		(1,413,349)	(2,323,525)
Operating profit/(loss) before net finance income on financing transactions and foreign exchange movements	283	585,175	(319,196)
Finance income from financing transactions		19,160	20,936
Finance costs on financing transactions		(7,999)	(11,485)
Foreign exchange gains		241,549	120,715
Foreign exchange losses and costs		(245,408)	(158,883)
Operating profit/(loss)	270	592,477	(347,913)
Finance costs		(194,526)	(265,691)
Dividends received		2,230	2,188
Equity-accounted earning from investments in associates		3,862	2,694
Finance income		53,482	83,499
Profit/(loss) before tax	187	457,525	(525,223)
Income tax expense		(160,686)	(142,717)
Profit/(loss) for the year from continuing operations	144	296,839	(667,940)
Discontinued operations			
Profit/(loss) for the year from discontinued operations	-	79,233	(5,357)
Profit/(loss) for the year	156	376,072	(673,297)
Other comprehensive (loss)/profit			
<i>Items that may be reclassified to profit or loss in subsequent periods (net of tax):</i>			
Exchange differences on translation of foreign operations		(251,103)	282,417
Changes in the fair value of financial investments and borrowings		1,410	443
Total comprehensive income/(loss) for the year		126,379	(390,437)
Profit/(loss) attributable to:			
Owners of the company - Ordinary shares (continuing operations)		228,794	(756,105)
Owners of the company - Ordinary shares (discontinued operations)		79,233	(5,357)
Non-controlling interests		9,595	6,700
Owners of the company - Preference shares		58,450	81,465
		376,072	(673,297)
Total comprehensive income/(loss) attributable to:			
Owners of the company - Ordinary shares (continuing operations)		(11,644)	(486,930)
Owners of the company - Ordinary shares (discontinued operations)		79,233	(5,357)
Non-controlling interests		340	20,385
Owners of the company - Preference shares		58,450	81,465
		126,379	(390,437)
Basic earnings/(loss) per share from continuing operations (cents)	130	212	(707)
Basic earnings/(loss) per share (cents)	140	285	(712)
Diluted earnings/(loss) per share (cents)	129	206	(707)

* Restated due to discontinued operations, refer to note 7.

Summarised consolidated statement of financial position

	31 March	
	2021	2020
	R'000	R'000
ASSETS		
Non-current assets		
Property, plant and equipment	887,574	1,738,241
Investment property	116,198	–
Right-of-use assets	245,782	423,271
Financial investments	972	1,178
Goodwill	3,391	24,847
Other intangible assets	41,539	77,183
Finance lease receivables	75,915	80,313
Loans and receivables	112,431	13,737
Financial assets	6,205	4,063
Investment in joint ventures	–	114,008
Investment in associates	8,059	179,128
Deferred tax	174,842	240,805
	1,672,908	2,896,774
Current assets		
Inventories	2,149,182	4,221,757
Trade and other receivables	1,102,727	1,874,183
Finance lease receivables	85,946	105,161
Financial investments	–	3
Loans and receivables	110,939	7,848
Financial assets	–	31,510
Current tax assets	32,498	27,795
Cash and cash equivalents	896,900	1,131,704
	4,378,192	7,399,961
Assets held for sale	2,623,205	126,532
Total assets	8,674,305	10,423,267
EQUITY AND LIABILITIES		
Capital and reserves		
Ordinary share capital	5,574	5,424
Share premium	2,679,310	2,653,151
Treasury shares	(49,406)	(49,406)
Preference shares	750,000	750,000
Other reserves	(98,147)	(102,542)
Foreign currency translation reserve	381,498	623,346
Retained earnings	931,823	625,507
Equity attributable to owners of the Company	4,600,652	4,505,480
Non-controlling interests	125,436	129,037
Shareholders' equity	4,726,088	4,634,517

Summarised consolidated statement of financial position

	31 March	
	2021	2020
	R'000	R'000
LIABILITIES		
Non-current liabilities		
Borrowings	737,634	2,326,733
Right-of-use lease liabilities	237,632	443,430
Finance lease liabilities	46,286	68,194
Long-term tax liability	–	100,000
Deferred tax liabilities	24,716	68,197
	1,046,268	3,006,554
Current liabilities		
Trade and other payables	1,074,980	1,718,505
Provisions	139,421	142,232
Current tax liability	16,807	146,327
Dividends payable	27,230	35,058
Borrowings	548,836	201,620
Right-of-use lease liabilities	71,761	86,831
Finance lease liabilities	69,917	67,265
Financial liabilities	79,624	75,287
Bank overdrafts	253,926	309,071
	2,282,502	2,782,196
Liabilities associated with assets held for sale	619,447	–
Total liabilities	3,948,217	5,788,750
Total equity and liabilities	8,674,305	10,423,267

Summarised consolidated statement of changes in equity

	31 March	
	2021 R'000	2020 R'000
Share capital		
Balance at the beginning of the year	5,424	5,424
Ordinary shares issued	150	–
Balance at the end of the year	5,574	5,424
Share premium		
Balance at the beginning of the year	2,653,151	2,653,151
Ordinary shares issued	26,159	–
Balance at the end of the year	2,679,310	2,653,151
Treasury shares	(49,406)	(49,406)
Preference shares	750,000	750,000
Retained earnings		
Balance at the beginning of the year	625,507	1,430,250
Total comprehensive income/(loss)	367,887	(679,554)
Transfer between reserves	(257)	20,969
Adjustment on initial application of IFRS 16, net of tax	–	(62,167)
Disposal of subsidiary	(611)	–
Ordinary dividends paid	(2,253)	(2,526)
Preference dividends paid	(58,450)	(81,465)
Balance at the end of the year	931,823	625,507
Foreign currency translation reserve		
Balance at the beginning of the year	623,346	354,614
Total comprehensive income	(241,848)	268,732
Balance at the end of the year	381,498	623,346
Other reserves		
Balance at the beginning of the year	(102,542)	(83,492)
Equity-settled share-based payments	3,565	2,718
Disposal of subsidiary	611	–
Other reserve movements	(38)	(188)
Acquisition of non-controlling interests	–	(611)
Transfer between reserves	257	(20,969)
Balance at the end of the year	(98,147)	(102,542)
Attributable to equity shareholders	4,600,652	4,505,480
Non-controlling interest		
Balance at the beginning of the year	129,037	121,515
Total comprehensive income	340	20,385
Non-controlling interest arising on the issue of additional share capital in a subsidiary	–	1,215
Disposal of subsidiary	2,842	(6,312)
Acquisition of non-controlling interests	203	(434)
Adjustment on initial application of IFRS 16	–	(23)
Ordinary dividend paid	(6,986)	(7,309)
Balance at the end of the year	125,436	129,037
Total equity	4,726,088	4,634,517

Summarised consolidated statement of cash flows

	Notes	31 March	
		2021 R'000	2020 R'000
Cash flows from operating activities			
Cash generated from operations	9	1,856,936	959,891
Finance costs		(207,204)	(287,784)
Finance cost on financing transactions		(6,683)	(22,553)
Dividends paid to Group shareholders		(68,375)	(84,421)
Dividends paid to non-controlling interests		(6,986)	(7,309)
Tax paid	10	(425,521)	(287,583)
Finance income		53,041	85,993
Finance income from financing transactions		19,160	22,943
Dividends received		2,230	2,188
Net cash inflow from operating activities		1,216,598	381,365
Cash flows from investing activities			
Proceeds on sale of property, plant and equipment and other intangible assets		43,943	28,497
Additions to property, plant and equipment		(118,473)	(168,562)
Additions to intangible assets		(7,175)	(37,857)
Acquisition of non-controlling interests		203	(1,045)
Proceeds on disposal of subsidiaries (including cash and cash equivalents disposed)		84,221	19,130
Funds lent in relation to long-term receivables		(10,400)	(6,119)
Payments received from long-term receivables		5,189	2,015
Payments received from financial investments		–	593,208
Net cash (outflow)/inflow from investing activities		(2,492)	429,267
Cash flows from financing activities			
Funding received in respect of borrowings		208,654	550,826
Principle repayment of borrowings		(1,123,277)	(1,257,533)
Funding received in respect of finance lease liabilities		120,190	78,380
Repayment of finance lease liabilities		(126,728)	(95,229)
Payment of right of use lease liabilities		(83,135)	(85,365)
Principle repayment of financial liabilities		–	(2,009)
Ordinary shares issued		26,309	–
Proceeds from issue of shares to non-controlling interests		–	1,215
Net cash outflow from financing activities		(977,987)	(809,715)
Net increase in cash and cash equivalents		236,119	917
Cash and cash equivalents at the beginning of the year		822,633	752,475
Effect of foreign exchange rate movement on cash balance		(59,786)	69,241
Cash and cash equivalents at the end of the year		998,966	822,633
Cash and cash equivalents			
Bank and Cash balances		896,900	1,131,704
Bank overdrafts		(253,926)	(309,071)
Cash and cash equivalents of continuing operations		642,974	822,633
Cash and cash equivalents classified as held for sale		355,992	–
Total		998,966	822,633

Other information

	31 March	
	2021	2020
Net interest-bearing debt:equity ratio*	23%	55%
Net interest-bearing debt:equity ratio (excluding right of use lease liabilities)**	16%	44%
Depreciation and amortisation (R'000)	204,360	205,182
Depreciation of property, plant and equipment (R'000)	89,295	95,407
Depreciation of right of use assets (R'000)	82,606	88,755
Amortisation of intangible assets (R'000)	32,459	21,020
Net asset value per ordinary share (cents)^	3,566	3,580
Tangible net asset value per ordinary share (cents)^^	3,526	3,486
Capital expenditure (R'000)	125,648	206,419

* The net interest-bearing debt:equity ratio represents the proportion of the Group's net asset value which is financed by net interest bearing debt and is calculated as follows: (non-current portion of interest bearing debt+current portion of interest bearing debt-net cash on hand) / capital and reserves.

** The net interest-bearing debt:equity ratio represents the proportion of the Group's net asset value which is financed by net interest bearing debt and is calculated as follows: (non-current portion of interest bearing debt+current portion of interest bearing debt-net cash on hand-non-current right of use liabilities-current right of use lease liabilities) / capital and reserves.

^ Net asset value per ordinary share represents the ordinary shareholders share in the net assets of the Group excluding those funded through preference share equity and is calculated as follows: (total assets-total liabilities-preference share equity) / number of issued ordinary shares.

^^ Tangible net asset value per ordinary share represents the ordinary shareholders share in the tangible net assets of the Group excluding those funded through preference share equity and is calculated as follows: (total assets-goodwill-other intangible assets-total liabilities-preference share equity) / number of issued ordinary shares.

Notes to the summarised audited consolidated results

1. Basis of preparation

The summary consolidated financial statements are prepared in accordance with the requirements of the JSE Limited Listings Requirements for abridged reports, and the requirements of the Companies Act of South Africa applicable to summary financial statements. The Listings Requirements require abridged reports to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS) and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council and to also, as a minimum, contain the information required by IAS 34 Interim Financial Reporting. The accounting policies applied in the preparation of the consolidated financial statements, from which the summary consolidated financial statements were derived, are in terms of International Financial Reporting Standards and are consistent with the accounting policies applied in the preparation of the previous consolidated annual financial statements.

The report was compiled under the supervision of Ms. N Rajmohamed, the chief financial officer.

2. Events after the reporting date

The Kian Ann Group

As described in note 7, the Group had entered into a series of transactions which will result in the Group reducing its shareholding in KAG from 100% to 48.81%, and KAG will hold 100% of each of KKB and MIH. MIH and KKB (currently recognised as joint ventures) will become fully owned subsidiaries of KAG. Agreements have been signed subsequent to year end. These are subject to various conditions precedent, and contain warranties and undertakings typical of transactions of this nature.

The transaction results in the deemed disposal of KAG as a subsidiary due to loss of control. It is expected that there will be a joint venture in terms of IFRS 11 "Joint Arrangements" and the Group will equity account its investment.

Refer to the announcement on the Stock Exchange News Service ("SENS") dated 28 May 2021 and 10 June 2021 for more detail.

This transaction is not effective at date of this report.

CNH disposal

The disposal of business to CNH was effective 1 January 2021 and the proceeds comprising Net Asset Value ("NAV") of R176.6 million and USD6 million of Goodwill were recognised. At year end the Group had received R74 million towards the net asset value and USD1 million of the goodwill portion of the proceeds. Subsequent to year end the Group received the balance due on the NAV.

Disposal of the Samrand Property

Subsequent to the reporting date, the Group received further non-refundable deposits of R3.5million.

COVID-19 Third wave

The group is taking action in response to the third wave of the pandemic currently sweeping the country. This includes shift work, work from home, no travel etc., and could include "no work, no pay" if government moves the country to a lockdown 4 or higher. We will again apply for certain services as applicable to be categorised as essential. The Group financial position is robust enough to withstand the short term impact.

Notes to the summarised audited consolidated results

3. Operating segment

The Group determines and presents operating segments based on the information that is provided internally to the Group Executive Committee.

The Group has the following reportable operational segments:

Reportable segment	Operations
Engineering Solutions Group (ESG)	Wholesalers of engineering consumables, tools & equipment and belting and providers of a number of technical services
Capital Equipment Group (CEG)*	Suppliers of earth moving equipment, forklifts and parts
Kian Ann Group (KAG): held-for-sale and discontinued	Distributors of heavy machine parts, diesel engine components and bus and truck parts. This segment is classified in the analyses below as held-for-sale or discontinued operations. Please refer to notes 7 and 8 for further details on the classification.
Corporate Group	Comprises MacNeil Plastics and the Group financing, investment, property and support service operations

* The net assets excluding cash, interest-bearing debt and non-trading assets and liabilities of a number of CEG's operating divisions was disposed of, to CNH. Please refer to notes 7 and 11.

All segments are operating within South-Africa, Asia and some parts of Africa and Europe.

3.1 Segment revenue and operating profit before interest on financing transactions and foreign exchange movements

	31 March			
	Segment revenue			
	Sale of goods	Rendering of services	Rental income	Total
	R'000	R'000	R'000	R'000
2021				
Engineering Solutions Group	4,517,385	3,603	–	4,520,988
Capital Equipment Group	1,160,024	38,092	73,567	1,271,683
Corporate	452,660	10,658	17,605	480,923
Inter-segment elimination	(22,110)	–	–	(22,110)
Total continuing operations	6,107,959	52,353	91,172	6,251,484
Discontinued operations	2,901,340	35,963	52	2,937,355
Total	9,009,299	88,316	91,224	9,188,839
2020				
Engineering Solutions Group	5,167,461	12,867	–	5,180,328
Capital Equipment Group	1,218,086	72,941	63,304	1,354,331
Corporate	337,334	30,173	20,033	387,540
Inter-segment elimination	(48,292)	–	–	(48,292)
Total continuing operations	6,674,589	115,981	83,337	6,873,907
Discontinued operations	3,112,229	50,264	1,236	3,163,729
Total	9,786,818	166,245	84,573	10,037,636

Geographical information

South African operations comprise 86.05% of the Group revenue from continuing operations, with 3.40% derived in European operations and the remaining 10.55% being operations throughout the rest of Africa.

Notes to the summarised audited consolidated results

3. Operating segment (continued)

	31 March			
	Segment operating profit/(loss) before interest on financing transactions and foreign exchange movements		Profit/(loss) before tax	
	2021	2020	2021	2020
3.2 Profit/(loss)	R'000	R'000	R'000	R'000
Engineering Solutions Group	375,359	(343,050)	244,454	(479,721)
Capital Equipment Group	234,395	27,782	248,019	42,044
Corporate	(24,577)	(3,928)	(34,948)	(87,546)
Total continuing operations	585,177	(319,196)	457,525	(525,223)
Discontinued operations	70,060	6,704	128,463	29,161
Total	655,237	(312,492)	585,988	(496,062)

For the purposes of monitoring segment performance, the impairment of goodwill and intangible assets and the amortisation of intangible assets (excluding computer software) have been represented in the applicable operational segments as the returns on those assets are included in the individual segment results.

	31 March			
	Segment assets		Segment liabilities	
	2021	2020	2021	2020
3.3 Segment assets and liabilities	R'000	R'000	R'000	R'000
Engineering Solutions Group	3,715,979	4,094,492	1,808,854	1,998,035
Capital Equipment Group	1,354,114	2,349,985	545,009	980,244
Kian Ann Group	–	2,699,722	–	797,602
Corporate	981,007	1,152,536	974,907	2,012,869
Total continuing operations	6,051,100	10,296,735	3,328,770	5,788,750
Assets/liabilities classified as held for sale	2,623,205	126,532	619,447	–
Total assets and liabilities	8,674,305	10,423,267	3,948,217	5,788,750

For the purposes of monitoring segment performance, the impairment of goodwill and intangible assets and the amortisation of intangible assets (excluding computer software) have been represented in the applicable operational segments as the returns on those assets are included in the individual segment results.

Notes to the summarised audited consolidated results

4. Revenue

	31 March	
	2021 R'000	Restated* 2020 R'000
Type of products and service		
<i>Revenue from contracts with customers</i>		
Sale of goods	6,107,959	6,674,589
-Equipment and parts	1,157,272	1,166,740
-Engineering consumables and tools	4,618,100	5,170,483
-Plastic pipe ware and hardware	332,587	337,366
Rendering of services	52,353	115,981
	6,160,312	6,790,570
<i>Other revenue</i>		
Rental income	91,172	83,337
External revenue	6,251,484	6,873,907
Timing of revenue recognition		
Goods and services transferred at a point in time	6,122,220	6,717,629
Services transferred over time	38,092	72,941
Rental income	91,172	83,337
External revenue	6,251,484	6,873,907

*Restated due to discontinued operations, refer to note 7.

Geographical sales

South African operations and other African operations comprise 85% and 11% of Group revenue respectively, with the remaining 4% being operations in Europe. Please refer to note 3.

Notes to the summarised audited consolidated results

5. Operating profit from operations

	31 March	
	2021	Restated*
	R'000	R'000
Operating profit from operations includes the following:		
Income		
Profit on disposal of property, plant and equipment	1,996	3,360
Profit on disposal of investments and businesses	98,596	5,817
Fair value adjustment on profit share liability	(4,557)	5,527
Expense		
Depreciation	89,295	95,407
Amortisation of intangible assets	32,459	21,020
Depreciation of right-of-use assets	82,606	88,755
Impairment of property, plant and equipment	3,396	–
Impairment of investment property	–	49,228
Impairment of goodwill	21,456	647,747
Loss on disposal of investment	2,041	–
Loss on disposal of property, plant and equipment	4,507	457
Auditors' remuneration	14,141	15,898
Employment benefit expense	900,276	1,064,610

*Restated due to discontinued operations, refer to note 7.

The group had total cash out flow from right of use leases of R121mil (2020: R129mil)

The group had total cash outflows from short term, variable and low value leases of R23mil (2020: R34mil) from continuing operations

Notes to the summarised audited consolidated results

6. Earnings/(loss) per share

	31 March	
	2021	Restated* 2020
Earnings /(loss) per share (cents)		
Basic earnings/(loss) per share from continuing operations	212	(707)
Basic earnings/(loss) per share	285	(712)
Diluted basic earnings/(loss) per share from continuing operations	206	(707)
Diluted basic earnings/(loss) per share	277	(712)
Headline earnings/(loss) per share from continuing operations	172	(82)
Headline earnings per share	316	58
Diluted headline earnings/(loss) per share from continuing operations	167	(82)
Diluted headline earnings per share	307	58
Ordinary shares ('000)		
In issue	111,495	108,495
Weighted average	107,939	106,953
Diluted weighted average	111,050	106,953

The 3,111,000 share-based payment options (Tranches 16 and 17) issued to executive directors have been assessed and are included in the diluted weighted average number of ordinary shares. The other remaining share-based payment option tranches are non-dilutive, as the options are currently 'out of the money'.

	31 March	
	2021 R'000	Restated* 2020 R'000
Headline earnings per share		
Profit/(loss) from continuing operations attributable to owners of the Company	228,794	(756,105)
Adjusted for: Profit/(loss) for the year from discontinued operations	79,233	(5,357)
Profit/(loss) for the year attributable to owners of the Company	308,027	(761,462)
Headline earnings		
Profit/(Loss) from continuing operations attributable to owners of the Company	228,794	(756,105)
Headline earnings adjustments from continuing operations		
Adjustments for:		
Profit on disposal of property, plant and equipment	(1,996)	(3,512)
Less: Tax thereon	561	917
Less: other shareholders interest thereon	15	154
Loss on disposal of property, plant and equipment	4,507	457
Less: Tax thereon	(1,155)	(128)
Profit on disposal of investment	(98,596)	(5,817)
Less: Tax thereon	26,561	1,600
Loss on disposal of investment	2,041	–
Impairment of goodwill	21,456	631,429
Impairment of property, plant and equipment	3,396	49,228
Less: Tax thereon	–	(5,724)
Headline earnings/(loss) from continuing operations	185,584	(87,501)

*Restated due to discontinued operations, refer to note 7.

Notes to the summarised audited consolidated results

6. Earnings/(loss) per share (continued)

	31 March	
	2021	2020
	R'000	R'000
Headline earnings per share (continued)		
Headline earnings/(loss) from continuing operations	185,584	(87,501)
Profit/(Loss) for the year from discontinued operations	79,233	(5,357)
Headline adjustments from discontinued operations		
Adjustments for:		
Profit on disposal of property, plant and equipment	(1,074)	(163)
Less: Tax thereon	292	37
Loss on disposal of property, plant and equipment	37	143
Less: Tax thereon	(6)	(24)
Impairment of goodwill	–	8,159
Impairment of property, plant and equipment	–	146,594
Profit on disposal of investment	(1,818)	–
Less: Tax thereon	309	–
Loss on disposal of investment	2,086	–
Less: Tax thereon	(355)	–
IFRS 5 impairment of disposal group	76,864	–
Headline earnings	341,152	61,888

*Restated for discontinued operations, refer to note 7.

7. Discontinued operations

CEG agricultural and earthmoving divisions

In July 2020 an agreement was reached to dispose of the net assets excluding cash, interest-bearing debt and non-trading assets and liabilities of a number of the Capital Equipment Group's ("CEG") operating divisions to CNH Industrial SA Proprietary Limited (CNHi). CNHi is the principal in respect of the CASE agricultural, earthmoving and construction products which CEG currently imports and distributes in South Africa. The rationale for the disposal is for CNHi to continue with its strategy to have a direct operational footprint and infrastructure in South Africa, for the selling of world class products in both South Africa and the southern African market. The rationale for the Invicta Group is to apply the Disposal Consideration in the short-term to reduce the most expensive debt of the Group as appropriate, hereby realigning its funding and enabling the Group to focus on other strategic initiatives and its other core operations.

These operating divisions were not previously classified as held for sale or as a discontinued operation. The comparative consolidated statement of profit or loss and OCI has been presented to show the discontinued operation separately from the continuing operations. The effective date of sale was 31 December 2020 at a purchase consideration equal to the tangible net asset value of the operations on the effective date, excluding interest bearing debt and cash, plus an additional US\$6 million goodwill payable in 3 equal instalments over a three-year period. The goodwill payment is the profit on disposal, and the recognition is described in note 11.

The Kian Ann Group

The transactions leading to the classification of the results from the Kian Ann Group as discontinued is fully described in note 2. The prior year numbers are re-presented.

Notes to the summarised audited consolidated results

7. Discontinued operations (continued)

2021	31 March		
	CEG agricultural and earthmoving divisions	The Kian Ann Group	Total
	R'000	R'000	R'000
Profit/(loss) for the year from discontinued operations			
Revenue	1,520,142	1,417,213	2,937,355
Cost of sales	(1,202,509)	(1,150,225)	(2,352,734)
Gross profit	317,633	266,988	584,621
Expected credit losses recognised on trade receivables	(469)	(12,560)	(13,029)
Fair value adjustment on assets held for sale	–	(76,864)	(76,864)
Selling, administration and distribution costs	(187,943)	(236,725)	(424,668)
Operating profit/(loss) before net finance income on financing transactions and foreign exchange movements	129,221	(59,161)	70,060
Finance income on financing transactions	1,008	–	1,008
Finance costs on financing transactions	(512)	–	(512)
Foreign exchange gains	27	10,282	10,309
Foreign exchange losses and costs	(4,347)	(14,131)	(18,478)
Operating profit/(loss)	125,397	(63,010)	62,387
Finance income & dividends received	3,779	3,211	6,990
Equity accounted earnings from investment in associates	–	36,356	36,356
Equity accounted earnings from investment in joint ventures	–	37,886	37,886
Finance costs	(5,197)	(9,959)	(15,156)
Profit before tax	123,979	4,484	128,463
Income tax expense	–	(16,841)	(16,841)
Attributable income tax expense	(32,389)	–	(32,389)
Total profit/(loss) for the year from discontinued operations	91,590	(12,357)	79,233
	cents	cents	cents
Basic earnings/(loss) per share from discontinued operations	85	(11)	73
Diluted earnings/(loss) per share from discontinued operations	82	(11)	73
	R'000	R'000	R'000
Cashflows from discontinued operations			
Net cash inflow from operating activities	346,204	329,124	675,328
Net cash inflow/(outflow) from investing activities	86,545	(6,339)	80,206
Net cash outflow from financing activities	(432,749)	(109,606)	(542,355)
Effect of foreign exchange rate movement on cash balance	–	(39,382)	(39,382)
Net cash inflows attributable to discontinued operations	–	173,797	173,797

Notes to the summarised audited consolidated results

7. Discontinued operations (continued)

	31 March		
	CEG agricultural and earthmoving divisions	The Kian Ann Group	Total
2020	R'000	R'000	R'000
Profit/(loss) for the year from discontinued operations			
Revenue	1,769,956	1,393,773	3,163,729
Cost of sales	(1,384,517)	(1,129,100)	(2,513,617)
Gross profit	385,439	264,673	650,112
Expected credit losses recognised on trade receivables	–	(6,781)	(6,781)
Selling, administration and distribution costs	(262,500)	(374,127)	(636,627)
Operating profit/(loss) before net finance income on financing transactions and foreign exchange movements	122,939	(116,235)	6,704
Finance income on financing transactions	2,007	–	2,007
Finance costs on financing transactions	(1,164)	–	(1,164)
Foreign exchange gains	10,990	11,446	22,436
Foreign exchange losses and costs	(16,014)	(15,523)	(31,537)
Operating profit/(loss)	118,758	(120,312)	(1,554)
Finance income & dividends received	331	2,276	2,607
Equity accounted earnings from investment in associates	–	28,579	28,579
Equity accounted earnings from investment in joint ventures	–	23,583	23,583
Finance costs	(7,365)	(16,689)	(24,054)
Profit/(loss) before tax	111,724	(82,563)	29,161
Income tax expense	–	(3,235)	(3,235)
Attributable income tax expense	(31,283)	–	(31,283)
Total profit/(loss) for the year from discontinued operations	80,441	(85,798)	(5,357)
	cents	cents	cents
Basic earnings/(loss) per share from discontinued operations	75	(80)	(5)
Diluted earnings/(loss) per share from discontinued operations	75	(80)	(5)
	R'000	R'000	R'000
Cashflows from discontinued operations			
Net cash inflow from operating activities	103,306	176,093	279,399
Net cash outflow from investing activities	(1,373)	(7,682)	(9,055)
Net cash outflow from financing activities	(101,933)	(148,049)	(249,982)
Effect of foreign exchange rate movement on cash balance	–	26,208	26,208
Net cash inflow attributable to discontinued operations	–	46,570	46,570

Notes to the summarised audited consolidated results

8. Assets held for sale

The Kian Ann Group

The Group has entered into a series of inter linked transactions as a result of which its 100% interest in the KAG will reduce to 48.81%. The effective loss of control triggers a deemed disposal. At year end the decision was taken to proceed with the transactions, however, agreements still needed to be finalised, conditions met and statutory processes followed, with the expected effective date to be within the financial year ended 31 March 2022. The KAG has therefore been disclosed as held for sale at the end of the period. The impairment loss recognised on the measurement to fair value less cost to sell in the disposal group is reflected in the table below.

Invicta properties - the Samrand property

The directors previously initiated a plan to dispose of the Samrand property and during November 2020 a purchaser was secured. The purchaser is required to produce bank guarantees. Non-refundable deposits were received in the Group's attorney's trust account of R3.5 million by year end. The extension of the period required to complete the sale does not preclude this asset from being held for sale since the process of sale typically requires certain conditions to be met, finance secured and transfer to take place. The sales price agreed upon with the buyer, of R140 980 000, is reasonable in relation to the fair value of the asset.

Invicta properties - other non-core properties

The Group has entered into signed agreements of sale for a number of properties as they no longer form part of the core business or strategic property holdings of the Group, amounting to R7.9 million of property, plant and equipment and R1.6 million of investment property. Transfer to the purchaser had not taken place by year end.

Notes to the summarised audited consolidated results

8. Assets held for sale (continued)

The value of the assets and associated liabilities classified as held-for-sale are as follows:

	31 March			
	The Kian Ann Group	Invicta Properties	Total	Invicta Properties
	2021			2020
	R'000	R'000	R'000	R'000
Property, plant and equipment	598,096	7,933	606,029	–
Right-of-use assets	77,080	–	77,080	–
Investment property	–	128,167	128,167	126,532
Other intangible assets	5,141	–	5,141	–
Deferred tax asset	38,494	–	38,494	–
Investments in joint ventures	224,350	–	224,350	–
Derivatives	17,577	–	17,577	–
Inventories	730,402	–	730,402	–
Trade and other receivables	512,370	–	512,370	–
Bank and cash balances	360,459	–	360,459	–
Assets held for sale*	2,563,969	136,100	2,700,069	126,532
Borrowings	105,035	–	105,035	–
Right of use lease liabilities	106,242	–	106,242	–
Deferred tax liability	27,733	–	27,733	–
Finance lease liabilities	3,204	–	3,204	–
Trade and other payables	256,405	–	256,405	–
Provisions	16,937	–	16,937	–
Current tax liability	9,808	–	9,808	–
Dividends payable	156	–	156	–
Current portion of borrowings	82,760	–	82,760	–
Current portion of right of use lease liabilities	5,441	–	5,441	–
Current portion of finance lease liabilities	1,259	–	1,259	–
Bank overdrafts	4,467	–	4,467	–
Liabilities associated with assets held for sale	619,447	–	619,447	–
Net assets held for sale at carrying value	1,944,522	136,100	2,080,622	126,532
Fair value adjustment*	(76,864)	–	(76,864)	–
Net assets held for sale at fair value	1,867,658	136,100	2,003,758	126,532

* Assets held for sale on the Statement of Financial Position is net of the fair value adjustment.

Notes to the summarised audited consolidated results

8. Assets held for sale (continued)

Fair value less cost to sell valuation of the held for sale disposal group

The Group has recognised the Kian Ann disposal group (assets and associated liabilities) as held for sale at 31 March 2021. The recognition of the disposal group as held for sale requires it to be measured at the lower of its carrying amount or its fair value less costs to sell. The fair value less costs to sell was determined based on a discounted cash flow valuation. The Group based the discounted cash flow calculations on the five-year budgeted and forecast information. The long-term average growth rates were used to extrapolate cash flows from year 2 to year 5. The post-tax discount rates used reflect specific risks relating to the disposal group whilst maximising the use of market observable data. Other assumptions included in cash flow projections are closely linked to entity-specific key performance indicators i.e; product supply and margin pressures. Costs to sell were estimated based on costs incurred in similar transactions. The fair value less costs to sell is at a Level 3 (fair value is determined on inputs not based on observable market data) on the fair value hierarchy.

The inputs and assumptions used to calculate the fair value less costs to sell at the reporting date are as follows:

Disposal group	31 March				
	Post-tax discount rate	Terminal value growth rate	Year 1 annual growth rate	Year 2-3 annual growth rate	Year 4-5 annual growth rate
2021					
KAG	6.9%	0.5%	7.5%	1.0%	0.5%

Fair value adjustment

The inputs and assumptions noted above were utilised to determine the fair value less costs to sell of the disposal group and resulted in the below fair value adjustment, as the carrying values of the disposal group exceeded the fair value less costs to sell. The carrying value allocated to the disposal group has been adjusted as a result:

Description	2021	31 March		
		Fair value less costs to sell	Carrying value	Fair value adjustment
		R'000	R'000	R'000
Based on documented assumptions:				
KAG		1,867,658	1,944,522	(76,864)

The fair value adjustment has been recognised in discontinued operations in the statement of profit or loss.

The impact of a change in assumptions with all other variables held constant will have the following effects:

Change in assumptions

Growth rate reduced by 0.2%	1,849,357	1,944,522	(95,165)
Growth rate increased by 0.2%	1,894,087	1,944,522	(50,435)
1% increase in post-tax discount rate	1,653,524	1,944,522	(290,998)
1% decrease in post-tax discount rate	2,168,577	1,944,522	224,055

Notes to the summarised audited consolidated results

9. Reconciliation of profit before taxation to cash generated from operations

	31 March	
	2021 R'000	2020 R'000
Profit/(loss) before taxation	585,988	(496,062)
Adjusted for:		
Depreciation	214,096	229,528
Amortisation	34,729	22,436
Impairment of property, plant and equipment	3,396	146,594
Impairment of investment property	–	49,228
Impairment of goodwill	21,456	639,588
Expected credit loss on receivables	(8,643)	17,456
Fair value adjustment on assets held for sale	76,864	–
Rental concession discount	(1,273)	–
Fair value adjustment on profit share liability	4,557	(5,527)
Profit on disposal of property, plant and equipment	(1,996)	(3,075)
Profit on disposal of investments and businesses	(98,596)	(5,817)
Profit on derecognition of right of use asset	(7,241)	(6,524)
Loss on disposal of property, plant and equipment	4,507	–
Loss on disposal of investments	4,126	–
Lease smoothing	(688)	–
Prescription of dividend liability	–	(11,775)
Distributable reserve recognised **	(38)	(188)
Revaluation of derivatives	7,699	(33,533)
Finance costs	194,526	289,745
Finance cost on financing transactions	7,999	12,649
Dividend received	(2,230)	(2,188)
Finance income	(53,482)	(86,106)
Finance income from financing transactions	(19,160)	(22,943)
Share appreciation rights issued - equity settled	3,565	2,718
Share of profits of associate	(40,218)	(31,273)
Share of profits of joint venture	(37,886)	(23,583)
Dividend received from associate	–	18,987
Elimination of unrealised profits/(losses) in associates and joint ventures	489	(1,315)
Cash generated before movements in working capital	892,546	699,020
Working capital changes:	964,390	260,871
Decrease in inventories	558,366	438,974
Decrease/(increase) in trade and other receivables	166,348	(327)
Decrease in trade and other payables	212,811	(151,309)
Decrease in provisions	12,929	(12,260)
Increase in finance lease receivables *	13,936	(14,207)
Cash generated from operations	1,856,936	959,891

* The Group finances certain capital equipment transactions to customers at market related interest rates, resulting in the recognition of a finance lease receivable. The financed asset consequently serves as security for the lease transactions. As a result, the cash flow implications of the finance lease receivable is considered to be cash flows from operations.

**Statutory reserve raised in China where a portion of the profit is taken to a reserve.

Notes to the summarised audited consolidated results

10. Taxation paid

	31 March	
	2021	2020
	R'000	R'000
Amounts unpaid at the beginning of the year	(218,532)	(329,288)
Recognised in profit or loss	(200,931)	(176,979)
Derecognised on disposal of subsidiary	(175)	152
Amounts unpaid at the end of the year	(5,883)	218,532
Total	(425,521)	(287,583)
Comprising:		
Payment of specific tax expense	(200,000)	(100,000)
Current and withholding tax paid	(225,521)	(187,583)
Total	(425,521)	(287,583)

During 2018, the Board of Invicta had noted both stakeholder and market commentary over the potential tax consequences of certain transactions which Invicta entered into several years ago, and which were referred to by the Independent Auditors in their report on the 2017 consolidated financial statements ("the transactions").

The Company has reached settlement with SARS, in terms of which Invicta will pay a total amount of R750 million.

At the date of this report R750 million (2020: R550 million) has been paid.

Notes to the summarised audited consolidated results

11. Disposal of businesses and subsidiaries

CEG Agricultural businesses

In July 2020 an agreement was reached to dispose of the net assets excluding cash, interest-bearing debt and non-trading assets and liabilities of a number of the Capital Equipment Group's ("CEG") operating divisions, namely CSE, Northmec, NHSA and Landboupart, to CNH Industrial SA Proprietary Limited (CNHi). The rationale for the Invicta Group was to consider applying the disposal consideration in the short-term, to reduce the most expensive debt of the Group, hereby realigning its funding and enabling the Group to focus on other strategic initiatives and its core operations. The conditions were all met and the transaction took effect on 31 December 2020.

Minor Subsidiaries

The Group disposed of a number of minor subsidiaries during the current year. A.T. Group Holdings Co., Ltd. and A.T. Truck & Bus Parts Co., Ltd were disposed of on 1 October 2020. Controlling interests in AME Lephale (Pty) Ltd and AME Emalahleni (Pty) Ltd (previously Alpha Bearings (Pty) Ltd) were disposed of on 1 October 2020 and 1 March 2021 respectively. The transactions were deemed disposals of the subsidiaries and have subsequently been recognised as investments in associates.

Spring Lights

On 1 December 2019, the Group disposed of its 75% interest in the issued share capital of Spring Lights 149 (Pty) Ltd in an arm's length transaction to Tile Mile Properties (Pty) Ltd.

Notes to the summarised audited consolidated results

11. Disposal of businesses and subsidiaries (continued)

2021	31 March			Spring Lights and total
	CEG Agricultural businesses	Minor subsidiaries	Total	
A summary of the financial impact of the disposal is disclosed below:	R'000	R'000	R'000	R'000
Fair value of net assets disposed of				
Property, plant and equipment	14,484	592	15,076	19,875
Right of use assets	15,663	582	16,245	–
Other intangible assets	–	1,911	1,911	–
Finance lease receivables	9,677	–	9,677	–
Loans and receivables	–	–	–	103
Deferred tax asset	–	336	336	–
Inventories	657,182	118	657,300	–
Trade and other receivables	136,385	8,256	144,641	208
Current tax assets	–	175	175	–
Bank and cash	–	5,079	5,079	140
Finance lease liabilities	(9,123)	–	(9,123)	–
Right of use lease liabilities	(21,513)	(598)	(22,111)	(203)
Trade and other payables	(616,111)	(10,540)	(626,651)	–
Provisions	(1,321)	(7)	(1,328)	–
Deferred tax liability	–	–	–	(206)
Current tax liability	–	–	–	(152)
Non-controlling interest	–	2,842	2,842	(6,312)
Fair value of net assets disposed of	185,323	8,746	194,069	13,453
Proceeds received	89,300	–	89,300	19,270
Interest in associate raised on disposal	–	1,503	1,503	–
Proceeds receivable	172,787	24,949	197,736	–
Fair value of net assets disposed	(185,323)	(8,746)	(194,069)	(13,453)
Profit on disposal of subsidiary	76,764	17,706	94,470	5,817
Fair value of net assets disposed	185,323	8,746	194,069	13,453
Profit on disposal	76,764	17,706	94,470	5,817
Proceeds receivable	(172,787)	(26,452)	(199,239)	–
Bank and cash disposed	–	(5,079)	(5,079)	(140)
Total cash inflow/(outflow) on disposal	89,300	(5,079)	84,221	19,130

Notes to the summarised audited consolidated results

12. Fair value disclosure

The following is an analysis of the financial instruments that are measured subsequent to initial recognition at fair value. They are grouped into levels 1 to 3 based on the extent to which the fair value is observable.

The levels are classified as follows:

Level 1 – fair value is based on quoted prices in active markets for identical financial assets or liabilities

Level 2 – fair value is determined using directly observable inputs other than Level 1 inputs

Level 3 – fair value is determined on inputs not based on observable market data

	31 March				
	Balance at reporting date	Valuation technique(s) and key inputs	Level 1	Level 2	Level 3
2021	R'000				
Financial assets at fair value					
Put option asset*	1,048	4	–	–	1,048
Call option asset*	16,529	4	–	–	16,529
Interest rate swaps	6,205	2	–	–	6,205
Financial investments - unlisted securities	972	5	–	–	972
Financial liabilities at fair value					
Profit share liability	79,624	3	–	–	79,624
Derivative foreign exchange contract liability	10,995	2	–	10,995	–
2020					
Financial assets at fair value					
Derivative forward exchange contract asset	40,741	2	–	40,741	–
Put option asset	4,063	4	–	–	4,063
Call option asset	31,510	4	–	–	31,510
Financial investments - unlisted securities	1,181	5	–	–	1,181
Financial liabilities at fair value					
Other financial liabilities	75,287	3	–	–	75,287
Derivative foreign exchange contract liability	26	2	–	26	–

Valuation technique(s) and key inputs:

1. Quoted price
2. Expected settlement value
3. Earnings multiple valuation
4. Monte Carlo Simulation Technique along with the Geometric Brownian Motion Model
5. Net asset value

* These items are included in assets held for sale, please refer to note 8.

The key inputs for the call option are share volatility and dividend yield. A 3% increase/decrease in the volatility changes the value by R1.4mil. A 1% increase in the dividend yield decreases the value by R459 901, and a 1% decrease increases the value by R467 818.

The key inputs for the put option are share volatility and dividend yield. A 3% increase in the volatility increases the value by R204 615; a 3% decrease lowers the valuation by R197 374. A 1% increase in the dividend yield increases the valuation by R87 731; a 1% decrease results in a R83 380 lower valuation.

The financial investments are denominated in USD. A sensitivity analysis indicates that a movement of plus R1 to the USD, and minus R1 to the USD will result in a respective increase/decrease of R65 840.

The interest rate swaps are sensitive to the change in interest rates. A 0.5% increase/decrease in the interest rate will increase/decrease the valuation by R4.3 million.

The other financial liabilities relate to the valuation of profit share liability that is based on historic earnings and contractually determined price earnings multiples; as such this valuation is not sensitive to a change in assumptions.

Notes to the summarised audited consolidated results

12. Fair value disclosure (continued)

Movements in Level 3 financial assets and liabilities are as follows:

	31 March			
	Fair value at the beginning of the year	Fair value adjustment	Foreign currency translation	Fair value at the end of the year
	R'000	R'000	R'000	R'000
2021				
<i>Financial assets at fair value</i>				
Put option asset*	4,063	(2,562)	(453)	1,048
Call option asset*	31,510	(11,342)	(3,639)	16,529
Financial investments - unlisted securities	1,181	-	(209)	972
Interest rate swaps	-	6,205	-	6,205
<i>Financial liabilities at fair value</i>				
Profit share liability	75,287	4,337	-	79,624
2020				
<i>Financial assets at fair value</i>				
Put option asset	-	4,063	-	4,063
Call option asset	-	31,510	-	31,510
Financial investments - unlisted securities	958	-	223	1,181
<i>Financial liabilities at fair value</i>				
Profit share liability	79,890	(4,603)	-	75,287

* These items are included in assets held for sale, please refer to note 8.

13. Related party transactions

Shares issued to directors

The Group issued 3 million shares to the Invicta Group CEO amounting to additional share capital of R150 thousand and share premium of R26.1 million.

14. Income Tax

A subsidiary of the Group in Indonesia has a tax dispute with the tax authority for corporate income tax and value added tax. Our appointed tax agent filed our objection letters with all the supporting documents and the reasons for our objection. The relevant tax court has conducted the tax hearings, which is still in the early stages of investigation. We are currently awaiting the judgements. The total claim from the Indonesia tax authority is R64.5 million (SGD 5.87 million) excluding penalties and interest. Management believe the possibility of outflow to be remote as the case has no merit.

Preference share cash dividend

As announced on SENS on 07 June 2021 the directors of the Company have declared a gross cash dividend of 436.46918 cents per preference share for the period from Tuesday, 10 November 2020 to Monday, 7 June 2021. Dividends are to be paid out of distributable reserves.

- Dividends tax (DT) of 20% will be withheld in terms of the Income Tax Act for those shareholders who are not exempt from the DT;
- Accordingly, shareholders who are not exempt from DT will receive a net dividend of 460.99459 cents per preference share;
- Invicta Holdings Limited has 7 500 000 preference shares in issue; and
- Invicta Holdings Limited's income tax reference number is 9400/012/03/6.

The salient dates for the preference share cash dividend will be as follows:

Last day of trade to receive a dividend	Tuesday, 22 June 2021
Shares commence trading "ex" dividend	Wednesday, 23 June 2021
Record date	Friday, 25 June 2021
Payment date	Monday, 28 June 2021

Share certificates may not be dematerialised or rematerialised between Wednesday, 23 June 2021 and Friday, 25 June 2021, both days inclusive.

Ordinary share cash dividend

Notice is hereby given that the Directors of the Company have declared a gross cash dividend of 60 cents per ordinary share for the year ended 31 March 2021. Dividends are to be paid out of distributable reserves. Dividend tax (DT) of 20% will be withheld in terms of the Income Tax Act for those shareholders who are not exempt from DT. In accordance with paragraphs 11.17(1)(i) and 11.17(c) of the JSE Listings Requirements, the following additional information is disclosed:

- The gross local dividend amount is 60 cents per ordinary share for shareholders exempt from the Dividend Tax;
- The net local dividend amount is 48 cents per ordinary share for shareholders liable to pay the Dividend Tax;
- Invicta Holdings Limited has 111 494 738 ordinary shares in issue (which includes 1 541 823 treasury shares); and
- Invicta Holdings Limited's income tax reference number is 9400/012/03/06.

The salient dates for the ordinary share cash dividend will be as follows:

Last day of trade to receive a dividend	Tuesday, 27 July 2021
Shares commence trading "ex" dividend	Wednesday, 28 July 2021
Record date	Friday, 30 July 2021
Payment date	Monday, 2 August 2021

Share certificates may not be dematerialised or rematerialised between Wednesday, 28 July 2021 and Friday, 30 July 2021, both days inclusive.

By order of the Board

R Cloete

On behalf of Acorim, acting
Group company secretary

Johannesburg
24 June 2021

Date of publication 28 June 2021

Notice of annual general meeting

Invicta Holdings Limited
Registration number 1966/002182/06
Incorporated in the Republic of South Africa
Share code: IVT Ordinary Share • ISIN: ZAE000029773
IVTP Preference Share • ISIN: ZAE000173399
("Invicta" or "the Company" or "the Group")

Notice of annual general meeting ("AGM") of shareholders for the year ended 31 March 2021 ("Notice")

Notice is hereby given that the AGM of Invicta's ordinary shareholders will be held on Thursday, 16 September 2021 at 09:00 entirely through electronic communication.

Please refer to page 33 and 34 of this Notice for the record dates as well as important information on electronic participation and voting at the AGM.

The purpose of the AGM is to transact the business set out herein and to consider and, if deemed fit, to pass, with or without modification, the ordinary and special resolutions set out below.

For ordinary resolutions numbers 1 to 11 to be adopted, the support of more than 50% of the total number of votes exercised by shareholders, present in person or by proxy, is required, except for ordinary resolution number 9 which requires the approval of at least 75% of the total number of votes exercised by shareholders in terms of the JSE Listings Requirements. For special resolutions 1 to 6 to be adopted, the support of at least 75% of the total number of votes exercised by shareholders, present in person or by proxy, is required.

References are made in this Notice to Invicta's 2021 annual consolidated financial statements ("AFS") and integrated annual report ("IAR"). These documents are available on www.invictaholdings.co.za.

Item 1: Presentation of annual financial statements and reports

The audited annual consolidated financial statements of the Group for the year ended 31 March 2021, together with the Audit Committee report and directors' report, will be presented to shareholders. These documents are available on www.invictaholdings.co.za.

Item 2: Re-election of directors retiring by rotation

Ordinary Resolution 1: "Resolved that Lance Sherrell be and is hereby re-elected as a director of the Company."

Ordinary Resolution 2: "Resolved that laan Van Heerden be and is hereby re-elected as a director of the Company."

Ordinary Resolution 3: "Resolved that Mpho Makwana be and is hereby re-elected as a director of the Company."

Explanatory Note: The Company's memorandum of incorporation ("MOI") provides that at least one third of non-executive directors must retire by rotation at each AGM, and may be re-elected if eligible. The Board considered the performance and contribution made by each director, and fully support the re-election of each of the directors. Being eligible, each of these directors have offered themselves for re-election at the AGM. Please refer to Annexure 1 of this Notice for profiles of these directors.

Item 3: Election of Audit Committee members

Ordinary Resolution 4: "Resolved, that Rashid Wally be elected as a member of the Audit Committee until the conclusion of the Company's next AGM."

Ordinary Resolution 5: "Resolved, that Frank Davidson be elected as a member of the Audit Committee until the conclusion of the Company's next AGM."

Ordinary Resolution 6: "Resolved, subject to the adoption of Ordinary Resolution 3, that Mpho Makwana be elected as a member of the Audit Committee until the conclusion of the Company's next AGM."

Explanatory note: The Companies Act (2008) requires the shareholders of a Company to elect the members of the Audit Committee every year. Please refer to Annexure 1 of this Notice for profiles of these directors.

Notice of annual general meeting

Item 4: Reappointment of independent auditors for the 2022 financial year

Ordinary Resolution 7: *“Resolved to reappoint Ernst & Young Incorporated as the independent registered auditors of the Company for the ensuing financial year, and to note Amelia Young as the designated audit partner.”*

Explanatory Note: Shareholders are required to appoint auditors every year at the AGM. The Audit Committee has recommended the reappointment of Ernst & Young Incorporated as independent auditors for the 2021 Financial Year, with Amelia Young as the designated audit partner. The report of the Audit Committee, including its assessment of the auditors, can be found on page 2 - 5 of the AFS.

Item 5: Placing the authorised but unissued shares under the control of the directors and authorising directors to issue shares for cash

Ordinary Resolution 8: *“Resolved, pursuant to clause 7 of the Company’s MOI, that the authorised but unissued shares in the capital of the Company be and are hereby placed under the control and authority of the directors of the Company and that the directors of the Company be and are hereby authorised and empowered to allot, issue and otherwise dispose of such shares to such person or persons on such terms and conditions and at such times as the directors of the Company may from time to time and in their discretion deem fit, subject to the provisions of the Companies Act (2008), the MOI of the Company and the JSE Listings Requirements, where applicable (each as presently constituted and amended from time to time); such authority to remain in force until the Company’s next AGM.”*

Ordinary Resolution 9: *“Resolved that the directors of the Company be and are hereby authorised by way of a general authority, to issue authorised but unissued ordinary shares in the capital of the Company, or to allot, issue and grant options to subscribe for authorised but unissued ordinary shares in the capital of the Company, for cash, as and when they in their discretion deem fit, subject to the provisions of the Companies Act (2008), the MOI of the Company, the JSE Listings Requirements, where applicable (each as presently constituted and amended from time to time), provided that the securities that are the subject to such issue shall not exceed 5% of the Company’s listed ordinary shares, excluding treasury shares, being 5 497 646 shares as at the date of this Notice.”*

Explanatory Note: It is recorded that, as at the date of this Notice, the JSE Listings Requirements provide, inter alia, that the Company may only undertake a general issue of shares for cash subject to the following:

- the shares which are the subject of the general issue of shares for cash must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into a class already in issue;
- any such issue will only be made to “public shareholders” as defined in the JSE Listings Requirements and not to related parties;
- the ordinary shares which are the subject of a general issue of shares for cash may not exceed 30% of the number of listed ordinary shares excluding treasury shares as at the date of this Notice, being 32 985 875 ordinary shares. The Company has, after consultation with shareholders, agreed to lower this to a maximum of 5% of the number of listed ordinary shares of 111 494 738, excluding, treasury shares of 1 541 823, as at the date of this Notice, being 5 497 646 ordinary shares. The total amount of authorised, but unissued Invicta ordinary shares at the date of this Notice is 22,505,262 ordinary shares. Any ordinary shares issued under this authority during the authorisation period will be deducted from the aforementioned number. In the event of a consolidation or sub-division during the authorisation period, the authority will be adjusted to represent the same allocation ratio.
- this authority shall be valid until the Company’s next AGM, provided that it shall not extend beyond 15 (fifteen) months from the date that this authority is given;
- after the Company issues a cumulative 5% or more of its issued equity securities in terms hereof within the authorisation period, the Company shall publish an announcement containing full details of the issue, including the number of securities issued; the average discount to the weighted average traded price of the equity securities over the 30 business days prior to the date that the issue is agreed in writing between the issuer and the subscribers; an explanation, including supporting information (if any), of the intended use of the funds and if options or convertible securities are issued, the effects of the issue on the statement of financial position, net asset value per share, net tangible asset value per share, the statement of comprehensive income, earnings per share, headline earnings per share and, if applicable, diluted earnings and headline earnings per share; and
- the maximum discount at which ordinary shares may be issued is 10% of the weighted average traded price of such ordinary shares measured over the 30 business days prior to the date that the price of the issue is agreed between the issuer and the subscriber(s).

Notice of annual general meeting

Item 6: Remuneration

Ordinary Resolution 10: “Resolved to endorse, through a non-binding advisory vote, the Company’s remuneration policy. The Company’s remuneration policy is set out in Annexure 2 of the Integrated Annual Report.”

Shareholders are reminded that in terms of King IV, the passing of this ordinary resolution is by way of a non-binding vote. Should 25% or more of the votes cast vote against this ordinary resolution, the Company undertakes to engage with shareholders as to the reasons therefore.

Ordinary Resolution 11: “Resolved to endorse through a non-binding advisory vote, the Company’s Remuneration Implementation Report. The Company’s remuneration implementation report is set out in Annexure 3 of the Integrated Annual Report.”

Shareholders are reminded that in terms of King IV, the passing of this ordinary resolution is by way of a non-binding vote. Should 25% or more of the votes cast vote against this ordinary resolution, the Company undertakes to engage with shareholders as to the reasons therefore. The manner and timing of such engagement will be communicated in the voting results announcement of the AGM.

Special Resolutions 1.1 to 1.11: “Resolved that, the remuneration of the Company’s non-executive directors for the 2022 financial year, be approved each by way of separate special resolutions in terms of section 66 of the Companies Act (2008):

Special Resolution Number		2022 Fee Rand (excl VAT)
	Annual Retainer fees (in addition to meeting fees)	
1.1	Chair of the Invicta Board	698 206
1.2	Chair of the Audit Committee	265 232
1.3	Chair of the Remuneration Committee	124 494
1.4	Chair of the Investment Committee	90 545
1.5	Chair of the Social and Ethics Committee	73 851
	Fees per routine meeting	
1.6	Invicta Board members	49 165
1.7	Audit Committee members	34 341
1.8	Remuneration Committee members	23 571
1.9	Investment Committee members	19 824
1.10	Members of the Social and Ethics Committee	20 762
1.11	Invicta South Africa Holdings (Pty) Ltd Board members	14 476

Explanatory Note: The Companies Act (2008) requires that the remuneration of directors for their services as directors be approved by way of special resolution. The executive directors are not paid an additional fee for their services as directors and their remuneration is determined in terms of their employment contracts.

Item 7: General authority to repurchase shares

Special Resolution 2: “Resolved that, the Company and/or any subsidiary of the Company be and is hereby authorised by way of a general approval as contemplated in section 48 of the Companies Act (2008) as amended, to acquire from time to time any of the issued ordinary shares of the Company, upon such terms and conditions and in such amounts as the directors of the Company may from time to time determine, but subject to the MOI of the Company, the provisions of the Companies Act (2008) and the JSE Listings Requirements, where applicable (each as presently constituted and amended from time to time).”

Special Resolution 3: “Resolved that, the Company and/or any subsidiary of the Company be and is hereby authorised by way of a general approval as contemplated in section 48 of the Companies Act (2008) as amended, to acquire from time to time any of the issued preference shares of the Company, upon such terms and conditions and in such amounts as the directors of the Company may from time to time determine, but subject to the MOI of the Company, the provisions of the Companies Act (2008) and the JSE Listings Requirements, where applicable (each as presently constituted and amended from time to time).”

Explanatory Note: As it relates to Special Resolutions 2 and 3, it is recorded that, as at the date of this Notice, the JSE Listings Requirements provide, *inter alia*, that the Company or any subsidiary of the Company may only make a general repurchase of the securities of the Company subject to the following:

- the repurchase of securities will be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty;

Notice of annual general meeting

- authorisation thereto being given by the MOI of the Company;
- this general authority shall only be valid until the Company's next annual general meeting, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this special resolution;
- in determining the price at which the Company's securities are acquired by the Company in terms of this general authority, the maximum premium at which such securities may be acquired will be 10% (ten percent) of the weighted average of the market price at which such securities are traded on the JSE, as determined over the 5 (five) trading days immediately preceding the date of the repurchase of such securities by the Company;
- the acquisitions of securities in the aggregate in any one financial year do not exceed 20% (twenty percent) of the Company's issued share capital from the date of the grant of this general authority;
- a resolution by the Board of directors authorising the repurchase, stating that the Company and its subsidiary/ies have passed the solvency and liquidity test and that, since the test was performed, there have been no material changes to the financial position of the Group;
- the Company or its subsidiaries will not repurchase securities during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements, unless the Company has in place a repurchase programme where the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and such repurchase programme has been submitted to the JSE in writing prior to the commencement of the prohibited period. The Company must instruct an independent third party, which makes its investment decisions independently of, and uninfluenced by, the Company, prior to the commencement of the prohibited period.
- when the Company has cumulatively repurchased 3% of the initial number of the relevant class of securities, and for each 3% (three percent) in aggregate of the initial number of that class acquired thereafter, an announcement will be made; and
- at any point in time, the Company only appoints one agent to effect any repurchase(s) on its behalf.

The JSE Listings Requirements require the following additional disclosure, some of which are elsewhere in this Report of which this Notice forms part as set out below:

- Major beneficial shareholders – refer to pages 90 and 91 of the Annual Financial Statements;
- Share capital of the Company – page 8 and 68 of the Annual Financial Statements.

Directors' responsibility statement

The directors, whose names are given in the Integrated Annual Report, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the special resolution contains all information required by law and the JSE Listings Requirements.

Material changes

Other than the facts and developments reported on in the AFS, there have been no material changes in the affairs or financial position of the Company and its subsidiaries since 31 March 2021.

Statement of Board's intention

The Board, at the date of this Report, has no definite intention of repurchasing shares in Invicta on the open market of the JSE. It is, however proposed, and the Board believes it to be in the best interest of the Company, that shareholders pass a special resolution granting the board a general authority to acquire its own shares and permit subsidiary companies of Invicta to acquire shares in the Company.

Pursuant to a general repurchase other than shares repurchased by one or more of the subsidiary companies to be held as treasury shares, application will be made to the JSE for the cancellation and delisting of the shares in question. The cancellation of the shares will be effected by way of a reduction of the ordinary or preference share capital as the case may be.

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Statement of directors

The Company's directors undertake that after considering the effect of such maximum repurchase, for a period of 12 (twelve) months following the date of this Notice:

- a. the Company and the Group will be in a position to repay their debts in the ordinary course of business;
- b. the assets of the Company and the Group, being fairly valued in accordance with IFRS and the accounting policies used in the latest AFS, will be in excess of the liabilities of the Company and the Group;
- c. the share capital and reserves of the Company and the Group will be adequate for ordinary business purposes; and
- d. the working capital will be adequate to continue the ordinary business purposes of the Company and the Group.

Item 8: Financial assistance

Special Resolution 4: *“Resolved that in terms of section 44(3)(a)(ii) of the Companies Act (2008), the provision from time to time of financial assistance (whether by way of loan, guarantee, the provision of security or otherwise) by the Company to any related or inter-related company, for the purposes 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 of the Company, or for the purchase of any securities of the Company or a related or inter-related Company of the Company, be and is hereby approved.”*

Explanatory Note: Such approval shall be in place for a period of two years from the date of adoption of this special resolution number 4 and be subject further to section 44(3)(b) of the Companies Act (2008) which states that the Board may not authorise such financial assistance unless the Board is satisfied that (i) immediately after providing such financial assistance, the Company would satisfy the solvency and liquidity test contemplated in section 4 of the Companies Act (2008); and (ii) the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

Special Resolution 5: *“Resolved that in terms of section 45(3)(a)(ii) of the Companies Act (2008), the provision from time to time of financial assistance (including lending money, guaranteeing a loan or other obligation and securing any debt or obligation) by the Company to any related or inter-related company of the Company, be and is hereby approved.”*

Explanatory Note: Such approval shall be in place for a period of two years from the date of adoption of this special resolution and be subject further to section 45(3)(b) of the Companies Act (2008) which states that the Board may not authorise such financial assistance unless the Board is satisfied that (i) immediately after providing such financial assistance, the Company would satisfy the solvency and liquidity test contemplated in section 4 of the Companies Act (2008); and (ii) the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

Item 9: Amendment of the memorandum of incorporation of the Company

Special Resolution 6: *“Resolved that in terms of section 16(1)(c)(ii) of the Companies Act, the memorandum of incorporation of the Company (“MOI”) be amended by the addition of a new clause, namely clause 32, as set out below, which shall take effect from the date upon which the Company files the CoR15.2 form with the Companies and Intellectual Property Commission.*

32. INDEMNITY

32.1 *Subject to the provisions of and so far as may be consistent with the Companies Act and the MOI of the Company, but without prejudice to any indemnity to which a Director may otherwise be entitled, each and every Director, Secretary or other officer of the Company shall be indemnified by the Company out of its own assets or funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including, without prejudice to the generality of the foregoing, any liability incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by such person as an officer or employee of the Company and in which judgment is given in his favour or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part or in which such person is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. For the sake of the avoidance of doubt, the aforesaid indemnity expressly excludes any liability or fine for which a company may not indemnify a director, in terms of section 78(6) of the Companies Act and being –*

Notice of annual general meeting

32.1.1 any liability arising in terms of section 77(3)(a), (b) or (c) of the Companies Act; or

32.1.2 any liability arising from willful misconduct or willful breach of trust on the part of a director; or

32.1.3 any fine imposed on a director as a consequence of that director having been convicted of an offence unless the conviction was based on strict liability.

32.2 Without prejudice to clause 32.1 but subject to the provisions of and so far as may be consistent with the Companies Act, the Directors shall have power to purchase and maintain insurance for, or for the benefit of any person who is or was at any time, a Director or officer of any Relevant Company, as defined in clause 32.3 below or who is or was at any time a trustee of any pension fund or employees' share scheme in which employees of any Relevant Company are interested, including, without prejudice to the generality of the foregoing, insurance against any liability incurred by him in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to any Relevant Company or any such pension fund or employees' share scheme.

32.3 For the purpose of this clause 32:

32.3.1 subject to any restrictions set out in the Companies Act (and if not inconsistent with the context), "Director" includes an alternate Director, a prescribed officer and a person who is a member of a committee of the Board or a statutory committee, irrespective of whether or not the person is also a member of the Board; and

32.3.2 "Relevant Company" shall mean the Company or any Subsidiary or any other body, whether or not incorporated, in which the Company or any of the predecessors of the Company has or had any interest, whether direct or indirect or which is in any way allied to or associated with the Company or any Subsidiary or Associated Company of the Company or of such other body.'

Explanatory Note: The Board has proposed that the MOI be amended to expressly authorise the Company to indemnify its directors for any liability, which arises out of or in connection with the performance of their duties and to expressly authorize the Company to insure its directors against any such loss, in the manner contemplated by and strictly in accordance with the provisions of section 78 of the Companies Act. The amendment to the MOI has been approved by the JSE. The MOI is available for inspection at the Company's registered office during normal business hours from the date of this Notice until the date of the AGM.

Important information regarding attendance, participation and voting at the AGM

Record dates

The Board of Directors has set the record date on which shareholders must be recorded in the share register in order to be entitled to receive this Notice as Friday, 18 June 2021.

The record date in respect of participation and voting at the AGM is Friday, 10 September 2021, and the last date to trade in respect of participation and voting at the AGM is Tuesday, 7 September 2021.

Electronic participation

Given restrictions on gatherings and travel due to the COVID-19 pandemic, the 2021 AGM will be held entirely through electronic communication, as provided for in section 63(2)(a) of the Companies Act. The Company's MOI does not prohibit electronic meetings.

Shareholders who wish to participate in the AGM, including proxy holders, will be required to submit the duly completed Electronic Participation Form, found on page 40 of this Notice, together with the relevant documents to Computershare Investor Services (Pty) Ltd ("Computershare"), as provided for on the form. Shareholders are strongly encouraged to complete their verification well ahead of time.

Once your shareholding, identity and authority (if the shareholder is not an individual) has been verified by Computershare, you will be provided with details on how to join the AGM web stream. A live voting function will not be available, and shareholders will be required to send their duly completed voting forms to Computershare via email before the meeting, or at the close of voting at the latest.

Shareholders that choose not to participate in the meeting can still submit their proxy forms as usual.

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Voting instructions

Dematerialised shareholders

NB: Dematerialised shareholders whose shares are held in a nominee account must not complete the attached form of proxy.

If your Invicta shares are dematerialised and are held in a nominee account, then your CSDP (Central Securities Depository Participant, or "Participant" as defined in the Financial Markets Act, 2012) or broker should contact you to ascertain how you wish to cast your vote at the AGM and thereafter cast your vote in accordance with your instructions.

If you have not been contacted it would be advisable for you to contact your CSDP or broker and furnish them with your instructions. If your CSDP or broker does not obtain instructions from you, they will be obliged to act in terms of your mandate furnished to them, or, if the mandate is silent in this regard, to abstain from voting.

Unless you advise your CSDP or broker timeously in terms of your agreement by the cut-off time advised by them that you wish to attend the AGM or send a proxy to represent you, your CSDP broker will assume you do not wish to attend the AGM or send a proxy.

If you wish to participate in the AGM, request the necessary letter of representation from your CSDP or broker, and submit this letter together with the Electronic Participation Form on page 40.

Certificated Shareholders and "Own Name" Shareholders

Certificated shareholders and "own name" shareholders that wish to participate in the AGM themselves, should submit their duly completed Electronic Participation Form on page 40, together with an acceptable form of identification.

Certificated shareholders or own name shareholders may also appoint a proxy to represent them at the AGM by completing the attached proxy form and returning it to Computershare by 24 hours prior to the AGM, or alternatively prior to the commencement of voting at the AGM. If you appoint someone other than the chairman of the AGM as your proxy and want them to participate in the AGM, a duly completed electronic participation form should be submitted.

Joint Holders

The Company's MOI provides that any one of the joint holders of shares may vote either personally or by proxy at any meeting as if they were solely entitled to exercise that vote, and, if more than one of those joint holders is present at the AGM, either personally or by proxy, the joint holder who tenders a vote (including an abstention) and whose name stands in the Securities Register before the other joint holder(s) who are present, in person or by proxy will be the one entitled to vote.

Preference shareholders

Preference shareholders are entitled to receive notice of and be present at the AGM but shall not be entitled to vote at the AGM.

By order of the Board

R Cloete

On behalf of Acorim, acting as Group company secretary
Johannesburg

Notice of annual general meeting

Annexure 1: Profile of directors

Lance Sherrell (55)

Non-executive director

Years as a director: 10

Lance is a director and shareholder of the SMG Group (BMW). Lance studied commerce at the University of Cape Town and has been involved in the hospitality and motor trade industries for the past 15 years. He represented South Africa as a rugby player in the national team in 1994. Lance was appointed as alternate director to Reg Sherrell on 27 May 2009 and was nominated as non-executive director of on 29 July 2010, upon the retirement of Reg Sherrell.

Mpho Makwana (51)

Lead Independent Non-executive director

B.Admin, Post Graduate Diploma in Retail Management (Stirling University, UK)

Years as director: 1

Mpho has expertise in human resources, marketing, business strategy and strategic planning. Mpho joined the board as an Independent Non-Executive Director and Lead Director on 1 May 2020. He is the former Chair of Eskom Holdings Limited, where he led the team that kept the lights on during the 2010 FIFA World Cup. He is a Lead Independent Director and Acting Chairman of Nedbank Limited, Nedbank Group Limited, Chair of ArcelorMittal SA Ltd, Limpopo Economic Development Agency and SAFCOL SOC Limited. He participates in various non-profit initiatives and is a trustee of the Nelson Mandela Children's Fund.

Frank Davidson (56)

Independent Non-executive director

B.Comm, B.Acc, CA (SA)

Years as director: 1

Frank, is a chartered accountant with a career as business owner and executive spanning over 30 years. Frank has worked in the wealth management business for more than 20 years and is currently engaged in private equity. Frank is an independent non-executive director of Nu-World Industries Ltd. Frank resigned as independent non-executive director of KayDav Group Ltd in February 2021.

Iaan van Heerden (49)

Non-executive director

BLC, LLB, LLM (cum laude), Higher Diploma in International Tax

Years as director: 1

Iaan served as an Investment Banking Director at Rand Merchant Bank and has more than 20 years' experience in, inter alia, investment banking, mergers and acquisitions, tax and corporate law. Iaan is a co-founder of Oryx Partners, which manages Dr Christo Wiese's family office and is a strategic business partner of the Wiese family.

Rashid Wally (77)

Independent Non-executive Director

Years as a director: 6

Rashid has held various senior executive positions with IBM in Africa, Europe, the Middle East and South East Asia, including Lenovo in Africa. Rashid has over 38 years of experience in the Information Technology sector and was chairman of the board and member of the audit Committee of Mango Airlines SOC) Limited. Rashid is currently chairman of Fastjet PLC, a listed company on the London Stock Exchange AIM Section, and also serves on that company's audit and risk Committee. Rashid was appointed as an independent non-executive director of Invicta on 30 July 2013.

Form of proxy

Invicta Holdings Limited

Registration number 1966/002182/06
Incorporated in the Republic of South Africa
Share code: IVT Ordinary Share • ISIN: ZAE000029773
IVTP Preference Share • ISIN: ZAE000173399
("Invicta" or "the Company" or "the Group")



For use only by shareholders who:

1. Hold their shares in certificated form; or
2. Hold dematerialised Invicta ordinary shares in their own name.

Shareholders are requested to deposit forms of proxy at the office of the transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196, or by post to Private Bag x9000, Saxonwold, 2132 (at own risk), or via email to proxy@computershare.co.za and info@invictaholdings.co.za by 09:00 on Wednesday, 15 September 2021. Any forms of proxy not lodged by this date and time may still be sent to these email addresses prior to the commencement of voting at the AGM.

Note: Dematerialised shareholders holding shares other than with "own name" registration who wish to participate in the electronic AGM must inform their CSDP or broker of their intention to do so and request their CSDP or broker to issue them with the necessary letter of representation, to be submitted to Computershare with the Electronic Participation Form on page 40 of this Notice. Dematerialised shareholders that do not wish to participate in the electronic AGM may provide their CSDP or broker with their voting instructions. These shareholders must not use this form of proxy.

I/We (please print name in full) _____

of (address) _____

being a shareholder(s) of Invicta and holding _____ ordinary shares, hereby appoint (name in block letters)

1. _____ or failing them
2. _____ or failing them

3. the Chairman of the AGM.

as my/our proxy to act for me/us at the AGM which will be held on **Thursday, 16 September 2021 at 09:00 by electronic communication** for the purposes of considering and, if deemed fit, passing with or without modification, the resolutions below and at each adjournment or postponement thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name(s). Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.

Please indicate with an "X" in the appropriate spaces how you wish to cast your vote		For	Against	Abstain
Ordinary resolutions				
1.	Re-election of Lance Sherrell as a director of the Company			
2.	Re-election of Iaan Van Heerden as a director of the Company			
3.	Re-election of Mpho Makwana as a director of the Company			
4.	Election of Rashid Wally as member of the Audit Committee			
5.	Election of Frank Davidson as member of the Audit Committee			
6.	Election of Mpho Makwana as member of the Audit Committee			
7.	Re-appointment of Ernst & Young Inc. as independent auditors for the 2022 financial year			
8.	Placing the authorised but unissued shares under the control of the directors			

Form of proxy

9.	Authorising the directors to issue shares for cash – limited to 5%			
10.	Non-binding advisory vote on the Company's of Remuneration Policy			
11.	Non-binding advisory vote on the Company's of Remuneration Implementation Report			
Special resolutions				
1.1	Approval of annual retainer fees for chair of Invicta Board	R698 206		
1.2	Approval of annual retainer fees for chair of the Audit Committee	R265 232		
1.3	Approval of annual retainer fees for chair of Remuneration committee	R124 494		
1.4	Approval of annual retainer fees for chair of Investment Committee	R90 545		
1.5	Approval of annual retainer fees for chair of Social and Ethics Committee	R73 851		
1.6	Approval of fee per routine meeting for Invicta Board members	R49 165		
1.7	Approval of fee per routine meeting for Audit Committee members	R34 341		
1.8	Approval of fee per routine meeting for Remuneration Committee members	R23 571		
1.9	Approval of fee per routine meeting for Investment Committee members	R19 824		
1.10	Approval of annual retainer fees for Member of Social and Ethics Committee	R20 762		
1.11	Approval of fee per routine meeting for Invicta South Africa Holdings (Pty) Ltd Board members	R14 476		
2.	General Authority to repurchase ordinary shares			
3.	General authority to repurchase preference shares			
4.	Approval for the provision of financial assistance in terms of section 44(3)(a)(ii) of the Companies Act, 2008			
5.	Approval for the provision of financial assistance in terms of section 45(3)(a)(ii) of the Companies Act			
6.	Amendment of the Company's Memorandum of Incorporation			

Signed at _____ on _____ 2021

Signature _____

Assisted by (where applicable) _____

Please read the notes below.

Notes to form of proxy incorporating a summary of section 58 of the Companies Act (2008)

1. A proxy appointment must be in writing, dated and signed by the shareholder and remains valid for the duration of the AGM and any adjournment or postponement thereof, unless the shareholder indicates otherwise on the form or the shareholder revokes the proxy by cancelling it in writing, or making a later inconsistent appointment of a proxy and delivering such documents to the transfer secretaries.
2. The completion and lodging of this form will not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms thereof, should such shareholder wish to do so.
3. A shareholder may insert the name of a proxy or the name of an alternative proxy in the blank spaces provided, with or without deleting "the Chairman of the AGM". A proxy does not necessarily need to be a shareholder of the Company.
4. Shareholders should insert an "X" in the appropriate space according to how they wish their votes to be cast. Alternatively, if a shareholder wishes to cast their votes in respect of a lesser number of shares that they own or represent, this should be indicated by the insertion of the relevant number of votes in the space provided. Failure to comply with the above will be deemed to authorise the proxy holder to vote or abstain from voting at the AGM as they deem fit in respect of all the shareholder's votes exercisable thereat. A shareholder or his proxy is not obliged to use all the votes exercisable by the shareholder or his proxy, or cast them in the same way.
5. Any alteration or correction made to this form must be initialed by the signatory/ies.
6. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form unless previously recorded by the transfer secretaries or waived by the chairman of the AGM.
7. The chairman of the AGM may reject or accept any form of proxy which is completed and/or received other than in accordance with these instructions, provided that he is satisfied as to the manner in which a shareholder wishes to vote.
8. A proxy may delegate the proxy's authority to act on behalf of the shareholder to another person, unless the shareholder indicates otherwise on the proxy form.
9. A minor must be assisted by his/her parent/guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
10. Where there are joint holders of any shares any one holder may sign this form of proxy; and the vote(s) of the shareholder whose name appears first in the Company's securities register who tenders a vote (including an abstention), whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).

Electronic participation form

Invicta Holdings Limited

Registration number 1966/002182/06
Incorporated in the Republic of South Africa
Share code: IVT Ordinary Share • ISIN: ZAE000029773
IVTP Preference Share • ISIN: ZAE000173399
("Invicta" or "the Company" or "the Group")



Shareholders or their proxies who wish to participate in the AGM to be held on **Thursday, 16 September 2021 at 09:00** via electronic communication ("AGM Participant") must notify the Company by delivering this form and supporting documents to the office of the transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196, or by post to Private Bag x9000, Saxonwold, 2132 (at own risk), or via email to proxy@computershare.co.za and info@invictaholdings.co.za as soon as possible, but by no later 09:00 on Wednesday, 15 September 2021. Shareholders are strongly encouraged to complete their verification well ahead of time.

Each AGM Participant, who has successfully been verified by Computershare, will be provided with the details on how to join the AGM webcast. There will not be a live voting function available during the proceedings. Once verified, participants will be provided with a voting form and are strongly encouraged to send their completed forms to Computershare at least 24 hours before the meeting. Shareholders that prefer to complete their voting forms during the AGM proceedings will still be able to email their voting forms to proxy@computershare.co.za and info@invictaholdings.co.za during the AGM.

Please refer to page 34 of the Notice of AGM Important information regarding participation and voting at the AGM.

Name of registered shareholder:	
ID/Passport number or registration number of registered shareholder:	
Name and contact details of CSDP or broker (If shares are held in dematerialised format):	
Shareholder Number/ SCA number/Broker account number/ Own name account number or Custodian Account number:	
Number of ordinary shares held:	
Full name of AGM Participant:	
ID number/Passport number of AGM Participant:	
Email address:	
Cellphone number:	

By signing this form I/we agree and consent to the processing of my/our personal information above for the purpose of participation in the AGM and acknowledge the following:

The cost of joining the AGM is for the expense of the AGM Participant and will be billed separately by the AGM Participant's own internet service provider. The AGM Participant is not permitted to share the link with a third party.

The Company, its agents and third party service providers cannot be held accountable, and will not be obliged to make alternative arrangements, in the event of a loss or interruption of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth, power outages or any other circumstances which prevents any shareholder or proxy holder from participating in the AGM or voting.

Signed at _____ on _____ 2021

Signature _____

Assisted by (where applicable) _____

Electronic participation form

Important: Please attach the following documents:

- Dematerialised shareholders (except “own name” holders): The letter of representation from your CSDP or broker and a copy of your identity document/passport/driver’s licence.
- Certificated or “own name” shareholders (individuals): A copy of your identity document/passport/ driver’s licence.
- Certificated or “own name” shareholders (entities): A copy of the resolution authorizing the individual to represent the entity and a copy of the identity document/passport/driver’s licence of the representative.
- Proxy holders: The duly completed and signed proxy form and a copy of your identity document/passport /driver’s licence.

Administrative and corporate information

INVICTA HOLDINGS LIMITED and its subsidiaries
("Invicta" or "the Company" or "the Group")
(Incorporated in the Republic of South Africa)
Registration number 1966/002182/06
Share code: IVT | ISIN: ZAE000029773
Preference share code: IVTP | ISIN: ZAE000173399

Registered office: Invicta Holdings Limited, 3 Droste Crescent, Droste Park, Johannesburg, Gauteng, 2094.
PO Box 33431, Jeppestown, Johannesburg, Gauteng, 2043
info@invictaholdings.co.za | www.invictaholdings.co.za

Transfer secretaries: Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196. Private Bag X9000, Saxonwold, 2132, South Africa
Tel: 011 370 5000 www.computershare.com

Sponsor: Nedbank Corporate and Investment Banking, a division of Nedbank Limited, 135 Rivonia Road, Sandown, Sandton, 2196

Directors: Dr CH Wiese* (Chairman), SB Joffe (Chief Executive Officer), C Barnard, N Rajmohamed, GM Pelsler, LR Sherrell*, AM Sinclair, RA Wally^, Adv JD Wiese*, PM Makwana^, I Van Heerden*, F Davidson^
** Non-executive ^ Independent non-executive*

Acting Group company secretary: R Cloete (Acorim (Pty) Ltd)



www.invictaholdings.co.za