



**Invicta**  
HOLDINGS LIMITED

**2022**

**SUMMARISED AUDITED CONSOLIDATED  
RESULTS AND NOTICE OF AGM**

FOR THE YEAR ENDED 31 MARCH

Firmly **rooted** in South Africa and  
strategically **geared** for **growth**



## Letter to shareholders

### Dear shareholder

This summary of our results for the year to 31 March 2022 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 and the integrated annual report will be available on our website **[www.invictaholdings.co.za](http://www.invictaholdings.co.za)** on Monday, 27 June 2022 and Thursday, 30 June 2022 respectively. 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

## The year under review

Against the backdrop of a world facing both economic and geopolitical uncertainty, we are pleased to present on behalf of the Board, a strong set of results for the Group. These results reflect how the Group's businesses have recovered remarkably well from the effects of the Covid-19 pandemic and the associated lockdowns. Considering all the challenges of 2022, we are especially proud of how we were able to grow basic earnings per share from continuing operations by 92%, from 212 to 408 cents.

## Group performance

As a result of our corporate actions over the past two years, we have re-assessed our reporting segments. We now report six operating segments:

- **Replacement Parts Services and Solutions: Industrial (RSS: Industrial)** - RSS: Industrial consists of the core businesses previously reported under the Engineering Solutions Group. This segment focuses on the import and local manufacture of products, services and solutions for all industries in Southern Africa. RSS: Industrial offers world class solutions and products with the aim to improve the efficiency of our customers and ensure that they remain globally competitive.
- **Replacement Parts Services and Solutions: Auto Agri (RSS: Auto-agri)** - RSS: Auto-agri which operates in South Africa and certain European countries, consists of automotive and agricultural businesses, previously reported under the Engineering Solutions Group. This segment focuses on the importation and distribution of automotive aftermarket parts and Original Equipment Manufacturer ("OEM") kits, as well as driveshaft parts and other replacement parts for the agricultural industry.
- **Capital Equipment and related parts and services (CE)** - CE consists of the businesses previously reported under the CEG segment that sell capital equipment, spare parts and provide the related services to the earthmoving, construction, mining and logistics industries.
- **Replacement Parts Services and Solutions: Earthmoving equipment (RSS: Earthmoving)** - RSS: Earthmoving consists of businesses previously reported under the Capital Equipment Group ("CEG").
- **Kian Ann Group (KAG)** - KAG increased its shareholding in MIH from 50.01% and in KKB from 27.604%, respectively to 100%, in August 2021, the Group reduced its interest to 48.81% of KAG. Hence, KAG began to consolidate the financial results of both MIH and KKB as 100% subsidiaries from August 2021. The Group equity accounts KAG from this date as a joint venture.
- **Corporate Group** - Comprises MacNeil Plastics and Group support services including financing, investment, and property operating in South Africa.

## RSS: Industrial

Revenue increased by 8.4% from R4.1 billion to R4.4 billion. However, revenue still trails pre-Covid levels by 7%. Operating profit before interest on financing transactions and foreign exchange movements increased by 11.5% from R297.9 million to R332.2 million.

## RSS: Auto-agri

Revenue increased by 19.2% from R435.0 million to R518.4 million, this is an increase of 24.9% on the pre-Covid revenue levels. The war in Ukraine has affected our Ukrainian business negatively and, due to the uncertainty of the war, a decision was made to impair all Ukrainian assets totaling R14 million. Despite these impairments, operating profit before interest on financing transactions and foreign exchange movements increased by 21.6% from R77.5 million to R94.2 million.

# Executive review of our performance (continued)

## CE

Revenue of CE increased by 16.8%, from R909.4 million to R1.06 billion and operating profit before interest on financing transactions and foreign exchange movements decreased by 39.2% from R186.7 million to R113.4 million, as a result of the R76.8 million profit on the disposal of the CEG agricultural businesses recognised in the prior year.

## RSS: Earthmoving

Revenue increased by 39.5% to R547.4 million, well above previous revenue levels. This includes the newly acquired subsidiary KMP; which contributes 20.2% of the revenue of R547.4 million. The operating profit before interest on financing transactions and foreign exchange movements increased by 23.6% from R55.8 million to R68.9 million.

## KAG

KAG contributed R487.2 million to Group earnings for the current year of which R385.3 million was profit from discontinued operations and R101.9 million from equity accounted earnings from the joint venture. This included R374.9 million of one-off items such as the gains on remeasurement, a fair value loss on derivatives and amortisation of purchase price allocation intangibles. The prior year loss from KAG's discontinued operation of R12.4 million, included an IFRS 5 impairment of the KAG disposal group of R76.9 million.

## Strategic focus and prospects

We aim to grow a diversified sustainable replacement parts Group, providing above market returns to stakeholders. We constantly review and restructure our existing businesses to ensure they achieve the desired returns. We aim to have a geographical (50% of the Group income is outside of South Africa) and a sectorial diverse Group within four years.

The world is in a precarious position. The zero-Covid strategy in China and the associated lockdowns will have a detrimental impact on the world's supply chain. The war in the Ukraine and its associated impacts on commodity and food prices will be felt worldwide. Rising inflation worldwide will result in borrowing costs increasing, thus creating more pressure on the consumer. Lastly, the Covid-19 pandemic is not done, with South Africa entering its fifth wave.

With so much uncertainty in the world, we will continue to work hard on reducing our net debt position. When we think of net debt, we include the listed preference shares. Having a relatively debt free business, strategically positions us to respond to difficult situations and, at the same time, provide the capacity for us to implement our acquisition strategy should the opportunities arise.

## Dividend

We are pleased to increase our dividend declaration by 50% from 60 cents to 90 cents per share for the year.

## 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.

# Executive review of our performance (continued)

## 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](http://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

			31 March	
			2022 R'000	2021 R'000
	Notes	% change		
<b>Continuing operations</b>				
Revenue	4	15	7,188,991	6,251,484
Cost of sales			(4,981,775)	(4,259,699)
<b>Gross profit</b>			<b>2,207,216</b>	<b>1,991,785</b>
Expected credit gains/(losses) recognised on trade receivables			4,800	(1,904)
Expected credit gains recognised on loans and receivables			5,178	8,643
Selling, administration and distribution costs			(1,546,546)	(1,413,349)
<b>Operating profit before net finance income on financing transactions and foreign exchange movements</b>		15	<b>670,648</b>	<b>585,175</b>
Finance income from financing transactions			11,809	19,160
Finance costs on financing transactions			(7,637)	(7,999)
Foreign exchange gains			118,769	241,549
Foreign exchange losses and costs			(134,609)	(245,408)
<b>Operating profit</b>		11	<b>658,980</b>	<b>592,477</b>
Finance costs			(106,029)	(194,526)
Dividends received			–	2,230
Equity accounted earning from investments in associates			6,378	3,862
Equity accounted earning from investments in joint ventures			101,887	–
Finance income			26,436	53,482
<b>Profit before taxation</b>		50	<b>687,652</b>	<b>457,525</b>
Taxation expense	6		(166,836)	(160,686)
<b>Profit for the year from continuing operations</b>		75	<b>520,816</b>	<b>296,839</b>
<b>Discontinued operations</b>				
Profit for the year from discontinued operations	8	–	385,330	79,233
<b>Profit for the year</b>		141	<b>906,146</b>	<b>376,072</b>
<b>Other comprehensive (loss)/profit</b>				
<i>Items that may be reclassified to profit or loss in subsequent periods (net of tax):</i>				
Exchange differences on translation of foreign operations			(37,225)	(251,103)
Changes in the fair value of borrowings			–	1,410
<b>Total comprehensive income for the year</b>			<b>868,921</b>	<b>126,379</b>
<b>Profit attributable to:</b>				
Owners of the parent - ordinary shares (continuing operations)			440,278	228,794
Owners of the parent - ordinary shares (discontinued operations)			385,330	79,233
Non-controlling interests			23,285	9,595
Owners of the parent - preference shares			57,253	58,450
			<b>906,146</b>	<b>376,072</b>
<b>Total comprehensive income/(loss) attributable to:</b>				
Owners of the parent - ordinary shares (continuing operations)			402,630	(11,644)
Owners of the parent - ordinary shares (discontinued operations)			385,330	79,233
Non-controlling interests			23,708	340
Owners of the parent - preference shares			57,253	58,450
			<b>868,921</b>	<b>126,379</b>
<b>Basic earnings per share from continuing operations (cents)</b>	7	92	<b>408</b>	<b>212</b>
<b>Basic earnings per share (cents)</b>	7	168	<b>764</b>	<b>285</b>
<b>Diluted earnings per share from continuing operations (cents)</b>	7	92	<b>395</b>	<b>206</b>
<b>Diluted earnings per share (cents)</b>	7	168	<b>741</b>	<b>277</b>

# Summarised consolidated statement of financial position

		31 March	
	Notes	2022 R'000	2021 R'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment		1,048,581	887,574
Investment property		116,198	116,198
Right-of-use assets		220,751	245,782
Financial investments		–	972
Goodwill		42,560	3,391
Other intangible assets		68,629	41,539
Net investment in finance leases		24,019	75,915
Loans and other receivables		157,037	112,431
Derivatives - interest rate swaps		11,008	6,205
Investment in associates		50,636	8,059
Investment in joint ventures		1,298,853	–
Deferred taxation		155,282	174,842
		3,193,554	1,672,908
<b>Current assets</b>			
Inventories		2,569,733	2,149,182
Trade and other receivables		1,288,443	1,102,727
Net investment in finance leases		59,904	85,946
Loans and other receivables		128,327	110,939
Current taxation		69,268	32,498
Cash and cash equivalents		582,354	896,900
		4,698,029	4,378,192
Assets classified as held for sale	9	6,251	2,623,205
<b>Total assets</b>		<b>7,897,834</b>	<b>8,674,305</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Capital and reserves</b>			
Ordinary share capital		5,236	5,574
Ordinary share premium		2,516,172	2,679,310
Treasury shares		–	(49,406)
Preference shares		750,000	750,000
Other reserves		(29,883)	(98,147)
Foreign currency translation reserve		(205,540)	381,498
Retained earnings		1,593,958	931,823
<b>Equity attributable to owners of the parent</b>		<b>4,629,943</b>	<b>4,600,652</b>
Non-controlling interests		62,742	125,436
<b>Shareholders' equity</b>		<b>4,692,685</b>	<b>4,726,088</b>



# Summarised consolidated statement of financial position

		31 March	
	Notes	2022 R'000	2021 R'000
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Borrowings		976,959	737,634
Right-of-use lease liabilities		201,457	237,632
Finance lease liabilities		22,201	46,286
Deferred taxation		26,045	24,716
		1,226,662	1,046,268
<b>Current liabilities</b>			
Trade and other payables		1,329,667	1,074,980
Provisions		208,910	139,421
Current taxation		25,946	16,807
Dividends payable		23,307	27,230
Borrowings		165,644	548,836
Right-of-use lease liabilities		74,831	71,761
Finance lease liabilities		33,911	69,917
Profit share liability		62,892	79,624
Bank overdrafts		53,379	253,926
		1,978,487	2,282,502
Liabilities classified as held for sale	9	–	619,447
<b>Total liabilities</b>		<b>3,205,149</b>	<b>3,948,217</b>
<b>Total equity and liabilities</b>		<b>7,897,834</b>	<b>8,674,305</b>

# Summarised consolidated statement of changes in equity

	31 March	
	2022 R'000	2021 R'000
<b>Share capital</b>		
Balance at the beginning of the year	5,574	5,424
Ordinary shares issued	–	150
Ordinary shares repurchased	(338)	–
<b>Balance at the end of the year</b>	<b>5,236</b>	<b>5,574</b>
<b>Share premium</b>		
Balance at the beginning of the year	2,679,310	2,653,151
Ordinary shares issued	–	26,159
Ordinary shares repurchased	(163,138)	–
<b>Balance at the end of the year</b>	<b>2,516,172</b>	<b>2,679,310</b>
<b>Treasury shares</b>	<b>(49,406)</b>	<b>(49,406)</b>
Ordinary shares repurchased	49,406	–
<b>Balance at the end of the year</b>	<b>–</b>	<b>(49,406)</b>
<b>Preference shares</b>	<b>750,000</b>	<b>750,000</b>
<b>Retained earnings</b>		
Balance at the beginning of the year	931,823	625,507
Total comprehensive income	882,861	367,887
Transfer between reserves	4,463	(257)
Equity-settled share-based payments cancelled	8,370	–
Ordinary shares repurchased	(34,052)	–
Other reserve movements	(630)	–
Disposal of subsidiary	(71,967)	(611)
Ordinary dividends paid	(69,657)	(2,253)
Preference dividends paid	(57,253)	(58,450)
<b>Balance at the end of the year</b>	<b>1,593,958</b>	<b>931,823</b>
<b>Foreign currency translation reserve</b>		
Balance at the beginning of the year	381,498	623,346
Total comprehensive income	(37,648)	(241,848)
Disposal of subsidiary	(549,390)	–
<b>Balance at the end of the year</b>	<b>(205,540)</b>	<b>381,498</b>
<b>Other reserves</b>		
Balance at the beginning of the year	(98,147)	(102,542)
Equity-settled share-based payments issued	10,775	3,566
Equity-settled share-based payments cancelled	(8,370)	–
Disposal of subsidiary	71,967	611
Other reserve movements	(46)	(38)
Acquisition of non-controlling interests	(6,062)	–
Transfer between reserves	–	256
<b>Balance at the end of the year</b>	<b>(29,883)</b>	<b>(98,147)</b>
<b>Attributable to equity shareholders</b>	<b>4,629,943</b>	<b>4,600,652</b>

# Summarised consolidated statement of changes in equity

	31 March	
	2022 R'000	2021 R'000
<b>Non-controlling interest</b>		
Balance at the beginning of the year	125,436	129,037
Total comprehensive income	23,708	340
Transfers between reserves	(4,463)	–
Non-controlling interest arising on the issue of additional share capital in a subsidiary	209,427	–
Disposal of subsidiary	(287,455)	2,842
Acquisition of non-controlling interests	(2,804)	203
Ordinary dividend paid	(1,107)	(6,986)
<b>Balance at the end of the year</b>	<b>62,742</b>	<b>125,436</b>
<b>Total equity</b>	<b>4,692,685</b>	<b>4,726,088</b>

# Summarised consolidated statement of cash flows

		31 March	
	Notes	2022 R'000	2021 R'000
<b>Cash flows from operating activities</b>			
Cash generated from operations	10	978,121	1,856,936
Finance costs		(106,413)	(207,204)
Finance cost on financing transactions		(7,739)	(6,683)
Dividends paid to Group shareholders		(130,989)	(68,375)
Dividends paid to non-controlling interests		(1,107)	(6,986)
Taxation paid	11	(183,489)	(425,521)
Finance income		24,791	53,041
Finance income from financing transactions		11,809	19,160
Dividends received		–	2,230
<b>Net cash inflow from operating activities</b>		<b>584,984</b>	<b>1,216,598</b>
<b>Cash flows from investing activities</b>			
Proceeds on sale of property, plant and equipment and other intangible assets		126,225	43,943
Additions to property, plant and equipment		(122,544)	(118,473)
Additions to intangible assets		(8,263)	(7,175)
Acquisition of subsidiaries and businesses	12	(267,574)	–
Acquisition of associate		(37,389)	–
Proceeds on disposal of subsidiaries (net of cash and cash equivalents disposed)	13	(296,585)	84,221
Dividend received from associate		1,465	–
Dividend received from joint venture		24,821	–
Funds lent in relation to long-term receivables		(75,230)	(10,400)
Payments received from long-term receivables		108,888	5,189
<b>Net cash outflow from investing activities</b>		<b>(546,186)</b>	<b>(2,695)</b>
<b>Cash flows from financing activities</b>			
Funding received in respect of borrowings		1,300,134	208,654
Principle repayment of borrowings		(1,501,824)	(1,123,277)
Funding received in respect of finance lease liabilities		44,169	120,190
Repayment of finance lease liabilities		(104,190)	(126,728)
Payment of right of use lease liabilities		(75,807)	(83,135)
Principle repayment of financial liabilities		(6,350)	–
Ordinary shares issued		–	26,309
Ordinary shares repurchased		(148,122)	–
Proceeds from issue of shares to non-controlling interests		1,790	–
Acquisition of non-controlling interests		(8,866)	203
<b>Net cash outflow from financing activities</b>		<b>(499,066)</b>	<b>(977,784)</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(460,268)</b>	<b>236,119</b>
Cash and cash equivalents at the beginning of the year		998,966	822,633
Effect of foreign exchange rate movement on cash balance		(9,723)	(59,786)
<b>Cash and cash equivalents at the end of the year</b>		<b>528,975</b>	<b>998,966</b>
<b>Cash and cash equivalents</b>			
Bank and Cash balances		582,354	896,900
Bank overdrafts		(53,379)	(253,926)
Cash and cash equivalents of continuing operations		528,975	642,974
Cash and cash equivalents classified as held for sale		–	355,992
<b>Total</b>		<b>528,975</b>	<b>998,966</b>

# Other information

	31 March	
	2022	2021
<b>Net interest-bearing debt:equity ratio</b>	<b>20%</b>	<b>23%</b>
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.		
<b>Net asset value per ordinary share (cents)</b>	<b>3,765</b>	<b>3,566</b>
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 less total liabilities less preference share equity) / number of issued ordinary shares.		
<b>Tangible net asset value per ordinary share (cents)</b>	<b>3,659</b>	<b>3,526</b>
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 less goodwill less other intangible assets less total liabilities less preference share equity) / number of issued ordinary shares.		
<b>Additions to property plant and equipment (R'000)</b>	<b>241,980</b>	<b>156,171</b>

## Bank covenants

	31 March 2022	
	Limit	Achieved
<b>Net Debt to EBITDA ratio</b>	<b>3.0 &lt;</b>	<b>1.16</b>
<b>Interest cover ratio</b>	<b>3.5 &gt;</b>	<b>10.77</b>

# 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

### COVID-19

China implemented widespread lockdown measures on 26 March 2022, in line with President Xi Jinping's stringent Covid Zero Policy. Shanghai being the closest city to the KAG roller manufacturing businesses reported its fewest Covid-19 cases in more than 6 weeks by the second week of May. This allowed the roller manufacturing operations to resume with a skeleton staff. Despite the Covid wave easing, authorities are stepping up efforts to quarantine close contacts of people who test positive.

### War in Ukraine

Euro Driveshaft Parts Ukraine, which operates in Chernihiv in northern Ukraine, was occupied by Russian forces who have subsequently withdrawn from the city on 4 April 2022. The buildings which house the inventory and other operating assets were not damaged. The company has moved the server from the premises and access to accounting records has been re-established. Security arrangements were put in place since 4 April 2022 to preserve the assets. The banking system is currently functioning albeit with restrictions. Peace talks between Russia and the Ukraine while slow are in progress.

### Par value shares changed to stated capital, increase of authorised capital

On 22 April 2022 the Group distributed a circular pertaining to the conversion of the par value ordinary shares of the Company into no par value ordinary shares, the increase of 151 million shares in the authorised ordinary share capital of the Company, and the related amendments of the Company's memorandum of incorporation. These changes were approved at a general meeting of ordinary shareholders held on the 24 May 2022.

### Keletso Imare Bindzue Procurement Services (Pty) Ltd

This entity was consolidated at 31 March 2022 as an entity controlled in terms of IFRS 10 *Consolidated Financial Statements*. Due to a change in the nature of the relationship with the Group ending the outsourcing of procurement services to KIB, control and consolidation ceased effective 1 April 2022.

# 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 comparative disclosures presented below have been represented for the change in operating segments.

The Group has the following reportable operational segments:

Reportable segment	Operations
Replacement parts, Services, & Solutions: Industrial (RSS: Industrial)	Wholesalers of engineering consumables, tools & equipment and belting and providers of a number of technical services operating in Africa and Asia.
Replacement parts, Services & Solutions: Auto-agri (RSS: Auto-agri)	Supplier of imported and local automotive components operating in South Africa and Europe.
Capital equipment (CE)	Wholesale and retail distributor of construction equipment, forklifts and related OEM parts and components operating in South Africa.
Replacement parts, Services & Solutions: Earthmoving equipment (RSS: Earthmoving)	Suppliers of earthmoving equipment, forklifts, and parts operating in South Africa.
Kian Ann Group (Joint Venture)	Manufacture and distributor of heavy machinery parts and diesel engine components operating in Asia, America and Canada.
Corporate Group	Comprises MacNeil Plastics and Group support services including financing, investment, and property operating in South Africa.

Monthly operating segment operating results are reviewed by the Group Executive Committee, this review forms the basis of the executive interventions and resource allocations.

### 3.1 Segment revenue

	31 March Segment revenue			
	Sale of goods	Rendering of services	Rental income	Total
	R'000	R'000	R'000	R'000
<b>2022</b>				
RSS: Industrial	4,431,150	5,470	–	4,436,620
RSS: Auto-agri	517,825	528	–	518,353
Capital equipment	779,041	68,608	214,445	1,062,094
RSS: Earthmoving	547,397	–	–	547,397
Corporate	600,906	–	35,732	636,638
Inter-segment elimination	(12,111)	–	–	(12,111)
<b>Total continuing operations</b>	<b>6,864,208</b>	<b>74,606</b>	<b>250,177</b>	<b>7,188,991</b>
Discontinued operations	461,233	–	–	461,233
<b>Total</b>	<b>7,325,441</b>	<b>74,606</b>	<b>250,177</b>	<b>7,650,224</b>
<b>2021*</b>				
RSS: Industrial	4,089,436	3,603	–	4,093,039
RSS: Auto-agri	434,964	–	–	434,964
Capital equipment	767,696	68,110	73,567	909,373
RSS: Earthmoving	392,327	–	–	392,327
Corporate	433,303	(2)	17,605	450,906
Inter-segment elimination	(9,767)	(19,358)	–	(29,125)
<b>Total continuing operations</b>	<b>6,107,959</b>	<b>52,353</b>	<b>91,172</b>	<b>6,251,484</b>
Discontinued operations	2,901,340	35,963	52	2,937,355
<b>Total</b>	<b>9,009,299</b>	<b>88,316</b>	<b>91,224</b>	<b>9,188,839</b>

\* Represented

# Notes to the summarised audited consolidated results

## 3. Operating segment (continued)

### Geographical information

South African operations comprise 83.4% (2021: 86.05%) of the Group revenue from continuing operations, with 11.3% (2021: 10.55%) being operations throughout the rest of Africa and 5.3% (2021: 3.4%) derived in Europe and US.

### 3.2 Segment operating profit before interest on financing transactions and foreign exchange movements and profit or loss before taxation

	31 March			
	Segment operating profit/(loss) before interest on financing transactions and foreign exchange movements		Profit/(loss) before taxation	
	2022 R'000	2021* R'000	2022 R'000	2021* R'000
RSS: Industrial	332,208	297,894	240,389	174,211
RSS: Auto-agri	94,222	77,465	83,851	70,243
Capital equipment	113,393	186,650	122,113	193,565
RSS: Earthmoving	68,988	55,813	67,475	63,339
Kian Ann Group	–	–	77,066	–
Corporate	61,837	(32,645)	96,758	(43,833)
<b>Total continuing operations</b>	<b>670,648</b>	<b>585,177</b>	<b>687,652</b>	<b>457,525</b>
Discontinued operations	411,768	70,060	390,892	128,463
<b>Total</b>	<b>1,082,416</b>	<b>655,237</b>	<b>1,078,544</b>	<b>585,988</b>

\* Represented

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.

### 3.3 Segment assets and liabilities

	31 March			
	Segment assets		Segment liabilities	
	2022 R'000	2021* R'000	2022 R'000	2021* R'000
RSS: Industrial	3,527,709	3,344,822	1,416,828	1,713,354
RSS: Auto-agri	379,378	371,157	113,407	95,500
Capital equipment	899,191	1,106,915	346,379	455,139
RSS: Earthmoving	705,779	256,453	279,823	94,073
Kian Ann Group	1,298,853	–	–	–
Corporate	1,080,673	971,753	1,048,712	970,704
<b>Total continuing operations</b>	<b>7,891,583</b>	<b>6,051,100</b>	<b>3,205,149</b>	<b>3,328,770</b>
Assets/liabilities classified as held for sale	6,251	2,623,205	–	619,447
<b>Total assets and liabilities</b>	<b>7,897,834</b>	<b>8,674,305</b>	<b>3,205,149</b>	<b>3,948,217</b>

\* Represented

For the purposes of monitoring segment performance, goodwill, financial assets, deferred and current tax assets and liabilities and investments in associates and joint ventures have been represented in the applicable operational segments as the returns on those assets and liabilities are included in the individual segment results.



# Notes to the summarised audited consolidated results

## 3. Operating segment (continued)

### 3.4 Other segment information

	31 March			
	Depreciation and amortisation		Additions to property, plant and equipment and intangible assets	
	2022 R'000	2021* R'000	2022 R'000	2021* R'000
RSS: Industrial	146,983	171,915	41,467	19,215
RSS: Auto-agri	8,709	6,270	3,596	57,056
Capital equipment	44,618	42,715	7,910	19,195
RSS: Earthmoving	14,231	9,546	2,458	1,694
Kian Ann Group	—	—	—	8,637
Corporate	(22,484)	(26,085)	194,812	19,851
<b>Total continuing operations</b>	<b>192,057</b>	<b>204,361</b>	<b>250,243</b>	<b>125,648</b>
Discontinued operations	10,826	44,465	2,049	—
<b>Total assets and liabilities</b>	<b>202,883</b>	<b>248,826</b>	<b>252,292</b>	<b>125,648</b>

\* Represented

#### Customers

The Group has not reported segment information by customer as no customer contributes in excess of 4% of the Group's total revenue.

# Notes to the summarised audited consolidated results

## 4. Revenue

	31 March	
	2022 R'000	2021 R'000
<b>Type of products and service</b>		
<i>Revenue from contracts with customers</i>		
<b>Sale of goods</b>	<b>6,864,208</b>	6,107,959
-Equipment and parts	<b>1,543,169</b>	1,157,272
-Engineering consumables and tools	<b>4,882,751</b>	4,618,100
-Plastic pipe ware and hardware	<b>438,288</b>	332,587
<b>Rendering of services</b>	<b>74,606</b>	52,353
	<b>6,938,814</b>	6,160,312
<i>Other revenue</i>		
Rental income	<b>250,177</b>	91,172
<b>External revenue</b>	<b>7,188,991</b>	6,251,484
<b>Timing of revenue recognition</b>		
Goods and services transferred at a point in time	<b>6,870,206</b>	6,122,220
Services transferred over time	<b>68,608</b>	38,092
Rental income	<b>250,177</b>	91,172
<b>External revenue</b>	<b>7,188,991</b>	6,251,484

### Geographical sales

South African operations and other African operations comprise 83.4% and 11.3% of Group revenue respectively, with the remaining 5.3% being operations in Europe and US. Please refer to note 3.

# Notes to the summarised audited consolidated results

## 5. Operating profit from operations

	31 March	
	2022 R'000	2021 R'000
Operating profit from operations includes the following:		
<b>Income</b>		
Profit on disposal of property, plant and equipment	11,443	1,996
Profit on disposal of investments and businesses	68,714	98,576
Profit on derecognition of right-of-use assets and right-of-use lease liabilities	6,593	7,241
Fair value adjustment on profit share liability	9,266	–
Fair value adjustment - interest rate swaps	4,803	6,205
<b>Expense</b>		
Depreciation	93,153	89,295
Amortisation of intangible assets	23,339	32,459
Depreciation of right-of-use assets	75,565	82,606
Impairment of property, plant and equipment	398	3,396
Impairment of goodwill	–	21,456
Fair value adjustment on profit share liability	–	4,557
Loss on disposal of a business/investment	5,660	2,041
Loss on disposal of property, plant and equipment	3,189	4,507
Auditors' remuneration	17,987	14,141
Employment benefit expense	1,085,934	900,276

The Group had total cash outflows from right-of-use lease liabilities of premises, motor vehicles and equipment amounting to R101 million (2021: R121 million).

The Group had total cash outflows from short term, variable and low value leases of premises, motor vehicles and equipment amounting to R17.8 million (2021: R23 million) from continuing operations.

# Notes to the summarised audited consolidated results

## 6. Income taxation

	31 March	
	2022 R'000	2021 R'000
Current taxation		
– current year	102,481	132,863
– prior year	(169)	(13,094)
Deferred taxation		
– current year	6,048	4,000
– prior year	2,193	7,359
– tax rate change	5,029	–
Withholding tax	1,839	2,028
Share transfer tax	497	–
Current taxation in foreign jurisdictions	48,918	27,530
<b>Tax expense for continuing operations</b>	<b>166,836</b>	<b>160,686</b>
<b>Reconciliation of effective tax rate</b>	<b>%</b>	<b>%</b>
Tax rate using the Group's domestic tax rate	28.0	28.0
Changes in tax rates	0.9	–
Profit on disposal of subsidiary	(1.3)	0.1
Share in profit of associates and joint ventures	(4.4)	(0.2)
<i>Tax effect of exempt / non-taxable income:</i>		
Dividends received and accrued	–	(0.1)
Employee tax incentive	(0.1)	(0.1)
Learnership allowances	(0.6)	(0.3)
Fair value adjustments	–	0.1
Profit share liability revaluation	(0.4)	0.1
Other permanent differences and exempt income*	0.1	1.1
<i>Taxation effect of non-deductible expenses:</i>		
Consulting, legal and secretarial fees	0.5	0.3
Amortisation of agency rights	0.1	–
Leasehold depreciation	0.1	0.2
Penalties and interest	0.1	0.7
Impairment	0.5	1.5
Expenditure apportioned due to exempt income	–	0.5
<i>Foreign taxation:</i>		
Effect of tax rates in foreign jurisdictions	1.9	0.8
Capital gains tax differential	(1.9)	(1.0)
Prior year taxation adjustments	0.1	(2.7)
Dividend withholding tax	0.3	0.4
Tax losses where no deferred taxation asset has been recognised	1.2	2.5
Tax losses utilised where no deferred taxation asset previously recognised	(0.8)	–
Deferred taxation not realised on disposal of going concern	–	3.2
<b>Effective tax rate</b>	<b>24.3</b>	<b>35.1</b>

\*Other permanent differences and exempt income comprise foreign statutory disallowed expenses and exempt income, value added tax disallowed and capital costs of the disposal of going concern.

The directors of the Group have applied appropriate judgement in assessing the tax treatment of instruments in the tax computations and that the Group has reasonable taxation provision for any potential exposures.

The balance on the tax settlement of R750 million was fully settled in 2021.

# Notes to the summarised audited consolidated results

## 7. Earnings per share

	31 March	
	2022	2021
<b>Earnings per share (cents)</b>		
Basic earnings per share from continuing operations	408	212
Basic earnings per share	764	285
Diluted earnings per share from continuing operations	395	206
Diluted earnings per share	741	277
Headline earnings per share from continuing operations	343	172
Headline earnings per share	330	316
Diluted headline earnings per share from continuing operations	333	167
Diluted headline earnings per share	320	307
<b>Ordinary shares ('000)</b>		
In issue	104,727	111,495
Weighted average	108,020	107,939
Diluted weighted average	111,425	111,050

The 4,900,499 (2021: 3,111,000) share-based payment options relating to tranches 16, 17 and 18 (2021: 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 (13, 14 and 15) are non-dilutive, as the options are currently 'out of the money'.

	31 March	
	2022 R'000	2021 R'000
<b>Headline earnings per share</b>		
Profit from continuing operations attributable to owners of the parent	440,278	228,794
Adjusted for: Profit for the year from discontinued operations	385,330	79,233
Profit for the year attributable to owners of the parent	825,608	308,027
<b>Headline earnings</b>		
Profit from continuing operations attributable to owners of the parent	440,278	228,794
<b>Headline earnings adjustments from continuing operations</b>		
<b>Adjustments for:</b>		
Profit on disposal of property, plant and equipment	(11,443)	(1,996)
Less: Taxation thereon	(6,861)	561
Less: other shareholders interest thereon	47	15
Loss on disposal of property, plant and equipment	3,189	4,507
Less: Taxation thereon	(848)	(1,155)
Profit on disposal of a business/investment	(68,714)	(98,596)
Less: Taxation thereon	9,168	26,561
Loss on disposal of investment	5,660	2,041
Impairment of goodwill	–	21,456
Impairment of property, plant and equipment	398	3,396
<b>Headline earnings from continuing operations</b>	<b>370,874</b>	<b>185,584</b>

# Notes to the summarised audited consolidated results

## 7. Earnings per share (continued)

	31 March	
	2022 R'000	2021 R'000
<b>Headline earnings per share (continued)</b>		
<b>Headline earnings from continuing operations</b>	<b>370,874</b>	185,584
Profit for the year from discontinued operations	<b>385,330</b>	79,233
<b>Headline adjustments from discontinued operations</b>		
<b>Adjustments for:</b>		
Profit on disposal of property, plant and equipment	–	(1,074)
Less: Taxation thereon	–	292
Loss on disposal of property, plant and equipment	–	37
Less: Taxation thereon	–	(6)
Fair value gain on re-measurement of joint ventures	<b>(399,919)</b>	–
Profit on disposal of a business/investment	–	(1,818)
Less: Taxation thereon	–	309
Loss on disposal of investment	–	2,086
Less: Taxation thereon	–	(355)
IFRS 5 impairment of disposal group	–	76,864
<b>Headline earnings</b>	<b>356,285</b>	341,152

# Notes to the summarised audited consolidated results

## 8. Discontinued operations

The transactions leading to the classification of the results from the Kian Ann Group as discontinued in the current and prior financial period and classified as held for sale in the prior financial period, are fully described in note 9. The Kian Ann Group was disposed during the current financial period, effective 1 August 2021 is fully described in note 13.

	31 March	
	The Kian Ann Group	Total
2022	R'000	R'000
<b>Profit for the year from discontinued operations</b>		
Revenue	461,233	461,233
Cost of sales	(360,711)	(360,711)
<b>Gross profit</b>	<b>100,522</b>	<b>100,522</b>
Expected credit losses recognised on trade receivables	5,969	5,969
Fair value adjustment on put and call options *	(17,235)	(17,235)
Fair value gain on remeasurement of investment in joint venture	399,919	399,919
Selling, administration and distribution costs	(77,407)	(77,407)
<b>Operating profit before net finance income on financing transactions and foreign exchange movements</b>	<b>411,768</b>	<b>411,768</b>
Finance income on financing transactions	(84)	(84)
Foreign exchange losses and costs	(6,522)	(6,522)
<b>Operating profit</b>	<b>405,162</b>	<b>405,162</b>
Finance costs	(2,556)	(2,556)
Finance income & dividends received	873	873
Equity accounted earnings from investment in joint ventures	(12,587)	(12,587)
<b>Profit before taxation</b>	<b>390,892</b>	<b>390,892</b>
Taxation expense	(5,562)	(5,562)
<b>Total profit for the year from discontinued operations</b>	<b>385,330</b>	<b>385,330</b>
	cents	cents
<b>Basic earnings per share from discontinued operations</b>	<b>357</b>	<b>357</b>
<b>Diluted earnings per share from discontinued operations</b>	<b>346</b>	<b>357</b>
	R'000	R'000
<b>Cash flows from discontinued operations</b>		
Net cash outflow from operating activities	(94,834)	(94,834)
Net cash outflow from investing activities	(286,558)	(286,558)
Net cash inflow from financing activities	34,992	34,992
Effect of foreign exchange rate movement on cash balance	(8,999)	(8,999)
<b>Net cash outflows attributable to discontinued operations</b>	<b>(355,399)</b>	<b>(355,399)</b>

\* The put and call options on investments in joint ventures lapsed on the acquisition of the subsidiaries of KAG and as a result, the put and call option assets were recognised in profit or loss.

# Notes to the summarised audited consolidated results

## 8. Discontinued operations (continued)

This operating division was classified as discontinued in the prior financial period. The effective date of the Disposal was 31 December 2020, note 12.

	CEG agricultural and earthmoving divisions	31 March The Kian Ann Group	Total
2021	R'000	R'000	R'000
<b>Profit/(loss) for the year from discontinued operations</b>			
Revenue	1,520,142	1,417,213	2,937,355
Cost of sales	(1,202,509)	(1,150,225)	(2,352,734)
<b>Gross profit</b>	<b>317,633</b>	<b>266,988</b>	<b>584,621</b>
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)
<b>Operating profit/(loss) before net finance income on financing transactions and foreign exchange movements</b>	<b>129,221</b>	<b>(59,161)</b>	<b>70,060</b>
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)
<b>Operating profit/(loss)</b>	<b>125,397</b>	<b>(63,010)</b>	<b>62,387</b>
Finance costs	(5,197)	(9,959)	(15,156)
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
<b>Profit before taxation</b>	<b>123,979</b>	<b>4,484</b>	<b>128,463</b>
Taxation expense	–	(16,841)	(16,841)
Attributable income taxation expense	(32,389)	–	(32,389)
<b>Profit/(loss) from discontinued operations</b>	<b>91,590</b>	<b>(12,357)</b>	<b>79,233</b>
<b>Total comprehensive income/(loss) for the year from</b>	<b>91,590</b>	<b>(12,357)</b>	<b>79,233</b>
	cents	cents	cents
<b>Basic earnings/(loss) per share from discontinued operations</b>	<b>85</b>	<b>(11)</b>	<b>73</b>
<b>Diluted earnings/(loss) per share from discontinued operations</b>	<b>82</b>	<b>(11)</b>	<b>71</b>
	R'000	R'000	R'000
<b>Cash flows from discontinued operations</b>			
Net cash inflow from operating activities	346,204	329,124	675,328
Net cash inflows/(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)
<b>Net cash inflow attributable to discontinued operations</b>	<b>–</b>	<b>173,797</b>	<b>173,797</b>



# Notes to the summarised audited consolidated results

## 9. Assets held for sale

### **Invicta properties - the Samrand property**

The directors previously initiated a plan to dispose of the Samrand property and during March the transfer of the property took place. The sales price agreed upon with the buyer, of R151.0 million, is reasonable in relation to the fair value of the asset. Proceeds to the value of R110.5 million had been received by year end, with the remaining amount to be received over the next three years through bank guarantees and rental proceeds.

### **Invicta properties - other non-core properties**

In the prior financial period, the Group classified R7.9 million of its properties as held for sale, as they no longer formed part of the core business or strategic property holdings of the Group. During the current financial period, R1.6 million of these properties were disposed and the remaining R6.2 million, as at 31 March 2022, was disposed shortly after the current reporting period.

### **The Kian Ann Group ("KAG")**

In the prior financial period, the KAG was classified as held for sale after the Group entered into a series of inter linked transactions which would reduce the Group's 100% interest in the KAG to 48.81%. The effective loss of control triggered a deemed disposal which became effective in the current financial period. The impairment loss recognised in the prior financial period on the measurement to fair value less cost to sell in the disposal group is reflected in the table below.

# Notes to the summarised audited consolidated results

## 9. Assets held for sale (continued)

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

	31 March			Total R'000
	Invicta Properties	The Kian Ann Group	Invicta Properties	
	2022 R'000	R'000	2021 R'000	
Property, plant and equipment	6,251	598,096	7,933	606,029
Right-of-use assets	–	77,080	–	77,080
Investment property	–	–	128,167	128,167
Other intangible assets	–	5,141	–	5,141
Deferred taxation 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
<b>Assets classified held for sale*</b>	<b>6,251</b>	<b>2,563,969</b>	<b>136,100</b>	<b>2,700,069</b>
Borrowings	–	105,035	–	105,035
Right of use lease liabilities	–	106,242	–	106,242
Deferred taxation 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 taxation 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
<b>Liabilities classified as held for sale</b>	<b>–</b>	<b>619,447</b>	<b>–</b>	<b>619,447</b>
<b>Carrying value of net assets held for sale</b>	<b>6,251</b>	<b>1,944,522</b>	<b>136,100</b>	<b>2,080,622</b>
Fair value adjustment*	–	(76,864)	–	(76,864)
<b>Net assets held for sale at fair value</b>	<b>6,251</b>	<b>1,867,658</b>	<b>136,100</b>	<b>2,003,758</b>

\* Assets classified as held for sale on the Consolidated Statement of Financial Position are net of the fair value adjustment.

# Notes to the summarised audited consolidated results

## 9. Assets held for sale (continued)

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

The Group 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 required 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 reflected specific risks relating to the disposal group whilst maximising the use of market observable data. Other assumptions included in cash flow projections were 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 was 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 2021 reporting date were as follows:

Disposal group	31 March				
	Post-tax discount	Terminal value growth rate	Year 1 annual growth rate	Year 2-3 annual	Year 4-5 annual
2021					
KAG	6.93%	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 was adjusted as a result:

Description	31 March		
	Fair value less costs to sell	Carrying value	Fair value adjustment
	R'000	R'000	R'000
2021			
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

## 10. Reconciliation of profit before taxation to cash generated from operations

	31 March	
	2022 R'000	2021 R'000
Profit before taxation	1,078,544	585,988
From continuing operations	687,652	457,525
From discontinued operations	390,892	128,463
Adjusted for:		
Depreciation	178,853	214,096
Amortisation	24,030	34,729
Impairment of property, plant and equipment	409	3,396
Impairment of goodwill	–	21,456
Expected credit loss on receivables	(5,178)	(8,643)
Fair value adjustment on assets held for sale	–	76,864
Rental concession discount	–	(1,273)
Fair value adjustment on profit share liability	(9,266)	4,557
Profit on disposal of property, plant and equipment	(11,443)	(1,996)
Profit on disposal of investments and businesses	(68,714)	(98,596)
Profit on derecognition of right of use asset	(12,654)	(7,241)
Loss on disposal of property, plant and equipment	3,189	4,507
Loss on disposal of a business/investments	5,660	4,126
Loss on derecognition of right-of-use asset and right-of-use lease liabilities	6,035	–
Lease smoothing	2,563	(688)
Distributable reserve recognised*	(46)	(38)
Remeasurement gain on fair value of investment in joint venture previously held	(399,919)	–
Retirement obligation accrual	(81)	–
Revaluation of derivatives	12,432	7,699
Finance costs	108,585	194,526
Finance cost on financing transactions	7,721	7,999
Dividend received	–	(2,230)
Finance income	(27,309)	(53,482)
Finance income from financing transactions	(11,809)	(19,160)
Share appreciation rights issued - equity settled	10,775	3,565
Share of profits of associate	(6,378)	(40,218)
Share of profits of joint venture**	(89,300)	(37,886)
Elimination of unrealised profits in associates and joint ventures	602	489
<b>Cash generated before movements in working capital (carried forward)</b>	<b>797,301</b>	<b>892,546</b>
<b>Working capital changes:</b>	<b>180,820</b>	<b>964,390</b>
(Increase)/decrease in inventories	(240,512)	558,366
(Increase)/decrease in trade and other receivables	(23,546)	166,348
Increase in trade and other payables	346,157	212,811
Decrease in provisions	70,607	12,929
Increase in finance lease receivables***	28,114	13,936
<b>Cash generated from operations</b>	<b>978,121</b>	<b>1,856,936</b>

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

\*\* The current financial period excludes R12.6 million relating to discontinued operations.

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

# Notes to the summarised audited consolidated results

## 11. Taxation paid

	31 March	
	2022 R'000	2021 R'000
Amounts unpaid at the beginning of the year	5,883	(218,532)
Acquisition through business combinations	(42,339)	–
Recognised in profit or loss	(158,958)	(200,931)
Derecognised on disposal of subsidiary	55,775	(175)
Foreign currency translation	(528)	–
Amounts unpaid at the end of the year	(43,322)	(5,883)
<b>Total</b>	<b>(183,489)</b>	<b>(425,521)</b>
<b>Comprising:</b>		
Payment of specific tax expense	–	(200,000)
Current and withholding tax paid	(183,489)	(225,521)
<b>Total</b>	<b>(183,489)</b>	<b>(425,521)</b>

## 12. Acquisition of subsidiaries

### KMP Holdings Limited ("KMP")

KMP is a leading independent supplier of aftermarket heavy-duty diesel engine parts for industrial and agricultural machinery. KMP's main distribution facilities are located in Chertsey (UK) as well as Houston and Miami (USA). KMP was established more than 20 years ago and has a global customer base actively selling in more than 150 countries worldwide. KMP-branded products include aftermarket parts sourced from over 300 regular suppliers which are suitable for Komatsu®, Caterpillar®, Cummins®, Perkins®, Detroit Diesel® and John Deere® engines. KMP has been a specialist provider of diesel engine spare parts suitable for Komatsu® since 1994, Caterpillar® since 1996, Cummins® since 1994 and Perkins® since 2014. KMP-branded parts are widely recognised in the global aftermarket industry for their high quality, reliability and value.

Part of Invicta's strategic focus is to diversify into new geographical areas in the industries and markets in which Invicta has significant experience and strong management capabilities. As such, KMP fits this profile. The Invicta subsidiary, Equipment Spare Parts Africa (Pty) Ltd, is a major customer of KMP and, as such, the acquisition will provide cross training and skilling opportunities, as well as potential economies of scale.

### Kian Ann Group

The current year acquisitions detailed below are recognized as wholly-owned subsidiaries of the Kian Ann Group ("KAG") and are simultaneously disposed of as part of the "loss of control" in the KAG. As part of the series of transactions leading to the loss of control in the KAG, a controlling interest was acquired in Modesty Investment Group (MIH) and Kunshan Kensetsu Buhin Co. (KKB) by Kian Ann Engineering (KAE) which required the existing joint venture investments to be recognised at fair value.

# Notes to the summarised audited consolidated results

## 12. Acquisition of subsidiaries (continued)

Subsidiary	Previous shareholding	Acquisition type	Acquisition date	Purchase consideration*
KMP Holdings Limited	0.00%	Acquisition of 100% of issued share capital	01 January 2022	R273 million
Modesty Investment Group Pte Ltd ("MIH")	50.01%	Acquisition of 49.99% of issued share capital to increase holding to 100%	01 August 2021	R323 million
Kunshan Kensetsu Buhin Co. Ltd ("KKB")	27.60%	Acquisition of 72.396% of issued share capital to increase holding to 100%	01 August 2021	R63 million

The acquisition of the above share capital resulted in the Group acquiring control over the aforementioned subsidiaries.

# Notes to the summarised audited consolidated results

## 12. Acquisition of subsidiaries (continued)

### Identifiable assets acquired and liabilities assumed

	31 March			
	KMP Holdings Limited	Modesty Investment Group Pte Ltd	Kunshan Kensetsu Buhin Co. Ltd	Total
2022	R'000	R'000	R'000	R'000
<b>Fair value of net assets acquired:</b>				
Property, plant and equipment	59,284	9,655	60,229	129,168
Right-of-use assets	21,379	–	–	21,379
Other intangible assets	21,284	79,236	82,978	183,498
Loan receivables	–	–	2,175	2,175
Bank and cash	6,282	59,039	71,057	136,378
Inventories	222,685	69,483	210,245	502,413
Trade and other receivables	89,183	67,152	302,829	459,164
Current taxation assets	–	–	17,584	17,584
Deferred taxation	(5,218)	(19,600)	(17,849)	(42,667)
Borrowings	(33,302)	(2,995)	–	(36,297)
Right-of-use lease liabilities	(21,378)	–	–	(21,378)
Trade and other payables	(128,325)	(118,492)	(494,708)	(741,525)
Shareholders for dividends	–	–	(85,199)	(85,199)
Current taxation liabilities	(3,179)	(56,744)	–	(59,923)
<b>Fair value of net assets acquired</b>	<b>228,695</b>	<b>86,734</b>	<b>149,341</b>	<b>464,770</b>
Cash purchase price	272,767	67,737	63,448	403,952
Non-cash purchase consideration - loan account settlement	–	255,171	–	255,171
Fair value of investments in joint ventures previously held	–	363,417	191,095	554,512
Fair value of net assets acquired	(228,695)	(86,734)	(149,341)	(464,770)
<b>Goodwill</b>	<b>44,072</b>	<b>599,591</b>	<b>105,202</b>	<b>748,865</b>
Cash purchase price	(272,767)	(67,737)	(63,448)	(403,952)
Bank and cash acquired	6,282	59,039	71,057	136,378
<b>Cash (outflow)/inflow on acquisitions of subsidiaries</b>	<b>(266,485)</b>	<b>(8,698)</b>	<b>7,609</b>	<b>(267,574)</b>
Profit after taxation since acquisition date included in the consolidated results for the year	452	-	-	452
Revenue since acquisition date included in the consolidated results for the year	110,810	-	-	110,810
Profit after taxation should the business combinations have been included for the entire year	27,180	30,217	139,224	196,621
Revenue should the business combinations have been included for the entire year	528,995	729,392	1,735,288	2,993,674

# Notes to the summarised audited consolidated results

## 12. Acquisition of subsidiaries (continued)

### Goodwill

The fair value of the investments and purchase consideration paid for MIH and KKB exceeded the “at acquisition” fair value of the net assets of MIH and KKB, resulting in the goodwill recognised. The consideration paid for these combinations included amounts in relation to expected synergies, revenue growth and future market development. The KMP goodwill arose from the expected benefit from cross training and skilling opportunities as well as economies of scale the Group expects to achieve.

### Determination of the fair value of MIH and KKB joint venture investments previously held

The fair value of the investments in the previously held joint ventures have been determined by using the discounted cash flow method. The Group based its cash flow calculations on the five-year forecasted information. The forecast average growth rates were used to extrapolate cash flows from year 2 to year 5 and the long-term average growth rate was used to calculate the terminal value. The post-tax discount rates used reflect specific risks relating to the relevant joint ventures whilst maximising the use of market observable data. Assumptions of growth rates are closely linked to entity-specific key performance indicators i.e., product supply and margin pressures.

2022	31 March			
	Post-tax discount rate	Terminal value growth rate	Year 1 -3 annual growth rate	Year 4 - 5 annual growth rate
Joint venture	%	%	%	%
MIH	7.43%	0.30%	1.00%	0.50%
KKB	9.26%	0.30%	1.00%	0.50%



# Notes to the summarised audited consolidated results

## 12. Acquisition of subsidiaries (continued)

### Sensitivity analysis

The fair values of the investments in the joint ventures previously held are sensitive to the growth rates and weighted average cost of capital used. The effect of changes in these inputs will result in the valuations noted below:

2022	31 March			
	Fair value of the investment in joint ventures previously held	Consideration	Net asset value including intangible assets	Goodwill*
Description	R'000	R'000	R'000	R'000
Based on documented assumptions:				
MIH	363,417	322,908	86,734	599,591
KKB	191,095	63,448	149,341	105,202
Growth rate increased by 50% of the original factor				
MIH	376,117	322,908	86,734	612,291
KKB	199,048	63,448	149,341	113,155
Growth rate reduced by 50% of the original factor				
MIH	350,020	322,908	86,734	586,194
KKB	183,434	63,448	149,341	97,541
1% increase in WACC				
MIH	323,742	322,908	86,734	559,916
KKB	165,810	63,448	149,341	79,917
1% decrease in WACC				
MIH	414,552	322,908	86,734	650,726
KKB	222,727	63,448	149,341	136,834

\*Goodwill is calculated by deducting the net asset value from the sum of the fair value of the investment in the joint ventures previously held and the consideration values.

# Notes to the summarised audited consolidated results

## 13. Disposal of businesses and subsidiaries

### **Kian Ann Group (KAG)**

The group entered into a series of transactions which resulted in the Group reducing its shareholdings in KAG from 100% to 48.81% on 1 August 2021 and KAG increasing its interest in MIH and KKB to 100%. MIH and KKB have become fully owned subsidiaries of KAG, see note 9 and 12 for further detail.

The transactions have resulted in a disposal of KAG as a subsidiary, due to loss of control. For the acquired investment of 48.81% in KAG, the Group concluded that it has met the conditions required for joint control in accordance with IFRS 11 Joint Arrangements and have accounted for the transaction as an investment in joint venture applying the equity method.

The transactions occurred concurrently and were accounted for using a bottom up approach in terms of IFRS 10 Consolidated Financial Statements, with the entries affecting the lower levels of the consolidation recorded before those affecting the higher levels. This has resulted in the acquisition of MIH and KKB as subsidiaries of KAG (note 12) before the disposal of the controlling interest in KAG. These disposal steps resulted in a fair value gain on remeasurement of joint ventures of R396 million recognised in profit or loss from discontinued operations.

### **Minor Subsidiaries**

The Group disposed of a controlling interest in AME Rustenburg (Pty) Ltd and AME Thabazimbi (Pty) Ltd on 1 May 2021 and 1 November 2021 respectively, and disposed of a number of branches over the current period. The loss of control transaction of AME Rustenburg (Pty) Ltd and AME Thabazimbi (Pty) Ltd has been recognised as a disposal of subsidiary and has subsequently been recognised as an investment in associates due to the Group retaining significant influence over that investment. The branches were sold to companies in which the Group holds a minority share investment with significant influence and have been recognised as investments in associates.

### **Rustenburg Engineering and Foundry (Pty) Ltd**

On 12 November 2021, the Group approved and entered a Sale of Shares Agreement for the disposal of its 100% shareholding in Rustenburg Engineering and Foundry Proprietary Limited for a discounted purchase consideration of R9 million effective 1 October 2021. The disposal was in line with the Group's rationalisation to focus on core businesses. Rustenburg Engineering and Foundry Proprietary Limited is reported in the RSS: Industrial segment up until the disposal date.

### **Minor Subsidiaries**

#### *Prior period*

The Group disposed of a number of minor subsidiaries during the prior 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 Lephalale (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 were subsequently been recognised as investments in associates.

### **CEG Agricultural businesses**

#### *Prior period*

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.

The effective date of sale was 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 below.

# Notes to the summarised audited consolidated results

## 13. Disposal of businesses and subsidiaries (continued)

2022	31 March			
	Rustenburg Engineering and Foundry (Pty) Ltd	The Kian Ann Group	Minor subsidiaries	Total
	R'000	R'000	R'000	R'000
<b>A summary of the financial impact of the disposal is disclosed below:</b>				
<b>Net assets disposed</b>				
Property, plant and equipment	1,089	651,078	1,087	653,254
Right of use assets	–	76,293	–	76,293
Goodwill	–	704,793	–	704,793
Other intangible assets	–	166,555	–	166,555
Loans receivables	–	(74,689)	–	(74,689)
Investment in joint venture	–	(698)	–	(698)
Deferred taxation asset	2,415	39,891	1,116	43,422
Inventories	4,704	995,942	3,473	1,004,119
Trade and other receivables	10,599	952,037	15,182	977,818
Borrowings	–	(222,082)	–	(222,082)
Current taxation assets	–	17,591	1,087	18,678
Bank and cash	5,554	725,704	15,108	746,366
Finance lease liabilities	–	(4,422)	–	(4,422)
Right-of-use lease liabilities	–	(110,914)	–	(110,914)
Trade and other payables	(8,863)	(1,088,933)	(25,307)	(1,123,103)
Provisions	(838)	(16,918)	(36)	(17,792)
Deferred taxation liability	–	(66,861)	–	(66,861)
Current taxation liability	–	(74,077)	(376)	(74,453)
Reserves	–	(549,390)	–	(549,390)
Shareholders for dividends	–	(146,898)	–	(146,898)
Bank overdraft	–	(5,399)	–	(5,399)
Non-controlling interest	–	(287,455)	–	(287,455)
<b>Net assets disposed of</b>	<b>14,660</b>	<b>1,681,148</b>	<b>11,334</b>	<b>1,707,142</b>
Cash proceeds received	6,750	436,885	3,187	446,822
Payment of liability on disposal	–	–	(2,440)	(2,440)
Non-cash proceeds - loan account settlement	–	46,661	–	46,661
Interest in joint venture/associate raised	–	1,226,259	1,252	1,227,511
Proceeds receivable	2,250	–	49,392	51,642
Net assets disposed	(14,660)	(1,681,148)	(11,334)	(1,707,142)
<b>(Loss)/profit on disposal*</b>	<b>(5,660)</b>	<b>28,657</b>	<b>40,057</b>	<b>63,054</b>
Cash proceeds received	6,750	436,885	747	444,382
Bank and cash disposed	(5,554)	(720,305)	(15,108)	(740,967)
<b>Total cash inflow/(outflow) on disposal</b>	<b>1,196</b>	<b>(283,420)</b>	<b>(14,361)</b>	<b>(296,585)</b>

\*Recognised in the Consolidated Statement of Profit or Loss and Other Comprehensive Income in selling, administration and distribution costs (note 5).

# Notes to the summarised audited consolidated results

## 13. Disposal of businesses and subsidiaries (continued)

2021

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

# Notes to the summarised audited consolidated results

## 14. Fair value disclosure

An analysis of the financial instruments that are measured subsequent to initial recognition at fair value is represented in the tables below:

	31 March				
	Balance at reporting date	Valuation technique(s) and key inputs			
2022	R'000		Level 1	Level 2	Level 3
<b>Financial assets at fair value</b>					
Derivatives - interest rate swaps	11,008	2	–	11,008	–
<b>Financial liabilities at fair value</b>					
Profit share liability	62,892	3	–	–	62,892
Derivative - forward exchange contract	24,320	1	24,320	–	–
2021					
<b>Financial assets at fair value</b>					
Put option asset*	1,048	2	–	–	1,048
Call option asset*	16,529	2	–	–	16,529
Derivatives - interest rate swaps	6,205	2	–	6,205	–
<b>Financial liabilities at fair value</b>					
Profit share liability	79,624	3	–	–	79,624
Derivative - forward exchange contract	10,995	1	10,995	–	–

The prior year disclosures above have been restated to reflect the derivative forward exchange contracts and derivative interest rate swaps in level 1 and level 2 respectively. The financial investments - unlisted securities have been removed from the above table in the prior financial period as these financial assets are measured at amortised cost.

### Valuation technique(s) and key inputs:

- 1.Expected settlement value.
- 2.Monte Carlo Simulation Technique along with the Geometric Brownian Motion Model.
- 3.Earnings multiple valuation based on three times the average annual profit before taxation over the past 24 months multiplied by 20%.

\* These items are included in assets held for sale in the prior year and in disposal of subsidiary in the current year, refer to note 9 and note 13.

The derivative 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 R3.0 million (2021: R4.3 million).

The valuation of the profit share liability 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

## 14. Fair value disclosure (continued)

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

	Put option asset*	31 March Call option asset*	Profit share liability
Financial assets/liability at fair value	R'000	R'000	R'000
<b>2022</b>			
<b>Fair value at the beginning of the year</b>	<b>1,048</b>	<b>16,529</b>	<b>79,624</b>
Fair value adjustment recognised in profit or loss	(1,028)	(16,207)	(9,266)
Working capital adjustment	–	–	(1,161)
Foreign currency translation	(20)	(322)	45
Payments	–	–	(6,350)
<b>Fair value at the end of the year</b>	<b>-</b>	<b>-</b>	<b>62,892</b>
<b>2021</b>			
Fair value at the beginning of the year	4,063	31,510	75,287
Fair value adjustment recognised in profit or loss	(2,562)	(11,342)	4,337
Foreign currency translation	(453)	(3,639)	–
Fair value at the end of the year	1,048	16,529	79,624

\* These items are included in assets held for sale, please refer to note 9.

# Preference share cash dividend

As announced on SENS on 07 June 2022 the directors of the Company have declared a gross cash dividend of 470.09512 cents per preference share for the period from Wednesday, 10 November 2021 to Monday, 7 June 2022. 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 376.07610 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, 21 June 2022
Shares commence trading "ex" dividend	Wednesday, 22 June 2022
Record date	Friday, 24 June 2022
Payment date	Monday, 27 June 2022

Share certificates may not be dematerialised or rematerialised between Wednesday, 22 June 2022 and Friday, 24 June 2022, both days inclusive.

# Ordinary share cash dividend

Notice is hereby given that the Directors of the Company have declared a gross cash dividend of 90 cents per ordinary share for the year ended 31 March 2022. 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 90 cents per ordinary share for shareholders exempt from the Dividend Tax;
- The net local dividend amount is 81 cents per ordinary share for shareholders liable to pay the Dividend Tax;
- Invicta Holdings Limited has 104 727 070 ordinary shares in issue; 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, 2 August 2022
Shares commence trading "ex" dividend	Wednesday, 3 August 2022
Record date	Friday, 5 August 2022
Payment date	Monday, 8 August 2022

Share certificates may not be dematerialised or rematerialised between Wednesday, 3 August 2022 and Friday, 5 August 2022, both days inclusive.

By order of the Board

**L Mpumlwana**  
Group company secretary

Johannesburg  
23 June 2022

Date of publication 27 June 2022





# 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 2022 ("Notice")

Notice is hereby given that the AGM of Invicta's ordinary shareholders will be held on Tuesday, 13 September 2022 at 09:00 entirely through electronic communication.

Please refer to page 43 and 44 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 10 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 5 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 2022 annual consolidated financial statements ("AFS") and integrated annual report ("IAR"). These documents are available on [www.invictaholdings.co.za](http://www.invictaholdings.co.za).

## Item 1: Presentation of annual financial statements and reports

The AFS of the Group for the year ended 31 March 2022, together with the Audit Committee report and directors' report, will be presented to shareholders. These documents are available on [www.invictaholdings.co.za](http://www.invictaholdings.co.za).

## Item 2: Re-election of directors retiring by rotation

**Ordinary Resolution 1:** "Resolved that Christo Wiese who retires by rotation in terms of the memorandum of incorporation of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director."

**Ordinary Resolution 2:** "Resolved that Frank Davidson who retires by rotation in terms of the memorandum of incorporation of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director."

**Ordinary Resolution 3:** "Resolved that Jacob Wiese who retires by rotation in terms of the memorandum of incorporation of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director."

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 the profiles of these directors.

## Item 3: Election of Audit Committee members

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

**Ordinary Resolution 5:** "Resolved, subject to the passing of Ordinary Resolution 2, that Frank Davidson, being eligible, be re-elected as a member of the Audit Committee until the conclusion of the Company's next AGM."

**Ordinary Resolution 6:** "Resolved that Mpho Makwana, being eligible, be re-elected as a member of the Audit Committee until the conclusion of the Company's next AGM."

Explanatory note: The reason for ordinary resolutions number 4, 5 and 6 is that the Company, being a public listed company, must appoint an audit committee and the Companies Act (2008) requires that the members of such audit committee be appointed, or re-appointed, as the case may be, at each annual general meeting of a company. Please refer to Annexure 1 of this Notice for the profiles of these audit committee members.

# Notice of annual general meeting

## Item 4: Reappointment of independent auditors for the 2023 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 2023 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 - 4 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 ordinary 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 ordinary 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 5 236 354 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 ordinary shares for cash subject to the following:

- The ordinary shares which are the subject of the general issue of ordinary 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 31 418 121 ordinary shares. The Company has, after consultation with shareholders, agreed to lower this to a maximum to 5% of the number of listed ordinary shares of 104 727 070, excluding, treasury shares of 0, as at the date of this Notice, being 5 236 354 ordinary shares. The total amount of authorised, but unissued Invicta ordinary shares at the date of this Notice is 180 272 930 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 ordinary shares in terms hereof within the authorisation period, the Company shall publish an announcement containing full details of the issue, including the number of ordinary shares issued; the average discount to the weighted average traded price of the ordinary shares 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;

# Notice of annual general meeting

- 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).

## 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 page 48 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.

**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 page 50 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 in the voting results announcement of the AGM.

**Special Resolutions 1.1 to 1.13:** “Resolved that, the remuneration of the Company’s non-executive directors for the 2023 financial year, be approved each by way of separate special resolutions in terms of section 66 of the Companies Act (2008):

Special Resolution Number		2023 Fee Rand (excl VAT)
	<b>Invicta Board and Committee Chairman fees (in addition to meeting fees)</b>	
1.1	Chairman of the Invicta Board (annual retainer)	721 412
1.2	Chairman of the Invicta Audit Committee (annual retainer)	305 465
1.3	Chairman of the Invicta Remuneration Committee (annual retainer)	173 988
1.4	Chairman of the Invicta Investment Committee (annual retainer)	106 090
1.5	Chairman of the Invicta Social and Ethics Committee (annual retainer)	87 701
1.6	Chairman of the Invicta Nomination Committee (per meeting fee)	31 124
	<b>Board and Committee Member fees</b>	
1.7	Invicta Board members (annual retainer)	279 229
1.8	Invicta Audit Committee members (annual retainer)	172 311
1.9	Invicta Remuneration Committee members (annual retainer)	113 564
1.10	Invicta Investment Committee members (annual retainer)	83 590
1.11	Invicta Social and Ethics Committee members (annual retainer)	59 410
1.12	Invicta Nomination Committee members (per meeting fee)	23 571
1.13	Invicta South Africa Holdings (Pty) Ltd Board members (annual retainer)	55 148

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).”

# Notice of annual general meeting

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;
- 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 shall only appoint 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 98 and 99 of the AFS;
- Share capital of the Company – pages 16 and 70 of the AFS.

## Directors' responsibility statement

The directors, whose names are given in the IAR, 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 2022.

## Statement of Board's intention

The Board, at the date of this Notice, 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.

# Notice of annual general meeting

## 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.

# Notice of annual general meeting

## 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, 24 June 2022.

The record date in respect of participation and voting at the AGM is Friday, 2 September 2022, and the last date to trade in respect of participation and voting at the AGM is Tuesday, 30 August 2022.

### Electronic participation

Given restrictions on gatherings and travel due to the COVID-19 pandemic, the 2022 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 50 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 AGM, or at the close of voting at the latest.

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

# Notice of annual general meeting

## 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 participate in 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 50.

### 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 50, 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 participate 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) will be the one entitled to vote.

### Preference shareholders

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

By order of the Board

**L Mpumlwana**

Group company secretary

Johannesburg

# Notice of annual general meeting

## Annexure 1: Profile of directors

### **Christo Wiese (80)**

Non-executive director, Chairperson

BA, LLB, DCom (h.c.)

Years of service as a director: 24

Dr. Christo Wiese was appointed as a non-executive director of Invicta in October 1997 and served as Chair from October 1997 to April 2000. He was re-appointed as non-executive chairman of Invicta in January 2006. He is currently also the chairman of Tradehold Limited and non-executive director of Shoprite Holdings Limited and Brait SE.

### **Frank Davidson (56)**

Independent Non-executive director

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

Years as a director: 2

Frank is a chartered accountant with a career as a business owner and an executive. He works in private equity as well as having been involved in wealth management for more than 20 years. Frank has served on numerous listed company boards.

### **Jacob Wiese (41)**

Non-executive director

BA (Value and Policy Studies), LLB, MIEM (Bocconi, Italy)

Years of service as a director: 10

Jacob obtained his BA degree, after which he began working at Lourensford Wine Estate, where he still manages the leisure and tourism activities on the estate. After completing his Master's degree in International Economics and Management and his LLB degree, he completed his pupillage at the Cape Bar and was admitted as an advocate of the High Court.

### **Rashid Wally (78)**

Independent Non-executive Director

Years as a director: 8

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. He was chairman of the board and member of the Audit Committee of Mango Airlines. Rashid was also previously the CFO and Regional CFO, CEO and Regional CEO, and member of the EMEA Accounting Standards Board. Rashid is currently chairman of Fastjet Limited and also serves on that company's Audit and Risk Committee.

### **Mpho Makwana (51)**

Lead Independent Non-executive director

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

Years as a director: 2

Mpho Makwana is an accomplished business leader with diverse experience spanning a period of more than 30 years in executive and C-Suite roles in the public and private sectors. He currently serves as Independent Non-Executive Director and Chairman of JSE-listed ArcelorMittal South Africa Limited, Nedbank Limited and Nedbank Group Ltd; Chairman of SA Forestry (SAFCOL) Ltd.; Non-Executive Director of BioTherm Energy (BTE Renewables) (Pty) Ltd.; and until 31 March 2022, Chairman of Limpopo Economic Development Agency Ltd. On 28 February 2022 he was appointed to the Board of Toronto and New York Listed, Platinum Group Metals (NYSE/ PLG) (TSX/ PTM). He served his country as appointed by the President of the Republic of SA as a Trustee of The International Marketing Council (Brand SA) 2003-2006 and Trustee of Brand South Africa SOC, 2016-2019. He continues to contribute to society as a Trustee of the Nelson Mandela Children's Fund and Director of the FLG Modise Pentecost Foundation.



# 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](mailto:proxy@computershare.co.za) and [info@invictaholdings.co.za](mailto:info@invictaholdings.co.za) by 09:00 on Monday, 12 September 2022. 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 50 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 **Tuesday, 13 September 2022 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
<b>Ordinary resolutions</b>			
1. Re-election of Christo Wiese as a director of the Company			
2. Re-election of Frank Davidson as a director of the Company			
3. Re-election of Jacob Wiese 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 2023 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			
<b>Special resolutions</b>				
1.1	Approval of annual retainer fees for chairman of Invicta Board			
1.2	Approval of annual retainer fees for chairman of the Invicta Audit Committee			
1.3	Approval of annual retainer fees for chairman of Invicta Remuneration Committee			
1.4	Approval of annual retainer fees for chairman of Invicta Investment Committee			
1.5	Approval of annual retainer fees for chairman of Invicta Social and Ethics Committee			
1.6	Approval of per meeting fee for chairman of Invicta Nominations Committee			
1.7	Approval of annual retainer fees for Invicta Board members			
1.8	Approval of annual retainer fees for Invicta Audit Committee members			
1.9	Approval of annual retainer fees for Invicta Remuneration Committee members			
1.10	Approval of annual retainer fees for Invicta Investment Committee members			
1.11	Approval of annual retainer fees for member of Invicta Social and Ethics Committee			
1.12	Approval of per meeting fee for Invicta Nomination Committee members			
1.13	Approval of annual retainer fees for Invicta South Africa Holdings (Pty) Ltd Board members			
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			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2022

Signature \_\_\_\_\_

Assisted by (where applicable) \_\_\_\_\_

*Please read the notes below.*

# Notes to form of proxy

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 participating 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 **Tuesday, 13 September 2022 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](mailto:proxy@computershare.co.za) and [info@invictaholdings.co.za](mailto:info@invictaholdings.co.za) as soon as possible, but by no later 09:00 on Monday, 12 September 2022. 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](mailto:proxy@computershare.co.za) and [info@invictaholdings.co.za](mailto:info@invictaholdings.co.za) during the AGM.

Please refer to page 43 and 44 of the Notice 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 \_\_\_\_\_ 2022

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 Pelser, LR Sherrell\*, AM Sinclair, RA Wally^, Adv JD Wiese\*, PM Makwana^, I Van Heerden\*, F Davidson^

*\* Non-executive ^ Independent non-executive*

**Group company secretary:** Lebohang Mpumlwana

