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you're in good company

For the year ended 29 February

Notice of annual general meeting 2024

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REPORTING SUITE

The audited consolidated financial statements, including the auditors' report, is available on our website: www.famousbrands.co.za and the IAR will be available from 16:00 on 21 June 2024.

INVITATION TO OUR AGM

LETTER FROM OUR CHAIRMAN

Dear shareholder,

On behalf of the Board of Famous Brands (Board), we invite you to attend the 2024 Annual General Meeting (AGM), which will be held at 478 James Crescent, Halfway House Midrand, at 14:00 on Friday, 26 July 2024. Shareholders are encouraged to attend and participate in the AGM using the details set out in the Voting Process section.

This document contains the detailed Notice of AGM which sets out the business to be conducted at the meeting. Also included in this document is the form of proxy and additional information to assist shareholders in their decision-making such as:

- The Group's summarised consolidated financial statements for the year ended 29 February 2024 which have been derived from the audited consolidated financial statements (AFS); and
- An overview of the Company's summarised consolidated financial statements published on 20 May 2024 on the JSE Limited (JSE) News Service (SENS).

The AGM provides the Board with the opportunity to present the Group's performance for the 2024 financial year to our shareholders. The Chairmen of the various Board Committees, senior management, and the Company's external auditors will contribute and be available to engage with shareholders and respond to their questions.

The Board recognises the importance of our shareholders' attendance and encourages your participation at the AGM. If you are unable to attend and participate, you may vote by proxy in accordance with the instructions in the Notice and form of proxy, which are also published on the Company's website: www.famousbrands.co.za.

You are welcome to forward any questions you would like to address to the Board in advance. These will be responded to via email. Please send your questions through by 14:00 on Wednesday, 24 July 2024. Enquiries should be sent to the Group Company Secretary on: companysecretary@famousbrands.co.za or investorrelations@famousbrands.co.za.

Considering our commitment to limiting our environmental footprint, printed copies of our reports will only be made available to shareholders on request.

I look forward to welcoming you at the AGM.

Santie Botha
Independent non-executive Chairman

21 June 2024

WHAT YOU ARE VOTING ON

NOTICE OF ANNUAL GENERAL MEETING

FAMOUS BRANDS LIMITED

(Incorporated in the Republic of South Africa)
Registration number 1969/004875/06
JSE and A2X code: FBR ISIN: ZAE000053328
(Famous Brands or the Company)
Date of issue: 21 June 2024

Notice is hereby given in terms of section 62(1) of the Companies Act, No. 71 of 2008, as amended (the Companies Act) that the thirtieth (30th) Annual General Meeting of the shareholders of the Company will be held on Friday, 26 July 2024, at 14:00 (South African time).

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the action you should take, consult your broker, Central Securities Depository Participant (CSDP), banker, financial adviser, accountant or other professional adviser immediately.

The Notice is only available in English. Copies may be obtained from the registered office of the Company and the transfer secretaries, Computershare Investor Services Pty Limited (Computershare).

THE PURPOSE OF THE ANNUAL GENERAL MEETING

The purpose of the meeting is to:

- Present the Group's audited AFS for the year ended 29 February 2024, including the Directors' report, the Audit and Risk Committee report, the independent auditor's report, and the summary of the AFS.
- Present the Social and Ethics Committee report for the year ended 29 February 2024 in terms of regulation 43 of the Companies Act Regulations, 2011; and
- Consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions as set out in this Notice.

RECORD DATE PROXIES AND VOTING

	Date
Record date to determine which shareholders are entitled to receive the Notice	Fri, 14 June 2024
Date for posting of Notice	Fri, 21 June 2024
Last day to trade to be eligible to attend and vote at the AGM	Tues, 16 July 2024
Record date to be eligible to participate in and vote at the AGM	Fri, 19 July 2024
Forms of proxy to be lodged with Computershare by no later than 14:00 on	Wed, 24 July 2024

QUORUM AND VOTING REQUIREMENTS

For purposes of considering the resolutions to be proposed at the AGM, a quorum will consist of three shareholders of the Company, personally present or represented by proxy, and entitled to vote. In addition, a quorum shall comprise 25% of all voting rights entitled to be exercised by shareholders in respect of the proposed resolutions.

Every shareholder of the Company, present or represented by proxy, shall receive one vote for every share held in the Company by such a shareholder. The voting will be conducted by way of a poll.

Unless specifically stated otherwise, an ordinary or special resolution must be supported by more than 50% and 75% of shareholders, respectively. This includes shareholders present or represented by proxy at the AGM.

By order of the Board

Celeste Appollis
Company Secretary

21 June 2024

The full audited consolidated AFS for the year ended 29 February 2024 and the 2024 Social and Ethics Committee Report are available on the Company's website at www.famousbrands.co.za.

PART A – PRESENTATION OF AFS, AUDIT AND RISK COMMITTEE REPORT AND SOCIAL AND ETHICS COMMITTEE REPORT

PRESENTATION OF THE AFS AND AUDIT AND RISK COMMITTEE REPORT

To present the consolidated audited AFS of the Company and its subsidiaries as approved by the Board together with the reports of the directors, Audit and Risk Committee and external auditors of the Company for the year ended 29 February 2024.

REPORT OF THE SOCIAL AND ETHICS COMMITTEE

The report of the Social and Ethics Committee for the year ended 29 February 2024 as set out on pages 150 to 153 of the 2024 IAR, is presented to shareholders as required in terms of Regulation 43 of the Companies.

The full audited consolidated AFS for the year ended 29 February 2024 and the Social and Ethics Committee Report are available on the Company's website at www.famousbrands.co.za.

Summarised AFS. Page 23

During the review period, the Social and Ethics Committee together with the Social and Ethics Working Group worked on matters related to:

- Social, health and the environment.
- Human capital and employment equity.
- Preferential procurement.
- Community development and CSI.
- Reducing our environmental impact.

PART B – ORDINARY RESOLUTIONS

ORDINARY RESOLUTION NUMBER 1 – ADOPTION OF THE AFS

To receive and consider the audited consolidated AFS for the year ending 29 February 2024.

"RESOLVED THAT the audited consolidated AFS of the Company and its subsidiaries, together with the auditors', Audit and Risk Committee and Directors' reports for the year ended 29 February 2024, be and are hereby received and adopted."

The full audited consolidated AFS for the year ended 29 February 2024 are available on the Company's website at www.famousbrands.co.za.

Summarised AFS. Page 23

ORDINARY RESOLUTION NUMBER 2 – RE-APPOINTMENT OF EXTERNAL AUDITORS

To re-appoint KPMG as the Company's independent auditors, to hold office until the conclusion of the next AGM. The Audit Committee has recommended the reappointment of KPMG as the Company's auditors.

Ms Brenda Jajula is the lead audit partner and was appointed in 2024. The Audit Committee has concluded that the appointment of KPMG as the Company's auditors complies with the requirements of section 90 of the Companies Act and the regulations and accordingly nominates KPMG for re-appointment as the Company's auditors.

"RESOLVED THAT KPMG be and are hereby appointed auditors of the Company."

The auditor's profile can be found on page 51.

PART B – ORDINARY RESOLUTIONS (continued)

ORDINARY RESOLUTIONS NUMBER 3.1 AND 3.2 – ELECTION OF DIRECTORS

Mr. Chris Boulle and Ms. Fagmeedah Petersen-Cook are obliged to retire at this annual general meeting in accordance with the Company's Memorandum of Incorporation (MOI). Having so retired, they are eligible for re-election as directors. Ms. Santie Botha and Mr. Norman Adami will retire at this annual general meeting and have notified the Board that they will not be available for re-election.

3.1 "RESOLVED THAT Mr. Chris Boulle is hereby re-elected as a director of the Company."

3.2 "RESOLVED THAT Ms. Fagmeedah Petersen-Cook is hereby re-elected as a director of the Company."

A brief resume of the directors up for re-election to the Board can be found on page 49.

ORDINARY RESOLUTION NUMBER 4 – ELECTION OF DIRECTOR

To elect Mr. William Mzimba who was appointed by the Board in terms of clause 28 of the Company's MOI after the previous AGM of the Company.

The director, being eligible, has offered himself for election.

"RESOLVED THAT Mr. William Mzimba, be and is hereby elected as a director of the Company"

A brief resume of the director up for election to the Board can be found on page 49.

ORDINARY RESOLUTION NUMBER 5 – ELECTION OF THE MEMBERS OF THE AUDIT AND RISK COMMITTEE

To elect the following independent non-executive director as member of the Company's Audit and Risk Committee, to hold office until the end of the next AGM.

"RESOLVED THAT Ms. Busisiwe Mathe be and is hereby re-elected as a member of the Company's Audit and Risk Committee with effect from the end of the AGM."

"RESOLVED THAT Mr. Thabo Mosololi be and is hereby re-elected as a member of the Company's Audit and Risk Committee with effect from the end of the AGM."

"RESOLVED THAT Ms. Fagmeedah Petersen-Cook be and is hereby re-elected as a member of the Company's Audit and Risk Committee with effect from the end of the AGM, subject to the passing of ordinary resolution 3.2."

A brief resume of the directors up for rotation onto the Audit and Risk Committee can be found on pages 49 and 50.

ORDINARY RESOLUTION NUMBER 6 – GENERAL AUTHORITY

To authorise any director or the Company Secretary to execute and sign any documentation that may be required to be signed in order to implement resolutions passed at the AGM.

"RESOLVED THAT any director of the Company and/or the Company Secretary be and are hereby authorised to execute all documents and to do all such further acts and things as they may in their discretion consider appropriate to implement the ordinary and special resolutions set out in the Notice if approved by the shareholders."

PART B – ORDINARY RESOLUTIONS (continued)

ORDINARY RESOLUTION NUMBER 7 – APPROVAL OF THE REMUNERATION POLICY

To consider and approve by way of a non-binding advisory resolution, the Company's Remuneration Policy, as set out on pages 165 to 177 of the 2024 IAR. The King Report on Corporate Governance™ for South Africa 2016 (King IV) and the JSE Listings Requirements recommend that a separate non-binding advisory vote should be obtained from shareholders on the Company's Remuneration Policy. This vote enables shareholders to express their views on the Company's Remuneration Policy.

"RESOLVED THAT the Remuneration Policy for the year ended 29 February 2024 be and is hereby approved."

The Remuneration Policy can be found on page 55.

ORDINARY RESOLUTION NUMBER 8 – APPROVAL OF THE REMUNERATION IMPLEMENTATION REPORT

To consider and approve by way of a non-binding advisory resolution, the Remuneration Implementation report, as set out on pages 177 to 180 of the 2024 IAR. King IV and the JSE Listings Requirements recommend that a separate non-binding advisory vote should be obtained from shareholders on the Implementation report of the Company's Remuneration Policy. This vote enables shareholders to express their views on the extent of implementation of the Company's Remuneration Policy.

"RESOLVED THAT the Remuneration Implementation report for the year ended 29 February 2024 be and is hereby approved."

Reason for and effect of non-binding advisory votes 7 and 8

These resolutions are tabled in accordance with the JSE Listings Requirements and the King IV recommendation that the Company obtains a non-binding advisory vote by shareholders at the AGM on the Remuneration Policy and the Remuneration Implementation report applicable to all employees and directors of the Company and any of its subsidiaries or divisions. Failure to pass these resolutions will not have legal consequences relating to the existing arrangements. However, the Board will take the outcome of the vote into consideration when assessing Famous Brands' Remuneration Policy and will engage with shareholders with a view of obtaining an understanding of shareholders' concerns with the Remuneration Policy and/or Implementation report.

The Implementation Report can be found on page 67.

PART C – SPECIAL RESOLUTIONS

SPECIAL RESOLUTION NUMBER 1 – APPROVAL OF REMUNERATION PAYABLE TO NON-EXECUTIVE DIRECTORS AND THE CHAIRMAN

To approve, by way of separate resolutions, the remuneration payable to non-executive directors and the Chairman of the Board as outlined below.

1.1 "RESOLVED THAT the remuneration payable to non-executive directors be R427 295 per annum."

1.2 "RESOLVED THAT the remuneration payable to the Chairman of the Board be R726 077 per annum."

1.3 "RESOLVED THAT the remuneration payable to the Lead Independent Director be R80 000 per annum."

1.4 "RESOLVED THAT the remuneration payable to the Chairman of the Audit and Risk Committee be R226 896 per annum."

1.5 "RESOLVED THAT the remuneration payable to the members of the Audit and Risk Committee be R161 854 per annum."

1.6 "RESOLVED THAT the remuneration payable to the Chairman of the Remuneration Committee be R163 366 per annum."

1.7 "RESOLVED THAT the remuneration payable to the members of the Remuneration Committee be R129 483 per annum."

1.8 "RESOLVED THAT the remuneration payable to the Chairman of the Nomination Committee be R121 012 per annum."

1.9 "RESOLVED THAT the remuneration payable to the members of the Nomination Committee be R121 012 per annum."

1.10 "RESOLVED THAT the remuneration payable to the Chairman of the Social and Ethics Committee be R155 379 per annum."

1.11 "RESOLVED THAT the remuneration payable to the members of the Social and Ethics Committee be R129 484 per annum."

1.12 "RESOLVED THAT the remuneration payable to the Chairman of the Investment Committee be R44 520 per meeting."

1.13 "RESOLVED THAT the remuneration payable to non-executive directors attending Investment Committee or unscheduled Committee meetings be R30 252 per meeting."

1.14 "RESOLVED THAT the remuneration payable to a non-executive director who sits as Chairman of a partially owned subsidiary or associate company be R39 329 per meeting".

1.15 "RESOLVED THAT the remuneration payable to a non-executive director who sits as a director on a partially owned subsidiary or associate company be R24 192 per meeting.

1.16 "RESOLVED THAT the remuneration payable to a non-executive director for any additional meetings and/or consulting services rendered be R2 908 per hour effective 29 February 2024."

The Implementation Report can be found on page 67.

PART C – SPECIAL RESOLUTIONS (continued)

SPECIAL RESOLUTION NUMBER 1 – APPROVAL OF REMUNERATION PAYABLE TO NON-EXECUTIVE DIRECTORS AND THE CHAIRMAN (continued)

The amounts in resolutions 1.1 to 1.15 are exclusive of VAT. For clarity, to the extent that VAT is applicable, the Company is authorised to pay the VAT in addition to the proposed remuneration. The above remuneration will be effective from 1 June 2024 and paid quarterly in arrears.

The fees in respect of special resolutions 1.1 to 1.11 are based on a fixed fee payable.

The fees in respect of special resolutions 1.12 to 1.15 are based on attendance only.

The fees in respect of special resolution 1.16 shall be subject to prior approval of the Board.

Reason for and effect of special resolution number 1

The reason for proposing special resolution number 1 is to increase the remuneration paid to non-executive directors, in respect of services rendered as directors in terms of section 66 of the Companies Act.

The proposed remuneration was proposed and accepted by the Board upon recommendation by the Remuneration Committee, which had considered the quantum of fees being paid to non-executive directors and to the Chairman. The proposed fees, therefore, reflect an increase of 5% on the fees paid in the previous year.

The Remuneration Policy can be found on page 55.

SPECIAL RESOLUTION NUMBER 2 – GENERAL AUTHORITY TO REPURCHASE SHARES

"RESOLVED THAT the Company approves, as a general approval contemplated in section 48 of the Act, the acquisition by the Company (or by a subsidiary of the Company) of ordinary shares issued of the Company on such terms and conditions and in such amounts as the directors of the Company may decide, but subject always to the provisions of the Companies Act and the JSE Listings Requirements, which general approval shall endure until the next AGM of the Company (when this approval shall lapse unless it is renewed at that AGM, provided that it shall not extend beyond 15 (fifteen) months from the date of this special resolution, whichever period is shorter), subject to the following limitations:

- The repurchase of securities is implemented through the order book of the JSE's trading system, without any prior understanding or arrangement between the Company and the counterpart;
- The Company is so authorised by its MOI;
- The general purchase is limited to a maximum of 5% (five percent) in aggregate of the Company's issued share capital in any one financial year;
- The general purchase by the subsidiaries of the Company is limited to a maximum of 5% (five percent) in aggregate of the Company's issued share capital;
- The general purchase is not made at a price greater than 10% (ten percent) above the weighted average of the market value for the securities of the five business days immediately preceding the date on which the transaction was effected;

PART C – SPECIAL RESOLUTIONS (continued)

SPECIAL RESOLUTION NUMBER 2 – GENERAL AUTHORITY TO REPURCHASE SHARES (continued)

- The repurchase does not take place during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements unless there is a repurchase programme in place and it has been submitted to the JSE prior to commencement of the prohibited period, including the details as specified in paragraph 5.72(h) of the JSE Listings Requirements. The issuer must instruct an independent third party, which makes its investment decisions in relation to the issuer's securities independently of, and uninfluenced by, the issuer, prior to the commencement of the prohibited period to execute the repurchase programme submitted to the JSE;
- The Company publishes an announcement after it or its subsidiaries has cumulatively acquired 3% (three percent) of the number of ordinary shares in issue at the time that the shareholders' authority for the purchase is granted and for each 3% (three percent) in aggregate of the initial number acquired thereafter; and
- The Company appoints only one agent at any point in time to effect any repurchases on its behalf. After considering the aggregate effect of the maximum repurchase, the directors of the Company are of the opinion that for a period of 12 (twelve) months after the date of this Notice:
  - The Company or the relevant company's subsidiaries (the Group) shall satisfy the solvency and liquidity test in the manner contemplated by the Companies Act and the JSE Listings Requirements
  - The Company and the Group will be able, in the ordinary course of business, to repay their debt;
  - The assets of the Company and the Group, fairly valued in accordance with International Financial Reporting Standards (IFRS), will be in excess of the liabilities of the Company and the Group;
  - The share capital and reserves of the Company and the Group will be adequate for ordinary business purposes; and
  - The working capital of the Company and the Group will be adequate for ordinary business purposes."

PART C – SPECIAL RESOLUTIONS (continued)

SPECIAL RESOLUTION NUMBER 2 – GENERAL AUTHORITY TO REPURCHASE SHARES (continued)

Reason for and effect of special resolution number 2

The purpose of this resolution is to authorise the Company and its subsidiaries, by way of general approval, to acquire the Company's issued ordinary shares on terms and conditions and in amounts to be determined by the directors of the Company, subject to certain statutory provisions and the JSE Listings Requirements.

Material changes

There have been no material changes in the financial or trading position of the Group since the publication of the AFS for the year ended 29 February 2024 and the date of this Notice.

Directors' responsibility statement

The directors, whose names appear on pages 136 to 139 of the 2024 IAR, collectively and individually accept full responsibility for the accuracy of the information given in this special resolution number 2 and certify to the best of their knowledge and belief, that there are no other facts, the omission of which would make any statement false or misleading, that they have made all reasonable enquiries in this regard and that this resolution contains all information required by law and the JSE Listings Requirements.

Statement of intent

The Board will only implement a general repurchase of the Company's shares if all relevant prevailing circumstances warrant such a decision.

PART C – SPECIAL RESOLUTIONS (continued)

SPECIAL RESOLUTION NUMBER 3 – FINANCIAL ASSISTANCE TO RELATED AND INTER-RELATED COMPANIES

"RESOLVED THAT the Board may, subject to compliance with the requirements of the Company's MOI, the Companies Act, and the Listings Requirements, where applicable, (including but not limited to the Board being satisfied that immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test, as contemplated in section 4 of the Companies Act, and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company), authorise the provision by the Company, at any time and from time to time during the period of 2 (two) years commencing on the date of approval of this special resolution, of direct or indirect financial assistance, (including without limitation by way of a loan, a guarantee of a loan, subordination of a loan/claim or other obligation or the securing of a debt or other obligation), as envisaged in section 45 of the Companies Act, to any 1 (one) or more related or inter-related companies or corporations of the Company and/or to any 1 (one) or more members of any such related or inter-related company or corporation related to any such company or corporation as outlined in section 2 of the Companies Act, for any purpose in the normal course of business of the Company, on such terms and conditions as the Board may deem fit."

Reasons for and effect of special resolution number 3

The main purpose of this authority is to grant the Board the authority to enable the Company to provide financial assistance, when the need arises, to the potential recipients envisaged in the special resolution in accordance with the provisions of section 45 of the Companies Act. The Company may not provide the financial assistance contemplated in section 45 of the Companies Act without a special resolution. The above resolution provides the Board with the authority to allow the Company to provide direct or indirect financial assistance, including but without limitation by way of the provision of warranties or the provision of indemnities or a loan, guaranteeing of a loan or other obligation or securing of a debt or other obligation, to the recipients contemplated in special resolution number 3.

It is difficult to foresee the exact details of financial assistance that the Company may be required to provide over the next 2 (two) years.

However, the Company must be able to organise its internal financial administration effectively. The general authority in special resolution number 3 will allow the Company to continue to grant financial assistance to the relevant parties in appropriate circumstances.

For these reasons, and because it would be impracticable and difficult to obtain shareholder approval every time the Company wishes to provide financial assistance as contemplated above, it is necessary to obtain the approval of shareholders, as set out in special resolution number 3. If approved, this general authority will expire at the end of 2 (two) years from the date on which this resolution is approved. It is, however, the intention to renew the authority annually at each AGM of shareholders.

It should be noted that this resolution does not authorise financial assistance to a director, a prescribed officer, or any company or person related to a director or prescribed officer.

PART C – SPECIAL RESOLUTIONS (continued)

SPECIAL RESOLUTION NUMBER 3 – FINANCIAL ASSISTANCE TO RELATED AND INTER-RELATED COMPANIES (continued)

Notice in terms of s 45(5) of the Companies Act

The following resolution was approved by shareholders at the 2023 AGM:

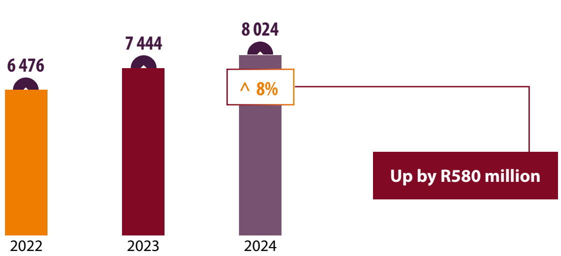
"RESOLVED THAT the Board may, subject to compliance with the requirements of the Companies MOI, the Companies Act, and the JSE Listing Requirements, where applicable, (including but not limited to the Board being satisfied that immediately after providing the financial assistance, the Company would satisfied that immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test (as contemplated in section 4 of the Companies Act) and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company), authorise the provision by the Company, at any time and from time to time during the period of 2 (two) years commencing on the date of approval of this special resolution, of direct or indirect financial assistance, (including without limitation by way of the loan, guarantee of the a loan, subordination of a loan/claim or other obligation or the securing of a debt of other obligation), as envisaged in section 45 of the Companies Act, to any 1 (one) or more related or inter-related companies or corporations of the Company and/or to any 1 (one) or more members of any such related of inter-related company or corporation as outline in section 2 of the Companies Act, for any purpose in the normal course of business of the Company, on such terms and conditions as the Board may deem fit."

The Board has adopted resolutions approving financial assistance to Famous Brands Management Company (Pty) Ltd and related companies in the Group, in the total amount of R1,781 million in form of guarantees or security. The relevant provisions of the Companies Act and the JSE Listing Requirements, including the solvency and liquidity test, were satisfied each time a resolution of the Board was adopted for the provision of financial assistance by the Company. The terms under which the financial assistance was proposed to be given were fair and reasonable to the Company.

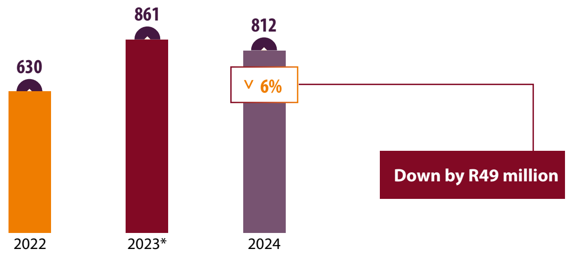
CASTING INFORMED VOTES

Salient features

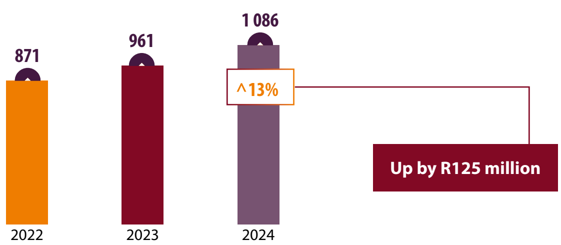
Revenue (R million)



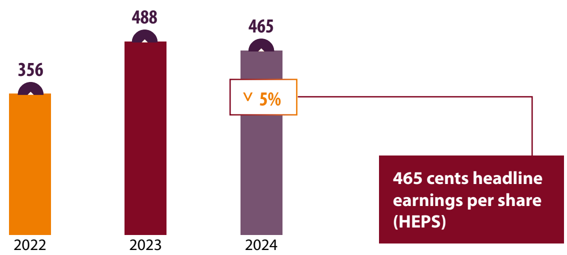
Operating profit (R million)



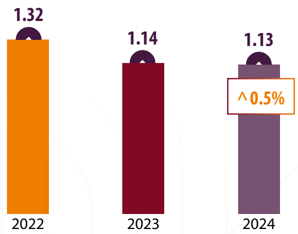
Cash generated from operations (R million)



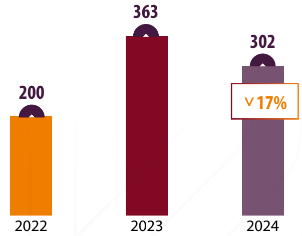
Headline earnings per share (HEPS) (cents)



Net debt to earnings before interest, tax, depreciation and amortisation (EBITDA) (times)



Dividends (cents per share)



* *Operating profit for 2023, excluding the Gourmet Burger Kitchen (GBK) dividend of R75 million was R786 million.*

Directors' commentary

INDUSTRY OVERVIEW

IN SOUTH AFRICA, LOW ECONOMIC GROWTH, SUSTAINED LOAD SHEDDING AND HIGH UNEMPLOYMENT REMAIN KEY CHALLENGES. AGAINST THIS BACKDROP, **COMPETITION HAS INTENSIFIED** WITH A RISE IN ADVERTISING SPEND, **MAJOR COMPETITOR RESTAURANT REVAMPS**, AND THE INCREASING **FREQUENCY AND DEPTH OF VALUE DEALS AND PROMOTIONS**.

South African consumers face several challenges, including political uncertainty, ongoing water shortages, electricity crisis, elevated food and fuel prices and higher interest rates. According to Statistics South Africa, the local economy grew by 0.6% in 2023, which is not enough to create new jobs and opportunities.

Despite this background, consumers are more resilient than expected and still spend time at restaurants or order take away meals. Restaurants and take aways offer affordable indulgent moments as a reprieve from their daily challenges.

The restaurant industry is highly competitive, and the landscape favours established networks over independent operators. Consumer price sensitivity and the search for affordable products and deals are evident in both the Quick Service Restaurant and Casual Dining Restaurant space. In addition, accessibility of the restaurant and its location further play into the affordability calculation. Restaurants that are closer and do not require additional travel costs are often chosen, despite not being the consumers' preferred brand choice.

Value is also found in sharing, particularly within the chicken and pizza category, where the value equation is balanced by the number of people that the meal is able to feed. This extends to other food types, where quantity for a price remains critical to denoting value. Consumers are also enticed through value deals, discounts, smaller meals with lower price points, competitions, menu innovation and loyalty programmes.

South Africa's socio-economic difficulties and discontent with service delivery result in protest action and growing social unrest. In August 2023, the Western Cape experienced an eight-day taxi strike, resulting in restaurant closures and cancelled restaurant deliveries due to transport unavailability.

Our 2024 financial year was characterised by:

- Highly successful loyalty programmes.
- Rollout of 'drive thrus' in QSR.
- A highly competitive landscape of established restaurant chains.
- Lost revenue due to increased at-home dining during the Rugby World Cup.
- A poor peak tourism season for KwaZulu-Natal.
- Local protests reducing trading days.
- A difficult environment for small business owners with a high level of bureaucracy.
- Elevated levels of severe load shedding, increasing operating costs.
- Impacts from deteriorating infrastructure, including port delays and water outages.
- Higher insurance, food and fuel costs.

GROUP FINANCIAL PERFORMANCE

OUR 2024 FINANCIAL YEAR WAS CHALLENGING, AS DETERIORATING ECONOMIC CONDITIONS IN SOUTH AFRICA AND HIGH FOOD INFLATION WEIGHED DOWN CONSUMER DEMAND AND HIGHER OVERHEAD COSTS. WHILE OUR GROUP **RESPONDED WELL TO THESE FACTORS**, WE COULD NOT INSULATE OUR FINANCIAL PERFORMANCE FROM THE EFFECTS OF **LOW ECONOMIC GROWTH, LOAD SHEDDING AND SUBDUED CONSUMER DEMAND**.

We are pleased with the momentum in revenue growth, increasing by 8% to R8.0 billion (2023: R7.4 billion). However, while we carefully managed our cost base, operating profit decreased by 6% to R812 million (2023: R861 million) and operating profit margin was 10.1% (2023: 11.6%). We continued to pursue organic growth and market share gains while optimising the business for efficiencies and cash savings.

Headline earnings per share (HEPS) declined by 5% to 465 cents (2023: 488 cents), while basic earnings per share (BEPS) declined by 13% to 457 cents (2023: 523 cents).

The 2024 operating profit is lower compared to 2023, predominantly due to the Gourmet Burger Kitchen liquidation dividend of R75 million received in August 2022. Excluding the liquidation dividend, operating profit would increase by 3.3%, operating profit margin was 10.6%, and adjusted BEPS was 448 cents per share. BEPS of 457 cents per share is 2% higher compared to the prior year.

Our operating profit margins were also impacted by input cost pressures and increases in overheads namely, electricity and water, diesel usage, employee costs, repairs and maintenance to equipment.

Our Leading Brands portfolio continues to perform strongly, with good performance from our Casual Dining Restaurant brands. The performance of our Signature Brands portfolio was below our expectations as it was impacted by the closure of Fego restaurants converted to Leading Brands, load shedding and cost pressures, however there were some areas of outperformance within that portfolio. Overall, our Brands performance was below our expectations as lower consumer spending dampened demand, and this lower demand at the front end flowed through to both our Manufacturing and Logistics results. Our Retail division continued to gain scale with a 35% growth in revenue.

Cash generated from operations grew by 13% while our cash realisation rate increased to 105% and supported our cash conservation focus.

Salient features	Unit	2024	2023	% change
Statement of profit or loss				
Revenue	R'million	**8 024**	7 444	8
Operating profit*	R'million	**812**	861	(6)
Operating profit margin*	%	**10.1**	11.6	
Impairments	R'million	**(13)**	(59)	78
Basic earnings per share (BEPS)	Cents	**457**	523	(13)
Headline earnings per share (HEPS)	Cents	**465**	488	(5)
Statement of cash flows				
Cash generated by operations	R'million	**1 086**	961	13
Net cash outflow utilised in investing activities	R'million	**(183)**	(355)	(49)
Net cash outflow from financing activities	R'million	**(48)**	(78)	(38)
Cash realisation rate**	%	**105**	88	
Statement of financial position				
Cash and cash equivalents	R'million	**353**	233	52
Net asset value per share	Cents	**1 077**	974	11
Net debt***	R'million	**1 170**	1 246	(6)
Net debt to EBITDA (leverage)	Times	**1.13**	1.14	
Net debt/equity (gearing)	Times	**1.08**	1.28	
Total equity	R'million	**1 079**	976	11
Return on equity (ROE)****	%	**45**	58	
Return on capital employed (ROCE)*****	%	**31**	35	

* *Operating profit margin for 2023, excluding the GBK dividend of R75 million, was 10.6%. Operating profit increased by 3.3%.*

** *Cash generated by operations as a percentage of EBITDA.*

*** *Total interest-bearing borrowings, including lease liabilities less cash.*

**** *Headline earnings as a percentage of average total equity.*

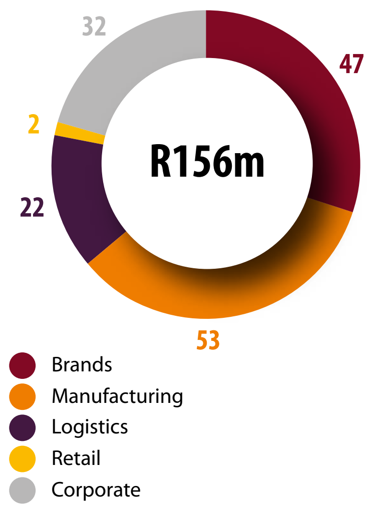
**** *Operating profit divided by capital employed (which is calculated as the sum of total equity and interest-bearing debt net lease liabilities).*

***** *Operating profit divided by capital employed (which is calculated as the sum of total equity and interest-bearing debt net lease liabilities).*

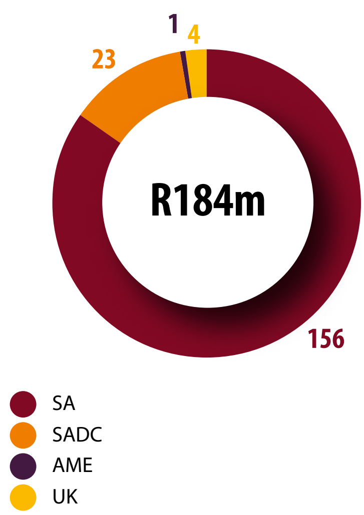
CAPITAL EXPENDITURE (CAPEX)

The Group invested R184 million (2023: R162 million) in capital expenditure across its markets. This capital was allocated in line with the Group's strategy, including developing and expanding our Leading Brands in SA, SADC and selected AME markets and improving our Manufacturing and Logistics infrastructure.

Capex per SA division (R million)



Capex per region (R million)



GEARING

At year-end, the Group's total borrowings position was R1.2 billion (2023: R1.1 billion). This increase in borrowings is due to the capital allocation for the acquisition of our Midrand Campus, net of annual repayment commitments.

In May 2023, Famous Brands secured long-term financing for its head office campus in Midrand. The property was purchased in February 2023, initially using cash and credit facilities of R181 million.

We are executing our programme to manage and reduce our debt in the medium term. Therefore, we prioritise generating free cash flow and disciplined fundamental principles of capital allocation. This includes adhering to stringent working capital measures, funding expansion through internally generated cash flow and investing in lower-risk core opportunities with a strong outlook for long-term returns. While reducing our debt remains a priority, the current economic conditions, requirement for additional working capital and investment in our Midrand Campus impacted this objective. Cash generated from operations grew 13%.

OUR DEBT STRUCTURE IS IN LINE WITH THE GROUP'S CURRENT REQUIREMENTS AND STRATEGY. WE COMPLY WITH ALL OUR DEBT COVENANTS AND PROACTIVELY MONITOR THESE CONTINUOUSLY.

TRANSACTIONS

On 16 October 2023, the Group acquired a 45% associate shareholding in Munch Software (Pty) Ltd. The business is in the Point of Sale software industry, offering a modern and agile cloud-based platform. The partnership will enable Famous Brands to achieve its plans to digitise the restaurant management technology ecosystem.

On 1 November 2023, the Group successfully completed the acquisition of a 51% majority shareholding in Famous Brands Restaurant Holdings Ltd located in Mauritius. With a portfolio of 10 Company-owned restaurants spread across the island nation, this acquisition aligns with the Group's AME strategy.

Both transactions fall below the threshold for categorisation, and therefore, there was no requirement for an announcement in terms of the JSE Listings Requirements.

DIVIDEND

The Board declared a final dividend of 164 cents per share, bringing the total dividend for the year to 302 cents per share. This was guided by the principle of prudent capital management, the lower than expected performance in the second half, and the uncertainty in the interest rate outlook. Total dividend of R302 million was paid out of current year profits. In August 2023, the Board declared an interim dividend of 138 cents per share (2023: 130 cents).

EVENT DATES

Declaration date	Monday, 20 May 2024
Last day to trade "cum dividend"	Tuesday, 16 July 2024
Shares commence trading "ex-dividend"	Wednesday, 17 July 2024
Record date	Friday, 19 July 2024
Payment of dividend	Monday, 22 July 2024

Those shareholders of the Group who are recorded in the Company's register as at the record date will be entitled to the dividend. Share certificates may not be dematerialised or rematerialised between 17 July and 19 July 2024, both days inclusive.

In terms of dividends tax legislation, please note the following:

- The local dividend tax rate is 20%.
- The net local dividend amount is 131.20 cents per share for shareholders liable to pay the dividends tax and 164 cents per share for shareholders exempt from paying the dividends tax.
- The issued share capital of Famous Brands is 100 202 284 ordinary shares.
- Famous Brands' tax reference number is 9208085846.

OPERATIONAL REVIEW

BRANDS

Brands revenue increased by 5.0% to R1.2 billion (2023: R1.1 billion) due to growth in the number of restaurants and higher restaurant turnovers, resulting in higher franchise fees. Leading Brands revenue increased by 5.6% to R954 million (2023: R904 million), while Signature Brands revenue improved by 2.3% to R207 million (2023: R203 million).

SOUTH AFRICA

LEADING BRANDS

Leading Brands system-wide sales improved by 6.4%, and like-for-like sales increased by 4.3%. These solid results are attributed to our world class brands, value offerings and careful management of menu price increases.

Restaurants opened	Restaurants revamped	Restaurants closed
96*	**213**	**47**

* *This includes 10 conversions from Fego Caffés to Mugg & Bean restaurants.*

Most restaurants can trade during load shedding, contributing to our resilient results. We focused on encouraging franchise partners to implement alternative power solutions. However, we have undoubtedly lost sales where alternate power solutions are yet to be implemented. In general, Casual Dining Restaurants delivered better performance than Quick Service Restaurants, as they tend to be situated in shopping centres where landlords provide alternative power solutions.

There was some upside from load shedding on take aways and some easing of food inflation, but there is no substitute for uninterrupted trade. Consumers cut back on discretionary spending, which is evident in a slowdown in transaction size growth.

Growth in the delivery channel slowed across all brands. Menu engineering across third-party platforms and own delivery is essential to achieving targeted margins. The collect ordering and drive thru channels continue to perform strongly, and we opened five new drive thru restaurants in 2024.

Managing the impact of load shedding on our restaurants

The restaurant business is particularly vulnerable to load shedding, with impacts including lost revenue, higher running expenses and a rise in food waste. Higher levels of load shedding increase the risk of generator failures, which increase the risk of restaurant closures during load shedding. There are other negative knock-on impacts, such as suppliers being delayed or unable to deliver products. In addition, prices for ingredients rise, and suppliers must run generators to produce and store products.

The calendar year 2023 was the worst year of load shedding to date, and significant portions of the year were at load shedding stages 5 and 6. Load shedding was throughout the week, including weekends, which affected prime trading hours.

At year-end, 95% (2023: 82%) of our South African Leading Brands restaurants had access to alternative power solutions, including generators, inverters and battery backup or solar. This includes 103 restaurants (approximately 4.3%) that are not impacted by load shedding and fall into a non-load shedding zone.

Since March 2023, we assisted franchise partners that invested in alternative power solutions with a 1% break (0.5% royalty and 0.5% marketing) on all sales generated during load shedding. By year-end, the financial assistance provided to Leading Brands franchise partners was R20.6 million.

SIGNATURE BRANDS

The Signature Brands portfolio experienced mixed performance due to increased load shedding, the conversion of restaurants to Leading Brands portfolio and consumers with low disposable income. Like-for-like sales were up by 6.0%, while system-wide sales were up by 2.5%. Operating profit margin declined to (1.9)% (2023: 4%) due to impairments of R12.9 million.

Restaurants opened	Restaurants revamped	Restaurants closed
5	3	19

The Fun Dining category remains under pressure due to consumers choosing to forgo eating out. In the Captive Market category, NetCafé and Coffee Couture recovered strongly as hospital environments extended their visiting hours and attracted higher footfall. In the Luxury category, PAUL faces similar consumer pressures felt by the Fun Dining category.

In 2024, we converted 11 Fego Caffé restaurants to 10 Mugg & Bean restaurants and one to Vovo Telo. This conversion means that these 10 restaurants no longer contribute to Signature Brands revenue or restaurant numbers.

SADC

The South African Leading Brands team manages the Leading Brands SADC market, which includes Angola, Botswana, Eswatini, Lesotho, Namibia, Malawi, Mozambique, Zambia, and Zimbabwe. There are 207 restaurants in this market. While Mauritius is a SADC member country, it is managed by the AME team.

Restaurants opened	Restaurants revamped	Restaurants closed
22	15	4

Revenue for the market increased by 4% to R409 million (2023: R395 million). Operating profit improved to R55 million (2023: R50 million), while operating profit margin was 13.4% (2023: 12.7%).

Despite inflationary conditions, we managed menu prices carefully to maintain market share without alienating consumers. Famous Brands continues to invest in technology to drive convenience, own delivery and consumer experience.

AME

The Group operates in seven countries in the AME market outside of SADC, namely, Côte d'Ivoire, Ethiopia, Kenya, Nigeria (an associate), Mauritius, Saudi Arabia and the United Arab Emirates. In 2024, we closed our operations in Sudan due to the war. We also exited Oman as our licensee closed its Quick Service Restaurant operations.

Restaurants opened	Restaurants revamped	Restaurants closed
13	2	37

In 2024, several African economies experienced muted growth, fiscal constraints and high inflation, and inflation targeting by central bankers. Revenue increased by 68% to R55 million (2023: R33 million). Operating loss was R14 million (2023: (R26 million)), while the operating loss margin was (26.0)% (2023: (77.7)%). The home delivery channel continues to attract new consumers, and we invested in making this channel more accessible in 2024.

UK (WIMPY UK)

The 2024 financial year was difficult as political and economic uncertainties continued, along with a deepening cost-of-living crisis driven by high inflation and interest rate hikes. Lower consumer confidence and spending patterns resulted in a general decline in retail spending and footfall. Fortunately, the supply chain issues experienced in previous years have stabilised, reducing pressure for menu price increases.

Restaurants opened	Restaurants closed
1	3

The UK's revenue increased by 14% to R161 million (2023: R142 million), mainly due to weakening of the Rand against the Sterling. Operating profit marginally decreased to R18 million (2023: R19 million), and no further impairments were recognised in 2024. Operating profit margin improved to 11.4% (2023: (11.4%)).

Important definitions

System-wide sales refer to sales reported by all restaurants across the network, including new restaurants opened during the year.

Like-for-like sales refer to sales reported by all restaurants across the network, excluding restaurants opened or closed during the year.

Leading Brands sales refer to sales of Leading Brands trading in SA.

Signature Brands sales refer to franchises and Company-owned store sales in SA.

SUPPLY CHAIN

MANUFACTURING

Manufacturing revenue increased by 9.4% to R3.3 billion (2023: R3.0 billion) despite weaker demand and lower volumes from the front end, including volumes for core products. Operating profit declined by 1.7% to R297 million (2023: R302 million) and operating profit margin declined to 9% (2023: 10%). Profitability was weighed down by increase in insurance, load shedding and higher overhead costs not fully absorbed by growth in revenue. Insurance premiums escalated by 246% to R14 million (2023: R4 million). Gross profit margin declined marginally due to higher overhead costs. Overhead costs were mainly driven by water shortages and rolling power cuts, resulting in the procurement of higher quantities of diesel.

Capital expenditure
R53 million
(2023: R44 million)

LOGISTICS

Logistics revenue increased by 6.7% to R5.0 billion (2023: R4.7 billion) due to higher volumes and price increases. Operating profit declined to R94 million (2023: R114 million). The comparative year includes a R10.8 million July 2021 civil unrest insurance settlement received in August 2022. Revenue remains under pressure due to the current economic environment, while operating profit was weighed down by increased operating costs, including employee costs, significant insurance cost increases, increasing fuel and commodity prices coupled with constant electricity shortages. Our case volumes grew by 4.6% year-on-year however, gross profit margin declined marginally due to changes in sales mix.

Capital expenditure
R22 million
(2023: R34 million)

RETAIL

Retail revenue increased by 35% to R368 million (2023: R273 million) and its operating profit increased to R6.0 million (2023: R0.2 million). The improved profitability was due to increased sales volumes, expanded distribution and increased frozen potato chips sales. The house brand coffee sales recovered strongly compared to 2023. In addition, there were no material product write-offs in 2024, compared to 2023, where we wrote off significant coffee stock. In 2024, Retail division launched 14 new products (2023: 13).

Capital expenditure
R2 million
(2023 : R0.2 million)

BOARD CHANGES

The following changes to the composition of the Board took place during the year:

- On 8 March 2023, Norman Adami stepped down from the Audit and Risk Committee. He remains a member of the Nomination and Investment Committees.
- John Halamandres, a non-executive director, retired from the Board at the AGM held on 20 July 2023.
- Deon Fredericks retired as Group Financial Director on 31 July 2023.
- Nelisiwe Shiluvana was appointed as Group Financial Director and executive director on 1 August 2023.
- William Mzimba was appointed as an independent non-executive director, effective 1 October 2023. He joined the Social and Ethics Committee on 24 October 2023.
- On 24 October 2023, Chris Boulle stepped down as a member of the Social and Ethics Committee.

In March 2024, the Board announced the appointment of Chris Boulle, current independent non-executive director, as the Group's Chairman with effect from the AGM on 26 July 2024. He replaces Santie Botha, who is retiring as an independent non-executive director and Chairman of the Board. He will take over as Chairman of the Nomination Committee and step down as Chairman of the Audit and Risk Committee and the Remuneration Committee, but he will remain a member of the Remuneration Committee.

Alex Maditse will take up the position of lead independent director with effect from the AGM in July 2024. Norman Adami will retire at the forthcoming AGM.

OUTLOOK AND PRIORITIES

WE **CONTINUE TO NAVIGATE HEADWINDS** FROM PERSISTENT POOR MACRO-ECONOMIC CONDITIONS IN SOUTH AFRICA AND MANY OTHER MARKETS. HOWEVER, WE ARE CONFIDENT THAT WE HAVE **THE RIGHT BRANDS AND STRATEGY TO GROW, INCREASE MARKET SHARE AND MAINTAIN OUR MARGINS**.

We will continue to implement our Leading Brands restaurant rollout plan in SA, SADC and AME. This will include boosting our drive thru presence as new sites become available. We will continue to invest in consumer-facing technology while scaling the highly successful delivery hub model to improve our home delivery capabilities.

In the medium term, we continue to evaluate opportunities to divest from non-core assets. We seek optimal disposal options of such assets to unlock value for shareholders. We will maintain a well-managed debt profile and continue to provide attractive returns to shareholders.

As always, we aim to safeguard the sustainability of our franchise partners, and we will continue to support them by offering a lower royalty rate for sales generated during load shedding.

In 2025, we are planning to optimise our Logistics footprint. This final phase includes relocating our cold storage facilities from Crown Mines to our redeveloped and fit-for-purpose Midrand Campus. This will allow us to consolidate our Gauteng Logistics operations, allowing for more efficient operations. In 2024, the development at the Midrand campus was placed on hold as we waited for the upgraded power supply from City Power.

Furthermore, our focus will turn to delivering a similarly significant project in our Manufacturing division. Some of our plants are ageing, and need to be refurbished or relocated. In addition, we are exploring exciting manufacturing technologies that are not widely adopted in South Africa and will offer us a competitive advantage. We are in the process of developing a roadmap for Manufacturing, with investments carefully staggered over several years.

Our Manufacturing division will continue to sustain it's goal of driving operational efficiencies, including managing our cost base, maintaining high quality output and reducing waste and use of natural resources. We continue to develop our procurement capability to provide competitive value for our plants and franchise partners.

While operating in a fiercely contested space where consumers spend carefully, Retail offers compelling brands and quality products that consumers trust. The division plans to introduce new product lines in the 2025 financial year.
In the medium to long term, our Retail business has the potential to grow a sustainable revenue stream.

On behalf of the Board

SL Botha
Chairman

DP Hele
Chief Executive Officer

Midrand
20 May 2024

Summarised consolidated statement of financial position

at 29 February 2024

	Notes	2024 R000	2023 R000
Assets			
Non-current assets		**1 955 567**	1 891 299
Property, plant and equipment	2	**923 997**	904 148
Intangible assets	3	**868 771**	850 458
Investments in associates		**39 841**	12 065
Investment in preference shares		**9 031**	3 490
Loans to associates		**10 663**	22 222
Lease receivables		**3 363**	7 010
Deferred tax		**99 901**	91 906
Current assets		**1 597 039**	1 541 401
Inventories		**572 906**	531 211
Trade and other receivables	4	**583 672**	550 623
Cash and cash equivalents		**352 750**	310 934
Restricted cash		**71 832**	134 577
Lease receivables		**2 091**	2 152
Derivative financial instruments		**3 162**	3 970
Current tax assets		**10 626**	7 934
Total assets		**3 552 606**	3 432 700
Equity and Liabilities			
Capital and reserves			
Share capital		**1 002**	1 002
Share premium		**163 441**	163 441
Non-distributable reserves		**153 327**	143 263
Foreign currency translation reserve		**92 674**	77 454
Retained earnings		**541 402**	458 691
Equity attributable to owners of Famous Brands Limited		**951 846**	843 851
Non-controlling interests		**126 925**	131 933
Total equity		**1 078 771**	975 784
Non-current liabilities		**1 409 561**	1 400 512
Borrowings	6	**1 075 688**	1 023 170
Lease liabilities		**245 343**	287 464
Provision		**2 421**	2 194
Deferred tax		**86 109**	87 684
Current liabilities		**1 064 274**	1 056 404
Trade and other payables	5	**806 239**	755 608
Borrowings	6	**125 552**	116 693
Lease liabilities		**76 559**	51 473
Shareholders for dividends		**3 245**	2 802
Current tax liabilities		**52 679**	51 631
Bank overdraft		**–**	78 197
Total liabilities		**2 473 835**	2 456 916
Total equity and liabilities		**3 552 606**	3 432 700

Summarised consolidated statement of profit or loss and other comprehensive income

for the year ended 29 February 2024

	Notes	2024 R000	2023 R000
Revenue	7	**8 023 793**	7 443 924
Cost of sales		**(4 639 859)**	(4 267 922)
Gross profit		**3 383 934**	3 176 002
Other income	8	**28 268**	126 386
Expected credit loss	8	**10 121**	(2 977)
Administration expenses		**(190 664)**	(165 120)
Marketing expenses		**(659 538)**	(614 198)
Operations expenses		**(1 747 306)**	(1 618 516)
Operating profit before impairment of intangible assets		**824 815**	901 577
Impairment of intangible assets		**(12 889)**	(40 643)
Operating profit		**811 926**	860 934
Net finance costs		**(120 396)**	(81 920)
Finance costs	9	**(160 931)**	(122 498)
Finance income	9	**40 535**	40 578
Share of profit from associates		**10 095**	8 685
Devaluation of loan to associate*	8	**(18 080)**	–
Impairment of loan to associate	8	**–**	(18 454)
Profit before tax	8	**683 545**	769 245
Tax		**(199 840)**	(213 986)
Total profit for the year		**483 705**	555 259
Profit for the year attributable to:			
Owners of Famous Brands Limited		**457 566**	524 109
Non-controlling interests		**26 139**	31 150
Total profit for the year		**483 705**	555 259
Other comprehensive income, net of tax:			
Exchange differences on translating foreign operations**		**15 220**	22 547
Pre-tax foreign exchange differences on translating foreign operations		**16 086**	23 688
Tax effect on exchange differences on translating foreign operations		**(866)**	(1 141)
Movement in hedge accounting reserve**		**(442)**	(4 626)
Pre-tax change in fair value of cash flow hedges		**(605)**	(6 412)
Tax on movement in hedge accounting reserve		**163**	1 786
Total comprehensive income for the year		**498 483**	573 180

	Notes	2024 R000	2023 R000
Total comprehensive income attributable to:			
Owners of Famous Brands Limited		**472 344**	542 030
Non-controlling interests		**26 139**	31 150
Total comprehensive income for the year		**498 483**	573 180
Basic earnings per share (cents)			
Basic	10	**457**	523
Diluted	10	**457**	523

* *Devaluation of loan to associate relates to the foreign currency loss recognised for the remeasurement of the Naira denominated loan to an associate, this was due to the devaluation of the Naira against the Rand.*

** *This item may be reclassified subsequently to profit or loss.*

Summarised consolidated statement of changes in equity

for the year ended 29 February 2024

	Attributable to owners of Famous Brands Limited							
	Share capital R000	**Share premium R000**	**Non-distributable reserves R000**	**Foreign currency translation reserve R000**	**Retained earnings R000**	**Total R000**	**Non-controlling interests R000**	**Total equity R000**
Balance at 1 March 2022	1 002	163 441	115 776	54 907	266 132	601 258	119 287	720 545
Equity settled share-based payment scheme*	–	–	35 830	–	–	35 830	–	35 830
Transfer between reserves	–	–	(4 079)	–	(882)	(4 961)	4 961	–
Total comprehensive income for the year	–	–	(4 626)	22 547	524 109	542 030	31 150	573 180
Dividends declared	–	–	–	–	(330 668)	(330 668)	(25 327)	(355 995)
Non-controlling interest arising on business combination	–	–	–	–	–	–	1 862	1 862
Other reserve	–	–	362	–	–	362	–	362
Balance at 1 March 2023	**1 002**	**163 441**	**143 263**	**77 454**	**458 691**	**843 851**	**131 933**	**975 784**
Equity settled share-based payment scheme*	**–**	**–**	**10 291**	**–**	**738**	**11 029**	**–**	**11 029**
Transfer between reserves					**(3 843)**	**(3 843)**	**3 843**	**–**
Total comprehensive income for the year	**–**	**–**	**(442)**	**15 220**	**457 566**	**472 344**	**26 139**	**498 483**
Dividends declared	**–**	**–**	**–**	**–**	**(371 750)**	**(371 750)**	**(38 760)**	**(410 510)**
Non-controlling interest arising on business combination	**–**	**–**	**–**	**–**	**–**	**–**	**3 770**	**3 770**
Other reserve	**–**	**–**	**215**	**–**	**–**	**215**	**–**	**215**
Balance at 29 February 2024	**1 002**	**163 441**	**153 327**	**92 674**	**541 402**	**951 846**	**126 925**	**1 078 771**

* *Equity settled share-based payment scheme is a net of the annual charge of R40.1 million (2023: 42.6 million) in note 8 Profit before tax and grant settlement of R29.1 million (2023: R6.8 million).*

Summarised consolidated statement of cash flows

for the year ended 29 February 2024

	Notes	2024 R000	2023 R000
Cash generated from operations		**1 086 075**	961 444
Net finance costs paid		**(120 817)**	(89 566)
Finance income received		**38 199**	28 377
Finance costs paid		**(159 016)**	(117 943)
Income tax paid		**(211 476)**	(194 063)
Dividends paid		**(410 067)**	(355 611)
Dividends paid to owners of Famous Brands Limited		**(371 307)**	(330 284)
Dividends paid to non-controlling interests		**(38 760)**	(25 327)
Net cash inflow from operating activities		**343 715**	322 204
Cash flow from investing activities			
Additions to property, plant and equipment	1	**(154 254)**	(142 612)
Additions to intangible assets	1	**(29 485)**	(19 670)
Proceeds from disposal of property, plant and equipment		**20 406**	7 850
Proceeds from disposal of intangible assets		**3 612**	4 211
Investment in associate		**(25 401)**	–
Net cash outflow on investment in subsidiary	11	**(6 396)**	(184 315)
Net cash outflow on investment in preference shares		**–**	(3 500)
Dividends received from associates		**7 720**	5 970
Principal receipts from lease receivables		**5 291**	6 494
Loans to associates		**(4 186)**	(30 090)
Loan repayment from associate		**–**	683
Net cash outflow from investing activities		**(182 693)**	(354 979)
Cash flow from financing activities			
Net borrowings raised		**60 390**	2 269
Borrowings raised		**186 700**	1 280 548
Borrowings repaid		**(126 310)**	(1 278 279)
Settlement of interest rate swap		**–**	11 825
Non-controlling shareholder loans received		**220**	711
Principal repayments of lease obligations		**(79 734)**	(85 682)
Share-based payment grant settlements		**(29 124)**	(6 804)
Net cash outflow from financing activities		**(48 248)**	(77 681)
Net increase/(decrease) in cash and cash equivalents		**112 774**	(110 456)
Foreign currency effect		**7 239**	9 758
Cash and cash equivalents at the beginning of the year		**232 737**	333 435
Cash and cash equivalents at the end of the year		**352 750**	232 737

Primary (business units) and secondary (geographical) segment report

for the year ended 29 February 2024

	2024 R000	2023** R000
Revenue*		
Leading brands	**954 311**	903 992
Signature brands	**207 387**	202 686
Supply Chain	**5 555 706**	5 152 989
Manufacturing	**3 287 823**	3 005 582
Logistics	**5 021 308**	4 705 017
Retail	**368 463**	273 140
Eliminations	**(3 121 888)**	(2 830 750)
Marketing funds	**677 545**	612 166
Corporate	**2 478**	2 224
South Africa	**7 397 427**	6 874 057
Southern African Development Community	**409 494**	394 759
United Kingdom – Wimpy	**161 481**	142 224
Rest of Africa and Middle East	**55 391**	32 884
Revenue	**8 023 793**	7 443 924
Operating profit		
Leading brands	**480 278**	461 481
Signature brands	**8 924**	13 569
Supply Chain	**396 740**	416 021
Manufacturing	**296 631**	301 709
Logistics	**93 785**	114 162
Retail	**6 324**	150
Corporate	**(120 176)**	(33 002)
Share-based payment charge	**(40 146)**	(42 934)
Consolidation entries	**(7 121)**	(6 932)
Corporate administration costs***	**(72 909)**	16 864
South Africa	**765 766**	858 069
Southern African Development Community****	**55 041**	49 995
United Kingdom – Wimpy	**18 412**	19 051
Rest of Africa and Middle East	**(14 404)**	(25 538)
Operating profit before impairment of intangible assets	**824 815**	901 577
Impairment of intangible assets	**(12 889)**	(40 643)
Signature brands	**(12 889)**	(5 366)
United Kingdom – Wimpy	**–**	(35 277)
Operating profit	**811 926**	860 934
Net finance costs	**(120 396)**	(81 920)
Share of profit of associates	**10 095**	8 685
Devaluation of loan to associate	**(18 080)**	–
Impairment of loan to associate	**–**	(18 454)
Tax	**(199 840)**	(213 986)
Total profit for the year	**483 705**	555 259

No segment assets or liabilities have been disclosed as such information is not regularly provided to the CODM.

* *Nature of goods and services for each segment is detailed in note 7 Revenue.*

** *The Group recently reorganised its management structure within its existing geographical segments. Consequently, the comparative information has been reclassified to reflect the impact of the new geographical segments. The previously disclosed AME segment will now be reported as SADC and AME, detailed in note 16 Reclassification.*

*** *Corporate administration costs for 2023 include the GBK liquidation dividends of GBP3.8 million (R74.7 million) recognised in other income.*

**** *SADC includes the Botswana operating profit of R16 million (2023: R15 million).*

Operating segments (continued)

	2024 R000	2023** R000
Operating profit margins after impairments		
Leading brands	**50.3%**	51.0%
Signature brands	**(1.9%)**	4.0%
Supply Chain	**7.1%**	8.1%
Manufacturing	**9.0%**	10.0%
Logistics	**1.9%**	2.4%
Retail	**1.7%**	0.1%
South Africa	**10.4%**	12.5%
Southern African Development Community	**13.4%**	12.7%
United Kingdom – Wimpy*	**11.4%**	(11.4%)
Rest of Africa and Middle East	**(26.0%)**	(77.7%)
Total	**10.1%**	11.6%
Geographical allocation of revenue		
United Kingdom	**161 481**	142 224
Botswana	**365 117**	343 399
The table below sets out the geographical location of non-current assets excluding deferred tax		
Geographical allocation of non-current assets		
South Africa	**1 509 402**	1 491 407
Southern African Development Community (excluding Botswana)	**2 195**	1 736
United Kingdom	**170 474**	154 494
Botswana	**122 362**	130 610
Rest of Africa and Middle East	**47 870**	14 136
Total	**1 852 303**	1 792 383
Additions to non-current assets by segment* **		
Leading brands	**31 251**	27 847
Signature brands	**14 704**	4 514
Manufacturing	**53 459**	44 097
Logistics	**22 137**	33 570
Retail	**2 263**	2 583
Corporate	**31 957**	13 197
South Africa	**155 771**	125 808
Southern African Development Community	**23 055**	32 335
Rest of Africa and Middle East	**1 404**	997
United Kingdom	**3 509**	3 142
Total	**183 739**	162 282

** Refer to note 3 Intangible asset for details on impairment.*

*** The Group recently reorganised its management structure within its existing geographical segments. Consequently, the comparative information has been reclassified to reflect the impact of the new geographical segments. The previously disclosed AME segment will now be reported as SADC and AME, detailed in note 16 Reclassification.*

**** Relates to property, plant equipment and intangible assets, excludes acquisition of subsidiaries.*

***** SADC includes the Botswana operating profit margin of 4.4% (2023: 4.5%).*

Notes to the summarised consolidated financial statements

for the year ended 29 February 2024

Reporting entity

Famous Brands Limited (Famous Brands or the company) is a holding company domiciled in South Africa and is listed on the JSE Limited under the category Consumer Services: Travel and Leisure. Famous Brands is Africa's leading quick service and casual dining restaurant franchisor. The consolidated financial statements (financial statements) of Famous Brands comprise the company and its subsidiaries (together referred to as the Group) and the Group's investments in associates.

Famous Brands owns brands which are represented by restaurants locally and internationally. The business model mainly consists of business relationships between Famous Brands as the franchisor and various franchise partners whereby the franchise partners use the Famous Brands intellectual property and sell menu items to consumers. Famous Brands earns sales-based royalty income ("Franchise fee revenue"), based on a percentage of these restaurant turnovers.

Our brands are supported by a vertically integrated business, in our supply chain division which comprises our manufacturing, logistics, and retail operations. The primary function of our supply chain division is to sell ingredients and products to franchise partners. Franchise fee revenue and manufacturing and logistics revenue is earned from our franchise partners, who are Famous Brands' customers. Retail operations (part of supply chain) earns revenue from product sales to retailers.

The nature of goods and services is detailed in the Operating Segment and revenue streams as detailed in note 7 Revenue. Information on the Group's structure and information on related parties is provided in relevant notes to the consolidated financial statements.

Statement of compliance

The summarised financial statements have been prepared in accordance with IFRS® Accounting Standards and its interpretations as issued by the International Accounting Standards Board in issue and effective for the Group at 29 February 2024, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council and contains information required by IAS 34 Interim Financial Reporting, JSE Listings Requirements and the Companies Act of South Africa. The consolidated financial statements were approved by the Board of Directors on 20 May 2024.

The summarised consolidated annual financial statements were prepared under the supervision of the Group Financial Director, Mrs Nelisiwe Shiluvana CA(SA), ACMA, CGMA.

Basis of preparation

The summarised consolidated financial statements do not include all the information required by IFRS® Accounting Standards for full financial statements and should be read in conjunction with the 29 February 2024 audited consolidated financial statements. The accounting policies applied in the preparation of the audited consolidated financial statements, from which the summarised consolidated financial statements were derived, are in terms of IFRS® Accounting Standards and are consistent with those applied in the financial statements for the financial year ended 28 February 2023, except for the new standards that became effective for the Group's financial reporting beginning 1 March 2023 noted below.

The summarised consolidated financial statements are presented in South African Rand (Rand), which is the Group's presentation currency. All financial information presented in Rand has been rounded to the nearest thousand (R000) except when otherwise indicated.

The summarised consolidated financial statements have been prepared on the historical cost basis, except for the measurement of certain financial instruments at fair value or at amortised costs.

The going concern basis has been used in preparing these summarised consolidated financial statements as the directors have a reasonable expectation that the Group will continue as a going concern for the foreseeable future, see note 19 Going concern.

Changes in accounting policies

The Group adopted the following new, revised and amendments to standards applicable for the first time in the current financial year, which did not have a material impact on the financial statements:

IAS 1 and IFRS Practice Statement 2 (Amendments) – These amendments are intended to help preparers in deciding which accounting policies to disclose in their financial statements. This amendment did not have a material impact.

IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors (Amendment) – The amendment clarifies how companies should distinguish changes in accounting policies from changes in accounting estimates, by replacing the definition of a change in accounting estimates with a new definition of accounting estimates. This amendment did not have a material impact.

IAS 12 Deferred tax related to assets and liabilities arising from single transaction (Amendment) – The amendment requires companies to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences i.e., deferred tax on transactions such as leases and decommissioning obligations. This amendment did not have a material impact.

New standards, amendments to standards and interpretations in issue not yet effective

The Group has chosen not to early adopt the following amendments and interpretations, which have been published and are mandatory for the Group's accounting periods beginning on or after 1 March 2024 or later periods. Management is assessing the impact of the standard on the financial statements however no significant impact is expected.

Standard	Effective date (for financial years beginning on or after)
IFRS 16 Leases Liability in a sale and leaseback (Amendment)	
The amendment requires a seller-lessee to subsequently measure lease liabilities arising from a leaseback in a way that it does not recognise any amount of the gain or loss that relates to the right of use it retains.	1 January 2024
IFRS 18 Presentation and Disclosure in Financial Statements	
IFRS 18 replaces IAS 1 Presentation of Financial Statements with a focus on updates to the statement of profit or loss. The amendment requires enhanced profit or loss performance measures that are reported outside the financial statements and enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general.	1 January 2027
IAS 1 Presentation of Financial Statements Classification of liabilities as current or non-current (Amendment)	
Narrow scope amendment to IAS 1 to clarify how to classify debt and other liabilities as current or non-current. The amendments provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date.	1 January 2024
IAS 1 Presentation of Financial Statements Non current liabilities with covenants (Amendment)	
The amendment clarifies how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability.	1 January 2024
IAS 21 The Effects of Changes In Foreign Exchange Rates Lack of exchangeability (Amendment)	
The amendment clarifies when a currency is exchangeable into another currency and how a company estimates a spot rate when a currency lacks exchangeability.	1 January 2025

	2024 R000	2023 R000
1. Capital expenditure and commitments		
Invested	**183 739**	162 282
Property, plant and equipment	**154 254**	142 612
Intangible assets	**29 485**	19 670
Authorised, not yet contracted	**496 248**	405 055
Property, plant and equipment*	**442 187**	346 992
Intangible assets	**54 061**	58 063

* *Includes capital expenditure planned for developments of 37 Richards Drive, Midrand.*

This capital expenditure will be financed by existing borrowing facilities and internally generated funds.

	2024 R000	2023 R000
2. Property, plant and equipment		
Carrying amount at the beginning of the year	**904 148**	640 442
Additions	**231 863**	272 336
Owned	**154 254**	142 612
Right-of-use asset	**77 609**	129 724
Acquisition of subsidiaries*	**8 757**	180 676
Foreign currency translation	**214**	4 124
Disposals	**(23 327)**	(17 222)
Disposals of owned property, plant and equipment	**(13 634)**	(6 111)
Derecognition of right-of-use asset	**(9 693)**	(11 111)
Derecognition of related party lease**	**–**	(25 620)
Depreciation	**(191 191)**	(178 556)
Transfers	**(410)**	398
Remeasurements of right-of-use assets	**(6 057)**	27 570
Carrying amount at the end of the year	**923 997**	904 148

* *Refer to note 11 Cash flow information for details relating to the acquisition of subsidiaries.*
** *Derecognition of related party lease at group as the property is owner-occupied.*

The cost and net carrying amount of the land within land and buildings is R84 million (2023: R84 million).

On 15 May 2023, property in Steers Properties (Pty) Ltd with an estimated carrying value of R161.8 million (2023: R164.5 million) was pledged as security for borrowings of R181 million (refer note 6 Borrowings and 17 Other events).

3. Intangible assets

	2024 R000	2023 R000
Carrying amount at the beginning of the period	**850 458**	871 631
Additions	**29 485**	19 670
Foreign currency translation	**15 587**	12 294
Disposals	**(4 625)**	(4 212)
Acquisition of subsidiary	**7 435**	6 418
Transfers	**410**	(398)
Amortisation	**(17 090)**	(14 302)
Impairment	**(12 889)**	(40 643)
Carrying amount at the end of the year	**868 771**	850 458

The goodwill impairment loss of R35.3 million recognised in the prior financial year related to Venus Solutions Ltd as a result of the changes in key assumptions and cash flows achieved compared to the forecast. The current operating environment has since improved thus there is no impairment for 29 February 2024 .

The impairment loss of R7.7 million (2023: R5.4 million) on trademarks and brand name, and R5.2 million (2023: Rnil) on franchise incentives related to brands in Signature Brands, are mainly due to the conversion of Fego Caffé to Leading Brands portfolio. The present value of the estimated future royalty cash flows determined was R2.1 million (2023: R14.9 million).

Intangible assets amortisation and impairments have been included in their respective line captions on the statement of profit or loss and other comprehensive income.

4. Trade and other receivables

	2024 R000	2023 R000
Net trade receivables	**495 365**	442 550
Trade receivables	**504 451**	464 611
Impairment allowance	**(9 086)**	(22 061)
Other receivables	**42 276**	63 585
Prepayments	**41 269**	39 812
VAT receivable	**4 762**	4 676
	583 672	550 623

The Group has a wide customer base and there is no significant concentration of credit risk. One debtor has a current balance in excess of 3% of the trade receivables balance amounting to R15.4 million (2023: R12.8 million).

The book value of trade and other receivables approximates the fair value due to the short-term nature of these receivables.

The Group measures the loss allowance for trade receivables at an amount equal to the lifetime expected credit losses based on the simplified approach.

5. Trade and other payables

	2024 R000	2023 R000
Trade payables and accruals	**595 835**	568 975
Trade payables	**421 701**	377 968
Accruals	**174 134**	191 007
Employee benefits	**108 916**	95 711
Deferred income	**9 406**	9 843
VAT payable	**30 543**	22 736
Put option written over the equity of non-controlling interest	**61 539**	58 343
	806 239	755 608

Deferred income relates to income received in advance for services to franchise partners such as project management for a new build or restaurant revamp or call centre services or any ad hoc services from time to time. An amount of R9.8 million (2023: R15.1 million) included in deferred income from prior year has been recognised as revenue based on the Group satisfying the relevant performance obligations over time.

The book value of trade payables and other payables approximates their fair values due to the short-term nature of the instruments.

Put option written over the equity of non-controlling interest is evergreen and remeasured annually based on the investee's profit before interest and tax. Current year movement relates to remeasurement.

6. Borrowings

	2024 R000	2023 R000
Unsecured		
Long-term borrowings	**1 075 688**	1 023 170
Short-term borrowings	**125 552**	116 693
Short-term portion of borrowings	**123 765**	115 126
Non-controlling shareholder loans	**1 787**	1 567
	1 201 240	1 139 863

6. Borrowings (continued)

	Currency	Maturity date	Interest rate Nature	Margin %	Rate	2024 %	2023 %	2024 R000	2023 R000
Terms of repayment									
Loan facility: Amortising loan	ZAR	Aug-27	variable	1.70	3-month JIBAR	**10.06**	8.90	**350 000**	450 000
Loan Facility: Revolving Credit Facility	ZAR	Aug-25	variable	1.75	3-month JIBAR	**10.11**	8.95	**300 000**	300 000
Loan Facility: Revolving Credit Facility (RCF)	BWP	Apr-25	variable	0.40	Prime	**6.91**	7.16	**9 209**	9 311
Loan facility: Bullet payment loan	ZAR	Aug-25	variable	1.70	3-month JIBAR	**10.06**	8.90	**150 000**	150 000
Loan facility: Bullet payment loan	ZAR	Aug-26	variable	1.85	3-month JIBAR	**10.21**	9.05	**200 000**	200 000
Loan Facility: Amortising loan	ZAR	Nov-26	variable	1.50	Prime	**13.25**	12.25	**9 415**	5 768
Loan Facility: Amortising loan	GBP	Sep-25	fixed	–	Fixed	**2.00**	2.00	**5 774**	8 651
Loan Facility: Amortising loan	ZAR	Aug-24	variable	1.75	Prime	**13.50**	12.50	**–**	1 450
Loan Facility: Amortising loan	ZAR	Jan-32	variable	–	Prime	**11.75**	10.75	**12 216**	13 116
Loan Facility: Amortising loan**	ZAR	Feb-27	variable	2.00	3-month JIBAR	**10.37**	–	**162 900**	–
Non-controlling shareholder loans*									
Dial and Dine (Pty)	ZAR							**236**	199
Marathon Holdings (Pty) Ltd	ZAR							**1 368**	1 368
Elegant Armor (Pty) Ltd	ZAR							**183**	–
								1 201 301	1 139 863
Interest accrued								**(61)**	–
								1 201 240	1 139 863

* *Loans from non-controlling shareholders are unsecured, interest free and have no repayment terms.*

*****Pledged property***

As at 29 February 2024, the Group pledged property with a carrying amount of R161.8 million as security for liabilities. The assets are pledged in connection to senior facilities with Nedbank. The property pledged consists of land and buildings.

Sensitivity analysis

A change of 1% in interest rates at the reporting date would have increased/(decreased) profit or loss by R12 million (2023: R11 million).

Interest risk management

The Group utilises interest rate swap contracts to hedge its exposure to the variability of cash flows arising from unfavourable movements in interest rates.

6. Borrowings (continued)

Facilities

- The Group has a total ZAR overdraft facility in place of R100 million (2023: R100 million). Unutilised portion at year-end is R100 million (2023: R22 million).
- The Group has a 3-year revolving credit facility of R428 million (2023: R428 million). Unutilised portion is R119 million (2023: R118 million) at year end.
- The Group has 5 to10-year amortising loans of R377 million (2023: R479 million), which are fully utilised.
- The Group has a 4.5-year amortising loan of R163 million (2023: R200 million). Unutilised portion is Rnil (2023: R200 million).
- The Group has 3-year and 4-year term bullet payment loans of R150 million (2023: R150 million) and R200 million (2023: R200 million) respectively, which are fully utilised.

Guarantees

Famous Brands Limited, Famous Brands Management Company (Pty) Ltd, Lamberts Bay Foods (Pty) Ltd, Steer Properties (Pty) Ltd and FB Signature Brands (Pty) Ltd are joint guarantors in terms of the loan agreement:

- Punctual performance by the Group of amounts due in the agreement;
- Immediate payment of amounts due which the Group has not paid; and
- To indemnify the lender against any cost, loss or liability it incurs as a result of the Group not paying amounts that are due.

7. Revenue

	2024 R000	2023 R000
Sales-based royalties		
Franchise fees revenue	**1 151 604**	1 073 675
Leading brands	**1 099 733**	1 024 623
Signature brands	**51 871**	49 052
Marketing fees revenue*	**677 544**	612 166
Leading brands	**663 115**	598 700
Signature brands	**14 429**	13 466
Revenue at point in time		
Manufacturing revenue	**165 935**	174 402
Owned	**30 279**	29 119
Subsidiary	**135 656**	145 283
Logistics revenue	**5 021 308**	4 705 017
Retail revenue	**368 463**	273 140
Company-owned restaurants revenue	**596 367**	563 369
Leading brands	**440 851**	411 506
Signature brands	**155 516**	151 863
Joining fees	**13 402**	13 163
Revenue over time		
Service revenue	**29 170**	28 992
	8 023 793	7 443 924

* *Marketing fees revenue relate to funds contributed by franchise partners for the various brands across the Group and in South Africa are administered in line with the Consumer Protection Act ("CPA").*

Additional analysis of revenue is provided in the primary (business units) and secondary (geographical) segment report based on the information reviewed by the CODM.

8. Profit before tax

	Notes	2024 R000	2023 R000
Profit before tax is arrived at after taking into account, among other items, those detailed below:			
Depreciation of property, plant and equipment	2	**191 191**	178 556
Amortisation of intangible assets	3	**17 090**	14 302
Expected credit loss		**(10 121)**	2 977
Directors' remuneration		**30 248**	23 281
Executive directors		**23 625**	18 677
Non-executive directors		**6 623**	4 604
Auditors' remuneration*		**12 184**	10 890
Facilities and property expenses		**281 721**	219 233
Employee expenses		**1 096 997**	995 219
Share-based payments – equity-settled		**40 146**	42 634
Foreign exchange differences		**(646)**	734
Net finance costs		**120 396**	81 920
Finance costs		**160 931**	122 498
Finance income		**(40 535)**	(40 578)
Remeasurement of non-controlling interest put option		**3 195**	(17 135)
Other Income		**(28 268)**	(126 386)
Profit on disposal of property, plant, equipment		**(6 772)**	(1 739)
Profit on disposal of right-of-use assets		**(1 073)**	(192)
Profit on derecognition of related party lease**		**–**	(4 041)
Loss on disposal of intangible assets		**1 013**	–
Sundry Income***		**(21 436)**	(120 414)
Impairment of intangible assets		**12 889**	40 643
Impairment – Trademarks	3	**7 734**	5 366
Impairment – Franchise incentives and similar	3	**5 155**	–
Impairment – Goodwill	3	**–**	35 277
Share of profit from associates		**(10 095)**	(8 685)
Devaluation of loan to associate****		**18 080**	–
Impairment of loan to associate*****		**–**	18 454

* *Auditors remuneration comprises of fees in respect of the financial statement audit..*

** *Profit on disposal of related party lease recognised in the prior year related to the net of the lease smoothing asset of R3.9 million recognised at acquisition.*

*** *Sundry income in the prior year included the GBK liquidation dividends of GBP 3.8 million (R74.7 million), and R14.4 million proceeds from an insurance claim for business interruptions experienced during the July 2021 civil unrest.*

**** *Devaluation of loan to associate related to the foreign currency loss recognised for the remeasurement of the Naira denominated loan to UACR. The loss was due to the devaluation of the Naira against the Rand.*

***** *The prior year impairment loss is related to recoverable amount of the loan determined less than its carrying amount.*

	2024 R000	2023 R000
9. Net finance costs		
Finance costs		
Interest on borrowings	**(125 239)**	(89 162)
Interest on lease liabilities	**(30 642)**	(29 277)
Ineffective portion of cash flow hedge	**78**	139
Other finance costs	**(5 128)**	(4 198)
	(160 931)	(122 498)
Finance income		
Interest from lease receivables	**579**	1 246
Interest from bank deposits	**39 956**	27 132
Interest rate swap termination	**–**	12 200
	40 535	40 578
Net finance costs	**(120 396)**	(81 920)

	2024 Cents per share	2023 Cents per share
10. Basic and headline earnings per share		
Attributable to owners of Famous Brands Limited		
Basic earnings per share	**457**	523
Headline earnings per share	**465**	488
Diluted earnings per share	**457**	523
Diluted headline earnings per share	**465**	488

	2024 Number of shares	2023 Number of shares
Reconciliation of weighted average number of shares to diluted weighted average number of shares		
Weighted average number of shares in issue	**100 202 284**	100 202 284
Possible issue of ordinary shares in the future relating to the share incentive scheme	**7 690**	36 454
Diluted weighted average number of shares in issue	**100 209 974**	100 238 738

	2024 R000	2023 R000

10. Basic and headline earnings per share (continued)

Basic and headline earnings		
Basic earnings	**457 566**	524 109
Adjusted for:	**7 917**	(35 338)
Profit on disposal of property, plant and equipment	**(6 772)**	(1 739)
Tax on profit on disposal of property, plant and equipment	**1 836**	493
Loss on disposal of intangible assets	**1 013**	–
Tax on loss on disposal of intangible assets	**(279)**	–
Profit on disposal of right-of-use assets	**(1 073)**	–
Tax impact on disposal of right-of-use assets	**303**	–
GBK liquidation dividends	**–**	(74 735)
Impairment of intangible assets	**12 889**	40 643
Headline earnings	**465 483**	488 771

	2024 R000	2023 R000

11. Cash flow information

Summary of cash flows on acquisitions, disposals and changes in ownership interests		
Cash outflow on acquisition of interests in subsidiaries		
Famous Brands Restaurant Holdings Limited	**(6 396)**	–
Five Star Performance (Pty) Ltd	**–**	(3 315)
Steers Properties (Pty) Ltd	**–**	(166 000)
Halamandaris Props (Pty) Ltd	**–**	(15 000)
Cash outflow on acquisition of subsidiaries	**(6 396)**	(184 315)

Famous Brands Restaurant Holdings Limited

Effective 1 November 2023, a 51% interest was acquired in Famous Brands Restaurant Limited (Mauritius), for a consideration of R6.4 million.

11. Cash flow information (continued)

	2024 R000	2023 R000
Steers Properties (Pty) Ltd		
Effective 22 February 2023, the Group acquired shares and claims in Steers Properties (Pty) Ltd for R166 million.		
Property, plant and equipment	–	164 516
Other receivables	–	3 842
Current tax liabilities	–	(2 358)
Net assets acquired	–	166 000
Consideration	–	(166 000)
Cash outflow on acquisition of subsidiary	–	(166 000)
Halamandaris Props (Pty) Ltd		
Effective 22 February 2023, the Group acquired shares and claims in Halamandaris Props (Pty) Ltd for R15 million.		
Property, plant and equipment	–	15 000
Net assets acquired	–	15 000
Consideration	–	(15 000)
Cash outflow on acquisition of subsidiary	–	(15 000)
Liabilities from financing activities reconciliation		
Borrowings		
Balance at beginning of the year	**1 138 296**	1 137 296
Borrowings raised	**186 700**	1 280 548
Borrowings repaid	**(126 310)**	(1 278 279)
Other changes*	**767**	(1 269)
Balance at end of the year	**1 199 453**	1 138 296
Non-controlling shareholder loans		
Carrying value at beginning of the year	**1 567**	856
Loan received	**220**	711
Carrying value at end of the year	**1 787**	1 567

* *Other changes include movement in non-cash movements and interest payments included in finance costs.*

12. Related party transactions

The Group entered into various sales and purchase transactions with related parties, in the ordinary course of business on an arm's length basis. The nature of related party transactions is consistent with those reported previously.

13. Contingent liabilities

Refer to note 6 Borrowings for other guarantees and facilities in the Group.

The Group and its South African subsidiaries have issued R16.2 million (2023: R16.2 million) suretyship in favour of First Rand Bank Limited to secure the banking facilities entered into by certain local subsidiary companies.

14. Financial instruments

Accounting classifications and fair values

The table below sets out the classification of financial assets and liabilities carrying amounts as well as a comparison to their fair values. The different fair value levels are described below:

Level 1: Quoted prices (adjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Unobservable inputs for the asset or liability.

	2024 Carrying amount R000	2023 Carrying amount R000
Financial assets		
Measured at amortised cost:		
Trade and other receivables	**537 641**	506 135
Lease receivables	**5 454**	9 162
Restricted cash	**71 832**	134 577
Cash and cash equivalents	**352 750**	310 934
Loans to associate	**10 663**	22 222
	978 340	983 030
Financial liabilities		
Measured at amortised cost:		
Trade and other payables	**657 374**	627 319
Shareholders for dividends	**3 245**	2 802
Lease liabilities	**321 902**	338 937
Borrowings	**1 201 240**	1 139 863
Bank overdraft	**–**	78 197
	2 183 761	2 187 118

The carrying amounts of financial assets and financial liabilities classified at amortised cost are considered to approximate the fair values.

14. Financial instruments (continued)

Accounting classifications and fair values (continued)

	Level	2024 Carrying amount R000	2023 Carrying amount R000
Derivative financial instruments			
Assets			
Fair value through profit or loss			
Foreign exchange contracts	2	**50**	253
Fair value through other comprehensive income			
Interest-rate swaps	2	**3 112**	3 717
		3 162	3 970
Movements in Level 3 financial instruments carried at fair value			
Financial instruments at fair value through profit or loss			
Assets			
Fair value through profit or loss			
Investment in preference shares	3	**9 031**	3 490
		9 031	3 490
Investment in preference shares			
Reconciliation to carrying amounts:			
Carrying amount at the beginning of the year		**3 490**	–
Additions during the year		**–**	3 500
Fair value adjustment		**5 541**	(10)
Carrying amount at the end of the year		**9 031**	3 490

15. Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, to provide sustainable returns for shareholders, benefits for other stakeholders and to maintain, over time, an optimal structure to reduce the cost of capital.

The capital structure of the Group consist of Cash and cash equivalents, Borrowings, Leases and Equity as disclosed in the statement of financial position.

Financial covenants

The Group's borrowings (refer note 6 Borrowings) are subject to financial covenants. Management regularly monitors and reviews compliance of these ratios in line with the funding agreement. These financial covenants are based on the contractual terms of each facility. The covenants are limited to the SA business.

Dates	Leverage ratio	Interest cover ratio
Feb-22	**2.50x^**	**3.00x^**
Aug-22	**2.50x^**	**3.00x^**
Feb-23	**2.25x^**	**3.00x^**
Aug-23	**2.25x^**	**3.00x^**
Feb-24	**2.25x^**	**3.00x^**
Aug-24	**2.25x**	**3.00x**
Feb-25	**2.25x**	**3.00x**

^ *All covenant ratios were satisfied as per the Group's primary lender.*

	2024 R000	2023 R000

15. Capital management (continued)

	2024 R000	2023 R000
Net debt to Total equity (Gearing ratio)		
Borrowings	**1 201 240**	1 139 863
Lease liabilities	**321 902**	338 937
Cash and cash equivalents	**(352 750)**	(310 934)
Bank overdraft	**–**	78 197
Net debt	**1 170 392**	1 246 063
Equity	**1 078 771**	975 784
Net debt to Total equity	**1.08**	1.28
Net debt to EBITDA (Leverage ratio)		
Net debt	**1 170 392**	1 246 063
EBITDA	**1 033 096**	1 094 435
Net debt to EBITDA ratio	**1.13**	1.14
Net asset value per share		
Total equity	**1 078 771**	975 784
Issued shares	**100 202 284**	100 202 284
Net asset value per share (cents)	**1 077**	974

16. Reclassifications within the financial statements

As part of the Group's continued assessment of its financial statement presentation, we have updated certain of our disclosures to enhance our presentation of financial statements. The accounting policies have been updated to reflect the changes, where necessary and management is of the view that these changes will provide better disclosures.

	As previously R000	Re-classification R000	Notes	As currently R000
Operating Segment				
Revenue				
Southern African Development Community	–	394 759	(a)	394 759
Rest of Africa and Middle East	427 643	(394 759)	(a)	32 884
Operating Profit				
Southern African Development Community	–	49 995	(a)	49 995
Rest of Africa and Middle East	24 457	(49 995)	(a)	(25 538)
Geographic allocation of non-current assets				
Southern African Development Community	–	1 736	(a)	1 736
Rest of Africa and Middle East	15 872	(1 736)	(a)	14 136
Additions to non-current assets by segment				
Southern African Development Community	–	32 335	(a)	32 335
Rest of Africa and Middle East	33 332	(32 335)	(a)	997

(a) *The Group recently reorganised its management structure to reflect its profit pools and growth plans. AME will now be split and reported as SADC and AME. SADC, with more profitable markets, is managed out of South Africa while AME focuses on growing our brands and networks in selected markets. SADC consists of Botswana, Namibia, Angola, Malawi, Zambia, Eswatini, Lesotho, Mozambique and Zimbabwe while AME consists of Mauritius, Kenya, UAE, Côte d'Ivoire, Ethiopia, Nigeria (an associate) and Saudi Arabia.*

17. Other events

In May 2023, Steers Properties (Pty) Ltd, serving as the mortgagor, lodged a mortgage bond to the value of R300 million for registration with the Deeds Office. The bond was registered over Portion 561 of Farm Waterval 5 and Erf 664 in Halfway House Extension 57 Township. The Group secured long-term financing for its head office campus in Midrand. The property was purchased in February 2023, initially using cash and credit facilities of R181 million.

In October 2023, the Group acquired a 45% strategic shareholding in Munch Software (Pty) Ltd. The business is a recent entrant in the Point of Sale software industry, offering a modern and agile cloud-based platform. The partnership will enable the Group to achieve its plans to digitise the restaurant management technology ecosystem.

On 1 November 2023, the Group successfully completed the acquisition of a 51% majority shareholding in Famous Brands Restaurant Holdings Limited located in Mauritius. With a portfolio of 10 Company-owned restaurants spread across the island nation, this acquisition aligns with the Group's AME strategy.

18. Subsequent events

Change in Board of Directors

In March 2024, the Board announced the appointment of Chris Boulle, the current independent non-executive director, as the Group's Chairman effective from the Annual General Meeting (AGM) on 26 July 2024. Chris Boulle will succeed Santie Botha, who is retiring from her roles as an independent non-executive director and Chairman of the Board. Furthermore, Chris Boulle will assume the role of Chairman of the Nomination Committee and relinquish his positions as Chairman of the Audit and Risk Committee and the Remuneration Committee. However, he will continue serving as a member of the Remuneration Committee.

Alex Maditse will assume the role of lead non-executive director starting from the AGM in July 2024. Norman Adami will retire at the upcoming AGM.

Dividend

The Board declared a final dividend of 164 cents per share, bringing the total dividend for the year to 302 cents per share. This was guided by the principle of prudent capital management, the lower than expected performance in the second half, and the uncertainty in the interest rate outlook. Total dividend of R302 million was paid out of current year profits.

19. Going concern

The board has undertaken an assessment of whether the Group is a going concern in the light of current and anticipated economic conditions across its operating geographies taking into consideration available information about economic uncertainties and market volatility. The projections for the Group have been prepared considering prospective performance, and available capital and liquidity for a period of 12 months from the date of approval of these consolidated financial statements including performing sensitivity analysis. The assumptions modelled are based on the continued estimated impact of the current difficult operating environment impacted by political uncertainty, ongoing water shortages, electricity crisis, supply chain disruptions, elevated food and fuel prices and, higher interest rates.

Despite the challenging environment, resilience of the consumer, to a certain extent, is apparent in the Group's stable performance across profitability, cash generation, gearing matrices and improved solvency. For the Group we are forecasting growth in revenue, profit and cash flow, which is still under pressure due to the existing structural challenges which negatively impact growth in the economy.

Our support protected our franchise partners and our own supply chain operations, resulting in resilient performance for the 2024 financial year, including access to more appropriate debt finance structure in line with the Group's current funding requirements and strategy.

At 29 February 2024 the Group had access to unutilised facilities of R219 million (refer note 6 Borrowings). Our forecasts and projections, taking account of anticipated market volatility, show that the Group will be profitable and cash generative in the year ahead. The Board has reviewed the Group's projections and sensitivity analysis which shows that the Group has sufficient capital, liquidity and positive future performance outlook to continue to meet its obligations and consequently, it is appropriate to prepare the consolidated financial statements on a going concern basis for the foreseeable future.

Supplementary financial information

BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT

as at 29 February 2024

NON-EXECUTIVE DIRECTORS

SANTIE BOTHA (59)

Independent non-executive Chairman

BEcon (Hons)

IC NC REM

Santie served as executive director of the MTN Group (2003 to 2010) and Absa Bank (1996 to 2003). She also served as Chancellor of Nelson Mandela University from 2011 until 2017. Santie has received various awards, including Business Woman of the Year (2010).

Area of expertise

Areas of expertise Governance, marketing, strategy, remuneration, consumer insight and stakeholder relationships.

Other directorships

- Curro Holdings (Independent Chairman)
- Board member and Independent Chairman for Capitec Bank Holdings, Capitec Bank Limited, Capitec Life Limited

* *Retiring from the Curro Holdings Limited board in June 2024.*

NORMAN ADAMI (69)

Independent non-executive director

B.Bus Science (Hons), MBA

IC NC

Norman had a long career with SABMiller, beginning in 1979. He was appointed Managing Director of SAB in 1994 and Chairman in 2000. In 2003, he became President and CEO of the newly acquired Miller Brewing Company. In 2006, he became President and CEO of SABMiller Americas, overseeing the Miller Brewing Company and the South and Central American business units. In October 2008, he resumed the role of Managing Director and Chairman of SAB Limited. He retired in 2014.

Areas of expertise

General management, risk, strategy, marketing, operational management, mergers and acquisitions

Other directorships

Coca-Cola Bottling Africa

CHRISTOPHER BOULLE (52)

Independent non-executive director

BCom, LLB, LLM

AR REM

Chris is a commercial, corporate finance, tax and trust attorney. His expertise includes cross-border transactions, mergers and acquisitions, Black economic empowerment transactions and advising on local and international stock exchange listings. His experience as a non-executive director of listed companies spans over two decades.

Areas of expertise

Law, governance, strategy, risk and corporate finance.

Other directorship

Advtech (Chairman)*

* *Retiring from the Advtech board in June 2024.*

AR *Audit and Risk* IC *Investment Committee* NC *Nomination Committee* REM *Remuneration Committee* SE *Social and Ethics*

ALEXANDER (ALEX) KOMAPE MADITSE (61)

Independent non-executive director

BProc, LLB, LLM, HDip (Company Law)

NC SE

Alex is an admitted attorney and is the CEO of Copper Moon Trading Pty Limited. He serves as a director on several boards and committees of listed companies. He has previously held the positions of Country Manager of Coca-Cola East and Central Africa and Franchise Operations Director of Coca-Cola SA.

Areas of expertise

Law, governance, strategy, franchising, management and operations

Other directorships

- African Rainbow Minerals Limited (Lead independent) director
- The Bidvest Group Limited
- Murray & Roberts
- Netcare Limited

NICOLAOS (NIK) HALAMANDARIS (49)

Non-executive director

SE

Nik has extensive experience in the food services industry, having been a franchise partner of many of the Group's mainstream brands over the past two decades until 2010. He is currently an executive director of several non-listed property development and construction companies, primarily responsible for strategy and new business development.

Areas of expertise

General management, strategy, franchise management, food services and property management

BUSISIWE MATHE (43)

Independent non-executive director

BCom (Acc), CA(SA)

AR SE

Busisiwe is a seasoned business leader with a rich background in internal audit, external audit, digital transformation, cyber security and data privacy. She has worked across multiple industries and sectors, both locally and globally. She has previously held the position of Africa Cyber Security & Data Privacy leader for PricewaterhouseCoopers. She served as the Chairperson of their South African Governing Board, a member of their Africa Governance Board and Chairperson of their Human Capital Sub-Committee.

She was recognised as an Emerging Business Leader by the African Woman Chartered Accountants in 2019.

Areas of expertise

Governance, audit and risk, technology, cyber security, data privacy, stakeholder management and financial management

Other directorships

- Curro Holdings Limited

AR *Audit and Risk* IC *Investment Committee* NC *Nomination Committee* REM *Remuneration Committee* SE *Social and Ethics*

THABO MOSOLOLI (54)

Independent non-executive director

BCom (Hons), MAP, EDP, CA(SA)

AR

Thabo has held several leadership positions at organisations, most notably Tsogo Sun and Sun International, and Audit Committee and Board memberships at Edcon Holdings, Telkom Limited and MC Mining Ltd. He is the Managing Director of Mala Mala Game Reserve company.

Areas of expertise

Governance, risk management, financial management and operations, audit and stakeholder engagement

Other directorships

- Truworths Limited
- Pan-African Resources Limited

WILLIAM MZIMBA (55)

Independent non-executive director

MBA, BA (Hons) Business, Diploma in Datametrics (Computer Science)

IC SE

William was CEO of Vodacom Business, a member of the Vodacom Group Exco, Board Member of Vodacom South Africa and IOT.NXT as well as Chairman of Nexio. Prior to that, he was the Chief Executive Officer and Chairman of Accenture in Africa for 12 years.

Areas of expertise

Governance, strategy, financial management, stakeholder engagement, management and operations, and technology

FAGMEEDAH PETERSEN-COOK (48)

Independent non-executive director

BBusSc (Actuarial Science), CD(SA), Actuary

AR IC REM

Fagmeedah currently serves as a non-executive director for a diverse range of companies, where she applies her strategic thinking and well-developed understanding of risk. She is a CD(SA) Charter holder, a certified director, and an experienced investment professional. She has held C-suite roles in the public and private sectors. Fagmeedah's professional career as an actuary spans 24 years.

Areas of expertise

General management, actuarial science, risk management, strategy, investments, and governance.

Other directorships

- ABSA Financial Services Group
- Pepkor
- Escap
- Africa Re
- 3SixtyLife – Curator

AR *Audit and Risk* IC *Investment Committee* NC *Nomination Committee* REM *Remuneration Committee* SE *Social and Ethics*

EXECUTIVE DIRECTORS AND MEMBERS OF EXECUTIVE MANAGEMENT

DARREN HELE (52)

Chief Executive Officer

Bcom

SE

Darren began his career at Pleasure Foods Limited while studying for and completing a BCom. After participating in the management buy-out of Pleasure Foods in 1996, he held executive roles at Whistle Stop and Wimpy before joining Famous Brands in 2003. He served as Managing Director of Wimpy in SA and later in the UK.

Darren was appointed Chief Operating Officer for the Franchising division in May 2011 and, in January 2013, Chief Operating Officer of the Group. In March 2014, Darren assumed the role of CEO of Food Services and was appointed CEO of the Group in March 2016.

Areas of expertise
General management, franchise management, marketing, strategy and stakeholder relationships

NELISIWE SHILUVANA (44)

Group Financial Director

BCompt (Hons), CA(SA), ACMA, CGMA

Nelisiwe has more than 18 years of experience in commerce and consulting. She joined Famous Brands in 2021 as Group Finance Executive.

Before joining Famous Brands, she was a partner in consulting for 6 years at a Big 4 audit firm, working with clients from diverse sectors. Prior to her role in consulting, she was a Senior Manager at Telkom SA in statutory reporting and later a Senior Manager at Telkom Mobile operations finance and capital management.

Areas of expertise
Financial management and accounting, financial controls and stakeholder management.

BRIEF RESUMES OF THE DIRECTORS UP FOR RE-ELECTION AND ELECTION TO THE BOARD

CHRISTOPHER HARDY BOULLE (52)

Independent non-executive director

BCom, LLB, LLM

AR REM

Chris is a commercial, corporate finance, tax and trust attorney. His expertise includes cross-border transactions, mergers and acquisitions, Black economic empowerment transactions and advising on local and international stock exchange listings. His experience as a non-executive director of listed companies spans over two decades.

Areas of expertise

Law, governance, strategy, risk and corporate finance.

FAGMEEDAH PETERSEN-COOK (48)

Independent non-executive director

BBusSc (Actuarial Science), CD(SA)

AR IC REM

Fagmeedah currently serves as a non-executive director for a diverse range of companies, where she applies her strategic thinking and well-developed understanding of risk. She is a CD(SA) Charter holder, a certified director, and an experienced investment professional. She has held C-suite roles in the public and private sectors. Fagmeedah's professional career as an actuary spans 24 years.

Areas of expertise

General management, actuarial science, risk management, strategy, investments, and governance.

Other directorships

– ABSA Financial Services Group
– Pepkor
– Escap
– Africa Re
– 3SixtyLife – Curator

WILLIAM MZIMBA (55)

Independent non-executive director

MBA, BA (Hons) Business, Diploma in Datametrics (Computer Science)

IC SE

William was CEO of Vodacom Business, a member of the Vodacom Group Exco, Board Member of Vodacom South Africa and IOT.NXT as well as Chairman of Nexio. Prior to that, he was the Chief Executive Officer and Chairman of Accenture in Africa for 12 years.

Areas of expertise

Governance, strategy, financial management, stakeholder engagement, management and operations, technology

AR *Audit and Risk* IC *Investment Committee* NC *Nomination Committee* REM *Remuneration Committee* SE *Social and Ethics*

BRIEF RESUMES OF DIRECTORS UP FOR ELECTION TO THE AUDIT AND RISK COMMITTEE

BUSISIWE MATHE (43)

Independent non-executive director

BCom (Acc), CA(SA)

AR SE

Busisiwe is a seasoned business leader with a rich background in internal audit, external audit, digital transformation, cyber security and data privacy. She has worked across multiple industries and sectors, both locally and globally. She has previously held the position of Africa Cyber Security & Data Privacy leader for PricewaterhouseCoopers. She served as the Chairperson of their South African Governing Board, a member of their Africa Governance Board and Chairperson of their Human Capital Sub-Committee.

She was recognised as an Emerging Business Leader by the African Woman Chartered Accountants in 2019.

Areas of expertise

Governance, risk management, technology, cyber security, data privacy, stakeholder management

THABO MOSOLOLI (54)

Independent non-executive director

BCom (Hons), MAP, EDP, CA(SA)

AR

Thabo has held several leadership positions at organisations, most notably Tsogo Sun and Sun International, and Audit Committee and Board memberships at Edcon Holdings, Telkom Limited and MC Mining Ltd. He is the Managing Director of Mala Mala Game Reserve company.

Areas of expertise

Governance, risk management, financial management, audit, stakeholder engagement

Other directorships

- Truworths Limited
- Pan-African Resources Limited

FAGMEEDAH PETERSEN-COOK (48)

Independent non-executive director

BBusSc (Actuarial Science), CD(SA)

AR IC REM

Fagmeedah currently serves as a non-executive director for a diverse range of companies, where she applies her strategic thinking and well-developed understanding of risk. She is a CD(SA) Charter holder, a certified director, and an experienced investment professional. She has held C-suite roles in the public and private sectors. Fagmeedah's professional career as an actuary spans 24 years.

Areas of expertise

General management, actuarial science, risk management, strategy, investments, and governance.

Other directorships

- ABSA Financial Services Group
- Pepkor
- Escap
- Africa Re
- 3SixtyLife – Curator

AR *Audit and Risk* IC *Investment Committee* NC *Nomination Committee* REM *Remuneration Committee* SE *Social and Ethics*

Auditor profile

The Audit and Risk Committee appointed KPMG as the registered independent auditor for the financial year ended 29 February 2024 after satisfying itself that KPMG Inc. and Nick Southon are independent as defined in the Companies Act and the Independent Regulatory Board for Auditors (IRBA) in terms of the Auditing Profession Act, No 26 of 2005 (Auditing Profession Act).

KPMG South Africa's professional services include audit, tax, legal and advisory services. Its clients include business corporations, governments, public sector agencies and not-for-profit organisations. They look to KPMG for a consistent standard of service based on high-order professional capabilities, industry insight and local knowledge. KPMG member firms can be found in over 140 countries. Collectively they employ more than 145 000 people across a range of disciplines.

Through its audit quality plan, several market-leading initiatives have been implemented (Refer to the KPMG SA Transparency Report) including:

- A fully independent Board and three other fully independent non-executive members chairing board committees;
- A dedicated Audit Quality Committee to the Board; and
- Pro-active pre-issuance reviews of audits.

Brenda Jajula is a partner in the Consumer, Industrial and Mining division of KPMG South Africa Audit and became a director in July 2018. She has more than eighteen years of audit and assurance experience. Her audit client base includes clients in the mining, hospitality, consumer markets, industrial, manufacturing, pharmaceutical, logistics and telecoms sectors. She also has extensive experience in group audits, which includes multi-national group audits.

Shareholder spread

at 29 February 2024

	2024			
	Number of share-holders	**% of total share-holdings**	**Number of shares**	**% of issued capital**
1 – 10 000	6 680	93.95	4 343 625	4.33
10 001 – 50 000	230	3.23	5 412 878	5.40
50 001 – 100 000	66	0.93	4 776 370	4.77
100 001 – 1 000 000	110	1.55	33 918 603	33.85
Over 1 000 000	24	0.34	51 750 808	51.65
Total	**7 110**	**100.00**	**100 202 284**	**100.00**
Distribution of shareholders				
Individuals	6 055	85.16	8 445 549	8.43
Insurance companies	5	0.07	1 320 320	1.32
Investment trusts	229	3.22	7 626 499	7.61
Other companies and corporate bodies	821	11.55	82 809 916	82.64
Total	**7 110**	**100.00**	**100 202 284**	**100.00**
Shareholder type				
Non-public shareholders	31	0.44	18 906 928	18.87
Directors and associates (Direct)	11	0.15	5 420 918	5.41
Directors and associates (Indirect)	20	0.29	13 486 010	13.46
Public shareholders	7 079	99.56	81 295 356	81.13
Total	**7 110**	**100**	**100 202 284**	**100.00**
Fund managers greater than 5% of the issued shares				
Coronation Fund Managers			20 313 659	20.27
Camissa Asset Management			11 077 338	11.05
Public Investment Corporation			6 246 056	6.23
Total			**37 637 053**	**37.55**
Direct and indirect beneficial shareholders greater than 5% of the issued shares (excluding directors)				
Government Employees Pension Fund			12 023 914	12.00
Coronation Fund Managers			9 434 042	9.41
Panis Trust			6 828 955	6.82
Total			**28 286 911**	**28.23**
Total number of shareholdings	**7 110**			
Total number of shares in issue			**100 202 284**	

Background statement

IT IS THE VIEW OF THE REMUNERATION COMMITTEE THAT THE **REMUNERATION POLICY HAS ACHIEVED ITS STATED OBJECTIVE** OF DRIVING PERFORMANCE WHILE ENSURING RETENTION.

We value the opportunity to listen to shareholders to better align their preferences and perspectives with those of our executives for the long-term benefit of the Group. Our stakeholders' views were a major consideration in our decision making for 2024, including a complete rethink of our LTI scheme.

EXTERNAL CONSIDERATIONS

- Shareholder views and recommendations.
- Economic trends and competitive pressure.
- The labour market and pay gap between executive management and other employees.
- South Africa's skills shortages which are exacerbated by emigration.
- CPI and the rising cost of living.
- Requests from bargaining unit representatives.
- Market benchmarks for employees are premised on comparable job grades and selecting the appropriate peer group benchmarks with similar attributes, including complexity, industry, size, and geographic spread.
- The potential maximum total remuneration that each executive could earn, benchmarked against the market at the 50th percentile.

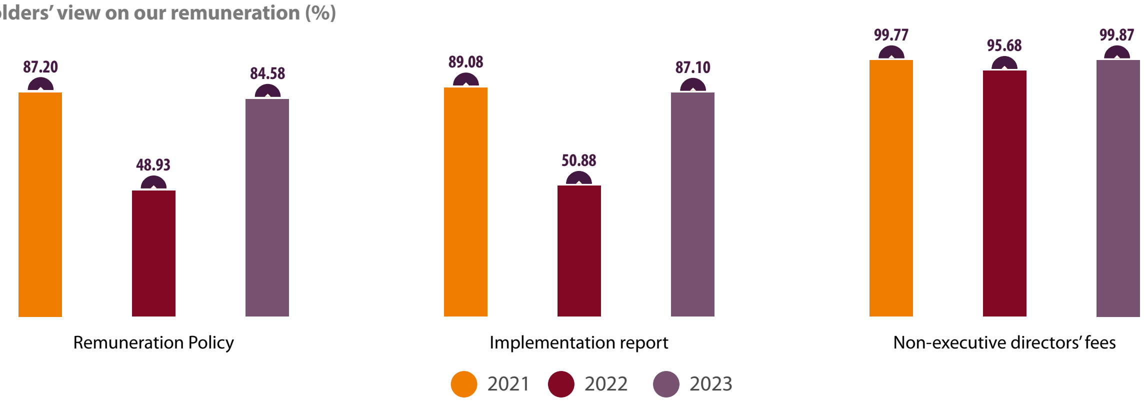
INTERNAL CONSIDERATIONS

- Cash flow management and cost leadership remain important in ensuring our continued financial recovery.
- Alignment between roles, including between the CEO and Group Financial Director roles and between executive roles across SA, AME, and the UK.
- Implementing the legal requirements regarding equal pay for equal value of work.
- Executive recruitment and succession planning considerations.

SHAREHOLDERS' VIEW ON OUR REMUNERATION

Two of our remuneration-related resolutions did not receive strong shareholder support at our 2022 AGM. In our 2024 financial year, the Committee engaged extensively with various shareholders regarding the underlying reasons for dissenting votes. These concerns were successfully addressed, and the votes at our 2023 AGM showed a marked improvement.

Shareholders' view on our remuneration (%)



We continue to address shareholder feedback on our remuneration decisions.

Shareholder feedback	***Committee feedback and actions taken***
TSR peer group	
Shareholders requested disclosure of the comparator peer group for the TSR measure.	We believe that our peer group for this measure is appropriate and has been selected with the guidance of remuneration consultants. We shared this with shareholders via email, and it is available on page 64.
Free cash flow as a Long-Term Share Plan measure	
Some shareholders requested that free cash flow be considered for inclusion as a Long-Term Share Plan metric.	The Committee considered free cash flow as a metric and concluded that it was not an appropriate metric given that the Group has a good cash generation track record.
TSR calculation	
Some shareholders queried the cost of equity and WACC calculation and target for the LTI.	These concerns have been taken into account in the 2023 Share Plan and TSR now comprises an absolute and a relative target, which will be measured and equally weighted as follows: – 60^{th} percentile of the peer group; and – Cost of equity + 2%.
TSR weighting	
Some shareholders expressed a preference to see TSR carry more weight.	The Committee considered the weighting of TSR relative to other KPIs in the LTI scorecard (refer page 64) and remain of the view that it is appropriately weighted.
ROCE	
Concern was expressed about how ROCE is calculated in light of the GBK impairment. If no adjustment is made for the impairment (adding the impairment back to the capital base), then ROCE will be artificially overstated.	ROCE is calculated on continuing operations, which excludes the impact of GBK.
Transformation targets	
Some shareholders would like to see transformation targets be more stretched as the Group is already at a B-BBEE Level 2.	We remain comfortable that our targets for transformation are sufficiently stretched as these targets increase annually and require management focus and effort.

There were various improvements made to the Remuneration Policy and Implementation Report in 2024, as well as the Group STI and LTI Scorecards for 2024. However, should 25% or more of the shareholders vote against either the Remuneration Policy or the Implementation report at the next AGM, the Committee will notify the dissenting shareholders through a SENS announcement, which will either:

- Invite shareholders to engage with Famous Brands and provide the manner, date, and timing of the engagement.
- Notify shareholders of the intent to engage with them shortly (the details of which will be extended to shareholders as soon as is reasonably possible).

REMUNERATION CONSULTANTS

Where appropriate, the Committee obtains advice from independent remuneration consultants. The Committee employs the consultants directly, with direct engagement from the Committee to ensure independence. In 2024, the Committee engaged Deloitte to contribute to and review the implementation policy for the Long-Term Share Incentive Plan. The Committee is satisfied with Deloitte's independence and objectivity as an independent consulting firm with extensive experience in remuneration.

Remuneration policy

THE GOAL OF OUR REMUNERATION POLICY IS TO **ALIGN THE INTERESTS OF EXECUTIVES AND EMPLOYEES WITH THOSE OF SHAREHOLDERS** AND DELIVER ON THE GROUP'S OVERARCHING BUSINESS STRATEGY. THE REMUNERATION POLICY IS A LIVING DOCUMENT AND IS **SUBJECT TO REGULAR REVIEW AND CHANGE**.

The Remuneration Policy, with a focus on the LTI, was reviewed and amended in 2023 to ensure it remained relevant and successfully retains and rewards our management.

In 2023, as part of its annual review of executive remuneration, the Remuneration Committee undertook a detailed analysis of the LTI scheme to determine whether it remains relevant, appropriate and aligns with best practice. The analysis reflected that full-value share-based plans, with the ability to vary performance conditions per award cycle, are a better match with market practice and King IV.

A Long-Term Share Plan was developed as a more appropriate LTI scheme to attract, retain, and reward key senior management employees by allowing them to receive shares in Famous Brands. This also offers greater alignment of management with shareholder interests. Famous Brands considered the balance between the implementation cost of the Long-Term Share Plan and the dilution of current shareholders.

On 23 May 2023, the Group's shareholders approved the Long-Term Share Plan to replace the previous LTI for the 2024 financial year. The current granted "in-flight" LTI awards will continue to vest as per the rules and performance conditions of the previous scheme. More details on the Long-Term Share Plan can be found on page 63.

The Remuneration Committee's mandate (refer to page 160 of the IAR) is to assist the Board in discharging its oversight responsibilities relating to all compensation matters.

OUR POLICY DESIGN

Our remuneration policy, setting out the Group's remuneration principles and practices, applies to all employees. It provides a high-level guideline for implementing the Group's remuneration strategies and designing and managing remuneration processes.

The policy was designed around the following themes:

- Support for the business strategy, objectives and long-term interests of Famous Brands and its stakeholders, aligned with the Group's Core Beliefs.
- Maintain a competitive reward system to attract, motivate and retain high-performing individuals, including industry-competitive packages.
- Apply consistent and responsible business and remuneration practices, sound and effective risk management and governance.
- Develop performance metrics that are demanding and sustainable and cover all relevant aspects of the business.

The policy also considers King IV (principle 14), the Companies Act 2008, the Basic Conditions of Employment Act 1997, the Employment Equity Act 1998 and other applicable legislation.

THE USE OF REMUNERATION CONSULTANTS

Where appropriate, the Committee obtains advice from independent remuneration consultants. The Committee employs and engages with them directly to ensure independence. The Committee reviews the consultants' independence annually.

The Committee typically engages consultants to perform the following services:

- Job evaluation and organisational design.
- Executive salary surveys.
- Benchmarking of the STI scheme as and when necessary.
- Review of the LTI scheme.
- Advising on the remuneration report for the IAR.

KEY PRINCIPLES OF THE REMUNERATION POLICY

WE AIM TO ATTRACT, MOTIVATE AND RETAIN A SKILLED WORKFORCE THROUGH FAIR, RESPONSIBLE, TRANSPARENT AND COMPETITIVE REMUNERATION.

The Remuneration Policy is in place to support our remuneration approach and is based on the following key principles:

- Reward, retain and, where necessary, attract talent through fair, transparent and competitive remuneration.
- Reward short-term and long-term performance by linking STIs to operational, financial, and other targets; and LTIs to the achievement of Famous Brands' strategic objectives.
- Key focus areas are reflected in the scorecard of executive management and the annual performance evaluations for employees. Scorecards reflect key performance areas (KPAs) and the associated KPIs.
- We reward for value created, contribution and performance to ensure alignment with shareholder interests, balancing this across economic, social, and environmental aspects.
- Employee rewards are influenced by individual and Company performance, and employees' contributions are recognised through a discretionary performance bonus.
- Bargaining unit employees are subject to the terms of wage agreements and are part of a "basic plus benefits" remuneration scheme.

FAIR AND RESPONSIBLE REMUNERATION

The remuneration principles are underpinned by a fair and responsible remuneration approach where:

- Remuneration must be free from any form of discrimination.
- Market benchmarking refers to the correct remuneration bands and levels with progression reflected for experience and accountability.
- Remuneration design and application must drive internal and external parity.
- All the applied remuneration components are designed and implemented within the applicable tax and regulatory requirements.

- Performance and value are defined and measured over the short, medium, and long terms and protect our shareholders' interests.
- An overarching drive for the correct moral and legally defensible remuneration practices.

We focus on developing an equitable workplace. We commit to equal pay and gender equality in line with the JSE Listings Requirements and King IV.

Famous Brands conducts an equal pay for equal work audit as part of the annual salary increase exercise in March each year. The following interventions were applied this year in response to findings from the audit:

- 17 African Females had their salaries adjusted.
- 9 African Males had their salaries adjusted.
- 4 White Females had their salaries adjusted.
- 1 White Male had his salary adjusted.
- 1 Coloured Female had her salary adjusted.

Definition: equal pay
The principle of equal pay applies to work that is the same, substantially the same or of equal value (referred to as work of equal value) when compared to an appropriate actual comparator of the same employer.

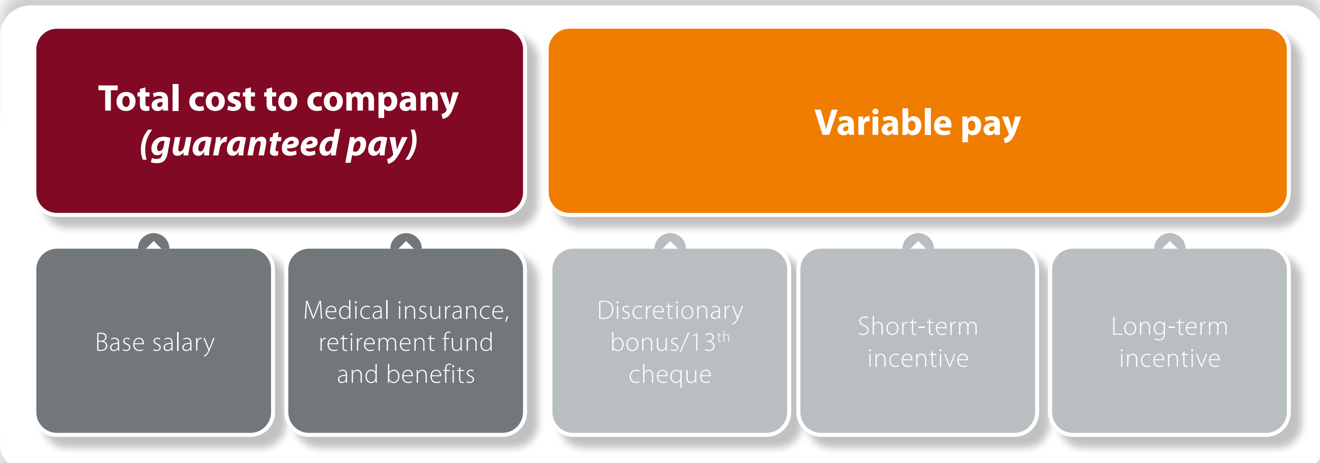
This means where comparable work is of equal value, employees rendering such comparable work should be paid equal pay where differentiation between them is based on a prohibited ground of discrimination or on arbitrary grounds.

BENCHMARK METHODOLOGY

Famous Brands undertakes a total remuneration benchmark at least every two years, using reputable remuneration consultants. The one benchmark uses a database covering over 700 South African companies, extracting data from companies with a relevant job match. The second benchmark is from a specified comparator group of companies approved by the Committee.

AN OVERVIEW OF THE REMUNERATION COMPONENTS

The key components of remuneration at Famous Brands:



The remuneration structure for executives and employees in senior management positions comprises guaranteed (including benefits) and variable remuneration (together referred to as the pay mix). A different set of rules and guidelines are applicable to each remuneration component.

PAY MIX

Famous Brands' pay mix aims to achieve a balanced mix appropriate for the job, level, and performance and in line with best market practice. In 2023, Deloitte reviewed the pay mix and determined that the pay mix is appropriately aligned with the current market, and there is no need for adjustments at this time.

There is a balance between fixed and variable pay. For F-level positions (Executive committee, the CEO, and his direct reports), fixed pay represents about 51% of total remuneration, which is deemed high enough to avoid employees becoming overly dependent on variable pay. This pay mix ratio is in line with the market remuneration mix.

REMUNERATION LANDSCAPE AND ELIGIBILITY

	Employment category	Variable pay structure
Total Cost to Company (TCC)	Executive directors EXCO Senior management	STI and LTI
	Middle management Other employees	Discretionary bonus
Total cost to company per union agreement	Bargaining unit employees (Grades A1- B2)	13th cheque as per the wage agreement

COST TO COMPANY AND BONUS

BASE SALARY

Salaries are reviewed annually in May after the audited financial results are available. The increase is effective 1 March of each year. Increases are informed by consumer price inflation (CPI) and adjusted upward or downward to recognise individual performance. Bargaining unit employee increases are based on two-year wage agreements, and are processed in March.

The CEO makes recommendations regarding Exco's increases to the Committee. The Committee reviews the CEO's base salary.

The overall increase pool is expressed as and limited to a percentage agreed by the Committee.

Performance measures for executives

Individual performance is reviewed on a scale of 1 to 5, where 1 does not meet expectations and 5 exceeds expectations. The performance rating determines the percentage of the CPI increase pool that an executive will receive. Performance is measured against specific KPIs approved by the Committee.

RETIREMENT FUND

All Company-related funds are defined contribution funds. Retirement funds vary depending on jurisdiction and legislation. Famous Brands ensures contributions align with country-specific legislation and any Company contribution is part of TCC.

MEDICAL INSURANCE

Medical funds vary depending on jurisdiction and legislation (some countries have national insurance). Any Company contribution towards a medical aid fund form part of the total guaranteed package, in line with Company policy.

BENEFITS

Benefits are provided based on local market trends and ensure overall competitiveness in the respective markets. Benefits can include life insurance, dread disease insurance, temporary and permanent disability, accidental death insurance, assistance with tax filing, cash in lieu of leave not taken (above legislated minimum leave requirements) and provisions under the executive travel guidelines.

ALLOWANCES

Allowances are linked to specific tasks, for example, a subsistence allowance for specific types of travel. Separate policies cover these types of allowances, or it is covered in the bargaining unit's recognition agreements. No discretion is applied.

13TH CHEQUE

The 13th cheque is part of guaranteed pay for bargaining unit employees and forms part of the wage agreement with the trade unions.

LONG-TERM SERVICE AWARDS

All the employees are eligible for long service awards, except the Executives.

10 years	R10 000.00
15 years	R15 000.00
20 years	R20 000.00
25 years	R25 000.00
30 years	R30 000.00
35 years	R35 000.00
40 years	R40 000.00

DISCRETIONARY BONUS

A bonus is provided based on individual performance, subject to Company performance criteria. It can only be up to 120% of one month's TCC, and a sliding scale adjustment is made to recognise individual performance. Performance ratings of less than 3 do not qualify for the discretionary bonus. This applies to all the employees outside the bargaining unit parameters but below the executives.

SHORT-TERM INCENTIVES

The STI is designed to drive Famous Brands' short-term strategies (aligned to annual business plans and budgets) and ensure that participants deliver on the key priorities for the year. Performance ratings of less than 3 do not qualify for the STI. These have been designed to align and deliver on the Company and shareholder interests. The STI incentivises and drives participants' motivation, contributes to attracting and retaining scarce human resources, and rewards superior performance.

The STI is paid in total in June or each year.

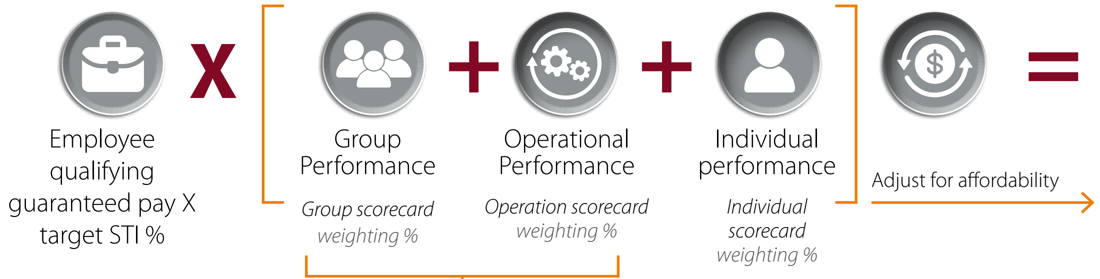
HOW IT IS CALCULATED

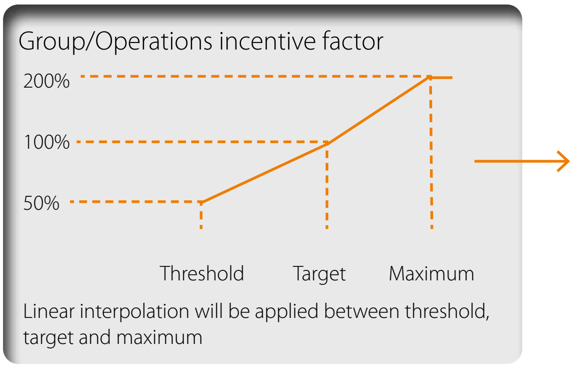
In 2023, Deloitte reviewed the STI scheme and recommended that the scheme rules be simplified and redesigned to remove the correlation between the weighted performance score and the amount of target STI earned. The scheme was redesigned so that the weighted performance score between 100% and 116% determines the target STI pay-out between 100% and 200%. There is a threshold payment of 50% of the target for performance sufficiently above the business plan. The scheme incorporates leverage, with a maximum pay-out of 200% of the target.

The target STI is a targeted amount (a percentage of TCC) applicable to a person's Paterson grade. The actual STI earned depends on performance.

Target STI is determined by market benchmarked targets and is validated regularly. The performance score is determined by individual and Group/operational performance relevant to the individual's role to create a line of sight between business performance and individual reward. These are weighted and collectively provide a weighted score for the individual. Before the start of each half-year, the Board approves KPAs and associated KPIs.

In this design, the following formula applies:





STI % of guaranteed pay linked to level			
Level	Threshold *If threshold is achieved, a 50% factor is applied*	Target *If target is achieved, a 100% factor is applied*	Maximum *If maximum is achieved, a 200% factor is applied*
F Upper (CEO)	30%	60%	120%
F Lower (Group FD)	22.5%	45%	90%
F Lower (Other)	17.5%	35%	70%
E	7.5%	15%	30%
D	5%	10%	20%

To drive line-of-sight principles, STI earnings are linked to areas where the executive is accountable and able to influence. The percentages reflect the relative weighting of performance on the participant's ultimate combined scorecard.

RELATIVE WEIGHTING OF PERFORMANCE (%)

Position	Group	South African	Non-South African	Performance
CEO and Group Financial Director	70	–	–	30
Other Group executives	30	–	–	70
AME executive	10	–	60	30
SA divisional executives	–	70	–	30
UK/AME divisional executives	30	–	40	30

Individual performance is reviewed on a scale of 1 to 5. Performance ratings of less than 3 disqualify a participant from the STI scheme.

The combined outcome of the individual performance, and performance against the KPAs and KPIs, result in the actual percentage of target STI earned (which has a maximum cap).

Rating	Score (%)	Outcome
1 or 2	0	No STI
3	100	–
4	150	–
5	200	Capped

The table below indicates how line of sight is achieved between combined performance and the individual's level of STI earned, supporting the principle of rewarding exceptional performance.

Scorecard outcomes	% of target STI
<50%	0
50%	50
60%	60
70%	70
80%	80
90%	90
100%	100
110%	110
120%	120
130%	130
140%	140
150%	150
160%	160
170%	170
180%	180
190%	190
200%	200

The criteria for the Group portion of the calculation are set out below:

Key Performance Area	Weighting
Financial Performance	40%
Operational Plan Performance	20%
Market-Share Performance & Customer Measures	20%
People Performance	10%
Transformation, Environment, Social & Governance	10%

The FY24 Group scorecard is:

Key performance areas	***% Weighting***	***Sub KPA***	***Measure***	***Outcome***
Financial Performance	**40**			
	50	HEPS	Growth of 0-9%	Threshold – 95%
	50	EBITDA	Growth of 5-9%	Not met
Operational Plan Performance	**20**			
		Seven specific and unique initiatives		3 initiatives exceeded 3 initiatives met 1 initiative not met
Market-Share & Customer	**20**			
		Google ratings		Targets exceeded
		Leading Brands net store growth incl conversions		Not met
		AME net store growth		Not met
		Signature Brands net store growth excl conversions		Not met
		UK net store growth		Met
People Performance	**10**			
		Voice Your view		Achieved
		Bargaining Unit Voice your View		Achieved
		Exco Succession		Achieved
		Executive stability ratio		Targets exceeded
Transformation & ESG	**10**			
		B-BBEE rating	Retain Level 2	Achieved
		Management Control (Employment Equity)	No less than 15 points on B-BBEE scorecard	Achieved
		Enterprise and Supplier Development	No less than 38 points on the B-BBEE scorecard	Targets exceeded
		IOD	Zero fatalities and no increase in minor or LTIs vs F22 base	Achieved
		Meet sustainability targets set for year 3 of 5 year plan	GHG for RSA business	Achieved
			Water for RSA business	Not met
Total	**96.6/100**			

LONG-TERM INCENTIVES

The LTI is designed to drive Famous Brands' longer-term strategic and sustainable focus, ensuring alignment between the long-term interests of executives and shareholders. It serves as a wealth creation mechanism for executives and creates shareholder value when strategic performance drivers are met. In 2024, the Long-Term Share Plan replaced the previous LTI. The granted awards will continue to vest as per the rules of the previous scheme.

The 2015 Long-Term Incentive Scheme vesting structure and methodology (2015 LTI Scheme)

Initial vesting

33.33% – Year 3

33.33% – Year 4

33.33% – Year 5

Top-up vesting

No vesting period

Individual LTI earned = [TCC] X [Award multiple]

Therefore, top-ups are required to maintain TCC x multiple equation

Award value of unvested shares = [TCC] X [Award multiple]

LTI SPLIT:

SARs 75%	RSs 25%
Conditions: – Company performance (KPAs per award letter) – Share price must increase over vesting period – Service condition	**Conditions:** – Service condition – Minimum performance rating: 3 (meets expectations)

	Target multiple to be held at a point in time		Annual Award of 0.33% of target	
Role/Grade	**SARs**	**RSs**	**SARs**	**RSs**
CEO	6.53	0.55	2.18	0.18
Group Financial Director	5.60	0.47	1.87	0.16
F-Lower	4.67	0.40	1.56	0.13
E-Upper	3.54	0.30	1.18	0.10
E-Lower	2.84	0.24	0.95	0.08
D-Upper	2.13	0.18	0.71	0.06

The 2015 LTI Scheme consists of two types of awards:

Growth Shares in the form of SARs (Share Appreciation Rights): allocated at 75% of the total share grant for any allocation and issued at a strike price based on the 30-day VWAP as at date of approval by the Board; and

Retention Shares (RSs) in the form of full shares issued at a R0 (zero) strike price usually allocated at 25% of the total share grant for any allocation.

The 2015 LTI Scheme Performance conditions applied to determine the vesting of SARs

Company performance	Weighting	Outcome
HEPS	50%	Achieved
ROCE WACC determined at financial year-end	20%	Achieved
Absolute TSR (30-day VWAP share price + cost of equity. Determined at financial year-end)	30%	Achieved

The last awards issued based on 2015 LTI Scheme (SARs and Retention Shares) will vest in June 2027.

The 2023 Long-Term Share Plan

The 2023 Long-Term Share Plan provides for the following instruments:

Performance Share Awards: Annual awards of Famous Brands shares, the vesting of which will be subject to the fulfilment of specific key performance vesting criteria over a set performance period and the employee remaining employed by Famous Brands until the vesting date. The annual award will be made as a percentage of the employee's guaranteed package.

Restricted shares: Annual or ad hoc awards of Famous Brands shares, the vesting of which will be subject to the employee remaining employed by Famous Brands until the vesting date. The Company may award the Restricted Shares for any of the following:

- In specific circumstances where new employees are compensated for a value forfeited by their previous employers.
- For retention of key talent and scarce and critical skills generally below the Exco level.

The Remuneration Committee will set appropriate performance vesting criteria, performance periods, and vesting dates for each award or grant, considering the business environment. These will include performance conditions to measure profitability, shareholder return, and environmental and governance performance. These details will be communicated to the qualifying employees in an individual award or grant letter.

The performance period and the duration between the award or grant date and the vesting date will be at least three years. There is no post-vesting holding requirement for Exco members. However, each Exco member must achieve a minimum shareholding requirement expressed as a percentage of their guaranteed package. The minimum shareholding requirement must be fulfilled within five years.

The vesting structure in terms of the new share plan has been simplified. All share awards vest in year three, provided that the service condition and performance conditions which were set at the award date are met. (Refer to page 64).

The 2023 Long-Term Share Plan award methodology

		Split as	
Grade	**On Target Multiple of GP (as a %)**	**Performance Shares**	**Restricted Shares**
F Upper (CEO)	**125%**	100%	–
F Lower (GFD)	**110%**	100%	–
F Lower (Other)	**90%**	100%	–
E Upper (General Management)	**65%**	75%	25%
E Lower (Senior Management)	**52%**	75%	25%
D Upper (Middle Management)	**39%**	50%	50%

HEPS was reintroduced in the new Long-term Share Plan in 2023 (defined as growth in HEPS vs. CPI). The target is CPI + 5%, with a stretch target of CPI + 10% (Refer to page 64).

Share appreciation rights no longer exist in the Long-term Share Plan.

FY24 Long-term Incentive Performance Metrics and Conditions

KPI and Weightings		Further details	Threshold 50% Vesting	Target 100% Vesting	Stretched 150% Vesting
Profit (45%)	HEPS Growth over performance period	Three-year HEPS CAGR relative to business plan	CPI	CPI + 2%	CPI + 7%
Shareholder Value (45%)	Total Shareholder Return (22.5%)	A relative measure of TSR against a bespoke comparator group* (11.25%)	50th percentile	60th percentile	80th percentile
		A relative measure of TSR against cost of equity (11.25%)	COE	COE + 2%	COE + 5%
	ROCE (22.5%)	Three-year return relative to the business plan	150% of WACC	170% of WACC	200% of WACC
Doing Business the Right Way (10%)	Environmental, Social and Governance (ESG)	GHG for RSA business (3.33%)	Tons CO_2e emitted (direct and indirect), excl generator power = 90% of target	Tons CO_2e emitted (direct and indirect), excl generator power = (F2027 target)	Tons CO_2e emitted (direct and indirect), excl generator power >110% of target
		Water for RSA business (3.33%)	Kilolitre of water (Direct) = 90% of target	Kilolitre of water (direct) = (F2027 target)	Kilolitre of water (direct) >110% of target
		B-BBEE/ Transformation (3.33%)	B-BBEE Score >80.00* (* Level 4 upweighted to Level 2 by YES Programme)	B-BBEE Score >87.00 (* Level 4 upweighted to Level 2 by YES Programme)	B-BBEE Score >90.00 (* Level 3 upweighted to Level 1 by YES Programme)

1 * *The companies in the comparator group would be weighted according to market cap, and the threshold, target and stretch outcomes would be based on the percentile positioning within the comparator group. The suggested group includes:*

a. Bid Corporation Limited
b. Tiger Brands Limited
c. Spur Corporation Limited
d. Sea Harvest Limited
e. Oceana Group Limited
f. Astral Foods Limited
g. Libstar Holdings Limited
h. RFG Holdings Limited

2

Forecast	2023	2024	2026	2027
South African CPI	5.50%	4.30%	4.50%	4.40%

MALUS AND CLAWBACK

Famous Brands has malus and clawback provisions that enable adjustments to variable pay.

The Board may act on the recommendation of the Committee to reduce/cancel/adjust unvested variable remuneration (malus) or to recover (clawback) vested/paid variable remuneration where there is reasonable evidence that an executive director of Famous Brands materially contributed to, or was materially responsible for, but not limited to:

- Personally acting fraudulently or dishonestly or in a manner that adversely affects the Company's reputation or is characterised as gross misconduct.
- Directing an employee, contractor, or adviser to act fraudulently, dishonestly, or to undertake other misconduct.
- Receiving an STI or LTI award because of fraud, dishonesty or a breach of obligation committed by another person.
- Receiving an STI or LTI award because of an intentional error in calculating a performance measure.

RECRUITMENT, CONTRACTS, AND TERMINATION

RECRUITMENT

When recruiting new executives, a comparative benchmarking exercise is done to determine the size, nature and complexity of the role and the skills availability before making a competitive offer.

For new appointments, the Committee may consider compensation for remuneration forfeited by the appointee (STI, LTI, or any other relevant and valid element). The intention is to not grant more than what the appointee would have received from the Company in a 12-month period.

The Committee does have the discretion to compensate higher values if it can be demonstrated through a fair-value valuation that the forfeited amounts exceed the grants.

The Committee compensates the forfeitures through a combination of equity and cash.

Famous Brands has a formal Recruitment and Selection Policy.

SIGN-ON

Sign-on bonuses are paid at the discretion of executive management and the Committee.

SERVICE CONTRACTS

All executive team members have permanent employment contracts that entitle them to standard Group benefits as defined by their specific region and participation in the Company's STI and LTI.

In exceptional situations, an executive team member can be appointed on a fixed-term contract.

Employee contracts contain defined termination notice periods, and the executive management team has a three-month notice period.

TERMINATION

The executive management team typically does not have fixed-term contracts, and contracts are, therefore, open-ended. Exceptions include where prescribed retirement ages apply or where specific circumstances justify the appointment on a fixed-term basis.

The incentive scheme rules are clear on the termination provisions by termination category. In the event of termination, the Company can allow the employee to either work out their notice period or pay the TCC for the stipulated notice period in lieu of notice.

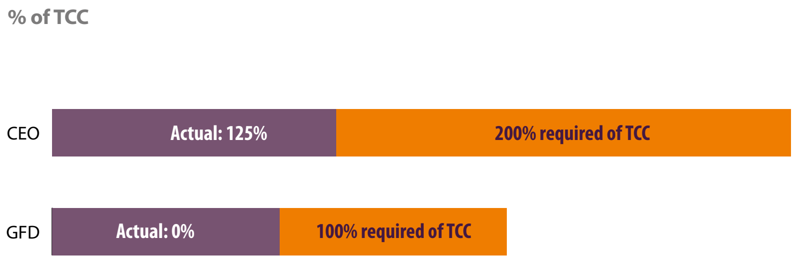
Employment contracts do not oblige Famous Brands to pay special severance or compensation on termination of employment contracts arising from failure or incapacity to perform or underperformance against contracted objectives.

Voluntary resignation	*Dismissal/termination for cause*	*Normal and early retirement, retrenchment and death*	*Mutual separation*
Base salary			
Paid over the notice period or as a lump sum.	Paid up to the date of dismissal (exit date).	Paid up to the date of retirement or death or for a defined period based on policy and legislation governing retrenchment conditions. Death benefits are paid to the spouse (if relevant).	Paid over the notice period or as a lump sum or per agreement to remain on the payroll until agreed date.
Retirement fund			
Provident fund contributions for the notice period will be paid. The lump sum does not include provident fund contributions unless contractually agreed.	Contributions to the provident fund will be paid until employment ceases.		Provident fund contributions for the notice period will be paid.
Medical provisions			
Where applicable, medical provision for the notice period will be paid.	Medical provision/payment will be provided until employment ceases.	Medical provision/payment will be provided until employment ceases. Subject to the medical aid rules, the employee can become a direct paying medical aid member.	Medical provision for the notice period will be paid; the lump sum can include medical fund employee contributions if contractually agreed.

Voluntary resignation	*Dismissal/termination for cause*	*Normal and early retirement, retrenchment and death*	*Mutual separation*
Benefits			
Applicable benefits may continue to be provided during the notice period but will not be paid on a lump-sum basis.	Benefits will fall away when employment ceases.		Applicable benefits may continue to be provided during the notice period
STI			
No STI		No bonus, but Committee has the discretion to award pro-rata STI.	
Sign-on or retention deferred bonuses			
Lapse all deferred bonuses.		Pro-rata deferred bonuses based on the length of employment from the date of allocation.	The Committee determines whether a pro-rata portion may be granted. A work-back clause may not apply.
Sign-on bonus work-back clause will apply – i.e. if not worked back in full, pro-rata repayment.			
LTI			
Unvested shares will lapse in their entirety.	Lapse of all unexercised and unvested shares; vested shares will be unaffected.	Pro-rata unvested LTIs are based on the length of employment from the date of the offer. Performance conditions are tested over the full performance period and vest on the normal vesting dates. (In case of death, test performance as per the latest results applies immediate vesting).	The Committee determines whether a pro-rata portion may be granted (or the Board in the case of the executive directors). Performance conditions are tested over the full performance period and vest on the normal vesting dates.

MINIMUM SHAREHOLDING REQUIREMENTS

Executive directors are required to build and maintain a minimum holding of Famous Brands shares. They may sell only up to 50% of their shares that vest until they have reached their minimum shareholding requirement. The CEO must hold 200% of their TCC, and the Group Financial Director must hold 100% of their TCC.



NON-EXECUTIVE DIRECTORS' FEES

Non-executive directors have formal letters of appointment and are paid based on their role. The policy is applied using the following principles:

- Directors receive a flat fee and are not paid for meeting attendance. This was accepted by shareholders at the 2023 AGM in July 2023.
- Fees are reviewed annually, and increases are implemented from June after approval by shareholders at the AGM.
- The level of fees is set using a comparable benchmark group derived from companies with similar size, complexity and geographic spread.
- The non-executive directors are not eligible to receive any short or long-term incentives.

Remuneration report – implementation

THE REMUNERATION COMMITTEE **CONFIRMS COMPLIANCE WITH THE REMUNERATION POLICY** AND THAT THERE WERE NO DEVIATIONS FROM IT.

The implementation report provides a breakdown of the executive and non-executive directors' remuneration. The Committee applies the prescribed officer definition as "executive management" per King IV. It has been determined that of the Executive Committee, only Darren Hele (CEO) and Nelisiwe Shiluvana (Group Financial Director) meet the definition.

EXECUTIVE DIRECTORS' REMUNERATION AND PERFORMANCE

CEO

DARREN HELE (52)

Bcom

Individual scorecard

#	Key performance measure (KPM)	Weighting	Review
1	Execute the Group's F23 one year action plan as signed off by the Board on all agreed deliverables and time plans.	45	Exceeded = 49.5
2	Robust evaluation of AME prospects and plans	10	Exceeded = 11
3	Ensure alignment toward the Group's wider goals laid out in the approved three year plan.	25	Exceeded = 30
4	Notable move forward on Digitisation strategy – Project Mercury solution – POS system solution – CRM solution – X3 is sole ERP solution	10	Exceeded = 12
5	Other Key initiatives	10	Met = 10
	Total	**4.25**	

SHARE APPRECIATION RIGHTS (SARs)

The third tranche of the 2019 SARs vested on 1 June 2024 but were below the strike price. The second tranche of the 2020 SARs vested on 1 June 2023 at a 30-day VWAP of 64.41 and were exercised. The first tranche of the June 2021 awards also vested on 1 June 2024, but at a 30-day VWAP of 50.73 were below the strike price.

RETENTION SHARES

The third tranche of the June 2019 awards vested, and 12 786 shares were issued. The second tranche of the June 2020 awards vested and 9 168 shares were issued. The first tranche of the June 2021 awards vested, and 5 656 shares were issued.

SHARE OPTIONS

80 000 share options were awarded in November 2014 in terms of the 2012 Share Option Scheme at a grant price of R101.20 and expire in November 2024.

TOTAL REWARD

Awarded remuneration (R'000)	2024	2023
Salary	**5 335**	4 966
Provident fund contributions and payments	**485**	456
Other benefits	**376**	433
Total fixed earnings	**6 196**	5 855
STI	**4 649****	6 667*
LTI	**4 684*****	746
Total awarded remuneration	**15 529**	13 268

Relates to 2022 performance.
** *Relates to 2023 performance.*
*** *Total RS and SARs that vested in June 2023.*

UNVESTED AWARDS MADE TO THE CEO DURING PRIOR YEARS AND 2024:

Year awarded	Number of awards	Unvested Number of awards	Vesting structure	Expiry date	Value at 29 February 2024** (R'000)
2019 SAR @ R83.76	4 927	1 643	1/3rd June 2023; 1/3rd June 2024	June 2025	**–**
2019 RS	12 785	12 785	1/3rd June 2023; 1/3rd June 2024	–	**726**
2020 SAR @ R34.96	222 069	222 069	11/3rd June 2024; 1/3rd June 2025	July 2025	**4 843#**
2020 RS	18 336	18 336	1/3rd June 2024; 1/3rd June 2025	–	**1 040**
2021 SAR @ R56.66	205 530	205 530	1/3rd June 2024	July 2026	**–**
2021 RS	16 971	16 971	1/3rd June 2025; 1/3rd June 2026	–	**963**
2022 SAR*	–		1/3rd June 2025	July 2027	**–**
2022 RS*	–		1/3rd June 2026; 1/3rd June 2027	–	**–**
2023 PS#	112 668	112 668	1 June 2026	June 2027	**6 396#**
2023 RS	–		–	–	**–**
2024 PS					
2024 RS					

* *Darren Hele declined his LTI award for 2022, given the feedback from shareholders on the 2022 remuneration report.*
** *30 DAY VWAP @ 28 February 2024 was R56.77.*
*** *Relates to 2023 performance. Executive directors are not eligible for restricted shares.*
\# *Based on 100% vesting.*

GROUP FINANCIAL DIRECTOR

NELISIWE SHILUVANA (44)

CA(SA) with SAICA and ACMA, CGMA with CIMA

Individual scorecard

#	Key performance measure (KPM)	Review
1	Enable Business	Met
2	Financial reporting	Exceeded
3	Internal controls over reporting (IFCR)	Met
4	Maintain sufficient funding with the right profile and improved pricing	Exceeded
5	Monthly results routine	Met
6	Build team capability and capacity	Met
	Total	**3.65**

Awarded remuneration (R'000)	2024
Salary	**1 943**
Provident fund contributions and payments	**222**
Other benefits	**52**
Total fixed earnings	**2 217**
STI	**–**
LTI*	**–**
Total awarded remuneration	**2 217**

* *Nelisiwe Shiluvana was appointed as Group Financial Director and executive on 1 August 2023. No LTI awards vested during the reporting period.*

FORMER GROUP FINANCIAL DIRECTOR

DEON JEFTHA FREDERICKS (63)

BCompt (Hons), Business Management (Hons), CA(SA), CIMA

Total reward

Deon Fredericks was appointed on a fixed-term contract. Hence no other fixed compensation elements apply. He retired as Group Financial Director on 31 July 2023.

Awarded remuneration (R'000)	2024	2023
Salary	**1 720**	3 515
Other benefits	**60**	144
Total fixed earnings	**1 780**	3 659
STI	**4 099****	1 750*
Total awarded remuneration	**5 879**	5 409

* *Relates to 2022 performance.*
** *Relates to 2023 performance.*

NON-EXECUTIVE DIRECTORS' FEES

The Board determines fees to non-executive directors for membership on the Board and its Committees. The Board is of the opinion that such fees are market-related and commensurate with the time and effort required by the directors to undertake their duties.

(R'000)	2024	2023
NJ Adami	**625**	527
SL Botha	**1 088**	876
CH Boulle	**1 027**	734
N Halamandaris	**596**	455
JL Halamandres*	**151**	286
AK Maditse	**760**	576
B Mathe	**675**	457
T Mosololi***	**636**	41
WP Mzimba**	**240**	–
F Petersen-Cook	**825**	652
Total	**6 623**	4 604

* *Resigned from the Board on 20 July 2023.*
** *Appointed to the Board on 1 October 2023.*
*** *Appointed to the Board in December 2022.*

CONSULTANCY FEES

No consultancy arrangements have been made for 2024.


famous | brands

VOTING PROCESS

Record dates, voting, and proxies

RECORD DATES

The record date on which shareholders must be recorded as such in the register of shareholders of the Company for the purposes of participating in and voting at the AGM is Friday 19 July 2024. The last day to trade in ordinary shares of the Company in order to be entitled to participate in and vote at the AGM is Tuesday, 16 July 2024.

ATTENDANCE, VOTING AND PROXIES

1. Any member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend, speak and vote on his/her behalf. The form of proxy should be completed by those shareholders who are:
   - holding shares in certificated form; or
   - "own name" registered dematerialised shareholders.
2. All other beneficial owners who have dematerialised their shares through a Central Securities Depository Participant (CSDP) or broker and wish to attend the AGM, must instruct their CSDP or broker to provide them with a letter of representation, or they must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.
3. Note that voting will be performed by way of a poll, unless before the vote is taken it is determined by the chairperson of the AGM that the vote be decided on a show of hands, so each shareholder present or represented by way of proxy will be entitled to 1 (one) vote for every ordinary share held or represented.
4. Attention is drawn to the notes attached to the form of proxy.
5. Forms of proxy must be lodged at, posted to, or faxed to the registered office of the Company at 478 James Crescent, Halfway House, Midrand, 1685 (registered office) or the Company's transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 or posted to the transfer secretaries at Private Bag X9000, Saxonwold, 2132, South Africa (transfer secretaries) or emailed to: proxy@computershare.co.za, so as to be received by them by no later than 14:00 on Wednesday, 24 July 2024, provided that proxies which are not delivered timeously to the registered office or transfer secretaries, may be handed up to the Chairman of the AGM at any time before the proxy exercises any rights of the shareholder at the AGM. The completion of a form of proxy will not preclude a member from attending the AGM.
6. In terms of the Listings Requirements, as read with the Companies Act, and save where otherwise specified, 75% (seventy-five percent) of the votes cast by equities securities holders present or represented by proxy at the meeting must be cast in favour of the above special resolutions for them to be approved.
7. In terms of the Companies Act, a majority of the votes cast by shareholders present or represented by proxy at the meeting must be cast in favour of an ordinary resolution for it to be approved. 8. Section 63(1) of the Companies Act requires that meeting participants provide reasonably satisfactory identification. The Company will regard presentation of an original of a meeting participant's valid driving licence, identity document or passport to be satisfactory identification.

Transfer secretaries
Computershare Investor Services Proprietary Limited
Registration number 2004/003647/07
Rosebank Towers
15 Biermann Avenue
Rosebank
2196
South Africa
Private Bag X9000, Saxonwold, 2132, South Africa
Tel: +27 11 370 5000
Fax: +27 11 688 5248

By order of the Board

CD Appollis
Company Secretary

21 June 2024

Form of proxy

FAMOUS BRANDS LIMITED
(Incorporated in the Republic of South Africa) Registration number 1969/004875/06
JSE and A2X code: FBR ISIN: ZAE000053328
(Famous Brands or the Company)

For Famous Brands ordinary shareholders

- For use at the Annual General Meeting (AGM) of Famous Brands Limited to be held at 478 James Crescent, Halfway House Midrand, on Friday, 26 July 2024, at 14:00, or any adjourned or postponed date and time determined in accordance with sections 64(4) and 64(11)(a)(i) of the Companies Act, No 71 of 2008, as amended (Companies Act).
- This form of proxy is not to be used by beneficial owners of shares who have dematerialised their shares (dematerialised shares) through a Central Securities Depository Participant (CSDP) or broker, as the case may be, unless you are recorded on the sub-register as an own name dematerialised shareholder. Generally, you will not be an own name dematerialised shareholder unless you have specifically requested your CSDP to record you as the holder of the shares in your own name in the Company's sub-register.
- This form of proxy is only for use by certificated, own name dematerialised shareholders and CSDPs or brokers (or their nominees) registered in the Company's sub-register as the holder of dematerialised ordinary shares.
- Each shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy (who need not be a shareholder of the Company) to attend, participate in and speak and vote in place of that shareholder at the AGM, and at any adjournment thereafter.
- Please note the following – your rights as a shareholder at the AGM:
  - o The appointment of the proxy is revocable; and
  - o You may revoke the proxy appointment by (i) cancelling it in writing or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy and to the Company.
- Please note that any shareholder of the Company that is a company may authorise any person to act as its representative at the AGM. Please also note that section 63(1) of the Companies Act requires that persons wishing to participate in the AGM (including the aforementioned representative) provide satisfactory identification before they may so participate. The Company will regard presentation of a meeting participant's valid driving licence, identity document or passport to be satisfactory identification.
- Note that voting will be performed by way of a poll so each shareholder present or represented by way of proxy will be entitled to 1 (one) vote for every ordinary share held or represented.

I/We, the undersigned:

(Name in block letter)

Of (insert address)

being a holder of shares in the issued share capital of the Company, entitled to vote

do hereby appoint:

or, failing him/her, the Chairman of the meeting, as my/our proxy to vote for me/us on my/our behalf at the AGM of shareholders of the Company to be held at 14:00 on Friday, 26 July 2024 and at any cancellation, postponement or adjournment thereof as follows:

* (Indicate instructions to proxy by insertion of an "X" or the relevant number of votes exercisable by the member on a poll in the space provided below – see note 17.)

	Number of votes		
PART B – ORDINARY RESOLUTIONS	***In favour of**	***Against**	***Abstain**
Ordinary resolution number 1 – adoption of audited consolidated annual financial statements			
Ordinary resolution number 2 – re-appointment of external auditors			
Ordinary resolutions numbers 3.1 to 3.2: re-election of Directors			
3.1 To re-elect Mr. C Boulle as a director of the Company			
3.2 To re-elect Ms. F Petersen-Cook as a director of the Company			
Ordinary resolution number 4 – election of Director			
4.1 To elect Mr W Mzimba as a director of the Company			
Ordinary resolution number 5 – election of members of the Audit and Risk Committee			
5.1 To elect Ms B Mathe as a member of the Audit and Risk Committee			
5.2 To elect Mr T Mosololi as a member of the Audit and Risk Committee			
5.3 To elect Ms F Petersen-Cook as a member of the Audit and Risk Committee			
Ordinary resolution number 6 – general authority			
NON-BINDING ADVISORY VOTES			
Ordinary resolution number 7 – approval of the Remuneration Policy			
Ordinary resolution number 8 – approval of the Remuneration implementation report			
PART C – SPECIAL RESOLUTIONS			
Special resolution number 1 – approval of remuneration payable to non-executive directors and the Chairman			
1.1 Remuneration payable to non-executive directors			
1.2 Remuneration payable to the Chairman of the Board			
1.3 Remuneration payable to the Lead Independent Director			
1.4 Remuneration payable to the Chairman of the Audit and Risk Committee			
1.5 Remuneration payable to the members of the Audit and Risk Committee			
1.6 Remuneration payable to the Chairman of the Remuneration Committee			
1.7 Remuneration payable to the members of the Remuneration Committee			
1.8 Remuneration payable to the Chairman of the Nomination Committee			
1.9 Remuneration payable to the members of the Nomination Committee			
1.10 Remuneration payable to the Chairman of the Social and Ethics Committee			
1.11 Remuneration payable to the members of the Social and Ethics Committee			
1.12 Remuneration payable to the Chairman of the Investment Committee			
1.13 Remuneration payable to non-executive directors attending Investment Committee or unscheduled Committee meetings			
1.14 Remuneration payable to a non-executive director who sits as Chairman of a partially owned subsidiary or associate company			
1.15 Remuneration payable to a non-executive director who sits as a director on a partially owned subsidiary or associate company			
1.16 Remuneration payable to a non-executive director for any additional meetings and/or consulting services rendered			
Special resolution number 2 – general authority to repurchase shares			
Special resolution number 3 – financial assistance to related and inter-related companies			

and generally, to act as my/our proxy at the AGM. (If no directions are given, the proxy holder will be entitled to vote or to abstain from voting as that proxy holder deems fit).

Signed at on 2024

Signature assisted by me (where applicable)

(State capacity and full name)

Each member is entitled to appoint 1 (one) or more proxy/ies (who need not be a member of the Company) to attend, speak and vote in place of that member at the AGM.

Please read the notes on the reverse hereof.

Notes to form of proxy

(Including a summary of rights in terms of Section 58 of The Companies Act)

- Each shareholder may participate in the AGM via electronic format.
  - At any time, a shareholder of a company may appoint any individual as a proxy to participate in, and speak and vote at, the AGM on behalf of the shareholder.
  - An individual appointed as a proxy need not also be a shareholder of the Company.
  - The proxy appointment must be in writing, dated and signed by the shareholder.
  - Forms of proxy must be forwarded to reach the Company's transfer secretaries, Computershare Investor Services Pty Limited, Rosebank Towers,15 Biermann Avenue, Rosebank, 2196, or posted to the transfer secretaries at Private Bag X9000, Saxonwold, 2132, South Africa (transfer secretaries), or sent by email to proxy@computershare.co.za so as to be received by them by no later than 14:00 on Wednesday, 24 July 2024, provided that proxies which are not delivered timeously to the transfer secretaries, may be sent to the Chairman of the AGM, care of the transfer secretaries at proxy@computershare.co.za at any time before the proxy exercises any rights of the shareholder at the AGM.
  - The appointment of one or more proxies in accordance with the form of proxy to which these notes are attached will lapse and cease to be of force and effect immediately after the AGM of the Company to be held on Friday, 26 July 2024, at 14:00, or at any adjournment/(s) thereof, unless it is revoked earlier in accordance with paragraphs 7 and 8 below.
  - A shareholder may revoke the proxy appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy/(ies) and to the Company at the registered office, for attention of the Company Secretary, to be received before the replacement proxy exercises any rights of the shareholder at the AGM or any adjournment/(s) thereof.
  - The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy/(ies)' authority to act on behalf of the shareholder as of the later of: (i) the date stated in the revocation instrument, if any; or (ii) the date on which the revocation instrument was delivered as required in paragraph 7(ii).
  - A shareholder can appoint one or more proxy/ies for the purposes of representing that shareholder at the AGM of the Company and at any adjournment/(s) thereof by completing and signing the form of proxy to which these notes are attached in accordance with the instructions it contains and returning it to the transfer secretaries, so as to be received by them by no later than 14:00 on Wednesday, 20 July and may be sent to the Chairman of the AGM, care of the transfer secretaries at proxy@computershare.co.za at any time before the proxy exercises any rights of the shareholder at a shareholders' meeting.
  - If the instrument appointing a proxy or proxies has been delivered to the Company in accordance with the provisions of paragraph 9, then, until that appointment lapses in accordance with the provisions of paragraph 6, any notice that is required in terms of the Companies Act, as amended from time to time or the Company's MOI to be delivered by the Company to the shareholder must be delivered by the Company to:
    - the shareholder;
    - the proxy or proxies, if the shareholder has: (i) directed the Company to do so, in writing; and (ii) paid any reasonable fee charged by the Company for doing so.
  - Section 63(1) of the Companies Act requires that meeting participants provide reasonably satisfactory identification. The Company will regard presentation of a meeting participant's valid driving licence, identity document or passport to be satisfactory identification.
  - Documentary evidence establishing the authority of a person who participates in, or speaks or votes at the AGM on behalf of a shareholder in a representative capacity, or who signs the form of proxy in a representative capacity, (for example, a certified copy of a duly passed directors' resolution in the case of a shareholder which is a company, a certified copy of a duly passed members' resolution in the case of a shareholder which is a close corporation and a certified copy of a duly passed trustees' resolution in the case of a shareholder who/which is/are a trust) must be presented to the person presiding at the AGM or attached to the form of proxy (as the case may be), and shall thereafter be retained by the Company.
  - It is recorded that, in accordance with section 63(6) of the Companies Act, if voting on a particular matter is by polling, a shareholder or a proxy for a shareholder has the number of votes determined in accordance with the voting rights associated with the securities held by that shareholder.
- Any insertions, deletions, alteration or correction made to the form of proxy must be initialed by the signatory/(ies). Any insertion, deletion, alteration or correction made to the form of proxy but not complying with the aforegoing will be deemed not to have been validly effected.
  - A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder.
  - The person whose name stands first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow. If no names are indicated, the proxy shall be exercised by the Chairman of the AGM.
  - A shareholder's instructions to the proxy must be indicated by the insertion of an "X" or the relevant number of votes exercisable by that shareholder in the appropriate box provided. An "X" in the appropriate box indicates the maximum number of votes exercisable by that shareholder. Failure to comply with the above or to provide any voting instructions will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she/it deems fit in his/her/its discretion.
  - When there are joint holders of shares, any one holder may sign the form of proxy, and the vote of the senior shareholder (for which purpose seniority will be determined by the order in which the names of the shareholders appear in the Company's register) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote/(s) of the other joint shareholders.
  - The completion and lodging of this form of proxy will not preclude the shareholder who appoints one or more proxy/(ies) from participating in the meeting and speaking and voting in person thereat to the exclusion of any proxy/(ies) appointed in terms of the form of proxy should such shareholder wish to do so. The appointment of any proxy/(ies) is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder.

Administration

Famous Brands Limited

Incorporated in the Republic of South Africa
Registration number: 1969/004875/06
JSE and A2X share code: FBR
ISIN code: ZAE000053328

Directors

Norman Adami, Santie Botha (Independent Chairman), Chris Boulle, Nik Halamandaris, Darren Hele (CEO)*, Alex Maditse, Busisiwe Mathe, Thabo Mosololi, William Mzimba, Fagmeedah Petersen-Cook, Nelisiwe Shiluvana (Group Financial Director)*

* *Executive*

Company secretary

CD Appollis

Registered office

478 James Crescent, Halfway House, Midrand, 1685
PO Box 2884, Halfway House, 1685
Telephone: +27 11 315 3000
Email: investorrelations@famousbrands.co.za
Website address: www.famousbrands.co.za

Transfer secretaries

Computershare Investor Services Proprietary Limited
Registration number: 2004/003647/07
Rosebank Towers, 15 Biermann Avenue Rosebank, 2196, South Africa
Private Bag X9000, Saxonwold, 2132

Sponsor

The Standard Bank of South Africa Limited
Registration number: 1969/017128/06
30 Baker Street, Rosebank, 2196

Auditors

KPMG Inc
Registration number: 1999/012876/07

Forward looking statements disclaimer

This report contains forward looking statements which are based on assumptions and best estimates made by management with respect to the Company's future performance. Such statements are, by their nature, subject to risks and uncertainties which may result in the Company's actual performance in future being different from that expressed or implied in any forward looking statements. These statements have not been audited by the Company's external auditors.

The Company neither accepts any responsibility for any loss arising from the use of information contained in this report, nor undertakes to publicly update or revise any of its forward looking statements.

Notes

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you're in good company

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478 James Crescent, Halfway House, South Africa, 1685