

GRAND PARADE INVESTMENTS LIMITED CONDENSED UNAUDITED INTERIM RESULTS FOR THE SIX MONTHS ENDED 31 DECEMBER 2019

SALIENT FEATURES

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R405.1 million

GROSS PROFIT FROM CONTINUING OPERATIONS

EPS UP BY **9.62 CENTS** FROM (8.23) CENTS TO 1.39 CENTS

HEPS

UP BY **6.6** Cents

DEBT



UP 19% FROM R707.3 MILLION TO R844.4 million REVENUE FROM CONTINUING OPERATIONS

R17.3 million

CORPORATE COSTS

up R42.8 MILLION FROM A LOSS OF R36.4 MILLION TO A PROFIT OF

INCLUDING AN IMPAIRMENT OF R38.6 MILLION RELATED TO GOODWILL

NET PROFIT AFTER TAX (NPAT)

FOR THE SIX MONTHS ENDED 31 DECEMBER 2019

INTRODUCTION

GPI continued its positive momentum following the 2019 year-end results with a very strong performance over the six months despite South Africa's recessionary environment. The Group reported an increase in revenue from continuing operations of 19% and an increase in Net Profit After Tax of R42.8 million compared to the prior period. Basic earnings and headline earnings per share increased by 9.62 cents and 6.6 cents respectively compared to the prior six months.

Despite a tough trading environment Burger King managed to generate impressive top line growth with a 27.5% increase in revenue compared to the prior period. During the last 6 months BKSA slowed down restaurant growth to focus on improving the profitability of its poor performing restaurants and marginally grew its corporate owned net restaurant count by one restaurant, opening two new restaurants and selling one over the period. The stellar performance over the last quarter has put BKSA in a strong position to deliver on its targets for the 2020 financial year.

Mac Brothers on the other hand has been severely affected by the slowdown in the construction and manufacturing sectors which contracted by 5.9% and 1.8% over the last quarter of 2019. Over the last two years management have focused efforts on drastically reducing operational expenditure which assisted in improving profitability of the business. However, over the last six months the business has struggled to grow its top line, revenue for the period is 24% down on prior year which has affected the overall profitability of the business. The poor performance of the business over the period has led management to impair the asset by R38.6 million related to Goodwill.

The decision to liquidate Dunkin Donuts and Baskin-Robbins in February 2019 continues to improve the group's overall profitability with these loss-making businesses having contributed a total loss of R24 million in the prior period. The liquidation process is nearing completion and all outstanding claims have been finalised.

Macro-economic factors continue to affect the casino industry and the Group's casino assets. Negative GDP growth over the last two quarters of 2019 coupled with systemic factors have affected the performance of SunWest with headline earnings contribution down by 4% compared to the prior period. Overall the gaming assets are still the largest contributor to the Group's earnings, contributing R71 million to headline earnings which is down 4% on the prior period.

In this financial year, GPI has adopted IFRS 16, which has impacted the disclosure surrounding leases, the accounting for leases and also the comparability of the income statement. The impact of these adjustments have been summarised on page 15.

GROUP FINANCIAL REVIEW

The Group uses headline earnings to assess the underlying investment contributions to the Group's earnings. The reason for using headline earnings is that it eliminates the one-off effects of the Group's investment activities and therefore provides a comparable view of the Group's continuing earnings.

Notwithstanding the tough trading environment, the Group managed to increase its headline earnings from R16.0 million in the prior period to R44.1 million in the current period. The increase was largely driven by a R14.7 million increase in contributions from the food assets on prior year.

(CONTINUED)

FOR THE SIX MONTHS ENDED 31 DECEMBER 2019

The table below shows the contribution each investment made to Group headline earnings:

	Unaudited 31 December		t	
	R'000	2018 R'000	R'000	%
Food	8 287	(6 363)	14 650	230
Burger King	7 785	(9 488)	17 273	182
Spur	7 194	177	7 017	3 964
Mac Brothers	(9 317)	1 912	(11 229)	(587)
Grand Food Meat Plant	2 625	1 036	1 589	153
Gaming & Leisure	71 296	74 171	(2 875)	(4)
SunWest	41 328	43 198	(1 870)	(4)
Sun Slots	28 331	30 326	(1 995)	(7)
Worcester Casino	1 637	647	990	153
Group Central costs	(29 763)	(27 102)	(2 661)	(10)
Corporate costs	(17 303)	(17 462)	159	-
Transaction costs, legal fees and	(0.440)	0.000	(5.4.43)	(0,(0))
taxation	(3 419)	2 022	(5 441)	(269)
Net finance cost	(8 298)	(10 195)	1 897	19
GPI Properties	(743)	(1 467)	724	49
DISCONTINUED AND OTHER OPERATIONS	(5 716)	(24 690)	18 974	77
Dunkin Donuts	(4 089)	(13 167)	9 078	69
Baskin Robbins	(1 627)	(6 250)	4 623	74
Bakery	-	(5 273)	5 273	(100)
HEADLINE EARNINGS FOR THE PERIOD	44 105	16 01 6	28 089	175

DIVIDENDS

No dividends have been declared for the interim period.

CAPITAL STRUCTURE

The Group has significantly reduced its debt exposure with the payment of the Spur secured funding and a reduction in the SunWest preference share facility.

Over the past six months the Group decreased its gearing levels from 30.3% to 11.8% as a result of a repayment of preference shares, term loans and non-property lease liabilities.

		31 December 2019 R'000s	31 December 2018 R'000s	30 June 2019 R'000s
Holding company facilities Security	Type of facility			
SunWest	Preference shares	203 777	229 990	230 267
Spur	Preference shares	-	255 440	260 284
		203 777	485 430	490 551
Subsidiaries facilities Subsidiary	Type of facility			
GPI Properties	Term loans	56 059	61 570	59 776
Mac Brothers	Finance lease	3 500	6 253	4 267
GF Meat Plant	Finance lease	-	9 946	5 093
Burger King	Finance lease	495	988	628
Dunkin Donuts	Finance lease	-	573	-
Baskin Robbins	Finance lease	-	115	-
GPI Management Services	Finance lease	-	59	36
		60 054	79 504	69 800
Total facilities		263 831	564 934	560 351
Debt/Equity ratio		11.8%	30.3%	30.3%
Debt/EBITDA times cover		1.46	5.23	2.73

REVIEW OF INVESTMENT OPERATIONS

FOOD

Burger King

The total number of Burger King restaurants at 31 December 2019 finished at 97 restaurants of which 90 are corporate owned. During the period under review, Burger King increased its net restaurant growth by one restaurant which included the opening of two new restaurants and the sale of the Ermelo Restaurant to an existing Franchisee.

Burger King's total revenue for the year increased by 27.5% from R494.6 million in the prior period to R630.8 million in the current period driven primarily by an increase in the Average Revenue per Store (ARS). The ARS increased by 14.7% from R1.024 million last December to R1.175 million this year, largely as a result of positive restaurant comparative sales of 7.8% (2018: 7.6%) and a proportional increase in revenue from Drive Thru sites opened during the FY2018 and FY2019 financial years.

Burger King continues to focus on market share growth by actively managing menu pricing architecture to drive value to its customers. The strong growth in revenue, the negotiation of favourable supplier pricing adjustments, the improved rental margins and the management of labour cost contributed to a substantial increase of 136% in EBITDA for the period from R20.2 million to R47.6 million. The performance of the business during the second quarter of FY2020 has been very positive and has shown great promise of improved future profitability.

Grand Foods Meat Plant

Grand Foods Meat Plant increased its revenue by 17% compared to the prior year from R81.4 million to R95.4 million off the back of growth in Burger King as well as a higher demand from Spur restaurants. The higher revenue coupled with tight operational expense controls resulted in a net profit for the period of R2.2 million compared to a net profit of R1.0 million in the prior period. The plant is currently running at 35% capacity utilisation and has sufficient capacity to accommodate the growth of Burger King with no major additional capital expenditure anticipated within the next five years. The plant continues to explore options for third party sales outside of Burger King and is currently looking at export opportunities to Burger King in the Middle East market.

(CONTINUED)

FOR THE SIX MONTHS ENDED 31 DECEMBER 2019

Dunkin Donuts and Baskin-Robbins

During the period, the liquidation of the businesses was finalised and costs amounting to R5.7 million were incurred as part of settlements with landlords, liquidator and administration costs.

Mac Brothers Catering Equipment

Mac Brothers' revenue of R95.4 million for the six-month period was 21% lower than the R120.7 million reported for the same period last year. All revenue channels, excluding OEM sales of R2.2 million out of the factory, were down on prior period in particular local catering equipment sales. Tougher local trading conditions coupled with the economic slump were further exacerbated by a significantly scaled down sales force and lost skills due to restructuring and attrition.

Gross profit margin of 27% was lower than the prior year's 31%, as a result of lower than anticipated sales in higher gross profit margin revenue areas namely; Africa, Mac-Care (Hospitals) and Amarex (Fire Suppression) and significantly lower volume throughput in the factory resulting in under recoveries of direct costs.

Mac Brothers reported a negative EBITDA of R1.75 million for the period. Excluding the impacts of IFRS 16 the current period EBITDA was a loss of R6.4 million, a decrease of R11.3 million (231%), compared to the EBITDA profit for the comparable period to December 2018 of R4.9 million

A net loss before tax of R8.5 million for the current period is R10.9 million down on the previous period's net profit before tax of R2.4 million.

Spur

During the reporting period, GPI reduced its holding in Spur Corp through the sale of its B-BBEE shares. A total dividend of R14.1 million was received during the period with a related finance charge of R6.9 million resulting in a R7.2 million reported net profit contribution for the period.

GAMING

Sunwest

GPI recognised earnings amounting to R41.3 million (2018: R43.2 million) which is down 4% on the prior period as a result of a decline in sales of 3%.

Dividends of R205.0 million were declared (2018: R220.0 million).

Sun Slots

The contribution to earnings from Sun Slots amounted to R28.1 million for the period under review (2018: 30.3 million). The decline is due to a credit adjustment to depreciation in the prior period relating to the extension in the useful lives of assets. Excluding this effect, Sun Slots is up due to strong revenue generation.

Dividends of R30 million were declared (2018: R100.0 million).

Worcester

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The contribution to earnings amounted to R1.6 million (2018: R0.6 million). This is up by R1.0 million.

Dividends of R6.0 million were declared (2018: R8.0 million).

OTHER

Central costs

The Group's net central costs excluding legal, transaction costs and taxation for the period amounted to R17.3 million, which is in line with the central costs of R17.5 million last period.

Share capital

No new shares were issued or bought back during the period.

Treasury shares

At 31 December 2019, a total of 43.8 million GPI shares were held as treasury shares by the Grand Parade Share Incentive Trust, GPI Management Services and the GPI Women's B-BBEE Empowerment Trust. These entities are controlled by the Group, with the Grand Parade Share Incentive Trust holding 4.98 million treasury shares, GPI Management Services holding 24 million shares and the GPI Women's B-BBEE Empowerment Trust holding 14.82 million treasury shares. There has been no change in the treasury shares since December 2018.

PREFERENCE SHARES

During the current year, the Group redeemed R281.6 million worth of preference shares.

DIRECTORS AND COMPANY SECRETARY

On 1 July 2019, Hassen Adams was appointed as a non-executive director and Chairman of the Group and subsequently retired as Chairman and a director with effect from 31 January 2020.

Keshan Pillay was appointed as a non-executive director on 11 July 2019 and resigned on 21 November 2019. Monde Nkosi was appointed as a non-executive director on 4 December 2019. Rozanna Kader was appointed as a non-executive director with effect from 1 February 2020.

Alexander Abercrombie, an existing non-executive director of the Company, has been appointed as chairman of the Board with effect from 31 January 2020.

Colin Priem resigned on 12 February 2020, effective 31 March 2020. Jayson October will replace Colin effective 1 April 2020.

Particulars of the present directors and Company Secretary are provided on page 25.

GOING CONCERN

These Interim Financial Statements have been prepared on the going-concern basis.

The Board has performed a review of the Group's ability to continue trading as a going concern in the foreseeable future and, based on this review, consider that the presentation of the financial statements on this basis is appropriate.

There is no pending or threatened legal or arbitration proceedings which have had or may have a material effect on the financial position of the Group.

RELATED PARTIES

The Group, in the ordinary course of business, entered into various transactions with related parties consistent with those as reported at 30 June 2019.

(CONTINUED)

FOR THE SIX MONTHS ENDED 31 DECEMBER 2019

SUBSEQUENT EVENTS

Sale of Sun Slots

In August 2019, the Group entered into an agreement with Sun International to dispose of its interest in Sun Slots for a purchase consideration of R504.0 million. The deal was subject to several conditions precedent including GPI shareholder approval and gaming board approval. Unfortunately, gaming board approval has taken longer than anticipated and is only expected at the end of March 2020. On 31 January 2020, by mutual agreement GPI and Sun International agreed to extend the longstop date from 31 January to 30 June 2020. In doing so the parties agreed that dividends of R80 million will be declared and paid before the end of March 2020. To date GPI has received an additional R42 million in dividends since signing the share purchase agreement.

Liquidation of Dunkin Donuts

In February 2019 GPI decided to voluntary liquidate its loss-making foods businesses. The liquidation process is nearly concluded and all outstanding claims have been submitted. The first liquidation account has been confirmed by the Master of the High Court and the liquidator will lodge the second and final liquidation and distribution account. The process is expected to be finalised by the end of June 2020.

Sale of Burger King

In February 2020, GPI entered into a binding offer to sell its stake in BKSA and Grand Foods Meat Plant for an enterprise value of R670.0 million and R27.0 million respectively. The deal is subject to several conditions precedent including the conclusion of a Share Purchase agreement and Shareholder approval. The announcement of the deal came with a re-evaluation of the Group's strategy to unlock value through a controlled sale of assets.

THE WAY FORWARD

GPI's objective has always been to maximise returns for its shareholders. In the last 2 months the Board together with management have decided to embark on a value unlock strategy through a controlled sale of assets. The shift in strategy is in line with the overall objective of maximising shareholder return. GPI has historically traded at a significant discount to the value of its underlying assets. In the past this discount was as much as 40%. Over the last two years management have implemented several initiatives that have narrowed the discount to iNAV from 40% to between 20-30%. Despite these initiatives the Group still trades at a significant discount and the board felt that the most efficient way to unlock the discount would be through a controlled sale of assets.

The sale of BKSA and the Grand Foods Meat Plant is the first step in this value unlock strategy. The process is expected to be complete in 18 to 24 months. During this time management will focus on maximising the value of the remaining assets in the Group's portfolio and will distribute all proceeds back to shareholders through special dividends.

Notwithstanding the aforementioned, it is still too early to forecast what the impact of COVID-19 will be. We are taking all necessary precautions to ensure a healthy and safe environment for our customers and staff and adapting operations to mitigate the impact of COVID-19.

GRAND PARADE INVESTMENTS LIMITED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 31 DECEMBER 2019

٢	Note	Unaudited six months ended 31 December 2019 R'000s	Unaudited six months ended 31 December 2018	Audited 12 months ended 30 June 2019 R'000s
Continuing operations				
Revenue Cost of Sales	5	844 371 (439 244)	707 328 (372 354)	1 409 418 (739 077)
Gross profit Operating costs		405 127 (323 728)	334 974 (315 379)	670 341 (626 129)
Profit from operations Profit from equity-accounted investments Expected credit loss Impairment of assets		81 399 71 685 (215)	19 595 73 825 (431)	44 212 132 021 2 400 (8 933)
Profit from operations before impairment, depreciation and amortisation Impairment of goodwill Depreciation	8	152 869 (38 598) (49 900)	92 989 (36 441) (2 521)	169 700 (55 044)
Amortisation Profit before finance costs and taxation Finance income Finance costs		(2 878) 61 493 3 312 (44 025)	(2 521) 54 027 2 810 (30 349)	(3 790) 110 866 6 535 (59 430)
Profit before taxation Taxation		20 780 (8 641)	26 488 7 959	57 971 14 885
Profit for the period from continuing operations		12 139	34 447	72 856
Discontinued operations Loss for the period from discontinued operations Profit/(loss) for the period	6.1	<u>(5 715)</u> 6 424	(70 829)	(109 436) (36 580)
Other comprehensive income/(loss) Items that will not be reclassified subsequently to profit or loss Unrealised fair value adjustments on investments held at fair value through OCI, net of tax	9	72 036	(65 448)	(75 882)
Total comprehensive income/(loss) for the period		78 460	(101 830)	(112 462)
Profit/(loss) for the period from continuing operations attributable to: - Ordinary shareholders - Non-controlling interest		11 657 482	35 772 (1 325)	73 299 (443)
Loss for the period from discontinued operations attributable to: – Ordinary shareholders – Non-controlling interest		(5 715)	(70 829)	(109 436)
-		6 424	(36 382)	(36 580)
Total comprehensive income/(loss) from continuing operations attributable to: – Ordinary shareholders – Non-controlling interest		83 693 482	(29 676) (1 325)	(2 583) (443)
Total comprehensive loss discontinued operations attributable to: – Ordinary shareholders – Non-controlling interest		(5 715)	(70 829)	(109 436)
		78 460	(101 830)	(112 462)
		Cents	Cents	Cents
Basic earnings/(loss) per share Continuing operations Discontinued operations Diluted basic earnings/(loss) per share Continuing operations Discontinued operations	4 4 4 4 4	1.39 2.73 (1.34) 1.38 2.72 (1.34)	(8.23) 8.39 (16.62) (8.23) 8.39 (16.62)	(8.48) 17.20 (25.68) (8.45) 17.14 (25.59)

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GRAND PARADE INVESTMENTS LIMITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

FOR THE SIX MONTHS ENDED 31 DECEMBER 2019

	Note	Unaudited six months ended 31 December 2019 R'000	Unaudited six months ended 31 December 2018 R'000	Audited 12 months ended 30 June 2019 R'000
ASSETS Non-current assets		2 410 955	2 295 473	2 070 370
Investments in jointly controlled entities Investments in associates Investments held at fair value through OCI Goodwill Right-of-use asset Investment properties Property, plant and equipment Intangible assets	9 8 3	2410 733 644 573 402 542 230 073 55 104 294 300 7 599 590 578 26 680	634 485 377 561 428 825 92 508 6 742 567 032 30 473	2 070 370 634 198 382 092 189 523 93 702 - 7 599 578 947 29 215
Deferred tax assets		159 506	157 847	155 094
Assets classified as held-for-sale	7	32 345	13 632	36 193
Current assets Inventory Related party loans Investments held at fair value through OCI		271 251 76 632 21 467	300 117 84 408 21 689	577 462 76 034 21 467 228 868
Trade and other receivables Cash and cash equivalents Income tax receivable		91 102 79 020 3 030	78 391 110 614 5 015	109 186 133 987 7 920
Total assets		2 714 551	2 609 222	2 684 025
EQUITY AND LIABILITIES Capital and reserves Total equity Ordinary share capital Treasury shares		1 925 555 798 586 (166 286)	1 894 861 798 586 (166 286)	1 881 937 798 586 (166 286)
Accumulated profit Investments held at fair value reserve Share-based payment reserve		1 338 377 (47 891) 2 769	1 395 971 (143 795) 10 387	1 401 781 (154 229) 2 085
Non-controlling-interest		(29 518)	(30 882)	(30 000)
Total shareholder's equity		1 896 037	1 863 981	1 851 937
Non-current liabilities		620 111	551 730	284 644
Preference shares Interest-bearing borrowings Lease liability Deferred tax liabilities Provisions	3	199 439 52 309 354 657 4 625 9 081	482 578 30 000 3 254 35 264 634	225 190 52 276 1 301 5 243 634
Liabilities associated with assets held-for-sale	7	-	604	-
Current liabilities		198 403	192 907	547 444
Preference shares Interest-bearing borrowings Lease liabilities Trade and other payables Provisions Dividends payable Income tax payable Bank overdraft		4 338 3 750 32 683 98 774 11 827 10 405 18 36 608	2 852 31 570 13 472 106 816 9 503 10 405 437 17 852	265 361 7 500 8 723 179 773 13 659 10 405 494 61 529
Total equity and liabilities		2 714 551	2 609 222	2 684 025

GRAND PARADE INVESTMENTS LIMITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE SIX MONTHS ENDED 31 DECEMBER 2019

	Notes	Ordinary share capital R'000s	Treasury shares R'000s	Ireasury Accumulated shares profits R'000s	Financial asset fair value reserve R'000s	Share based payment reserve R'000s	Non- controlling interest R'000s	Total equity R'000s
Balance at 30 June 2018 Adoption of IFRS 9 Financial Instruments Total comprehensive loss for the year		798 586 - -	(166 286) - -	1 431 892 (864) (35 057)	(78 347) - (65 448)	10010 - -	(29 557) - (1 325)	1 966 298 (864) (101 830)
 Profit/(loss) for the year from continuing operations 		I	I	35 772	I	I	(1 325)	34 447
 Loss for the year from alscontinued operations Other comprehensive loss 		I	I	(70 829) _	(65 448)	I	I	(70 829) (65 448)
Share-based payment expense	1	I	1	I	I	377	I	377
Balance at 31 December 2018	I	798 586	(166 286)	1 395 971	(143 795)	10 387	(30 882)	1 863 979
Total comprehensive (loss)/income tor the year		I	I	(1 080)	(10 434)	I	882	(10 632)
 - (Loss)/profit for the year from continuing operations 		I	I	37 526	I	I	882	38 408
 Loss for the year from alscontinued operations Other comprehensive loss 		I	I	(38 606) -	(10 434)	I	T	(38 606) (10 434)
Share options lapsed Share-based payment expense	J	1 1	11	6 890	1 1	(8 414) 112	1 1	(1524) 112
		798 586	(166 286)	1 401 781	(154 229)	2 085	(30 000)	1 851 937
Adoption of Irks to Leases Total comprehensive income for the year	3.1.3.1		1 1	(35 044) 5 942	- 72 036	1 1	482	(46 704) 78 460
- Profit for the year from continuing operations		1	1	11 657	1	1	482	12 139
 - Loss for the year more discontinued - Other comprehensive income 		1	1	(5 715)	72 036	1	1	(5 715) 72 036
Transfer of OCI on sale of asset at fair value Share-based payment expense		11	11	(34 302) -	34 302 -	- 684	11	- 684
Balance at 31 December 2019		798 586	(166 286)	1 338 377	(47 891)	2 769	(29 518)	1 884 177

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GRAND PARADE INVESTMENTS LIMITED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE SIX MONTHS ENDED 31 DECEMBER 2019

	Unaudited six months ended 31 December 2019 R'000	Unaudited six months ended 31 December 2018 R'000	Audited 12 months ended 30 June 2019 R'000
Cash flows from operating activities Net cash generated from/(utilised in) from operations Income tax refund/(paid) Finance income	5 549 2 603 3 312	(7 750) (2 872) 2 841	22 167 (1 425) 6 635
Net cash inflow/(outflow) from operating activities	11 464	(7 781)	27 377
Cash flows from investing activities Acquisition of land and buildings Acquisition of plant and equipment Acquisition of investment properties Acquisition of intrangibles Proceeds from disposal of property, plant and equipment Proceeds from disposal of investment Investments made Dividends received	(37 837) (634) 6 703 260 354 - 54 947	(118) (17 516) (1 692) 223 - 76 005	(98 268) (585) (4 881) 4 020 - (7 164) 140 585
Net cash inflow from investing activities	283 533	56 902	33 707
Cash flows from financing activities Dividends paid Redemption of preference shares Repayment of lease liability Repayment of loans Finance costs	_ (228 338) (12 611) (3 716) (80 378)	(11) (32 000) (9 034) (5 344) (20 654)	(11) (32 000) (14 996) (7 365) (44 938)
Net cash outflow from financing activities	(325 043)	(67 043)	(99 310)
Net decrease in cash and cash equivalents Cash and cash equivalents at the beginning of the year Total cash and cash equivalents at the end of the year	(30 046) 72 458 42 412	(17 922) 110 684 92 762	(38 226) 110 684 72 458
Total cash and cash equivalents at year end comprises of:	42 412	92 762	72 458
Cash and cash equivalents Overdraft	79 020 (36 608)	110 614 (17 852)	133 987 (61 529)

GRAND PARADE INVESTMENTS LIMITED NOTES TO THE CONDENSED UNAUDITED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 31 DECEMBER 2019

1. STATEMENT OF COMPLIANCE

The interim condensed consolidated financial statements for the six months ended 31 December 2019 have been prepared in accordance with IAS 34 Interim Financial Reporting, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and the financial reporting Pronouncements as issued by the Financial Reporting Standards Council.

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual consolidated financial statements as at 30 June 2019.

The condensed consolidated financial statements have not been reviewed or reported on by the Group's auditors.

2. BASIS OF PREPARATION

The condensed consolidated interim financial statements are prepared on the going-concern basis. The accounting policies applied in the preparation of the condensed consolidated financial statements are consistent with those accounting policies applied in the preparation of the previous consolidated annual financial statements for the year ended 30 June 2019 except for the new standards that became effective for the Group's financial period beginning 1 July 2019, refer to note 3.

The interim financial statements have been prepared under the supervision of the Financial Director, CM Priem.

3. CHANGES IN ACCOUNTING POLICIES

The Group has adopted all the new, revised and amended accounting standards which were effective for the Group from 1 July 2019.

The adoption of significant new standards' impact on the Group's financial results or position are presented below:

3.1 IFRS 16 Leases

IFRS 16 Leases (IFRS 16) replaces IAS 17 Leases (IAS 17) and is applicable to the Group for the 2020 annual financial period. IFRS 16 align the accounting of operating leased assets with the accounting of owned and finance leased assets.

As a lessee, the Group previously classified leases as operating or finance leases based on its assessment of whether the lease transferred substantially all of the risks and rewards of ownership. Under IFRS 16, the Group recognises lease liabilities and right-of-use assets for all contracts that is or contains a lease. The only exceptions are short-term, low-value and variable in nature leases, these are accounted for by smoothing the lease expense over the lease term.

On adoption of IFRS 16, the Group recognised lease liabilities and right-of-use assets in relation to leases of office, store and drive through space, which had previously been classified as operating leases.

The Group adopted IFRS 16 using the modified retrospective approach on the date of application, (1 July 2019) without restatement of comparative figures. The Group elected to apply the practical expedient to not reassess whether a contract is, or contains a lease at the date of initial application. The right-of-use asset and lease liability was calculated as the carrying amount as if the standard had been applied since commencement date.

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FOR THE SIX MONTHS ENDED 31 DECEMBER 2019

3. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

The implications of the adoption of IFRS 16 are explained below:

3.1.1 Statement of Financial position

3.1.1.1 Lease liability

A lease liability is recognised at the commencement date of each qualifying lease.

The lease liability is initially measured as the value equal to the present value of future lease payments over the lease term, discounted at an applicable discount rate.

The lease liability is subsequently measured at amortised cost using the effective interest rate method, reduced by future lease payments. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

The lease liability is remeasured, with a corresponding adjustment to the right-of-use asset, when there is a change in future lease payments resulting from a rent review, change in relevant index or rate such as inflation, or change in the Group's assessment of whether it is reasonably certain to exercise a renewal or termination option.

3.1.1.2 Right-of-use asset

A right-of-use asset is recognised at the commencement date of each qualifying lease.

The right-of-use asset is initially measured at cost, comprising the initial lease liability and initial direct costs less any lease incentives received.

The right-of-use asset is subsequently depreciated on a straight-line basis over the useful life of the underlying right-of-use asset. Right-of-use assets are tested for impairment when there are any indicators of impairment.

3.1.2 Statement of comprehensive income

IFRS 16 removes the straight-line rent cost from profit/loss, previously recognised in respect of operating leases under IAS 17, under IFRS 16 an interest charge is accrued for monthly in profit/loss as well as a depreciation charge on the right of use asset.

3. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

 3.1.3 The adoption of IFRS 16 has had a material impact on both the Statement of Financial position and the statement of comprehensive income as set out below:
 3.1.3.1 Statement of financial position:

	30 June 2019 R'000s	IFRS 16 Transition R'000s	1 July 2019 R'000s
Non-current assets Right-of-use assets Property, plant and equipment	- 578 947	316 057	316 057 578 449
Deferred tax	155 094	11 860	166 954
Current assets Trade and other receivables Prepayments	12 273	(2 345)	9 928
Equity and liabilities Capital and reserves Accumulated profit	1 401 781	(35 044)	1 366 737
Non-current liabilities Lease liability Trade and other payables	1 301	399 372	400 673
Trade payables Lease smoothing	75 313 32 157	843 (33 947)	76 156 (1 790)
Tenant installation allowance	7 010	(7 010)	-

On 1 July 2019, the operating lease smoothing liability (under IAS 17) was eliminated, the lease liability and right-of-use asset (under IFRS 16) was recognised through accumulated profit.

IFRS 16 brings about a deferred tax asset due to the deductible temporary difference created by the lease liability, a deferred tax liability due to the taxable temporary difference created by the right-of-use asset and the deferred tax asset that was created by the operating lease smoothing liability is eliminated.

For the six month ended 31 December 2019 interest was accrued for monthly on the lease liability and depreciation was recorded for the right-of-use asset as reflected below:

3.1.3.2 Statement of comprehensive income:

3.1.3.2.1. Reconciliation between IAS 17 and IFRS 16

	IFRS 16 31 December 2019 R'000	IFRS 16 effect R'000	IAS 17 31 December 2019 R'000
Operating expenses	(323 728)	40 091	(363 819)
Profit from operations Depreciation	152 869 (49 900)	40 091 (24 149)	112 778 (25 751)
Profit before finance costs Finance costs	61 493 (44 025)	15 942 (15 735)	45 551 (28 290)
Net profit after tax	12 139	207	11 932

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FOR THE SIX MONTHS ENDED 31 DECEMBER 2019

3. CHANGES IN ACCOUNTING POLICIES (CONTINUED)

3.1.4 Leases entered into during the current period

3.1.4.1 Since transition on 1 July 2019, 2 new leases were entered into during the six months ended 31 December 2019, the effect of these new leases are reflected below:

	Unaudited 31 December 2019 R'000	Unaudited 31 December 2018 R'000	Audited 30 June 2019 R'000
Statement of financial position: Non-current assets			
Right-of-use assets Non-current liabilities	6 473	-	-
Lease liability	6 685	-	-
3.1.4.2 Statement of comprehensive income	:		
Depreciation	(226)	-	-
Finance costs	(212)	-	-

4. BASIC AND DILUTED EARNINGS PER SHARE

Basic earnings per share amounts are calculated by dividing the net profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares (WANOS) in issue during the year.

Diluted earnings per share amounts are calculated by dividing the net profit for the year attributable to ordinary shareholders by the diluted WANOS in issue.

Headline earnings per share amounts are calculated by dividing the headline earnings for the year attributable to ordinary shareholders by the WANOS in issue for the year.

Diluted headline earnings per share amounts are calculated by dividing the headline earnings for the year attributable to ordinary shareholders by the diluted WANOS in issue for the year.

		Unaudited 31 December 2019 R'000s R'000s Gross Net		Unau 31 Decen R'000s Gross			dited e 2019 R'000s Net
4.1	Reconciliation of the profit/ (loss) for the period Basic and diluted earnings per share reconciliation – Continuing operations – Discontinued operations Non-controlling interest		12 139 (5 715) (482)		34 447 (70 829) 1 325	- - -	72 856 (109 436) 443
	Profit/(loss) for the year attributable to ordinary shareholders		5 942	-	(35 057)	-	(36 137)

4. BASIC AND DILUTED EARNINGS PER SHARE (CONTINUED)

			dited nber 2019 R'000s Net		udited nber 2018 R'000s Net		udited le 2019 R'000s Net
4.2	Reconciliation of headline earnings for the period Profit/(loss) for the year attributable to ordinary						
	shareholders Continuing operations	-	5 942	-	(35 057)	-	(36 137)
	Impairment of goodwill	38 598	38 598	-	-	-	-
	Impairment of property, plant, equipment and intangibles (Profit)/loss on disposal of property, plant, equipment and	-	-	431	431	8 933	8 138
	intangibles Adjustments by jointly-controlled	(63)	(45)	-	-	-	-
	entities	(542)	(390)	240	173	158	114
	 Loss on disposal of plant and equipment 	(542)	(390)	240	173	158	114
Impair equipr Headli Headli – Cont	Discontinued operations Impairment of property, plant, equipment and intangibles		_	50 469	50 469	65 872	65 872
	Headline earnings		44 105	30 467	16 016	03 07 2	37 987
	Headline earnings for the period: Continuing operations Discontinued operations		49 820 (5 715)		36 376 (20 360)		81 551 (43 564)
			44 105		16 016		37 987
4.3	Reconciliation of WANOS – net of treasury shares Shares in issue at beginning of		000s		000s		000s
4.4	Reconciliation of diluted WANOS – net of treasury		426 223		426 223		426 223
	shares		000s		000s		000s
	WANOS in issue – net of treasury shares Effects of dilution from:		426 223		426 223		426 223
	– Share options		1 559		-		1 435
	Diluted WANOS in issue – net of treasury shares		427 782		426 223		427 658
4.5	Statistics Basic earnings per share		Cents 1.39		Cents (8.23)		Cents (8.48)
	 Continuing operations Discontinued operations 		2.73 (1.34)		8.39 (16.62)		17.20 (25.68)
	Diluted earnings per share		1.38		(8.23)		(8.45)
	 Continuing operations Discontinued operations 		2.72 (1.34)		8.39 (16.62)		17.14 (25.59)
	Headline earnings per share		10.35		3.75		8.91
	 Continuing operations Discontinued operations 		11.69 (1.34)		8.53 (4.78)		19.13 (10.22)
	Diluted headline earnings per share		10.31		3.75		8.88
	 Continuing operations Discontinued operations 		11.65 (1.34)		8.53 (4.78)		19.07 (10.19)

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5. **REVENUE**

	Unaudited 31 December 2019 R'000	Unaudited 31 December 2018 R'000	Audited 30 June 2019 R'000
Revenue from transactions with customers			
Food sales	630 825	494 591	1 015 356
Meat sales	95 562	81 362	152 791
Equipment sales	89 564	111 118	196 633
	815 951	687 071	1 364 780
Other revenue			
Dividends received	14 086	11 577	23 734
Other income*	14 247	8 680	20 819
Rental income	87	-	85
	28 420	20 257	44 638
Total revenue			
Revenue from contracts with customers	815 951	687 071	1 364 780
Other revenue	28 420	20 257	44 638
	844 371	707 328	1 409 418

* Other income includes SETA income and youth wage subsidy.

6. **DISCONTINUED OPERATIONS**

As at 31 December 2019 the liquidation of Grand Coffee House (operating Dunkin Donuts) and Grand Ice Cream (operating Baskin Robbins) is ongoing.

		Unaudited 31 December 2019 R'000s	Unaudited 31 December 2018 R'000s	Audited 30 June 2019 R'000s
6.1	Results of discontinued operations Revenue Cost of sales	-	18 260 (11 325)	22 687 (19 152)
	Gross profit Operating costs	_ (5 715)	6 935 (23 260)	3 535 (38 331)
	Loss from operations Impairment of property, plant, equipment, intangible assets and inventory Depreciation Amortisation	(5 715) - - -	(16 325) (50 038) (3 278) (1 195)	(34 796) (65 872) (5 080) (3 830)
	Loss before finance costs and taxation Finance income Finance costs	(5 715) _ _	(70 836) 31 (24)	(109 578) 100 (49)
	Loss before taxation Taxation	(5 715)	(70 829)	(109 527) 91
	Loss for the period	(5 715)	(70 829)	(109 436)

6. DISCONTINUED OPERATIONS (CONTINUED)

		Unaudited 31 December 2019 R'000s	Unaudited 31 December 2018 R'000s	Audited 30 June 2019 R'000s
6.2	Cash flows from/(used in) discontinued			
	operations Net cash used in operating activity	(2 649)	(14 735)	(41 341)
	Net cash generated/(used) in investing activity	3 403	(542)	(946)
	Net cash generated/(used) in financing activity	-	18 465	(447)
	Net cash flow for the year	754	3 188	(42 734)

7. NON-CURRENT ASSETS HELD FOR SALE

	Unaudited 31 December 2019 R'000s	Unaudited 31 December 2018 R'000s	Audited 30 June 2019 R'000s
As at 31 December 2019, management is currently in negotiations with interested parties to sell the building that was previously used by Grand Parade Bakery to produce the donuts for Dunkin Donuts.			
The assets and liabilities included in assets classified as held-for-sale are as follows: Assets			
Non-current assets Land and buildings (Bakery) Property, plant and equipment	26 395 5 950	13 632	26 395 9 798
	32 345	13 632	36 193
Non-current liabilities Finance leases	-	607	-

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8. IMPAIRMENT OF GOODWILL

8.1 Reconciliation of goodwill

	Grand Foods Meat Plant R'000s	Mac Brothers R'000s	Disa Road R'000s	Total R'000s
31 December 2019 Cost Accumulated impairment	53 910 -	38 598 -	1 194 -	93 702 -
Carrying value at 1 July 2019 Impairment of goodwill	53 910 -	38 598 (38 598)	1 194 -	93 702 (38 598)
Carrying value at 31 December 2019 Made up of:	53 910	-	1 194	55 104
Cost Accumulated impairment	53 910 -	38 598 (38 598)	1 1 94 -	93 702 (38 598)
30 June 2019 Cost Accumulated impairment	53 910 _	38 598 -	-	92 508 _
Carrying value at 1 January 2019 Acquisition of investment	53 910 -	38 598 -	_ 1 194	92 508 1 194
Carrying value at 30 June 2019 Made up of:	53 910	38 598	1 194	93 702
Cost Accumulated impairment	53 910 -	38 598	1 194	93 702
31 December 2018 Cost Accumulated impairment	53 910	38 598 -	-	92 508
Carrying value at 1 July 2018	53 910	38 598	-	92 508
Disposal of investment Carrying value at	-	-	-	_
31 December 2018	53 910	38 598	-	92 508
Made up of: Cost Accumulated impairment	53 910	38 598 -	-	- 92 508 -

The Group performed it's bi-annual impairment testing of the underlying CGU (cashgenerating units) and identified an impairment on the CGU, Mac Brothers. Mac Brothers was significantly affected by the decline in the construction and manufacturing industries as well the high operating leverage in the business. Revenue for the period ending 31 December 2019 is down 21% compared to the prior period. EBITDA for the current period is down 231% on a comparable basis (excluding IFRS 16) and with IFRS 16 included this amounts to a decrease of 136%.

In the June 2019 audited annual financial statements the Group reported in its' sensitivity analysis that a drop of 0.5% in the forecasted compound annual 5-year forecast Revenue and/or EBITDA would result in a R7.4 million impairment in each instance. Based on the current forecast prepared by management of Mac Brothers revenue is down, year-on-year, by 12% and EBITDA excluding IFRS 16 is down, year-on-year, by 46%, this lead to the impairment raised.

8. IMPAIRMENT OF GOODWILL (CONTINUED)

8.1 Reconciliation of goodwill (continued)

The carrying value of the net assets of Mac Brothers (including the goodwill) amounts to R69.1 million with a recoverable amount (value in use) of R30.5 million, giving rise to an impairment of R38.6 million.

9. FAIR VALUE MEASUREMENTS

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value and are observable, either directly or indirectly.
- Level 3: Techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data

As at 31 December, the Group held the following instruments measured at fair value:

	Level 1 R'000s	Level 2 R'000s	Level 3 R'000s	Total R'000s
31 December 2019 Investments at fair value through OCI – Spur (i) Investments at fair value through OCI – Atlas	224 287	-	-	224 287
Gaming			5 786	5 786
Total	224 287	-	5 786	230 073
30 June 2019				
Investments at fair value through OCI – Spur (i) Investments at fair value through OCI – Atlas	183 736	-	228 868	412 604
through OCI – Atlas Gaming	-	-	5 787	5 787
Total	183 736	-	234 655	418 391
31 December 2018				
Investments at fair value through OCI – Spur (i) Investments at fair value	188 384	_	234 655	423 039
through OCI – Atlas Gaming	_	_	5 786	5 786
Total	188 384	-	240 441	428 825

(i). Investments held at fair value - Spur

The carrying value of the investment in Spur at 31 December 2019 of R224.3 million (2018: R423.0 million) is made up of the original acquisition price of R274.4 million (2018: 569.0 million) and fair value adjustments of R47.9 million (2018: R65.4 million). The Group's initial investment in Spur was subject to a trading restriction linked to the Group's empowerment credentials. The restriction expired on 29 October 2019, after which the instrument was sold. The fair value of the investment had been measured by applying a tradability discount of 3% per period remaining on the restriction against the market price of Spur, as quoted on the JSE. The tradability discount was determined with reference to the agreements which govern the trading restrictions and industry standards applied to empowerment transactions. As the terms of the trading restrictions not been in place, the instrument would have been classified under level 1.

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10. SEGMENT ANALYSIS

The chief decision-makers are considered to be the members of the GPI Executive Committee, who review the Group's internal reporting firstly by industry and secondly by significant business unit. The chief decision-makers do not review the Group's performance by geographical sector and therefore no such disclosure has been made. Listed below is a detailed segment analysis:

	External Revenue		Inter-segment revenue ⁽¹⁾			EBITDA ⁽²⁾				Net profit/(loss) after tax			Total Assets			Total Liabilities			
	Unaudited 31 December 2019 R000's	Unaudited 31 December 2018 R000's	Audited 30 June 2019 R000's	Unaudited 31 December 2019 R000's	Unaudited 31 December 2018 R000's	Audited 30 June 2019 R000's	Unaudited 31 December 2019 ⁽³⁾ R000's	Unaudited 31 December 2019 ⁽⁴⁾ R000's	Unaudited 31 December 2018 R000's	Audited 30 June 2019 R000's	Unaudited 31 December 2019 R000's	Unaudited 31 December 2018 R000's	Audited 30 June 2019 R000's	Unaudited 31 December 2019 R000's	Unaudited 31 December 2018 R000's	Audited 30 June 2019 R000's	Unaudited 31 December 2019 R000's	Unaudited 31 December 2018 R000's	Audited 30 June 2019 R000's
Food	842 485	725 497	1 431 708	5 883	11 124	28 304	94 627	54 537	17 780	49 638	(34 526)	(83 852)	(107 652)	1 310 526	1 212 964	1 289 002	(599 306)	(426 514)	(563 420)
Burger King Mac Brothers Spur Grand Food Meat Plant Dunkin Donuts Baskin Robbins Bakery	640 782 92 055 14 086 95 562 - - -	504 949 111 118 11 577 79 593 12 895 5 365	1 034 179 198 059 23 734 153 049 15 849 6 838	5 883 - - - - -	9 533 - - 1 591	119 26 933 - - - - 1 251	82 961 (2 995) 13 971 5 421 (3 689) (1 627) 585	47 447 (7 571) 13 971 5 421 (3 689) (1 627) 585	21 425 2 956 11 496 3 941 (11 603) (4 722) (5 713)	53 674 4 029 23 439 3 377 (20 072) (8 421) (6 388)	8 753 (48 367) 7 194 2 625 (3 689) (1 627) 585	(9 559) 1 459 177 1 036 (49 324) (21 505) (6 136)	3 720 (1 494) 512 (1 595) (64 263) (26 650) (17 882)	927 156 137 219 227 910 4 294 4 379 1 301 8 267	554 333 92 639 433 916 93 623 19 657 8 525 10 271	690 707 111 243 413 051 57 160 6 635 2 072 8 134	(469 625) (101 741) (69) (24 368) (1 543) (1 363) (597)	(45 428) (43 867) (255 290) (60 711) (10 176) (8 835) (2 207)	(213 453) (62 543) (260 384) (25 374) (110) (507) (1 049)
Gaming and leisure	-	-	_	-	-	_	71 686	71 686	73 557	132 021	71 686	73 557	132 021	1 047 114	1 012 045	1 016 290	-	_	_
SunWest Sun Slots Worcester Casino	-					- - -	41 330 28 718 1 638	41 330 28 718 1 638	42 757 30 153 647	74 750 55 159 2 112	41 330 28 718 1 638	42 757 30 153 647	74 750 55 159 2 112	644 573 373 557 28 984	634 484 348 357 29 204	634 198 353 839 28 253	-	- - -	
Group costs GPI Properties Central costs	1 885 87 1 798	91 91 -	397 306 91	15 253 9 539 5 714	15 148 10 353 4 795	92 765 22 081 70 684	(19 158) 2 020 (21 178)	(19 158) 2 020 (21 178)	(14 673) 3 107 (17 780)	(37 819) 6 477 (44 296)	(30 736) (1 328) (29 408)	(26 087) (1 467) (24 620)	(60 949) (229) (60 720)	345 051 174 958 170 093	384 213 183 735 200 478	378 733 178 111 200 622	(219 208) (68 906) (150 302)	(226 366) (69 839) (156 527)	(268 668) (75 468) (193 200)
	844 370	725 588	1 432 105	21 136	26 272	121 069	147 155	107 065	76 664	143 840	6 424	(36 382)	(36 581)	2 702 691	2 609 222	2 684 025	(818 514)	(745 243)	(832 088)

⁽¹⁾ Transactions between segments are concluded at arm's length.

⁽²⁾ EBITDA excludes impairments

⁽³⁾ EBITDA inclusive of IFRS 16 impact

⁽⁴⁾ EBITDA excludes IFRS 16 impact and is comparable to the prior periods

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FOR THE SIX MONTHS ENDED 31 DECEMBER 2019

DIRECTORS

A Abercrombie (Non-executive Chairman) M Tajbhai (Chief Executive Officer) C Priem (Group Financial Director) W Geach (Lead Independent), M Bowman, R van Dijk, M Nkosi, R Kader

NATURE OF BUSINESS

Investment Holding Company

COMPANY SECRETARY

Statucor (Pty) Ltd 6th Floor, 119 – 123 Hertzog Boulevard, Foreshore, Cape Town, 8001

PUBLIC OFFICER

C Priem

TRANSFER SECRETARIES

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AUDITORS

Ernst & Young Inc. PO Box 656, Cape Town, 8000

ATTORNEYS

Cliffe Dekker Hofmeyr, PO Box 695, Cape Town, 8000

ANNOUNCEMENT DATE

20 March 2020

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BANKERS

The Standard Bank of South Africa Limited

SPONSORS

PSG Capital (Pty) Ltd PO Box 7403, Stellenbosch, 7600

REGISTERED OFFICE

10th Floor, 33 on Heerengracht, Heerengracht Street, Cape Town, 8001

REGISTRATION NUMBER

1997/003548/06

DOMICILE AND COUNTRY OF INCORPORATION

South Africa

LISTING

JSE Limited Sector: Financial Services Grand Parade Investments Limited: ("GPI" or "the company" or "the group") Registration number: 1997/003548/06 ISIN: ZAE000119814 Share code: GPL

