



SEPHAKU
HOLDINGS LTD

Notice of annual
general meeting

12 September 2024

INDEX

Letter to shareholders	2
Notice of annual general meeting (AGM)	3
Annexure 1 – summarised consolidated financial results	10
Annexure 2 – board of directors (subject to re-election and election)	22
Annexure 3 – remuneration policy and directors' emoluments	23
Annexure 4 – shareholders' analysis	29
Annexure 5 – stated capital and related party transactions	30
Annexure 6 – directors' responsibility statement and material changes statement	31
Annexure 7 – form of proxy	33
Annexure 8 – electronic participation in the Sephaku Holdings Limited AGM	35
Corporate information	37

LETTER TO SHAREHOLDERS

We invite you to attend the Sephaku Holdings Limited annual general meeting (AGM), which will be held electronically on Thursday, 12 September 2024 at 10:00HS SAST. We encourage you to participate and vote in the AGM electronically and, for administrative ease, to make use of proxy voting as outlined in the notice of AGM (notice). The AGM is your opportunity to engage with company executives regarding the group's performance for the year ended 31 March 2024.

The AGM will only be accessible through electronic communication, in accordance with the provisions of the Companies Act, 71 of 2008, as amended (the Companies Act) and the company's memorandum of incorporation (MOI). The company has retained the services of The Meeting Specialist Proprietary Limited (TMS) to remotely host the AGM on an interactive electronic platform, to facilitate remote participation and voting by shareholders. TMS will also act as scrutineer for the purposes of the AGM.

The integrated annual report will not be mailed to shareholders as part of our strategy to contain costs. However, all the information that you may require for voting at the AGM is included in this booklet, including the detailed notice, the summarised consolidated financial statements and other supporting documentation. The integrated annual report is available on <https://sephakuholdings.com/investor-centre/results-and-reports/>.

If you are not able to participate in the AGM, you may vote by proxy according to the instructions in the notice and form of proxy. For a summary of the shareholders' rights in respect of proxy appointments as contained in section 58 of the Companies Act refer to the notes to the form of proxy on page 33.

Yours sincerely

The logo for Acorim, featuring the word "Acorim" in a stylized, cursive script font.

Acorim Proprietary Limited

Group company secretary

31 July 2024

NOTICE OF ANNUAL GENERAL MEETING



Sephaku Holdings Limited

Incorporated in the Republic of South Africa

Registration number: 2005/003306/06

JSE share code: SEP

ISIN: ZAE000138459

In terms of section 62(3)(a) of the Companies Act, 71 of 2008, as amended (the Companies Act) and, subject to any cancellation, postponement or adjournment, notice is hereby given to shareholders of Sephaku Holdings Limited (“SepHold” or “the company”) that the annual general meeting (AGM) will be held by way of electronic communication on Thursday, 12 September 2024 at 10:00HS.

The AGM is for SepHold shareholders to (i) consider and, if deemed fit, adopt with or without modification, the ordinary and special resolutions as set out in this notice of AGM (notice) in the manner required by the Companies Act, as read with the Listings Requirements (Listings Requirements) of the JSE Limited (JSE), and (ii) deal with such other business as may lawfully be dealt with at the AGM.

RECORD DATES

The board of directors of SepHold (the Board) has determined in terms of section 62(3)(a), read together with section 59(1)(b) of the Companies Act, the record date on which a shareholder must be in the securities register of SepHold for the purpose of determining which shareholders are entitled to:

- receive notice of the AGM is Friday, 19 July 2024; and
- participate in, and vote on the resolutions to be proposed at the AGM by Friday, 6 September 2024

Accordingly, the last day to trade SepHold shares to be entitled to participate in and vote during the AGM will be Tuesday, 3 September 2024.

ACTION BY SHAREHOLDERS

Certificated shareholders or “own name” registered dematerialised shareholders are entitled to participate and vote during the AGM or any adjournment thereof or may appoint one or more proxies to attend, speak and vote thereat in their stead. A proxy need not be a shareholder or member of the board. Completion of a form of proxy will not preclude such shareholder from participating and voting (in preference to that shareholder’s proxy) during the AGM or any adjournment thereof.

Dematerialised shareholders (not with “own name” registration) must notify their Central Securities Depository Participant (CSDP) or broker of their intention to participate in the AGM for such CSDP or broker to be able to issue them with the necessary letter of representation to enable them to participate in the AGM or should the dematerialised shareholder not wish to participate in the AGM, they should provide their CSDP or broker with their voting instructions.

For administrative purposes only, we request that completed forms be emailed to proxy@tmsmeetings.co.za by Tuesday, 10 September 2024.

Forms of proxy may also be submitted electronically to the chairperson before the start of the AGM or voting on any resolution commences as set out in this notice. During the AGM, each shareholder will have voting rights determined in terms of the shares held by such shareholder as set out in the memorandum of incorporation of the company (MOI). AGM participants will be required to provide identification to the reasonable satisfaction of the chairperson of the AGM.

An official identification document issued by the South African Department of Home Affairs, a driver’s licence or a valid passport will be accepted as sufficient identification. Shareholders who have any doubt as to the action they are required to take in respect of the following resolutions should consult their CSDP broker, banker, attorney, accountant, or other professional advisers immediately.

ELECTRONIC PARTICIPATION

Shareholders who wish to participate electronically in and/or vote at the AGM are required to contact The Meeting Specialist (TMS) on proxy@tmsmeetings.co.za as soon as possible, but in any event no later than 10:00HS on Tuesday, 10 September 2024. TMS will assist shareholders with the requirements for electronic participation in, and/or voting at, the AGM.

In terms of section 61(10) read with sections 63(2) and (3) of the Companies Act, every shareholder meeting of a public company must be reasonably accessible within South Africa for electronic participation by shareholders. The application form with details on how to participate electronically forms part of this notice and can be accessed from the company website on: www.sephakuholdings.com.

PURPOSE

The purpose of the AGM is for the following business to be transacted:

- The board will present the consolidated audited annual financial statements of SepHold and its subsidiaries (as approved by the board) for the financial year ended 31 March 2024 (2024 AFS), including the reports of the independent auditors, the directors, the remuneration and nomination committee, the social and ethics committee and the audit and risk committee to shareholders;
- The shareholders will consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions (resolutions) set out in this notice (which are to be proposed at the AGM) per the requirements of the MOI of SepHold, the Companies Act, the JSE Listings Requirements, and to the extent applicable, the principles and recommended practices set out in the King Report on Corporate Governance™ for South Africa, 2016 (King IV); and
- Consider all matters of SepHold as may lawfully be dealt with at the AGM.

Shareholders will be liable for their own network charges, and it will not be for the expense of the JSE, SepHold or TMS. Neither the JSE, SepHold or TMS can be held accountable in the case of loss of network connectivity or network failure including, but not limited to, insufficient airtime, internet connectivity or power outages which would prevent you from voting or participating in the virtual AGM.

AGENDA

Presentation of 2024 AFS

The FY2024 SepHold integrated annual report and 2024 AFS were made available to shareholders on 31 July 2024. The 2024 AFS together with the report of the independent auditors and the reports of the directors and the audit and risk committee will be presented to the shareholders at the AGM as required in terms of the Companies Act, read with the Companies Regulations, 2011. The complete 2024 AFS and the integrated annual report of which this notice is part are available on the Company's website: www.sephakuholdings.com.

Report from the social and ethics committee

In accordance with Regulation 43(5)(c) of the Companies Regulations, 2011 promulgated under the Companies Act, a member of the social and ethics committee (the committee) is required to report to shareholders on the matters within the mandate of the committee. The committee's report is contained in the 2024 integrated report available at www.sephakuholdings.com.

ORDINARY RESOLUTIONS

To consider and, if deemed fit, to pass, with or without modification, all the ordinary resolutions relating to the business set out below. Unless otherwise stated, the minimum percentage of voting rights required for each of the ordinary resolutions set out below to be adopted is more than 50% (fifty percent) of the voting rights exercised on each of the resolutions by shareholders present or represented by a proxy at the AGM.

Ordinary resolution number 4.1 and ordinary resolution number 4.2 are non-binding resolutions which are of an advisory nature only, and failure to pass these resolutions will not have any legal consequences relating to existing arrangements. In terms of the JSE Listings Requirements, ordinary resolution number 7 must be passed by at least 75% (seventy-five percent) majority of the votes cast in favour of the resolution by shareholders present or represented by a form of proxy at the AGM.

ORDINARY RESOLUTION NUMBER 1

Re-appointment of independent external auditors

“Resolved that on the recommendation of the current audit and risk committee, PricewaterhouseCoopers Incorporated be and is hereby appointed as the independent external auditors of SepHold (until the conclusion of the next AGM of SepHold), and Yusuf Kharwa, as the individual designated registered auditor, and that the audit and risk committee be and is hereby authorised to determine the auditor's remuneration.”

Explanatory note

The audit and risk committee assessed the performance and accreditation of the proposed independent auditor and the proposed individual registered auditor (the designated auditor) in terms of the applicable regulations and legislation and is satisfied with their independence, accreditation, and performance. The agreed audit fees for FY2024 for both SepHold and the subsidiary of Metier Mixed Concrete was R1.1 million.

ORDINARY RESOLUTION NUMBER 2

Appointment and re-election of directors

“Resolved to individually re-elect each of the following directors (ordinary resolutions 2.1 to 2.3 to be voted on and adopted as separate resolutions). The board recommends the re-election of these directors.”

Ordinary resolution 2.1: **“Resolved** that the appointment of Ms. Mabatho Sedikela, as an independent director, is hereby confirmed.”

Ordinary resolution 2.2: **“Resolved** that the re-election of Mr. Brent Williams, as a non-executive director, who retires by rotation at this AGM, but being eligible to do so, offers himself for re-election, is hereby confirmed.”

Ordinary resolution 2.3: **“Resolved** that the re-election of Mr. Moss Ngoasheng, as a non-executive director, who retires by rotation at this AGM, but being eligible to do so, offers himself for re-election, is hereby confirmed.”

Explanatory note

Under the MOI of SepHold, one-third of all non-executive directors are required to retire at the AGM and according to the Board charter, a director serving more than 9 years will be subject to an annual re-election by shareholders at the AGM. Accordingly, Ms. Bukelwa Bulo, Mr. Brent Williams and Mr. Moss Ngoasheng will retire and being eligible, Mr Williams and Mr Ngoasheng offer themselves for re-election to serve as directors of SepHold.

The remuneration and nomination committee reviewed the composition of the board against corporate governance, individual performance and diversity requirements and has recommended the re-election and/or appointment of the directors listed above. The performance of each retiring director has been assessed.

The board recognises that Mr. Moss Ngoasheng has been a member of the board for 15 years and Mr. Brent Williams has been a member of the Board for 12 years. Mr. Ngoasheng's and Mr. William's independence has been scrutinised by the board with the assistance of the remuneration and nomination committee.

Although Mr. Ngoasheng is a shareholder of SepHold through Safika Resources Proprietary Limited, the board is satisfied that his ownership constitutes a small portion of his overall wealth and is unlikely to influence his independence. The assessment highlighted that Mr. Ngoasheng's extensive knowledge in deal structuring and the building materials sector is valuable to SepHold's strategic intent. The board values the depth of his experience and concluded that his independence of character and judgement is not in any way affected or impaired by his years of service to SepHold.

Following such review, the board recommends to shareholders the appointment and/or re-election of the directors mentioned above, by way of a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, as required under section 68(2) of the Companies Act.

Abbreviated curricula vitae in respect of each director listed above appears in Annexure 2 of this notice.

ORDINARY RESOLUTION NUMBER 3**Appointment of the chairperson and members of the audit and risk committee**

“Resolved to individually elect the following independent non-executive directors (ordinary resolutions 3.1 to 3.3) of SepHold as the chairperson and members of the audit and risk committee until the conclusion of the next AGM of SepHold. The board recommends the appointment of these members.”

Ordinary resolution 3.1: “Resolved that the re-election of Ms. Martie Janse van Rensburg as a member and chairperson of the audit and risk committee, be and is hereby confirmed”.

Ordinary resolution 3.2: “Resolved that the re-election of Mr. Brent Williams as a member of the audit and risk committee, be and is hereby confirmed, subject to the passing of ordinary resolution 2.3.”

Ordinary resolution 3.3: “Resolved that the election of Ms. Mabatho Sedikela as a member of the audit and risk committee, be and is hereby confirmed, subject to the passing of ordinary resolution 2.1.”

Explanatory note

In terms of section 94(2) of the Companies Act, an audit committee comprising at least 3 (three) members must be elected by shareholders at each AGM of a public company. Further, in terms of regulation 42 of the Companies Regulations, 2011, at least one-third of the members of a public company's audit committee members at any time must have appropriate academic qualifications or experience in economics, law, corporate governance, finance, accounting, commerce, industry, public affairs, or human resource management.

Having reviewed the composition of the audit and risk committee, the remuneration and nomination committee satisfied itself that the members of the audit and risk committee continue to meet the requirements of the Companies Act.

The board recognises that King IV recommends against the appointment of a board chairperson to the audit committee. The decision to re-appoint Mr. Brent Williams to the audit and risk committee was informed by the number of independent, non-executive directors on the board and their availability. Consideration was also made of the SepHold cost reduction programme in deciding not to appoint a new board member to fill the position. The remuneration and nomination committee decided that Mr. Brent Williams is best qualified to fulfil the position without the appointment of an additional independent, non- executive director to comply with the requisites of the composition of the committee.

The remuneration and nomination committee, with the support of the board, unanimously recommends and supports the re-election of Ms. Martie Janse van Rensburg and Mr. Brent Williams, and the appointment of Ms. Mabatho Sedikela to the audit and risk committee. Abbreviated curricula vitae in respect of each member of the audit and risk committee, appears in Annexure 2 of this notice.

NON-BINDING ADVISORY VOTES (COMPRISING NON-BINDING ADVISORY VOTE NUMBERS 4.1 AND 4.2, ALL INCLUSIVE)**Non-binding advisory votes on the SepHold remuneration policy and implementation report**

Ordinary resolution 4.1: “Resolved that as a separate non-binding advisory vote that SepHold's remuneration policy, as set out in Annexure 3, be and is hereby approved.”

Ordinary resolution 4.2: “Resolved that as a separate non-binding advisory vote that the implementation report, as set out in Annexure 3, be and is hereby approved.”

Explanatory note

In terms of King IV, read with the JSE Listings Requirements, the company's remuneration policy and implementation report must each be tabled to shareholders for a non-binding advisory vote at each AGM of the company. These non-binding advisory votes enable shareholders to express their views on the company's remuneration policy and on how the company implements the remuneration policy.

The non-binding resolutions are of an advisory nature only, and failure to pass these resolutions will not have any legal consequences relating to existing arrangements. The board will take the outcome of each of the non-binding advisory votes in consideration when considering SepHold's future remuneration policy and remuneration implementation report. In terms of paragraph 3.84 (j) of the JSE Listings Requirements, the remuneration policy must record the measures that the board commits to take in the event these non-binding resolutions are voted against by 25% (twenty-five percent) or more of the voting rights exercised. SepHold will, as recommended by King IV and required by the JSE, implement certain measures, including:

- an invitation to dissenting shareholders (those who voted against the remuneration policy and/or implementation report) to engage with the company; and
- the manner and timing of such engagement.

After that, the company will engage with the dissenting shareholders to address the matters of concern.

ORDINARY RESOLUTION NUMBER 5

Signature of documents

“Resolved that each director of SepHold, or the company secretary, be and is hereby individually authorised to sign all such documents and do all such things as may be necessary for, or incidental to, the implementation of those resolutions set out in this notice.”

ORDINARY RESOLUTION NUMBER 6

Control of authorised but unissued ordinary shares

“Resolved that the authorised but unissued ordinary shares in the capital of the company be and are hereby placed under the control and authority of the directors of the company (“directors”) and that the directors be and are hereby authorised and empowered to allot and issue all or any of such ordinary shares, or to issue any options in respect of all or any of such ordinary shares, to such person/s on such terms and conditions and at such times as the directors may from time to time and in their discretion deem fit, subject to the provisions of sections 36 and 38 of the Companies Act, clause 8.7 of the company's MOI and the provisions of the JSE Listings Requirements, when applicable.”

ORDINARY RESOLUTION NUMBER 7

General authority to issue shares for cash

“Resolved that, subject to the Companies Act and the JSE Listings Requirements, SepHold be and is hereby given a general authority to allot and issue the unissued ordinary shares in the capital of SepHold (or options to subscribe for, or securities that are convertible into such ordinary shares) as an issue for cash as and when suitable situations arise and, on such terms, and conditions as they deem fit, subject to the following:

- the authority shall be valid until the date of the next AGM of SepHold, provided it shall not extend beyond 15 (fifteen) months from the date of this AGM;
- issues in terms of this authority will not, in any financial year, in aggregate, exceed 5% (five percent) of the number of ordinary shares in SepHold's issued share capital as at the date of this notice being 12 034 857 shares. In the event of a subdivision or consolidation of issued equity securities, this authority must be adjusted accordingly to represent the same allocation ratio;
- the shares, which are the subject of the issue for cash, must be of a class already in issue or, where this is not the case, must be limited to such equity securities or rights that are convertible into a class already in issue;
- the shares must be issued only to public shareholders (as defined in the JSE Listings Requirements) and not to related parties, save therefore that related parties may participate in a general issue for cash through a bookbuild process provided that (i) related parties may only participate with a maximum bid price at which they are prepared to take-up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price the relevant related party will be “out of the book” and not be allocated shares; and (ii) equity securities must be allocated equitably “in the book” through the bookbuild process and the measures to be applied must be disclosed in the JSE's Stock Exchange News Service (“SENS”) announcement launching the bookbuild;
- the maximum discount at which such shares may be issued is 10% (ten percent) of the weighted average traded price of the company's shares over the 30 (thirty) business days before the date that the price of the issue is agreed between the company and the party subscribing for the securities;
- upon any issue of shares for cash which, on a cumulative basis within the validity period of this general authority, constitute 5% (five percent) or more of the number of shares of the class in issue as at the date of this AGM, the company shall by way of an announcement on SENS, give full details thereof in compliance with the JSE Listings Requirements;
- this resolution and the restrictions contained herein do not apply to any pro rata rights offer to shareholders, in terms of the JSE Listings Requirements, and
- this resolution requires more than 75% (seventy-five percent) of the voting rights in favour thereof to be adopted.

Explanatory note

The purpose of this ordinary resolution number 7 is to obtain a general authority for, and to authorise, SepHold by way of a general authority in terms of the JSE Listings Requirements and the Companies Act, to issue ordinary shares for cash in SepHold. The effect of the passing of this ordinary resolution will be to authorise SepHold, from time to time, to issue ordinary shares as may be required, inter alia, in terms of capital raising exercises.

SPECIAL RESOLUTIONS

To consider and, if deemed fit, to pass, with or without modification, all the special resolutions relating to the business set out below. At least 75% (seventy-five percent) of the voting rights exercised on each resolution must be exercised in favour of those resolutions for it to be validly adopted.

SPECIAL RESOLUTION NUMBER 1**General authority to repurchase securities**

“**Resolved** that an acquisition by the company or any subsidiary of the group is hereby authorised, by way of a general authority, from time to time, to repurchase any of the shares issued by SepHold, upon such terms and conditions and in such amounts as the directors may from time to time determine. It will be subject to the provisions of section 46 and 48 of the Companies Act, the MOI of any subsidiary of the group and the JSE Listings Requirements, which may be amended from time to time. Acquisitions by SepHold of its shares may not, in the aggregate, exceed in any one financial year 20% (twenty percent) of its issued share capital of that class of shares acquired from the date of the grant of this general approval.

In respect of any other group entity, such acquisition of SepHold shares may not exceed 10% (ten percent), provided that:

- the repurchase of securities will be implemented through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the group entity and the counterparty (reported trades are prohibited);
- this general authority shall be valid only until the next AGM or for 15 (fifteen) months from the date of this resolution, whichever period is shorter;
- repurchases may not be made at a price greater than 10% (ten percent) above the weighted average of the market value for the securities for the 5 (five) business days immediately preceding the date on which the transaction is affected;
- at any point in time, SepHold may appoint only 1 (one) agent to affect any repurchase on the company's behalf;
- no group entity may repurchase securities during a prohibited period, as defined in the JSE Listings Requirements unless a repurchase programme is in place in terms of which the dates and quantities of securities to be traded during the relevant period are fixed (not subject to any variation) and full details of such programme have been submitted to the JSE in writing before the commencement of the prohibited period;
- SepHold will instruct only one independent third party, which makes its investment decisions about the company's securities independently of, and uninfluenced by, the company, before the commencement of the prohibited period to execute the repurchase programme submitted to the JSE;
- SepHold may only repurchase the securities once authorised by the board through a resolution confirming that SepHold has applied and passed the solvency and liquidity test as contemplated in section 4 of the Companies Act (test), and that since the test was done, there have been no material changes to the financial position of the group; and
- an announcement will be published on SENS as soon as the company or any subsidiary of the group has acquired securities constituting, on a cumulative basis, 3% (three percent) of the number of securities in issue and for each 3% (three percent) in aggregate of the initial number acquired after that.”

Although there is no immediate intention to repurchase SepHold's securities, the directors would utilise the general authority to repurchase securities as and when suitable opportunities present themselves, which opportunities may require prompt and immediate action.

Adequacy of working capital

At the time that the contemplated repurchase is to take place, the directors will ensure that, after considering the effect of the maximum repurchase and for a period of 12 (twelve) months thereafter:

- the company and the group will be able to pay their debts as they become due in the ordinary course of business;
- the assets of the company and the group will be more than the liabilities of the company and the group. For this purpose, the assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited consolidated AFS;
- the share capital and reserves of the company and the group will be adequate for the purpose of the ordinary business of the company and the group;
- the working capital to the company and the group will be adequate for ordinary business purposes; and
- the board will authorise the repurchase, that the company and the group have passed the solvency and liquidity test and that, since the test was performed, there have been no material changes to the financial position of the group.

In terms of paragraph 11.26 of the JSE Listings Requirements the following disclosures are contained in the 2023 integrated annual report of SepHold:

- Major shareholders set out on page 29.
- The share capital of SepHold set out on page 30; and
- Material change statement set out on page 32.

Directors' responsibility statement

The directors, whose names are set out in the corporate information section of this notice, collectively and individually accept full responsibility for the accuracy of the information on special resolution number 1 and certify that to the best of their knowledge and belief, there are no facts concerning it that have been omitted which would make any statement about this special resolution false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this special resolution contains all the information required by the JSE Listings Requirements.

Explanatory note

The purpose of this special resolution number 1 is to obtain a general authority for, and to authorise, the company or any subsidiary of the group, by way of a general authority in terms of the JSE Listings Requirements and the Companies Act, to acquire SepHold issued ordinary shares which general authority shall be valid until the earlier of the next AGM of SepHold or the variation or revocation of such general authority by special resolution by any subsequent general meeting of SepHold, provided that the general authority shall not extend beyond 15 (fifteen) months of the date of this AGM.

The effect of the passing of this special resolution will be to authorise any group entity to acquire the issued ordinary shares in SepHold. The board intends to use such authority should prevailing circumstances (including the financial position of the company, tax dispensations and market conditions) in the opinion of the board warrant it. In this regard, the board will consider, among other things, an appropriate capitalisation structure for the long-term cash needs and the best interest of SepHold.

SPECIAL RESOLUTION NUMBER 2

Non-executive directors' remuneration

"Resolved that to the extent applicable in terms of section 66(9) of the Companies Act, the payment by SepHold of remuneration to its non-executive directors for their services as non-executive directors of SepHold during the financial year ending 31 March 2024 be approved."

FY 2024 annual fee

Chairperson of the board	R475 000
Independent non-executive	R390 000

FY 2025 proposed annual fee

Chairperson of the board	R500 000
Independent non-executive	R415 000

Explanatory note

The Companies Act requires that fees paid to directors for their services as directors be authorised by shareholders by way of a special resolution. The passing of this special resolution will have the effect of approving the directors' fees payable by SepHold for the year ending 31 March 2024, per section 66(9) of the Companies Act.

SPECIAL RESOLUTION NUMBER 3

Financial assistance for any beneficiary participating in any SepHold incentive scheme

"Resolved that shareholder hereby approve of SepHold providing any or indirect financial assistance, as contemplated as such in section 44 of the Companies Act, as may apply to any beneficiary participating in any SepHold group share incentive scheme or a person related to any beneficiary."

Explanatory note

Section 44 of the Companies Act regulates the provision of financial assistance by the company to any person by way of a loan, guarantee, the provision of security, or otherwise, for or in connection with:

- the subscription of any option, or any securities, issued or to be issued by the company or related or inter-related company; or
- for the purchase of any securities of the company, or a related or inter-related company.

It may be necessary for the company to provide financial assistance to directors and employees who participate in the SepHold share incentive scheme. This assistance is only envisaged under the circumstances where options are exercised, and an election is made to dispose of some or all these shares to cover the issue price and the resulting income tax liability. On a strict interpretation, financial assistance is provided from the time of exercise of the option until the proceeds of the sale are paid to the company. This is the only assistance envisaged to directors and employees under this section.

SPECIAL RESOLUTION NUMBER 4**Financial assistance for present or future subsidiaries**

“**Resolved** that shareholders hereby approve, in terms of section 45 of the Companies Act, of the provision by SepHold of direct or indirect financial assistance to any of its present or future subsidiaries.”

Special resolutions 3 and 4 are hereby approved provided that no such financial assistance may be provided at any time in terms of this authority after the expiry of 2 (two) years from the date of the adoption of the special resolutions (for the avoidance of doubt, these special resolutions above will be voted on by the shareholders as separate special resolutions) and provided that:

- the recipient(s) of such financial assistance, the form, nature and extent of such financial assistance, and the terms and conditions under which such financial assistance is provided, are determined by the board of SepHold from time to time;
- the board may not authorise SepHold to provide any financial assistance according to these special resolutions unless the board meets all those requirements of sections 44 and 45 of the Companies Act, which it is required to meet to authorise SepHold to provide such financial assistance; and
- such financial assistance to a recipient thereof is, in the opinion of the board, required for meeting all or any of such recipient's operating expenses (including capital expenditure), and/or funding the growth, expansion, re-organisation or restructuring of the businesses or operations of such recipient, and/or funding such recipient for any other purpose which, in the opinion of the board of SepHold, is directly or indirectly in the interests of SepHold.

Explanatory note

Section 45 of the Companies Act provides, among other things, that any financial assistance to related or inter-related companies and corporations, including, inter alia, to subsidiaries of the company, must be provided only according to a special resolution of the shareholders, adopted within the previous 2 (two) years, which approved such assistance either for the specific recipient or generally for a category of potential recipients. If a specific recipient falls within that category, the Board of directors must be satisfied that;

- immediately after providing the financial assistance, SepHold would satisfy the solvency and liquidity test, as defined in section 4 of the Companies Act;
- the terms under which the financial assistance is proposed to be given are fair and reasonable to the company; and
- any conditions or restrictions in respect of the granting of financial assistance set out in SepHold's MOI have been satisfied.

As part of the ordinary conduct of the business, SepHold, where necessary, may provide guarantees and other support undertakings to third parties which enter into financial agreements with its subsidiaries and joint ventures in which the company or members of the group have an interest. In the circumstances and to, among other things, ensure that the group and other related and inter-related companies and entities continue to have access to financing for purposes of refinancing existing facilities and funding their corporate and working capital requirements, it is necessary to obtain approval of the shareholders as set out in this special resolution.

This will allow the board, always subject to applicable law, the solvency and liquidity requirements as set out in the Companies Act, to provide financial assistance to any person for the purposes envisaged in section 44(2) of the Companies Act.

Other business

To transact such other business as may be transacted at an AGM or raised by shareholders with or without advance notice to SepHold.

By order of the board

31 July 2024



ANNEXURE 1 – SUMMARISED CONSOLIDATED FINANCIAL RESULTS

STATEMENT OF FINANCIAL POSITION

as at 31 March 2024

	Group	
	2024 R	2023 R
ASSETS		
Non-Current Assets		
Property, plant and equipment	189 868 104	160 270 076
Right-of-use assets	39 710 108	49 271 670
Goodwill	223 421 981	223 421 981
Investment in joint venture	–	1
Investment in associate	850 941 513	836 320 473
Other financial assets	10 138 140	10 337 990
Other investments	800 000	1 000 000
	1 314 879 846	1 280 622 191
Current Assets		
Inventories	21 177 622	20 504 893
Loans receivable	–	961 173
Trade and other receivables	108 242 273	121 929 846
Current tax receivable	561 275	–
Cash and cash equivalents	13 404 463	4 348 011
	143 385 633	147 743 923
Total Assets	1 458 265 479	1 428 366 114
EQUITY AND LIABILITIES		
Equity		
Share capital	682 965 910	682 965 910
Other equity	(13 914 974)	–
Reserves	2 738 696	2 738 696
Retained income	553 826 439	487 201 495
	1 225 616 071	1 172 906 101
Liabilities		
Non-Current Liabilities		
Instalment sale liabilities	47 708 556	36 435 398
Lease liabilities	33 956 392	48 454 562
Deferred tax	21 274 525	19 432 371
	102 939 473	104 322 331
Current Liabilities		
Trade and other payables	94 071 474	105 590 717
Instalment sale liabilities	16 902 056	10 300 021
Lease liabilities	18 736 405	15 054 190
Current tax payable	–	2 277 547
Bank overdraft	–	17 915 207
	129 709 935	151 137 682
Total Liabilities	232 649 408	255 460 013
Total Equity and Liabilities	1 458 265 479	1 428 366 114

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 31 March 2024

	Group	
	2024	2023
	R	R Restated
Revenue	1 163 603 065	980 710 786
Other operating income	6 188 798	3 564 049
Other operating losses	(200 000)	(768 879)
Movement in credit loss allowances	(929 961)	(400 000)
Raw materials	(724 030 739)	(615 819 604)
Transportation	(146 953 255)	(123 225 547)
Production expenses	(28 747 130)	(26 407 195)
Employee benefit expenses	(102 757 446)	(89 633 912)
Depreciation on property, plant and equipment	(36 316 965)	(34 190 671)
Other operating expenses	(50 018 351)	(44 817 638)
Operating profit	79 838 016	49 011 389
Investment income	2 575 336	2 231 302
Finance costs	(11 590 195)	(13 321 210)
Income (loss) from equity accounted investments	14 621 040	(2 040 840)
Profit before taxation	85 444 197	35 880 641
Taxation	(18 819 253)	(10 313 484)
Profit for the year	66 624 944	25 567 157
Other comprehensive income	–	–
Total comprehensive income for the year	66 624 944	25 567 157
Basic earnings per share (cents)	26.54	10.05
Diluted earnings per share (cents)	26.54	10.05

STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2024

Group	Share capital R	Other equity R	Equity-based share option reserve R	Retained income R	Total equity R
Balance at 01 April 2022	682 965 910	–	5 903 868	458 410 976	1 147 280 754
Profit for the year	–	–	–	25 567 157	25 567 157
Other comprehensive income	–	–	–	–	–
Total comprehensive income for the year	–	–	–	25 567 157	25 567 157
Employees share option scheme	–	–	(3 165 172)	3 223 362	58 190
Total contributions by and distributions to owners of group recognised directly in equity	–	–	(3 165 172)	3 223 362	58 190
Balance at 01 April 2023	682 965 910	–	2 738 696	487 201 495	1 172 906 101
Profit for the year	–	–	–	66 624 944	66 624 944
Other comprehensive income	–	–	–	–	–
Total comprehensive income for the year	–	–	–	66 624 944	66 624 944
Acquisition of treasury shares	–	(13 914 974)	–	–	(13 914 974)
Total contributions by and distributions to owners of group recognised directly in equity	–	(13 914 974)	–	–	(13 914 974)
Balance at 31 March 2024	682 965 910	(13 914 974)	2 738 696	553 826 439	1 225 616 071

STATEMENT OF CASH FLOWS

for the year ended 31 March 2024

	Group	
	2024 R	2023 R
Cash flows from operating activities		
Cash generated from operations	117 533 011	64 828 440
Interest income received	1 714 283	1 994 865
Finance costs - other	(143 331)	–
Tax paid	(19 815 922)	(6 516 582)
Net cash generated from operating activities	99 288 041	60 306 723
Cash flows from investing activities		
Purchase of property, plant and equipment	(23 869 648)	(28 223 234)
Proceeds on disposal of property, plant and equipment	5 289 640	5 701 922
Loans advanced	(150)	(2 035 100)
Net cash used in investing activities	(18 580 158)	(24 556 412)
Cash flows from financing activities		
Acquisition of treasury shares	(13 914 974)	–
Repayment of principal on instalment sales	(12 387 755)	(3 611 680)
Repayment of interest on instalment sales	(6 266 400)	(4 233 275)
Repayment of principal on other financial liabilities	–	(48 546 408)
Repayment of interest on other financial liabilities	–	(2 789 022)
Payments of principal on leases	(16 095 809)	(13 587 491)
Payments of interest on leases	(5 071 287)	(6 026 186)
Net cash used in financing activities	(53 736 225)	(78 794 062)
Total cash movement for the year	26 971 658	(43 043 751)
Cash at the beginning of the year	(13 567 195)	29 476 556
Total cash at end of the year	13 404 463	(13 567 195)

NOTES TO THE SUMMARISED FINANCIAL STATEMENTS

for the year ended 31 March 2024

BASIS OF PREPARATION

The summarised consolidated financial results for the year ended 31 March 2024 (annual reporting period) have been prepared in accordance with IFRS Accounting Standards and its interpretations adopted by the International Accounting Standards Board, the South African Institute of Chartered Accountants, Financial Reporting Guides as issued by the Accounting Practices Committee, Financial Pronouncements as issued by the Financial Reporting Standards Council, the requirements of the Companies Act of South Africa and the JSE Limited Listings Requirements. The results have been prepared on a historical cost basis, except for certain financial assets, such as other investments and the equity method of accounting for investments in associate. They incorporate the principal accounting policies set out below and are presented in South African rand.

The accounting policies applied in the preparation of the consolidated annual financial statements, from which the consolidated financial statements were derived, are in terms of IFRS and are consistent with the accounting policies applied in the preparation of the previous consolidated 2024 AFS, except for the change in accounting policy with respect to the presentation of the statement of profit or loss and other comprehensive income. The impact of which is mentioned in detail below. As a result of the adoption of new and amended standards and interpretations in issue that were effective for the first time in the current reporting period, a number of new policies were introduced. The details of standards adopted and their impact on the current period are referred to below.

The preparation of the 2024 AFS has been supervised by Mr. NR Crafford-Lazarus CA(SA).

AUDIT OPINION

The summarised financial information included in this announcement is extracted from audited information but is not itself audited. The directors take full responsibility for the preparation of the summarised financial information and that it has been correctly extracted from the underlying AFS.

The underlying AFS have been audited by the group's external auditors, PricewaterhouseCoopers Incorporated. A copy of their unqualified report, as well as the AFS, are available for inspection at the company's registered office and the website: www.sephakuholdings.com.

STANDARDS AND INTERPRETATION EFFECTIVE AND ADOPTED DURING THE YEAR

In the current year, the Group has adopted the following standards and interpretations that are effective for the current financial year and that are relevant to its operations:

- IFRS 17, Insurance contracts. The impact of the amendment is not material.
- IFRS 17, insurance contracts amendments. The impact of the amendment is not material.
- Amendments to IAS 12, Income taxes: Deferred tax related to assets and liabilities arising from a single transaction. Management has assessed the impact to be immaterial.
- Narrow scope amendments to IAS 1 Presentation of financial statements, Practice statement 2 and IAS 8 Accounting policies, Changes in accounting estimates and errors. Management has assessed the impact to be immaterial.
- Amendments to IAS 12 International tax reform – Pillar Two Model Rules. The impact of the amendment is not material.

CHANGE IN ACCOUNTING POLICY

During the year, the Group changed its accounting policy with respect to the presentation of the statement of profit or loss and other comprehensive income. The Group has elected to present expenses in the statement of profit or loss and other comprehensive income by nature as this is considered to provide information that is reliable and more relevant. Reporting by nature categorises expenses according to their type. This can offer more detailed insights into the specific costs incurred by the business, helping stakeholders better understand where resources are being spent. Understanding the breakdown of expenses by their nature can also simplify the comparison between companies. It allows for a more straightforward evaluation of cost efficiency and spending patterns and is aligned with the manner in which the Group monitors results operationally.

The change in accounting policy affected only the presentation of the statement of profit or loss and other comprehensive income and therefore had no impact on the statements of financial position, changes in equity and cash flow.

ANNEXURE 1 – SUMMARISED CONSOLIDATED FINANCIAL RESULTS *continued*

The effects of the changes to the accounting policy on the statement of profit or loss and other comprehensive income for the year ended 31 March 2023 is as follows:

Profit for the year Group	31 March 2023 as previously reported	Change in accounting policy	31 March 2023 restated
Revenue	980 710 786	–	980 710 786
Cost of sales	(615 819 604)	615 819 604	–
Other operating income	3 564 049	–	3 564 049
Movement in credit loss allowances	(400 000)	–	(400 000)
Other operating losses	(768 879)	–	(768 879)
Other operating expenses	(318 274 963)	273 457 325	(44 817 638)
Raw materials	–	(615 819 604)	(615 819 604)
Transportation	–	(123 225 547)	(123 225 547)
Production expense	–	(26 407 195)	(26 407 195)
Employee benefit expenses	–	(89 633 912)	(89 633 912)
Depreciation on property, plant and equipment	–	(34 190 671)	(34 190 671)
Operating profit	49 011 389	–	49 011 389
Investment income	2 231 302	–	2 231 302
Finance costs	(13 321 210)	–	(13 321 210)
Loss from equity accounted investments	(2 040 840)	–	(2 040 840)
Profit before taxation	35 880 641	–	35 880 641
Taxation	(10 313 484)	–	(10 313 484)
Profit for the year	25 567 157	–	25 567 157

NET ASSET VALUE PER SHARE AND EARNINGS PER SHARE

	Group	
	2024 R	2023 R
Net asset value and tangible net asset value per share		
Total assets	1 458 265 479	1 428 366 114
Total liabilities	(232 649 408)	(255 460 013)
Net asset value attributable to equity holders of parent	1 225 616 071	1 172 906 101
Goodwill	(223 421 981)	(223 421 981)
Tangible net asset value	1 002 194 090	949 484 120
Shares in issue	254 486 436	254 486 436
Less: Treasury shares	(13 789 293)	–
Total shares outstanding	240 697 143	254 486 436
Net asset value per share (cents)	509.19	460.89
Tangible net asset value per share (cents)	416.37	373.10

	Group			
	2024 Gross R	2024 Net R	2023 Gross R Restated	2023 Net R Restated
Reconciliation of basic earnings to diluted earnings, headline earnings and normalised earnings:				
Profit attributable to ordinary equity holders of the parent entity		66 624 944		25 567 156
IAS 33 earnings		66 624 944		25 567 156
Less profit on the disposal of plant and equipment	(2 339 801)	(1 708 055)	(1 872 518)	(1 366 938)**
Less share of 'look-through' adjustments of associate:	(491 086)	(358 493)	510 480	372 650**
– (Profit)/loss on the disposal of plant and equipment	(236 160)	(172 397)	510 480	372 650**
– Insurance proceeds on plant and equipment	(254 926)	(186 096)	–	–
Headline earnings and diluted headline earnings attributable to equity holders of parent		64 558 396		24 572 868
Add IFRS 9 equity investment measured at fair value through profit or loss		200 000		1 000 000
Add IFRS 9 loan receivable at amortised cost		200 000		400 000
Normalised headline earnings attributable to equity holders of parent		64 958 396		25 972 868
Basic weighted average number of shares		251 080 413		254 486 436
Diluted weighted average number of shares		251 080 413		254 486 436
Basic earnings per share (cents)		26.54		10.05
Diluted earnings per share (cents)		26.54		10.05
Headline earnings per share (cents)		25.71		9.66**
Normalised headline earnings per share (cents)		25.87		10.21
Diluted headline earnings per share (cents)		25.71		9.66

** Headline earnings per share (HEPS) has been restated to account for 'look-through' adjustments at the equity-accounted associate which was previously not taken into account and for a correction to the loss on disposal of plant and equipment which was previously reported as R231 121, gross (R168 718, net). HEPS was previously reported at 9.98 cents per share.

SEGMENT INFORMATION

	Ready-mix concrete R	Head office R	Group totals R
2024			
Segment revenue – external revenue	1 163 603 065	–	1 163 603 065
Segment raw materials	(724 030 739)	–	(724 030 739)
Segment transportation	(146 953 255)	–	(146 953 255)
Segment production expenses	(28 747 130)	–	(28 747 130)
Segment employee benefit expenses	(89 598 872)	(13 158 574)	(102 757 446)
Segment administration and other operating expenses	(46 453 126)	(3 565 225)	(50 018 351)
Profit from equity-accounted investment	–	14 621 040	14 621 040
Profit on sale of property, plant and equipment	2 339 801	–	2 339 801
Segment profit/(loss) after taxation	69 290 157	(2 665 213)	66 624 944
Taxation	(18 664 192)	(155 061)	(18 819 253)
Interest received	2 575 084	252	2 575 336
Interest paid	(11 590 194)	(1)	(11 590 195)
Depreciation and amortisation	(36 309 019)	(7 946)	(36 316 965)
Segment assets	369 701 968	1 088 563 511	1 458 265 479
Investment in associate included in the above total segment assets	–	850 941 513	850 941 513
Capital expenditure included in segment assets	54 023 418	–	54 023 418
Segment liabilities	(231 473 707)	(1 175 701)	(232 649 408)
2023			
Segment revenue – external revenue	980 710 786	–	980 710 786
Segment raw materials	(615 819 604)	–	(615 819 604)
Segment transportation	(123 225 547)	–	(123 225 547)
Segment production expenses	(26 407 195)	–	(26 407 195)
Segment employee benefit expenses	(78 870 841)	(10 763 071)	(89 633 912)
Segment administration and other operating expenses	(41 844 065)	(2 973 573)	(44 817 638)
Loss from equity-accounted investment	–	(2 040 840)	(2 040 840)
Profit/(Loss) on sale of property, plant and equipment	2 103 665	(26)	2 103 639
Segment profit/(loss) after taxation	42 752 427	(17 185 267)	25 567 160
Taxation	(10 313 484)	–	(10 313 484)
Interest received	2 231 118	184	2 231 302
Interest paid	(13 321 210)	–	(13 321 210)
Depreciation and amortisation	(34 182 725)	(7 946)	(34 190 671)
Segment assets	355 548 562	1 072 817 552	1 428 366 114
Investment in associate included in above total segment assets	–	836 320 473	836 320 473
Capital expenditure included in segment assets	47 158 965	–	47 158 965
Segment liabilities	(253 884 352)	(1 575 661)	(255 460 013)

The only commodity actively managed by Métier is ready-mixed concrete.

The Group does not rely on any single external customer or group of entities under common control for 10% or more of the Group's revenue.

SepCem is an associate of SepHold. No segment report has been presented for cement (the commodity) as the amounts attributable to cement (the commodity) have been included in the head office segment.

INVESTMENT IN ASSOCIATE

Due to the fact that the debt service ratio was 1.225 during the 2017 year instead of the required 1.3, negotiations were entered into with Nedbank to reshape the payment profile. This was successfully completed during the second half of 2017 and required a further R95 million contribution by shareholders. DCP made this contribution and in terms of the relationship agreement; SepHold will have to contribute 36% of this on demand or face dilution of approximately 1.2 percentage points. The shareholders are still in agreement with regards to the postponement of the timing of the repayment or dilution. SepHold has a potential liability of R34.2 million or a dilution in investment. SepCem started the CY 2020 financial year with a cash balance of R500 million and was in the process of agreeing a pre-payment of R200 million on its bank debt in order to get relief of R25 million per payment on the next eight scheduled payments. Just before the payment was made, the government-enforced lockdown due to COVID-19 commenced and the overhead costs during this period required all these excess funds. It was envisaged that the impact of COVID-19 on SepCem could be a reduction in EBITDA levels that would not be able to service debt for the current year. The lenders were approached to waive capital payments for the balance of 2020 and receive interest only, but this was only to be considered if shareholders made a contribution of R125 million. DCP undertook to make this contribution in August 2020 and shareholders have agreed to treat this as a shareholders' loan.

Summarised financial information of Dangote Cement South Africa Proprietary Limited and its subsidiaries

	2024* R'000	2023* R'000
Non-current assets	2 560 371	2 680 016
Current assets	1 037 481	679 626
Total assets	3 597 852	3 359 642
Total equity	1 851 291	1 811 823
Non-current liabilities	(974 279)	(1 016 010)
Current liabilities	(772 282)	(531 809)
Total liabilities	(1 746 561)	(1 547 819)
	2024* R'000	2023* R'000
Revenue for the period	2 823 157	2 454 678
Cost of sales	(2 453 914)	(2 209 680)
Gross profit	369 243	244 998
Operating profit	181 984	104 459
Investment income	13 354	8 486
Finance costs	(132 532)	(112 459)
Profit before taxation	62 806	486
Taxation expense	(20 880)	(4 667)
Profit/(Loss) after taxation for the period	41 926	(4 181)
Total comprehensive income/(loss) for the period	41 926	(4 181)
Total comprehensive income/(loss) attributable to owners of the parent	40 614	(5 669)

* SepCem has a December year-end so as to agree with DCP's year-end. In line with the requirements of IAS 28, the audited year-end results of SepCem as at 31 December 2023 have been included in these financial statements. The use of the different date in applying the equity method is due to the practicality of obtaining the audited March 2024 results timeously.

CASH AND CASH EQUIVALENTS

	Group	
	2024 R	2023 R
Cash and cash equivalents consist of:		
Cash on hand	168 524	121 646
Bank balances	13 235 939	4 226 366
Bank overdraft	–	(17 915 207)
	13 404 463	(13 567 195)
Current assets	13 404 463	4 348 012
Current liabilities	–	(17 915 207)
	13 404 463	(13 567 195)
The fair values of cash and cash equivalents are considered to be equal to the carrying value.		
Métier secured an overdraft facility with First National Bank of R80 000 000 during the prior year.		
The total amount of undrawn facilities available for future operating activities and commitments	80 000 000	62 084 793

Security

The First National Bank (the debt guarantor) overdraft facility is secured as follows:

- General notarial bond to be granted by Métier in favour of the debt guarantor over all its movable assets (including inventory) to the value of R40 000 000.
- Suretyship by SepHold in favour of the debt guarantor for the obligations of Métier to the value of R140 000 000.
- Cession of short-term insurance policies by Métier in favour of the debt guarantor, in terms of which Métier cedes in securitatem debiti to the debt guarantor all of its right, title and interest in and to all short-term insurances over its assets.
- Cession of debts by Métier in favour of the debt guarantor, in terms of which Métier cedes in securitatem debiti to the debt guarantor, all of its right, title and interest in and to all of its debtors.

Métier will ensure that the Interest-bearing debt to earnings before EBITDA will not exceed 2.5 times operating income before interest, tax, depreciation and amortisation of any intangibles (excluding extraordinary items), during any period.

The fair values of the financial liabilities are substantially the same as the carrying amounts reflected on the statement of financial position as they bear interest at market-related rates.

OTHER FINANCIAL ASSETS

	2024 R	2023 R
Other long-term financial assets		
Union Atlantic Minerals (UAM) (stage 3)	1 073 054	1 073 054
Cross Company Management Proprietary Limited (CCM) (stage 2)	9 665 086	9 664 936
	10 738 140	10 737 990
Less: Impairment	(600 000)	(400 000)
Carrying amount	10 138 140	10 337 990

These loans are unsecured, bear no interest and are repayable on demand.

The UAM loan is in default, however, management is continuously involved in a process of raising finance to advance the prospecting assets that the company has. There was a firm commitment that the loan would be repaid from the first tranche of funding raised. An updated UAM SENS announcement from them (UAM) was released on 12 October 2022 indicating yet another postponement of the first funding received. As a result management did not receive payment as the other items were crucial to the continuance of the process. Management was hopeful that funds would be raised and that payment would be received, but with this further postponement management believes that an expected credit loss (ECL) should be provided for a portion of the loan unlikely to be recovered until such time that funding has been received and exploration can commence. Management reviewed the impairment of the loan and decided to recognise an additional R200 000 loss allowance bringing the full provision to R600 000. UAM management is continuing to look for investors to progress the exploration projects and unlock further value in the company. New investors are being targeted and SepHold management is of the opinion that the adjustments made in the current year reflects a value that could be realised should funding for the project be obtained. If not, the maximum exposure for the Group is immaterial at about 0.7% of non-current assets.

The loan is supported by shares in companies that were funded through the application of funds made available. Management has assessed the value of these underlying shares and are satisfied that the loan would be recoverable in full in the foreseeable future. While the individual loans might not match the specific investments in value, the total value, of the shares could cover the loan. Based on this it was decided not to recognise a loss allowance on this loan.

Reconciliation of loss allowances

The following table shows the movement in the loss allowance:

	2024 R	2023 R
Opening balance in accordance with IFRS 9	400 000	–
Impairment of other financial assets	200 000	400 000
Closing balance	600 000	400 000

Non-current assets

At amortised cost	10 138 140	10 337 990
-------------------	------------	------------

The maximum exposure to credit risk at the reporting date is the carrying amount of the financial assets. It is not management's intention to call for the loans in the next 12 months.

OTHER INVESTMENT

	2024 R	2023 R
Union Atlantic Minerals Limited	2 000 000	2 000 000
Less: Impairment	(1 200 000)	(1 000 000)
Carrying amount	800 000	1 000 000
Level 3		
Union Atlantic Minerals Limited	800 000	1 000 000

During FY 2019 Union Atlantic Minerals Limited issued 50 000 000 shares at R0.04 per share to CCM on behalf of SepHold. This was due to the delegation agreement on 28 April 2016 with African Nickel Holdings Proprietary Limited and Incubex Minerals Limited to settle the African Nickel Holdings Proprietary Limited debt of R2 000 000. SepHold uses the CCM stockbrokers' account as a nominee account for its shareholding.

The last price before suspension of trade on the stock exchange was 4 cps.

During the previous financial year management reviewed the value of the investment in UAM. Although the mining right application has been advanced for the asset and funds are being raised to complete the project, management decided to adjust the suspended price to 4 cps as a starting point by applying the equity raise dilution to the value of the company. The impairment raised on these principles resulted in 60% or 1.6c in the value of R800 000.

The maximum exposure to market risk at the reporting date is the carrying amount of the financial assets.

GOING CONCERN

The annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The directors believe that the Group and the Company have adequate financial resources to continue in operation for the foreseeable future and accordingly the annual financial statements have been prepared on a going concern basis. The directors have satisfied themselves that the Group and the Company are in a sound financial position and have access to sufficient borrowing facilities to meet its foreseeable cash requirements. The Company's current liabilities exceeds the current assets, however if the loan from the Subsidiary is required to be repaid, the board will approve Métier to pay a dividend to SepHold. The dividend received will be utilised to repay the loan in full. The directors are not aware of any new material changes that may adversely impact the Group and the Company.

As mentioned under the debt management portion of Métier, the term facility was repaid in the previous financial year and replaced with an overdraft facility of R80 million. The overdraft is only occasionally utilised over month end and is repaid in the first half of the month during the previous financial year. This position improved during the current year and as cash was generated from profits, the current assets again exceed the current liabilities. The R80 million overdraft facility provides enough headroom to ensure that all foreseeable cash requirements will be met.

The refinancing of the SepCem Nedbank and consortium loan of R376 714 000 was granted by Nedbank and Standard Bank during the previous financial year. The loan was serviced according to the repayment profile and was at less than R200 million by the end of April 2024. The working capital facility of R200 million remains unutilised and SepCem therefore also has enough headroom to ensure that all foreseeable cash requirements will be met.

The directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the Group and the Company.

EXTERNAL AUDITOR

Due to the requirements of audit firm rotation BDO South Africa Incorporated resigned as the auditors of the Company with effect from 24 October 2023. After reviewing proposals from interested firms the committee recommended PricewaterhouseCoopers Incorporated to be appointed as the external auditor of SepHold, with Y Kharwa, as the individual designated audit partner, effective 24 October 2023.

The committee agreed to the engagement letter, terms, audit plan and budgeted audit fees for the financial year ended 31 March 2024. This was done after consultation with executive management taking into consideration such factors as the timing of the audit, the extent of work required and the scope.

The external auditor is invited to and attends all committee meetings. Findings by the external auditor arising from his annual statutory audit are tabled and presented at a committee meeting following the audit. The external auditor has expressed an unqualified opinion on the financial statements for the year ended 31 March 2024. This will be presented at the annual general meeting.

STATED CAPITAL

There have been no changes to the authorised or issued share capital during the prior year and the year under review.

During the year under review the Subsidiary purchased a total of 13 789 293 (2023: nil) SepHold ordinary shares at a total amount of R13 914 974, including transaction costs of R92 779.

All the authorised and issued shares have no par value.

EVENTS AFTER THE ANNUAL REPORTING PERIOD

Property acquisition

Métier concluded an agreement on 5 April 2024 to acquire a property which is situated at 39 Vulcan Place, Phoenix Industrial Park, Phoenix, KwaZulu-Natal for a cash consideration of R21 million. Métier has been leasing a portion of the Phoenix Property from the Seller for 17 years and will now utilise the full property going forward. The existing lease expires on 31 March 2025.

CHANGES TO THE BOARD

There were no changes to the board during the financial year.

COMPANY SECRETARY

There were no changes to the Company Secretary during the financial year.

By order of the board



Kenneth Capes
CEO

25 June 2024



Brent Williams
Chairperson – independent non-executive director

ANNEXURE 2 – BOARD OF DIRECTORS (SUBJECT TO RE-ELECTION AND ELECTION)

Moses Modidima Ngoasheng (67)
Independent non-executive director

BA (Economics and International Politics) (University of South Africa), BSocSci (Hons) (University of Natal), MPhil (University of Sussex)

Moss was appointed a director of SepHold on 1 February 2008. He was instrumental in the industrial policy of the African National Congress and an economic advisor to President Thabo Mbeki from 1995 to 2000. He consulted for the World Bank and National Housing Forum (South Africa) on aspects of economic policy in South Africa. Moss is a CEO, deputy chairman, and cofounder of Safika Holdings, an investment holding company with a broad range of interests in the mining, industrial, gaming, financial services, telecommunication, and technology sectors. He is a board member and chairman of South African Breweries Foundation as well as a Trustee of the Nelson Mandela Children's Hospital, just to mention a few.

Brent Williams (60)
Chairperson – independent non-executive director

BA (University of Cape Town), BProc (University of Western Cape), LLM (Harvard University Law School)

Brent was appointed as director and chairperson of SepHold on 3 March 2012. He was admitted as an attorney in 1992 and has held a number of key positions. He is currently the CEO of Cliffe Dekker Hofmeyr.

Martie Jacoba Janse van Rensburg (67)
Independent non-executive director

BCom (University of the Free State), BCompt (Hons) (University of South Africa), CA(SA), Executive Programme in Strategy and Organisation (Stanford University Business School), TCTA Leadership Development Programme (Gordon Institute of Business Science), AltX Director Programme (JSE and Wits Business School).

Martie was appointed a director of SepHold on 22 September 2016. Between 1994 and 2008, she was the chief financial officer (five years) and then CEO (10 years) of the Trans-Caledon Tunnel Authority. Martie served as a non-executive director and member or chairperson of audit committees for Bond Exchange of South Africa, Airports Company South Africa, Etion Limited, Johannesburg Water SOC, Denel SOC, Development Bank of Southern Africa, Ivanhoe Mines Limited and the Independent Regulatory Board of Auditors. She is a non-executive member of the FirstRand Wholesale Credit Committee and Ashburton Investment Credit Committee.

Mabatho Sedikela (46)
Independent non-executive director

B. Com (University of Cape Town), B. Com Hons (Accounting) (University of Natal), M. Com Taxation (University of Johannesburg).

Mabatho is a seasoned professional with over 15 years of experience in the audit profession at the Auditor-General of SA. She has an extensive knowledge of the three spheres of local government, with a proven track record of leading complex projects, coordinating multi-disciplinary teams in high functioning environments to deliver impact for stakeholders and shareholders alike. She served on the Board of External Auditors of African Union Commission on behalf of the Auditor General and on the Board of the Accounting Standards Board (ASB) to influence the development of public sector standards to drive transparency and accountability.

ANNEXURE 3 – REMUNERATION POLICY AND DIRECTORS' EMOLUMENTS



Moses Modidima Ngoasheng
Chairperson

Role: The REMCO deals with the nomination and appointment of new directors, the appropriateness of the board's composition and succession planning. Furthermore, the REMCO decides on remuneration and incentives, and recommends long-term incentives for the executive directors.

The REMCO submits all policy amendments to the board for approval.

Composition

Members

MM Ngoasheng (Chairperson, Remuneration)
B Williams (Chairperson, Nominations)
MJ Janse van Rensburg
SepHold FD*
L Mohuba*
SepHold CEO*

* Invitee to REMCO meetings.

The REMCO fulfilled its primary functions as mentioned in the role above.

Feedback on key focus areas in FY 2024

① Benchmark non-executive directors' fees

- Reviewed and recommended to Board and AGM.

② Evaluate board tenure and independence of directors who have served for more than nine years

- Conducted during the annual evaluation to determine the effectiveness of the board and its committees, including the independence of directors who have served for more than nine years.

In FY 2025, the committee will continue to focus on

① Ongoing engagement with stakeholders

② Regular evaluation of KPIs to ensure their continued relevance

③ Supervising succession planning to ensure skill transfer and business continuity

④ Assessing the composition of the board and committees to align with the Company's needs

REMUNERATION REPORT

The Group applies a total cost to company approach to the remuneration of its employees. The main objectives of the remuneration framework are to:

- Appropriately reward employees for services provided.
- Ensure equitable and fair remuneration.
- Ensure that variable remuneration is aligned to performance.
- Implement a competitive remuneration structure that:
 - is tailored to the specific circumstances of the group;
 - is referenced to appropriate benchmarks; and
 - reflects the market and industry practices.
- Comply with all relevant legal requirements.

The total guaranteed package (TGP) is based on an employee's level of demonstrated competency, qualifications, experience, and performance. The TGP of new employees is normally at the low end of the salary range. As the employee demonstrates increased experience, learning and performance, the package is adjusted based on the objective outcome of performance reviews.

The following performance measurement criteria are used:

Entry point New to the job or building the skill.

Needs improvement The skill needs enhancing to improve performance.

Effective Meets expectations.

Excellent Exceeds expectations.

World-class Expert and fully competent.

The table below summarises the main components of the reward package for Group employees. SepCem applies a different framework as a subsidiary of DCP

Component	Objective	Practice
TGP	<ul style="list-style-type: none"> • Remunerate above the market and industry average for key positions. • Remunerate market-related salaries for all other positions. • Review TGP annually in November. 	<ul style="list-style-type: none"> • The level of skill and experience, the scope of responsibility and the total remuneration package are considered when rewarding employees. • Appropriate market percentiles based on skills, experience and competitiveness are applied.
Short-term incentive (STI)	<ul style="list-style-type: none"> • To motivate employees and incentivise the delivery of performance over the financial year. • The appropriateness of measures and weightings are reviewed annually to ensure ongoing support of the strategy. 	<ul style="list-style-type: none"> • Performance over the financial year is measured against targets set in the balanced scorecards. • Target bonus (30%, 50% and 70%) of TGP aligned with the level achieved as defined in the performance management policy. • The executive committee annual bonus is paid in cash in Q3 each year for performance over the previous financial year.
Long-term incentive (LTI)	<ul style="list-style-type: none"> • To motivate and incentivise delivery over the long term. • Continued support of the Company strategy through awards relating to total shareholder return. These awards are vested against a pre-determined framework. 	<ul style="list-style-type: none"> • Performance over three financial years is measured against targets for the performance period, with vesting ranging between 0%, 50%, 100% and 200% of the TGP. The award will consist of a share award bought in the open market
Termination benefits	<ul style="list-style-type: none"> • To retain executive management. 	<ul style="list-style-type: none"> • The CEO and FD roles are on a permanent contract, and there will be no unusual obligation for the group at retirement. • The SepHold CEO's and FD's employment contracts have a provision for a minimum payment equivalent to annual remuneration on termination of employment due to a change of control. • The long-term incentive scheme also provides for early vesting in case of a change of control.

Determination of the SepHold executive management fixed TGP

As in previous review periods, the REMCO utilised the PwC executive directors' practices and remuneration trends report* for 1 March 2022 to 28 February 2023 to review SepHold's executive management TGP. The report focuses on JSE listed entities and includes analyses of the seven sub-Saharan African stock exchanges. The data used in the report was obtained from publicly available information on 28 February 2023. There were no remuneration consultants engaged during the year.

The appropriate industry sector benchmark for SepHold's executive remuneration is the small-cap industrial with the remuneration profile for the CEO, CFO and executive director indicated in the table below. Therefore, based on the TGP ranges for the sector, REMCO was satisfied that the current executive remuneration is appropriately within the median to upper quartile bands.

* The report can be accessed online using the link: <https://www.pwc.co.za/en/assets/pdf/executive-directors-report-2023.pdf>

JSE industrial industry small-cap TGP ranges for the period 1 March 2022 to 28 February 2023: R'million

	Chief executive officer	Chief financial officer	Executive director
Upper quartile	8.66	5.18	6.07
Median	6.14	3.63	4.29
Lower quartile	3.84	3.02	3.28

During the corresponding period the Metier CEO and SepHold executive director earned a TGP of R3.15 million (4% below the lower quartile). This amount increased to R3.9 million for the 2024 financial year as he took on the role of SepHold CEO (1.5% above the lower quartile). The SepHold CEO earned a TGP of R4.61 million in the corresponding period (25% below to the median). This amount remained unchanged for the third consecutive year when he assumed the role of CFO with the appointment of the new CEO (25% below CEO median and 27% above the CFO median).

Determination of the SepHold executive management variable remuneration

The board-approved performance indicators to measure executive management's performance are reviewed annually. The indicators are broadly categorised into financial (75%) and non-financial measures (25%).

SHORT-TERM INCENTIVES SCORECARD*Financial measures (75%)*

Performance indicator	Weighting %	Performance condition detail	Minimum (30%)	Target (50%)	Stretch (70%)
Real* growth in headline earnings per share (HEPS).	37.5	HEPS growth over the previous year above inflation	Real* growth in HEPS	Real HEPS growth greater than 4% per annum	Real HEPS growth greater than 8% per annum
Gearing, debt covenants and free cash flow.	37.5	Measuring 1. Debt to EBITDA 2. Debt service coverage ratio 3. Free cash flow	Company-specific	Company-specific	Company-specific

Non-financial Matters (25%)

Performance indicator	Weighting %	Performance criteria	Executive/s responsible
Implementation of ESG best practices.	10	Level of group compliance and standards achieved: • JSE Listings Requirements and King IV • Attainment of BBBEE, Diversity, Fairness & EE • Achievement of safety and environment targets as determined by the Company will be measured against a portfolio of evidence	FD CEO & FD CEO
Achievement of job-specific personal goals. The achievement of job-specific personal goals as determined by the Company will be measured against a portfolio of evidence.	15	Stakeholder engagement and relationship management	CEO & FD
		Strategy development and implementation	CEO & FD
		Optimisation of group funding structures to enable sustainability during a negative cycle and value-accretive expansion during a positive cycle.	FD
		Operational matters: 1. Utilise and maintain core competencies 2. Develop human capital and sustain an effective high-performance organisational culture 3. Promote ethical practices 4. Establish robust organisational controls	CEO

* Relative to CPI.

LONG-TERM INCENTIVES SCORECARD

Performance indicator	Weighting %	Performance condition detail	Minimum (50%)	Target (100%)	Stretch (200%)
Total shareholder return (TSR).	100	TSR is measured against the median of six comparable companies	Median	Median +15%	Median +40%

SepHold executive management performance criteria

Illustration of single total remuneration figure for minimum, target and stretch performance for the next financial year.

The executive remuneration constitutes the TGP and the variable short-term and long-term incentives that are based on performance against key performance indicators (KPIs). The determination of the appropriate TGP is based on the executive's level of experience, responsibilities, prevailing trading conditions and comparative level for JSE listed companies in the same sector. The table below summarises the assumption of the delivery of the minimum, target and stretch performance achievement on total remuneration of the SepHold CEO and FD in a single total figure.

	SepHold CEO			
	TPG R	STI R	LTI R	Total R
2025				
Base	4 800 000	0	0	4 800 000
Threshold	4 800 000	1 440 000	2 400 000	8 640 000
Target	4 800 000	2 400 000	4 800 000	12 000 000
Stretch	4 800 000	3 360 000	9 600 000	17 760 000

	SepHold FD			
	TPG R	STI R	LTI R	Total R
2025				
Base	4 800 000	0	0	4 800 000
Threshold	4 800 000	1 440 000	2 400 000	8 640 000
Target	4 800 000	2 400 000	4 800 000	12 000 000
Stretch	4 800 000	3 360 000	9 600 000	17 760 000

Non-executive directors’ remuneration

Elements and purpose

The Group aims to attract and retain suitably skilled and experienced non-executive directors. An appropriate level of competitive remuneration is necessary to reward them for their time and commitment. The non-executive directors are remunerated by an annual fee paid in recognition of board and committee membership. The non-executive directors, including the group’s chairperson, do not receive any other employment benefits, performance-related remuneration, or any form of compensation for loss of office.

The fee structure is reviewed and benchmarked annually to ensure that the proposed fees are aligned to market levels to attract and retain high-quality individuals. SepHold has recommended an increase of approximately 7% for FY 2025 to the shareholders to be decided at the September 2024 AGM.

Service contracts

None of the non-executive directors has a written service contract with the Group, and all the directors rotate in terms of the memorandum of incorporation.

IMPLEMENTATION REPORT

Short-term incentives

The group’s performance during FY 2024 for the 12 months ended 31 March 2024 warranted the awarding of bonuses to the SepHold executive directors to be paid in FY 2025 in line with the remuneration policy. The following FY 2024 performance parameters were considered in the decision to award the short-term incentives:

FY 2023 SHORT-TERM INCENTIVES SCORECARD

Financial measures (75%)

Performance indicator	Weighting %	Performance condition detail	Achieved growth	Achieved score	Bonus allocation as % of TGF
Real* growth in headline earnings per share (HEPS).	37.5	HEPS growth over the previous year above inflation	166%	Real HEPS growth: 120% of target	26.25%

* Real relative to CPI.

Performance indicator	Weighting %	Performance condition detail	Achieved growth	Achieved score	Bonus allocation as % of TGF
Gearing	37.5	Debt to EBITDA	SEP 1.4 to 0.7 MMC 0.5 to 0.5	50 50	22.75%
Free cash flow		Free cash flow	SEP negative to positive MMC negative to positive	50 70	
Debt ratios		Debt service coverage ratio	SEP 0.8 to 2.0 MMC 1.7 to 2.2	70 50	

Non-financial measures (25%)

Performance indicator	Weighting %	Performance achieved	Achieved score	Bonus allocation as % of TGF
Implementation of corporate governance best practices.	10	Target	50%	5.0%
Achievement of job-specific personal goals. The achievement of job-specific personal goals as determined by the company will be measured against a portfolio of evidence	15	CEO – Target FD – Target	50%	7.5%

The total bonus against the TGP based on 61.5%

- SepHold CEO at 61.5% of R4.5 million = R2.77 million.
- SepHold FD at 61.5% of R4.5 million = R2.77 million.

The self imposed limit to the bonus pool of 10% of earnings did not restrict the bonuses for FY 2024. This will be paid in the current financial year as the previous bonuses were paid in the last financial year as indicated in the emoluments table below.

FY 2024 long-term incentive scheme

The group's performance during FY 2024 for the 36 months ended 31 March 2024 did not warrant the awarding of bonuses to the SepHold CEO and Métier CEO to be paid in FY 2024 mainly due to the fact that current year results are not reflected in total shareholders return at year end but only subsequent to results being made public.

Directors' and prescribed officer's emoluments

Executive

	TGP R	Prior year performance bonuses* R	Travel allowances R	Pension fund R	Long-term share incentives R	Total R
2024						
NR Crafford-Lazarus	4 112 000	1 200 000	150 000	351 000	2 275 000	8 088 000
KJ Capes	3 445 494	1 300 000	–	310 095	1 995 000	7 050 589
	7 557 494	2 500 000	150 000	661 095	4 270 000	15 138 589

	TGP R	Prior year performance bonuses* R	Travel allowances R	Pension fund R	IFRS 2 share-based payments expense R	Total R
2023						
NR Crafford-Lazarus	4 143 800	2 000 000	142 500	326 700	16 409	6 629 409
KJ Capes	2 908 506	2 000 000	–	240 300	–	5 148 806
	7 052 306	4 000 000	142 500	567 000	16 409	11 778 215

* The bonus paid in FY 2024 relates to the FY 2023 performance and the FY 2023 number for FY 2022.

Non-executive

	Fees for services as director R	IFRS 2 share-based payments expense R	Total R
2024			
B Williams	475 000	–	475 000
MM Ngoasheng	390 000	–	390 000
MJ Janse van Rensburg	390 000	–	390 000
B Bulo	390 000	–	390 000
Dr L Mohuba	390 000	–	390 000
	2 035 000	–	2 035 000

2023			
B Williams	475 000	–	475 000
MM Ngoasheng	360 000	–	360 000
MJ Janse van Rensburg	360 000	–	360 000
B Bulo	360 000	–	360 000
Dr L Mohuba	360 000	16 409	376 409
	1 915 000	16 409	1 931 409

Non-binding remuneration resolutions shareholder advisory vote

In terms of the Listings Requirement 3.84(J), the remuneration policy must record the measures that the board commits to take if the non-binding resolutions of shareholder approval of the remuneration policy and the implementation report are voted against by 25% or more of the voting rights exercised.

The company will:

- invite dissenting shareholders (those who voted against the policy and/or the implementation report) to engage with the group; and
- provide details on the manner and timing of such engagement.

Subsequently, the REMCO and executive management will engage with the shareholders to address matters of concern

ANNEXURE 4 – SHAREHOLDERS' ANALYSIS

SEPHAKU HOLDINGS LIMITED

Ordinary shares as at 31 March 2024

Number of ordinary shares issued during the financial year:	254 486 436
Total holders:	8 160

Issued capital

Type of shares	Number of shareholders	% of shareholders	Number of shares
Certificated shares	123	1.51	27 080 401
Dematerialised shares	8 037	98.49	227 406 035
Total issued capital	8 160	100.00	254 486 436

Shareholders holding greater than 5% of the issued share capital at year-end	Number of shares	%
Citiclient Nominees No8 NY GW	35 147 322	13.81
Safika Resources Proprietary Limited (Dematerialised)	30 734 981	12.08
Safika Resources Proprietary Limited (Certificated)	19 043 228	7.48
Métier Mixed Concrete Proprietary Limited	13 789 293	5.42
Mr. RC Williams	13 756 492	5.41

Range of shareholdings

Share range	Number of shareholders	% of shareholders	Number of shares
1 – 1 000	6 669	81.73	777 870
1 001 – 10 000	913	11.19	3 383 926
10 001 – 50 000	365	4.47	8 727 363
50 001 – 100 000	86	1.05	6 122 522
100 001 – 500 000	83	1.02	17 968 579
500 001 – 1 000 000	16	0.20	11 321 417
1 000 001 shares and over	28	0.34	206 184 759
Total	8 160	100.00	254 486 436

Breakdown by domicile

Domicile	Number of shareholders	% of shareholders	Number of shares
Non-resident shareholders	56	0.69	47 182 675
Resident shareholders	8 104	99.31	207 303 761
Total	8 160	100.00	254 486 436

Public and non-public shareholders	Shares held	%	Number of shareholders
Public	217 686 432	85.54	8 154
Non-public	36 800 004	14.46	6
– Directors' direct holdings	15 880 668	6.24	3
– Directors' indirect holdings	20 879 336	8.20	2
– Directors' associates	40 000	0.02	1
	254 486 436	100.00	8 160



ANNEXURE 5 – STATED CAPITAL AND RELATED PARTY TRANSACTIONS

SHARE CAPITAL

	Group	
	2024 R	2023 R
Authorised 1 000 000 000 ordinary shares with no par value		
Issued 254 486 436 (2022: 254 486 436) shares at beginning and end of period	682 965 910	682 965 910

No new shares were issued during the current or prior period.

The unissued ordinary shares are under the control of the directors in terms of a resolution of members passed at the last annual general meeting. This authority remains in force until the next annual general meeting.

Other equity

13 789 293 (2023: nil) Treasury shares held by subsidiary	(13 914 974)	–
---	---------------------	---

During the year under review the Subsidiary acquired a total of 13 789 293 ordinary shares in SepHold at a total amount of R13 914 974, including transaction costs of R92 779, under an approved share buyback scheme. The ultimate intention of management is to cancel the shares once the approved number has been reached.

SHARE-BASED PAYMENTS

	Number	Weighted exercise price R	Total value R
Share options granted on 31 March 2016	1 630 000	4.40	7 172 000
Outstanding at 1 April 2022	1 588 333		
Expired in 2023	(1 588 333)		
Outstanding at 31 March 2023	–		
Outstanding at 31 March 2024	–		
Share options granted on 30 June 2017	1 905 000	3.00	5 715 000
Outstanding at 31 March 2023	1 705 000		
Outstanding at 31 March 2024	1 705 000		
Total share options outstanding and exercisable at 31 March 2024	1 705 000		
Total share options outstanding and exercisable at 31 March 2023	1 705 000		

RELATED PARTIES

	Group	
	2024	2023
	R	R
Related party balances		
Loan accounts – Owing by related parties		
Union Atlantic Minerals Proprietary Limited	473 054	673 054
Cross Company Management Proprietary Limited	9 665 086	9 664 936
Amounts included in Trade Payable regarding related parties		
Dangote Cement South Africa Proprietary Limited	(11 897 342)	(11 563 576)
Related party transactions		
Purchases from related parties including VAT		
Dangote Cement South Africa Proprietary Limited [^]	167 000 547	142 322 380
Rent paid to related parties		
Plazatique Corp 27 CC ^{^^}	1 268 181	1 202 067
WKRD Properties Proprietary Limited ^{^^}	1 147 570	1 067 507
Utilities paid to related parties		
Plazatique Corp 27 CC	872 899	777 861
WKRD Properties Proprietary Limited	1 049 305	408 806

[^] Goods were purchased from the Associate during the year based on price lists in force and terms that would be available to third parties.

^{^^} The amounts included represent the actual transactions as per the lease agreements. The IFRS 16 treatment for these form part of Lease liabilities.

All other transactions were made on normal commercial terms.

ANNEXURE 6 – DIRECTORS’ RESPONSIBILITY STATEMENT AND MATERIAL CHANGES STATEMENT

DIRECTORS’ RESPONSIBILITY STATEMENT

The CEO and the financial director, whose names are stated below, hereby confirm that:

- a) a) the financial statements fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS;
- b) to the best of their knowledge and belief, no facts have been omitted or untrue statements made that would make the annual financial statements false or misleading;
- c) internal financial controls have been put in place to ensure that material information relating to the issuer and its consolidated subsidiaries have been provided to effectively prepare the financial statements of the issuer;
- d) the internal financial controls are adequate and effective and can be relied upon in compiling the annual financial statements having fulfilled our role and function as executive directors with primary responsibility for implementation and execution of controls;
- e) where we are not satisfied, we have disclosed to the audit committee and the auditors the deficiencies in design and operational effectiveness of the internal controls and any fraud that involve directors, and have taken the necessary remedial action; and
- f) we are not aware of any fraud involving directors.



Neil Crafford-Lazarus

Financial director
Centurion, South Africa

25 June 2024



KJ Capes

Chief executive officer

MATERIAL CHANGES STATEMENT

Other than the facts and developments reported on in the integrated annual report, there have been no material changes in the affairs or financial position of SepHold and its subsidiaries since the company's year-end as at 31 March 2024 up to the date of this notice.

ANNEXURE 7 – FORM OF PROXY

For use only by shareholders who:

- hold shares in certificated form (certificated ordinary shareholders); or
- have dematerialised their ordinary shares (dematerialised ordinary shareholders) and are registered with “own name” registration, at the annual general meeting (AGM) to be held electronically on Thursday, 12 September 2024 at 10:00HS.

Dematerialised ordinary shareholders holding ordinary shares other than with “own name” registration who wish to attend the AGM by way of electronic communication must inform their Central Securities Depository Participant (CSDP) or broker of their intention to attend the AGM and request their CSDP or broker to issue them with the relevant Letter of Representation to participate electronically at the AGM or by proxy. If they do not wish to attend the AGM or by proxy, they must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered between them and the CSDP or broker.

These ordinary shareholders must not use this form of proxy.

Participants will be able to vote during the AGM through an electronic participation platform. Such Participants, should they wish to have their vote(s) counted at the AGM, must provide The Meeting Specialist Proprietary Limited with the information as set out in the Electronic Participation Form, forming part of the notice. Each Participant, who has complied with the requirements as set out in the Electronic Participation Form, forming part of the notice, will be contacted during the course of business on 11 September 2024 via email or mobile number and will be provided with a unique link to enable them to participate in the virtual AGM.



Sephaku Holdings Limited

Incorporated in the Republic of South Africa
 Registration number: 2005/003306/06
 JSE share code: SEP
 ISIN: ZAE000138459

I/we (please print names in full) _____

of (address) _____

Contact numbers (landline) _____

(mobile) _____

Email address _____

being the registered holder(s) of _____ ordinary shares in the capital of Sephaku Holdings does hereby appoint:

1. _____ or failing him/her;
2. _____ or failing him/her;

the chairperson of the AGM as my/our proxy to act for me/us and on my/our behalf at the AGM for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof, and to vote for and/or against the resolutions and/or abstain from voting in respect of the shares registered in my/our name/s, in accordance with the following instructions:

	Number of ordinary shares		
	For	Against	Abstain
Ordinary resolutions			
1. Re-appointment of independent external auditors			
2. Re-election of directors			
2.1 Election of Ms. Mabatho Sedikela as a director			
2.2 Re-election of Mr. Brent Williams as a director			
2.3 Re-election of Mr. Moss Ngoasheng as a director			
3. Appointment of the chairperson and members of the audit and risk committee			
3.1 Appointment of Ms. Martie Janse van Rensburg as a member and chairperson of the audit and risk committee			
3.2 Appointment of Mr. Brent Williams as a member of the audit and risk committee subject to the passing of resolution 2.2			
3.3 Appointment of Ms. Mabatho Sedikela as a member of the audit and risk committee subject to the passing of resolution 2.1			
4. Advisory endorsement of remuneration policy and implementation report			
4.1 Endorsement of the remuneration policy			
4.2 Endorsement of the remuneration implementation report			
5. Signature of documents			
6. Control of authorised but unissued ordinary shares			
7. General authority to issue shares for cash			
Special resolutions			
1. General authority to repurchase securities			
2. Non-executive directors' remuneration			
3. Financial assistance for any beneficiary participating in any Sephaku Holdings group share incentive scheme			
4. Financial assistance for present or future subsidiaries			

Please indicate instructions to proxy in the space provided above by the insertion therein of the relevant number of votes exercisable. A member entitled to participate in and vote at the AGM may appoint one or more proxies to attend and act in his stead. A proxy so appointed need not be a member of SepHold.

Signed at _____ on _____, 2024

Signature: _____

Assisted by me (where applicable) _____

Landline number _____ Mobile number _____



NOTES TO THE FORM OF PROXY

1. The form of proxy must only be completed by shareholders who hold shares in certificated form or who are recorded on the sub-register in electronic form in "own name".
2. All other beneficial owners who have dematerialised their shares through a CSDP or broker and wish to attend the AGM must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered between them and the CSDP or broker.
3. A shareholder entitled to attend and vote at the AGM may insert the name of a proxy or the names of two alternate proxies (none of whom need be a shareholder of the company) of the shareholder's choice in the space provided, with or without deleting "the chairperson of the meeting". The person whose name stands first on this form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those proxy(ies) whose names follow. Should this space be left blank, the proxy will be exercised by the chairperson of the meeting.
4. A shareholder is entitled to one vote on a poll and one vote in respect of each ordinary share held. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided. If an "X" has been inserted in one of the blocks to a particular resolution, it will indicate the voting of all the shares held by the shareholder concerned. Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting at the AGM as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholders or by the proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or the proxy.
5. A vote given in terms of an instrument of proxy shall be valid in relation to the AGM notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the ordinary shares in respect of which the proxy is given. For administrative purposes only, we request that completed forms be emailed to proxy@stmsmeetings.co.za by Tuesday, 10 September 2024 (or 48 hours before any adjournments of the AGM, which date, if necessary, will be notified on the Stock Exchange News Service). Forms of proxy may also be submitted electronically to the chairperson via email to proxy@stmsmeetings.co.za before the start of the AGM.
6. If a shareholder does not indicate on this form that his/her proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the AGM be proposed, such proxy shall be entitled to vote as he/she thinks fit.
7. The chairperson of the AGM may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.
8. A shareholder's authorisation to the proxy including the chairperson of the AGM, to vote on such shareholder's behalf, shall be deemed to include the authority to vote on procedural matters at the AGM.
9. The completion and lodging of this form of proxy will not preclude the relevant shareholder from participating at the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.

Attention is also drawn to the "Notes to the Form of Proxy".

10. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded by the company's transfer secretaries or waived by the chairperson of the AGM.
11. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the transfer secretaries of the company.
12. Where there are joint holders of ordinary shares:
 - any one holder may sign the form of proxy;
 - the vote(s) of the senior ordinary shareholders (for that purpose seniority will be determined by the order in which the names of ordinary shareholders appear in the company's register of ordinary shareholders) who tenders a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).
13. Forms of proxy should be emailed to TMS at proxy@stmsmeetings.co.za.
14. A deletion of any printed matter and the completion of any blank space need not be signed or initialled. Any alteration or correction must be signed and not merely initialled.
15. Summary of the rights of a shareholder to be represented by proxy, as set out in section 58 of the Companies Act, 71 of 2008, as amended:
 - A proxy appointment must be in writing, dated and signed by the shareholder appointing a proxy, and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid only until the end of the relevant shareholders meeting.
 - A proxy may delegate the proxy's authority to act on behalf of a shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy.

The appointment of a proxy is suspended at any time and to the extent that the shareholder who appointed such proxy chooses to act directly and in person in the exercise of any rights as a shareholder.

The appointment of a proxy is revocable by the shareholder in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of (a) the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the company as required in the first sentence of this paragraph. If the instrument appointing the proxy or proxies has been delivered to the company, as long as that appointment remains in effect, any notice that is required by the companies Act or the company's memorandum of incorporation to be delivered by the company to the shareholder, must be delivered by the company to

(a) the shareholder, or (b) 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.

ANNEXURE 8 – ELECTRONIC PARTICIPATION IN THE SEPHAKU HOLDINGS LIMITED ANNUAL GENERAL MEETING (AGM)



SEPHAKU HOLDINGS LTD

Sephaku Holdings Limited

Incorporated in the Republic of South Africa

Registration number: 2005/003306/06

JSE share code: SEP

ISIN: ZAE000138459

Shareholders or their proxies who wish to participate in the AGM by way of electronic communication (Participants) must notify the company's meeting scrutineers by submitting the form below (the application) via email to the company's meeting scrutineers The Meeting Specialist Proprietary Limited (TMS) to proxy@tmsmeetings.co.za by no later than 10:00HS on Tuesday, 10 September 2024.

- Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own name" registration, should contact their Central Securities Depository Participant (CSDP), broker or custodian in the manner and time stipulated in their agreement with their CSDP, broker or custodian:
 - to furnish them with their voting instructions; and
 - in the event that they wish to participate in the AGM electronically, to obtain the necessary authority to do so.
- Participants will be able to vote during the AGM through an electronic participation platform. Such Participants, should they wish to have their vote(s) counted at the AGM, must provide TMS with the information requested below.
- Each Participant, who has complied with the requirements below, will be contacted during the course of business on 11 September 2024 via email or mobile number with a unique link to enable them to participate in the virtual AGM.
- The cost of the Participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone or internet service provider.
- For administrative purposes, participants are requested to submit the application by 10:00HS on Tuesday, 10 September 2024.
- The Participant's unique access credentials will be forwarded to the email or mobile number provided below.

APPLICATION FORM	
Full name of shareholder	
Full name of shareholder representative (if applicable)	
Registration number/identity number/passport of shareholder or representative	
Email address	
Mobile number	
Telephone number	
Name of CSDP, broker or custodian (If shares are held in dematerialised format)	
Shareholder number/SCA number/broker account number/own name account number or custodian account number	
Number of shares	
Signature	
Date	

By signing this form, I agree and consent to the processing of my personal information above for the purpose of participation in the AGM.

Important: You are required to attach a copy of your identity/passport document when submitting the application.

TERMS AND CONDITIONS FOR PARTICIPATION AT THE SEPHAKU HOLDINGS LIMITED AGM VIA ELECTRONIC COMMUNICATION

- The cost of dialling in using a telecommunication line/webcast/web streaming to participate in the AGM is for the expense of the Participant and will be billed separately by the Participant's own telephone or internet service provider.
- The Participant acknowledges that the telecommunication lines/webcast/web streaming are provided by a third-party service provider and indemnifies Sephaku Holdings Limited, JSE Limited and TMS and/or its third-party service providers against any loss, injury, damage, penalty, or claim arising in any way from the use of the telecommunication lines/webcast/web streaming, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against, and indemnifies Sephaku Holdings Limited, JSE Limited and TMS and/or its third-party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web streaming and connections linking the telecommunication lines/webcast/web streaming to the AGM.
- Participants will be able to vote during the AGM through an electronic participation platform. Such Participants, should they wish to have their vote(s) counted at the AGM, must act in accordance with the requirements set out above.
- Once the Participant has received the link to the electronic participation platform and/or the electronic voting platform, the onus to safeguard this information remains with the Participant.
- The application will only be deemed successful if this application form has been fully completed and signed by the Participant and delivered or emailed to TMS at proxy@tmsmeetings.co.za.

Shareholder name: _____

Signature: _____

Date: _____

CORPORATE INFORMATION

Directors	B Williams* (Chairperson) MJ Janse van Rensburg* B Bulo* MM Ngoasheng* NR Crafford-Lazarus° (FD) Dr L Mohuba KJ Capes° (Métier and SepHold CEO) ° <i>Executive</i> * <i>Independent non-executive</i>
Company secretary	Acorim Proprietary Limited Email: sephaku@acorim.co.za Telephone: +27 11 325 6363
Investor relations	Email: info@sephold.co.za Telephone: +27 12 648 6300
Registered office	Southdowns Office Park First floor, Block A Cnr Karee and John Vorster Streets Irene, X54 0062 PO Box 7651 Centurion 0046 Website: www.sephakuholdings.com
Transfer secretaries	Computershare Investor Services Proprietary Limited Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg 2196 Private Bag X9000, Saxonwold, 2131 Telephone: +27 11 370 5000
JSE sponsor	Questco Corporate Advisory Proprietary Limited Telephone: +27 11 011 9200
Auditors	PricewaterhouseCoopers Incorporated Chartered Accountants (SA) Registered Auditors
Bankers	Nedbank
Métier Mixed Concrete (wholly owned subsidiary)	Physical address: Romead Business Park, 23 Malone Road, Maxmead, 3610 Postal address: Postnet Suite #546, Private Bag X4, Kloof, 3640 Telephone: +27 31 716 3600 / 0861 638437 Website: www.metiersa.co.za
Dangote Cement South Africa Proprietary Limited (Associate)	Physical address: Southdowns Office Park, Block A, Ground Floor Cnr Karee and John Vorster Streets, Irene, X54, 0062 Postal address: PO Box 68149, Highveld, 0169 Telephone: +27 12 684 6300 Website: www.sephakucement.co.za

