



# GRAND PARADE

INVESTMENTS LIMITED

NOTICE OF ANNUAL GENERAL  
MEETING, FORM OF PROXY AND  
SUMMARISED AUDITED FINANCIAL  
STATEMENTS FOR THE YEAR ENDED  
30 JUNE 2023



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# GRAND PARADE INVESTMENTS LIMITED

## LETTER TO SHAREHOLDERS

I am pleased to notify you that the annual financial statements of Grand Parade Investments Ltd ("the Company") and the Group, for the financial year ended 30 June 2023, have been published and are available, without charge, on the Company's website at [www.grandparade.co.za](http://www.grandparade.co.za) or upon request to the Company Secretary at [tazneem@statucor.co.za](mailto:tazneem@statucor.co.za) during normal business hours.

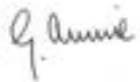
You will find a copy of the Summarised Audited Financial Statements of the Company and the Group, for the financial year ended 30 June 2023 in this booklet and a copy thereof is also available on the Company's website as indicated in the paragraph above.

I am pleased to notify you that the Annual General Meeting of the shareholders of the Company will be held on Friday, 08 December 2023 by electronic participation, commencing at 15h00.

The notice of the Annual General Meeting is included, and the Form of Proxy inserted.

Please ensure that Computershare has your current contact and banking details on record to prevent the non-delivery of our communications or the non-payment to you of any dividend payments. If you have not yet elected to receive communications by electronic means (email), please consider electing this as your preferred method of receiving communications from GPI and Computershare, as this will contribute to our efforts to embrace the use of technology to conserve our natural resources.

Sincerely



**Gasant Orrie**

31 October 2023

# NOTICE OF ANNUAL GENERAL MEETING

## GRAND PARADE INVESTMENTS LIMITED

(Incorporated in the Republic of South Africa)

(Registration Number: 1997/003548/06)

Share code: GPL

ISIN: ZAE000119814

Notice is hereby given of the annual general meeting of shareholders of Grand Parade Investments Limited ("**GPI**" or "**the Company**"), to be held at **15:00 on Friday, 08 December 2023 by electronic participation.** ("**the Annual General Meeting**").

## PURPOSE

The purpose of the Annual General Meeting is to transact the business set out in the agenda below.

## AGENDA

- Presentation of the audited annual financial statements of the Company and its subsidiaries ("**the Group**"), which includes the report of the board of directors, the independent auditor's report and the audit and risk committee report for the financial year ended 30 June 2023.
- The Group's audited annual financial statements for the year ended 30 June 2023 are available on the Company's website, at [www.grandparade.co.za](http://www.grandparade.co.za) or may be obtained, at no charge, upon request to the Company Secretary at [tazneem@statucor.co.za](mailto:tazneem@statucor.co.za).
- To consider and, if deemed fit, approve, with or without modification, the ordinary and special resolutions set out below.

## ORDINARY RESOLUTIONS

*For any of the ordinary resolutions numbers 1 to 7 to be adopted, more than 50% of the voting rights exercised on each such ordinary resolution must be exercised in favour thereof.*

### 1. RETIREMENT, RE-ELECTION AND CONFIRMATION OF APPOINTMENT OF DIRECTORS

(Biographical details of all of the directors of the Company are set out in **Annexure 2** hereto)

#### 1.1 Ordinary resolution number 1

"Resolved that Prof Walter Geach, who retires by rotation in terms of the memorandum of incorporation of the Company and, being eligible, offers himself for re-election be and is hereby re-elected as a non-executive director of the company."

#### 1.2 Ordinary resolution number 2

"Resolved that Mr Gasant Orrie's appointment as a non-executive chairman of the Company in terms of the memorandum of incorporation of the Company, effective 25 April 2023, be and is hereby confirmed."

#### 1.3 Ordinary resolution number 3

"Resolved that Mr Gregory Bortz's appointment as an executive director of the Company in terms of the memorandum of incorporation of the Company, effective 02 May 2023, be and is hereby confirmed."

#### 1.4 Ordinary resolution number 4

"Resolved that Ms Kaamilah Finch's appointment as an independent non-executive director of the Company in terms of the memorandum of incorporation of the Company, effective 27 March 2023, be and is hereby confirmed."

#### 1.5 Ordinary resolution number 5

"Resolved that Mr Mohsin Tajbhai's appointment as a non-executive director of the Company in terms of the memorandum of incorporation of the Company, effective 04 May 2023, be and is hereby confirmed."

#### 1.6 Ordinary resolution number 6

"Resolved that Mr Gayasuddin Ahmed's appointment as an executive director of the Company in terms of the memorandum of incorporation of the Company, effective 01 October 2023, be and is hereby confirmed."

The reason for ordinary resolution number 1 is that the memorandum of incorporation of the Company, the JSE Limited ("**JSE**") Listings Requirements and, to the extent applicable, the Companies Act, No. 71 of 2008, as amended ("**the Companies Act**"), require that a component of the non-executive directors rotate at every annual general meeting of the Company and, being eligible, may offer themselves for re-election as directors.

The reason for ordinary resolutions numbers 2 to 6 (inclusive) is that the memorandum of incorporation of the company and the JSE Listing Requirements ("**JSE Listing Requirements**") require that any director appointed by the Board of the Company be confirmed by the shareholders at the next annual general meeting of the Company.

## 2. APPOINTMENT AND RE-APPOINTMENT OF THE MEMBERS OF THE AUDIT AND RISK COMMITTEE OF THE COMPANY

(Biographical details of all the directors of the Company are set out in **Annexure 2** hereto)

**Note:**

*For avoidance of doubt, all references to the audit and risk committee of the Company are a reference to the audit committee as contemplated in the Companies Act.*

### 2.1 Ordinary resolution number 7

"Resolved that, Prof Walter Geach, being eligible, be and is hereby re-appointed as a member of the audit and risk committee of the Company, as recommended by the board of directors of the Company, until the next annual general meeting of the Company."

### 2.2 Ordinary resolution number 8

"Resolved that, subject to the approval of ordinary resolution number 4 above, Ms Kaamilah Finch's appointment as a member of the audit and risk committee of the Company, as recommended by the board of directors of the Company, be and is hereby confirmed."

### 2.3 Ordinary resolution number 9

"Resolved that, subject to the approval of ordinary resolution number 2 above, Mr Gasant's appointment as a member of the audit and risk committee of the Company, as recommended by the board of directors of the Company, be and is hereby confirmed."

The reason for ordinary resolutions numbers 7 to 9 (inclusive) is that the Company, being a public listed company, must appoint an audit committee and the Companies Act requires that the members of such audit committee be appointed, or re-appointed, as the case may be, at each annual general meeting of such company.

## 3. APPOINTMENT OF AUDITOR

### Ordinary resolution number 10

"Resolved that Moore Cape Town Incorporated, be and is hereby re-appointed as the independent external auditors of the Company for the ensuing financial year or until the next annual general meeting of the Company, whichever is the later, with the individual designated auditor being Alan Martin Billson, as registered auditor and partner in the firm on the recommendation of the audit and risk committee of the Company."

The board and the audit and risk committee have evaluated the independence and qualifications of Moore Cape Town Incorporated and Alan Martin Billson and recommends their appointment as external auditors and individual designated auditor of the Company.

The reason for ordinary resolution number 10 is that the Company, being a public listed company, must have its financial results audited and such auditor must be appointed or re-appointed, as the case may be, each year at the annual general meeting of the Company as required by the Companies Act and the JSE Listings Requirements.

#### 4. NON-BINDING ENDORSEMENT OF GPI'S REMUNERATION POLICY & IMPLEMENTATION REPORT

To consider and, if deemed fit, pass, with or without modification, the following non-binding advisory resolutions. (A copy of the Remuneration Policy and Implementation Report is set out in **Annexure 3** hereto)

##### 4.1 Ordinary resolution number 11: Approval of the Company's Remuneration Policy

"Resolved by way of a non-binding advisory vote, that the remuneration policy of the Company as set out in **Annexure 3** to this notice of annual general meeting, be and is hereby endorsed."

In terms of the King IV Report on Corporate Governance™ for South Africa (King IV™) and the JSE Listings Requirements, an advisory vote should be obtained from shareholders on the Company's remuneration policy. The vote allows shareholders to express their views on the remuneration policy adopted but will not be binding on the Company. The Company's Remuneration Policy is set out in **Annexure 3** to this notice of annual general meeting.

##### 4.2 Ordinary resolution number 12 – Approval of the Company's Implementation Report

"Resolved by way of a non-binding advisory vote, that the implementation report in respect of its remuneration policy as set out in **Annexure 3** to this notice of annual general meeting, be and is hereby endorsed."

In terms of King IV™ and the JSE Listings Requirements, an advisory vote should be obtained from shareholders on the implementation report of the Company's remuneration policy at each annual general meeting of the Company. The vote allows shareholders to express their views on the extent of implementation of the Company's remuneration policy but will not be binding on the Company. The Company's Implementation Report on the Remuneration Policy is set out in **Annexure 3** to this notice of annual general meeting.

Shareholders are reminded that in terms of King IV™ and the JSE Listings Requirements, should 25% or more of the votes cast be against one or both of these non-binding advisory resolutions, the Company undertakes to engage with shareholders as to the reasons therefore and undertakes to make recommendations based on the feedback received.

#### SPECIAL RESOLUTIONS

To consider and, if deemed fit, pass, with or without modification, the following special resolutions.

For any of the special resolutions numbers 1 to 4 (inclusive) to be adopted, at least 75% of the voting rights exercised on each special resolution must be exercised in favour thereof.

5. REMUNERATION OF NON-EXECUTIVE DIRECTORS

**Special resolution number 1: Remuneration of the chairperson of the board, lead independent director and remuneration of the non-executive directors.**

Resolved, in terms of section 66(9) of the Companies Act, that the Company be and is hereby authorised to remunerate its non-executive directors for their services as directors on the basis set out below, provided that this authority will be valid until the next annual general meeting of the Company.

Resolved that the chairperson of the board be paid the following fees:

	<b>PROPOSED FEES*</b>			
	<b>1 January 2024 to 31 December 2024</b>			
	<b>No. of meetings per annum (indicative)</b>	<b>Base fee R's</b>	<b>Attendance fee R's</b>	<b>Attendance fee above minimum no. of meetings R's</b>
Non-executive Chairperson	<b>4</b>	<b>658 580</b>	<b>19 855</b>	<b>11 495</b>
Lead Independent Director	<b>4</b>	<b>123 310</b>	<b>19 855</b>	<b>11 495</b>
Non-executive Directors	<b>4</b>	<b>81 510</b>	<b>19 855</b>	<b>11 495</b>
Chairpersons of the Audit & Risk Committee, Remuneration & Nomination Committee, Social & Ethics Committee and Investment Committee	<b>4</b>	<b>45 980</b>	<b>31 350</b>	
Members of the Audit & Risk Committee, Remuneration & Nomination Committee, Social & Ethics Committee and Investment Committee	<b>4</b>	<b>31 350</b>	<b>16 198</b>	

\* No increase has been proposed in fees from previous year.

Note: All amounts are exclusive of VAT

The reason for special resolution number 1 is for the Company to obtain the approval of shareholders by way of a special resolution for the payment of remuneration to its non-executive directors in accordance with the requirements of the Companies Act.

The effect of special resolution number 1, if passed, will be that the Company will be able to pay its non-executive directors for the services they render to the Company as directors without requiring further shareholder approval until the next annual general meeting of the Company.



## 6. SHARE REPURCHASE BY GPI AND ITS SUBSIDIARIES

### **Special resolution number 2: Share repurchase by GPI and its subsidiaries**

"Resolved, as a special resolution, that the Company and the subsidiaries of the Company be and are hereby authorised, as a general approval, to repurchase any of the shares issued by the Company, upon such terms and conditions and in such amounts as the directors may from time to time determine, but subject to the provisions of sections 46 and 48 of the Companies Act, the memorandum of incorporation of the Company and the JSE Listings Requirements, including, *inter alia*, that:

- the general repurchase of the shares may only be implemented through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty;
- this general authority shall only be valid until the next annual general meeting of the Company, provided that it shall not extend beyond 15 months from the date of this resolution;
- an announcement must be published as soon as the Company has acquired shares constituting, on a cumulative basis, 3% of the number of shares in issue on the date that this authority is granted, containing full details thereof, as well as for each 3% in aggregate of the initial number of shares acquired thereafter;
- the general authority to repurchase is limited to a maximum of 20% in the aggregate in any one financial year of the Company's issued share capital at the time the authority is granted;
- a resolution has been passed by the board of directors approving the repurchase, that the Company and its subsidiaries ("the Group") have satisfied the solvency and liquidity test as defined in the Companies Act and that, since the solvency and liquidity test was applied, there have been no material changes to the financial position of the Group;
- the general repurchase is authorised by the Company's memorandum of incorporation;
- repurchases must not be made at a price more than 10% above the weighted average of the market value of the shares for the five business days immediately preceding the date that the transaction is effected. The JSE will be consulted for a ruling if the Company's securities have not traded in such five-business day period;
- the Company may at any point in time only appoint one agent to effect any repurchase(s) on the Company's behalf; and
- the Company may not effect a repurchase during any prohibited period as defined in terms of the JSE Listings Requirements unless there is a repurchase programme in place, which programme has been submitted to the JSE in writing prior to the commencement of the prohibited period and executed by an independent third party, (reported trades are prohibited), as contemplated in terms of paragraph 5.72(h) of the JSE Listings Requirements."

The reason for and effect, if passed, of special resolution number 2 is to grant the directors a general authority in terms of the Company's memorandum of incorporation and the JSE Listings Requirements for the acquisition by the Company or by a subsidiary of the Company of shares issued by the Company on the basis reflected in special resolution number 2. This authority will provide the Board with the necessary flexibility to repurchase shares in the market, should a favourable opportunity arise, and it be in the best interest of the Company to do so.

In terms of section 48(2)(b)(i) of the Companies Act, subsidiaries may not hold more than 10%, in aggregate, of the number of the issued shares of any class of a company. For the avoidance of doubt, a *pro rata* repurchase by the Company from all its shareholders, and (ii) intra-group repurchases by the Company of its shares from wholly owned subsidiaries share incentive schemes pursuant to Schedule 14 of the JSE Listing Requirements and/or non-dilutive share incentive schemes controlled by the Company, where such repurchase shares are to be cancelled, will not require shareholder approval, save to the extent as may be required by the Companies Act.

## 7. INTER-COMPANY FINANCIAL ASSISTANCE

### 7.1 Special resolution number 3: Inter-company financial assistance

"Resolved, in terms of section 45(3)(a)(ii) of the Companies Act, as a general approval, that the board of the Company be and is hereby authorised to approve that the Company provides any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in section 45(1) of the Companies Act) that the board of the Company may deem fit to any company or corporation that is related or inter-related ("related" and "inter-related" will herein have the meanings attributed to such terms in section 2 of the Companies Act) to the Company, on the terms and conditions and for amounts that the board of the Company may determine, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the Company."

The reason for and effect, if passed, of special resolution number 3 is to grant the directors of the Company the authority, until the next annual general meeting of the Company, to provide direct or indirect financial assistance to any company or corporation which is related or inter-related to the Company. This means that the Company is, *inter alia*, authorised to grant loans to its subsidiaries and to guarantee the debt of its wholly owned subsidiaries.

### 7.2 Special resolution number 4: Financial assistance for the subscription and/or purchase of shares in the Company or a related or inter-related company

"Resolved, in terms of section 44(3)(a)(ii) of the Companies Act, as a general approval, that the board of the Company be and is hereby authorised to approve that the Company provides any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in sections 44(1) and 44(2) of the Companies Act) that the board of the Company may deem fit to any company, corporation or natural person that is related or inter-related to the Company ("related" and "inter-related" will herein have the meanings attributed to such terms in section 2 of the Companies Act) and/or to any financier who provides funding by subscribing for preference shares or other securities in the Company or in any company or corporation that is related or inter-related to the Company, on the terms and conditions and for amounts that the board of the Company may determine for the purpose of, or in connection with the subscription for any option, or any shares or other securities, issued or to be issued by the Company or a related or inter-related company or corporation, or for the purchase of any shares or securities of the Company or of a related or inter-related company or corporation, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the Company ."

The reason for and effect, if passed, of special resolution number 4 is to grant the directors the authority, until the next annual general meeting of the Company, to provide financial assistance to any company or corporation which is related or inter-related to the Company and/or to any financier for the purpose of or in connection with the subscription or purchase of options, shares or other securities in the Company or in any related or inter-related company or corporation. This means that the Company is authorised, *inter alia*, to grant loans to its subsidiaries and to guarantee and furnish security for the debt of its subsidiaries where any such financial assistance is directly or indirectly related to a party subscribing for or acquiring any options, shares or securities in the Company or its subsidiaries. A typical example of where the Company may rely on this authority is where a wholly owned subsidiary raises funds by way of issuing preference shares and the third-party funder requires the Company to furnish security, by way of a guarantee or otherwise, for the obligations of its wholly owned subsidiary to the third-party funder arising from the issue of the preference shares. The Company has no immediate plans to use this authority and is simply obtaining same in the interests of prudence and good corporate governance should the unforeseen need arise to use the authority.

Additional disclosure in respect of special resolution number 3 and special resolution number 4.

In terms of and pursuant to the provisions of sections 44 and 45 of the Companies Act, the directors of the Company confirm that the board will satisfy itself, after considering all reasonably foreseeable financial circumstances of the Company, that immediately after providing any financial assistance as contemplated in special resolutions numbers 3 and 4 above:

- the assets of the Company (fairly valued) will equal or exceed the liabilities of the Company (fairly valued) (taking into consideration the reasonably foreseeable contingent assets and liabilities of the Company); and
- the Company will be able to pay its debts as they become due in the ordinary course of business for a period of 12 months.

In addition, the board will only approve the provision of any financial assistance contemplated in special resolutions numbers 3 and 4 above, where:

- the board is satisfied that the terms under which any financial assistance is proposed to be provided, will be fair and reasonable to the Company; and
- all relevant conditions and restrictions (if any) relating to the granting of financial assistance by the Company as contained in the Company's memorandum of incorporation have been met.

## 8. OTHER BUSINESS

To transact such other business as may be transacted at an annual general meeting or raised by shareholders with or without advance notice to the Company.

### Information relating to the special resolutions

1. The directors of the Company or its subsidiaries will only utilise the general authority to repurchase shares of the Company as set out in special resolution number 2 to the extent that the directors, after considering the maximum number of shares to be purchased, are of the opinion that the position of the Group would not be compromised as to the following:
  - the Company and the Group's ability in the ordinary course of business to pay its debts for a period of 12 months after the date of this annual general meeting and for a period of 12 months after the repurchase;
  - the consolidated assets of the Company and the Group (fairly valued) will at the time of this notice of annual general meeting and at the time of making such determination, and for a period of 12 months thereafter, be in excess of the consolidated liabilities of the Group (fairly valued). The assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited annual financial statements of the Group;
  - the ordinary capital and reserves of the Company and the Group after the repurchase will remain adequate for the purpose of the business of the Company and the Group for a period of 12 months after this notice of annual general meeting and after the date of the share repurchase; and
  - the working capital available to the Group after the repurchase will be sufficient for the Group's ordinary business purposes requirements for a period of 12 months after the date of this notice of annual general meeting and for a period of 12 months thereafter and/or after the date of the repurchase.

General information in respect of major shareholders, material changes and the share capital of the Company is set out in **Annexure 4** hereto, as well as the full set of annual financial statements, being available on the Company's website at [www.grandparade.co.za](http://www.grandparade.co.za) or which may be obtained, at no charge upon request to the Company Secretary at [tazneem@statucor.co.za](mailto:tazneem@statucor.co.za) or in person at the registered office of the Company during office hours.

2. The directors, whose names appear in **Annexure 2** hereto, collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that this notice of annual general meeting contains all information required by law and the JSE Listings Requirements.

## NOTICE OF ANNUAL GENERAL MEETING continued

### Voting

1. The date on which shareholders must be recorded as such in the share register maintained by the transfer secretaries of the company ("**the Share Register**") for purposes of being entitled to receive this notice is **Friday, 20 October 2023**.
2. The date on which shareholders must be recorded in the Share Register for purposes of being entitled to attend and vote at this Annual General Meeting is Friday, 1 December 2023, with the last day to trade being Tuesday, 28 November 2023.
3. Meeting participants will be required to provide proof of identification to the reasonable satisfaction of the chairman of the annual general meeting and must accordingly provide a copy of their identity document, passport or driver's licence upon registration of the annual general meeting. If in doubt as to whether any document will be regarded as satisfactory proof of identification, meeting participants should contact the transfer secretaries for guidance.
4. Certificated shareholders and own-name dematerialised shareholders entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend, speak and vote thereat in their stead. A proxy need not be a shareholder of the Company. A form of proxy, which sets out the relevant instructions for its completion, is enclosed for use by such shareholders who wish to be represented at the annual general meeting. Completion of a form of proxy will not preclude such shareholder from attending and voting (in preference to that shareholder's proxy) at the annual general meeting. Forms of proxy must be completed and lodged at or posted to the transfer secretaries, Computershare Investor Services (Pty) Ltd (Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 or Private Bag X9000, Saxonwold, 2132), or emailed to proxy@computershare.co.za so as to be received by the transfer secretaries by not later than **15:00 on Wednesday, 06 December 2023**, provided that any form of proxy not delivered to the transfer secretaries by this time may be handed to the chairman of the annual general meeting at any time before the appointed proxy exercises any shareholder rights at the annual general meeting.
5. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who wish to attend the annual general meeting, will need to request their Central Securities Depository Participant ("CSDP") or broker to provide them with the necessary authority in terms of the custody agreement entered into between such shareholders and the CSDP or broker.
6. Dematerialised shareholders, other than own-name registered dematerialised shareholders, who are unable to attend the annual general meeting and who wish to be represented thereat, must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between themselves and the CSDP or broker in the manner and time stipulated therein.

## Electronic registration and participation

1. The Company has retained the services of the transfer secretaries, being Computershare Investor Services Proprietary Limited to host the annual general meeting on an interactive platform, in order to facilitate electronic participation and voting by shareholders. Any shareholder (or a representative or proxy for a shareholder) who wishes to participate in and/or vote at the annual general meeting by way of electronic participation, must either:
  - register online using the online registration portal at [www.smartagm.co.za](http://www.smartagm.co.za), prior to the commencement of the annual general meeting; or
  - contact Computershare by sending an email to [proxy@computershare.co.za](mailto:proxy@computershare.co.za) by **15:00 on Wednesday, 06 December 2023**, in order for the transfer secretaries to arrange such participation for the shareholder and for the transfer secretaries to provide the shareholder with the details as to how to access the annual general meeting by means of electronic participation. Shareholders may still register/apply to participate in and/or vote electronically at the annual general meeting after this date, provided, however, that those shareholders are verified (as required in terms of section 63(1) of the Companies Act) and are registered at the commencement of the annual general meeting.

### Participation:

Participation in the AGM is through the Lumi website by following the steps set out at [www.smartagm.co.za](http://www.smartagm.co.za).

Once [www.web.lumiagm.com](http://www.web.lumiagm.com) has been entered into the web browser, the user will be prompted to enter the meeting ID followed by a requirement to enter the user's:

- (a) username; and
- (b) password.

The meeting ID is: **116643397**

To log in, users must have their username and password, which can be requested from [proxy@computershare.co.za](mailto:proxy@computershare.co.za) or by registering on [www.smartagm.co.za](http://www.smartagm.co.za).

The electronic communication employed will enable all persons participating in the AGM to communicate concurrently with one another without an intermediary and to participate effectively in the AGM. Voting of shares will be possible via electronic communication. Once the AGM has commenced, participants will be able to vote via the voting platform.

Although voting will be permitted by way of electronic communication, shareholders are encouraged to submit votes by proxy before the AGM.

All shareholders are entitled to attend and participate via the use of the electronic platform.

In terms of section 63(1) of the Companies Act, any person participating in the annual general meeting must present reasonably satisfactory identification and the person presiding at the annual general meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as a shareholder or as a representative or proxy for a shareholder) has been reasonably verified. Shareholders of the Company who wish to participate in the annual general meeting electronically should provide such identification when making application to so participate.

2. The cost of electronic participation in the annual general meeting is for the expense of the participant and will be billed separately by the participant's own service provider.
3. The participant acknowledges that the electronic communication services are provided by third parties and indemnifies the Company against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, 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 the Company, whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the participant via the electronic services to the annual general meeting.

The Company cannot guarantee there will not be a break in electronic communication that is beyond the control of the Company.



**Statucor (Pty) Ltd**  
Per AJ Rich  
Company Secretary  
31 October 2023  
Cape Town

# ANNEXURE 1 – SUMMARISED AUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2023

## NATURE OF THE BUSINESS

The Company is an investment holding company and derives income mainly from dividends and interest. The Company's investment focus has transitioned to an exclusive focus on the gaming sector.

The consolidated annual financial statements of the Company and its subsidiaries also incorporate the equity accounted profit or loss of associated companies and joint ventures.

Group earnings		Notes	30 June 2023	*Restated 30 June 2022
Headline profit/(loss)	(R'000)	3	11 034	(13 749)
– Continuing	(R'000)		20 200	1 646
– Discontinued	(R'000)		(9 166)	(15 395)
Headline and diluted headline earnings/(loss) per share	(cents)	3	2.56	(3.20)
– Continuing	(cents)		4.69	0.38
– Discontinued	(cents)		(2.13)	(3.58)
Basic loss – net profit/(loss) for the year	(R'000)	3	(15 211)	(11 577)
– Continuing	(R'000)		20 200	(643)
– Discontinued	(R'000)		(35 411)	(10 934)
Basic and diluted earnings/(loss) per share	(cents)	3	(3.54)	(2.73)
– Continuing	(cents)		4.69	(5.90)
– Discontinued	(cents)		(8.23)	3.17
Dividends net of treasury shares	(R'000)		51 991	544 212
Ordinary dividend per share	(cents)		12	125

\* Restated for discontinued operation.

Grand Parade Investments (GPI) performed well over the financial year with headline profit for the year improving by R24.7 million (180%) from a headline loss of R13.7 million to a headline profit of R11.0 million.

The positive performance of the Group was driven by the gaming assets which performed well over the financial year despite the challenges faced by increased load shedding and other macro-economic issues. The business of Sun Slots was particularly affected by these power cuts. Despite the challenges faced the gaming assets contributed R120.9 million to headline earnings over the year, an increase of R13.0 million (12%), compared to the prior year.

GPI's implementation of its strategy to unlock value in the prior years, with the exit of the food businesses and the liquidation of loss-making subsidiaries, yielded positive results for the 2023 year with the Group returning to positive headline earnings.

## GROUP FINANCIAL REVIEW

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

GPI reported a significant improvement in its headline earnings from a loss of R13.7 million to a profit of R11.2 million. The major contributing factors are outlined below:

- The gaming assets' headline earnings contribution increased by R13.0 million from R107.9 million in the prior period to R120.9 million in the current period. The increase in earnings is largely due to the recovery of SunWest in the current year compared to the prior year.
- Central costs increased by R54.2 million in the current period largely due to transaction costs related to the mandatory offer and the restructuring of the Group.
- The loss-making subsidiary Mac Brothers was liquidated during the prior year which resulted in an increase in the earnings.

The table below reflects the contribution of each investment to Group headline earnings:

	<b>30 June 2023</b>	30 June 2022	Movement	
	<b>R'000</b>	R'000	R'000	%
<b>Food</b>	–	9 279	(9 279)	(100%)
Spur	–	9 279	(9 279)	(100%)
<b>Gaming</b>	<b>120 987</b>	107 904	13 083	12%
SunWest	<b>61 988</b>	39 174	22 814	58%
Sun Slots	<b>53 905</b>	65 831	(11 926)	(18%)
Worcester Casino	<b>(173)</b>	2 248	(2 421)	(108%)
Infinity Gaming Africa	<b>5 267</b>	651	4 616	709%
<b>Central costs</b>	<b>(100 787)</b>	(46 571)	(54 216)	(116%)
Corporate Costs (excluding Transaction costs, legal fees, tax and finance costs)	<b>(32 052)</b>	(26 881)	(5 171)	(19%)
Transaction costs, legal fees and taxation	<b>(68 792)</b>	(15 082)	(53 710)	(356%)
Net corporate finance costs	<b>57</b>	(4 608)	4 665	101%
<b>Expected credit loss and write-off of receivables relating to Mac Brothers</b>	–	(61 677)	61 677	100%
Loan impairment	–	(48 081)	48 081	100%
Receivable write-off	–	(13 596)	13 596	100%
<b>Headline earnings – Continuing operations</b>	<b>20 200</b>	8 935	11 265	126%
<b>Discontinued operations</b>	<b>(9 166)</b>	(22 684)	13 518	60%
Burger King	–	12 091	(12 091)	100%
Mac Brothers	–	(31 412)	31 412	100%
Grand Foods Meat Plant	–	265	(265)	100%
GPI Properties	<b>(9 166)</b>	(3 628)	(5 538)	(153%)
<b>Headline earnings</b>	<b>11 034</b>	(13 749)	24 783	180%

## ANNEXURE 1 – SUMMARISED AUDITED FINANCIAL STATEMENTS continued FOR THE YEAR ENDED 30 JUNE 2023

### Dividends

An ordinary dividend of 12 cents per share was paid on 5 December 2022 relating to the 2022 financial year.

### Capital structure

The Group reduced its debt by R85.9 million during the year due to a repayment of R50.0 million on its preference debt and R35.9 million on its term loan and finance leases.

Description		30 June 2023 R'000	30 June 2022 R'000	Movement R'000	%
<b>Holding company facilities</b>		<b>50 000</b>	100 000	(50 000)	50%
SunWest and Sun Slots	Preference shares	<b>50 000</b>	100 000	(50 000)	50%
<b>Subsidiary facilities</b>		<b>–</b>	35 868	(35 868)	100%
GPI Properties	Term loans (Mortgage)	<b>–</b>	35 868	(35 868)	100%
<b>Total Debt<sup>(1)</sup></b>		<b>50 000</b>	135 868	(85 868)	63%

<sup>(1)</sup> Total debt refers to the non-current and current portions of the preference shares and interest-bearing borrowings.

## REVIEW OF INVESTMENT OPERATIONS

### FOOD

During the prior year, the Group exited all its investments in the food industry.

### GAMING

#### SunWest

SunWest's revenue increased by R527.0 million from R1.719 billion in the prior year to R2.245 billion in the current year.

EBITDA increased by 27% from R533.2 million in the prior year to R729.6 million in the current year.

Net Profit after tax increased by 47% to R410.5 million for the year (2022: R218.8 million).

Total dividends of R315.0 million were paid for the year of which the Group's portion was R47.60 million.

#### Sun Slots

The Sun Slots business has been affected by the increased load shedding experienced in the current year, which reduced the footfall of patrons at sites.

Despite the impact of load shedding on the businesses of Sun Slots, revenue increased revenue by 6% from R1.414 billion in the prior year to R1.493 billion in the current year.

EBITDA decreased by 10% from R401.7 million in the prior year to R361.7 million in the current year.

Net Profit after Tax decreased by R39.7 million from R219.4 million in the prior year to R179.7 million in the current year.

Dividends of R260 million were paid for the year of which the Group's portion was R78 million.

#### Worcester

Worcester revenue increased by R10.9 million from R120.2 million in the prior year to R131.1 million in the current year. EBITDA for the current year remained unchanged from prior year at R10.9 million.

Dividends of R6.5 million were paid for the year of which the Group's portion was R0.9 million.



## **OTHER**

### **Central costs**

The Group's net central costs (excluding funding cost and transaction costs) for the year amounted to R32.0 million, which is 19% higher than the central costs of R26.9 million in the prior year. This is primarily a result of the increased audit fees relating to the BKSA audit in the prior year and the 2022 audit fee for the Group.

### **Share capital**

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

### **Treasury shares**

At 30 June 2023 a total of 39.3 million GPI shares were held as treasury shares by the Grand Parade Share Incentive Trust, GPI Management Services and the GPI Women's B-BBEE Empowerment Trust. These entities are controlled by the Group, with the Grand Parade Share Incentive Trust holding 0.49 million treasury shares, GPI Management Services holding 24 million shares and the GPI Women's B-BBEE Empowerment Trust holding 14.82 million treasury shares.

### **Preference shares**

During the current year, the Group redeemed 5 000 redeemable preference shares (SunWest) held by RMB at a redemption price of R10 000 per share, totaling R50.0 million.

### **Capital commitments**

There are no capital commitments.

### **Directors and Company Secretary**

During the year the following changes to the directorate took place:

- G Bortz, appointed 27 March 2023 to the board, and became CEO of the Group with effect from 2 May 2023
- G Orrie, appointed 25 April 2023, as Chairman of the Group
- K Finch, appointed 27 March 2023 to the board
- M Tajbhai, resigned in May 2023 as CEO of the Group and assumed a position on the Board as a non-executive director on 04 May 2023
- A Abercrombie, resigned 7 April 2023
- M Bowman, resigned 6 April 2023
- R van Dijk, resigned 6 April 2023
- M Nkosi, resigned 14 November 2022

The Company Secretariat remained unchanged.

## ANNEXURE 1 – SUMMARISED AUDITED FINANCIAL STATEMENTS continued FOR THE YEAR ENDED 30 JUNE 2023

### Going concern

Management performed various scenario analyses considering the likelihood of a further impact on the underlying businesses of potential macro-economic shocks and the continued negative effects of load shedding. Based on this assessment and the available financial resources of the Group together with anticipated cash flows from continuing operations, management is satisfied and comfortable to confirm the going concern status of the Group. The Board has performed a review of the Group's ability to continue trading as a going concern in the foreseeable future and based on this review, consider the presentation of the financial statements on a going concern basis to be appropriate.

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

### Subsequent events

During July 2023 the sale of the Thornton property was completed and the funds were received. Net proceeds of R9.0 million were received. During August 2023, the sale of the office block, situated on 33 Heerengracht was completed and the transfer took place on 16 August 2023. Net proceeds of R58.0 million were received. All remaining outstanding preference shares were redeemed during August 2023. The balance of R50.7 million (which included all accrued interest) was settled.

### Prospects

The Group is now exclusively focused on the gaming sector. Going forward, the Group's strategies include:

- continuing its robust oversight of its existing gaming investments;
- selected mergers and acquisitions in the gaming sector; and
- de novo online gaming organic growth opportunities.

While business prospects in South Africa remain challenging, management believes that the gaming sector as a whole is well-positioned for future growth. Management believes that by virtue of the Group's existing gaming holdings and interests, interesting strategic and organic growth opportunities will arise. A cautious but engaged approach will be adopted.



# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2023

	Notes	2023 R'000	*Restated 2022 R'000
<b>CONTINUING OPERATIONS</b>			
Revenue	4	1 356	10 729
Operating costs		(102 432)	(63 291)
Profit from equity-accounted investments		120 988	107 905
Expected credit loss**		–	(50 820)
Finance income		7 972	4 286
Finance costs		(7 809)	(8 876)
<b>Profit/(loss) before taxation</b>		<b>20 075</b>	<b>(67)</b>
Taxation		125	(576)
<b>Profit/(loss) for the year from continuing operations</b>		<b>20 200</b>	<b>(643)</b>
<b>DISCONTINUED OPERATIONS</b>			
Loss for the year from discontinued operations	5.2	(35 411)	(10 934)
<b>Loss for the year</b>		<b>(15 211)</b>	<b>(11 577)</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>			
Realised fair value adjustments on investments held at fair value through OCI		–	2 242
Unrealised fair value adjustments on investments held at fair value through OCI		2 075	930
<b>TOTAL COMPREHENSIVE LOSS FOR THE YEAR</b>		<b>(13 136)</b>	<b>(8 405)</b>
Profit/(loss) for the period from continuing operations attributable to:			
– Ordinary shareholders		20 200	(643)
Loss for the period from discontinued operations attributable to:			
– Ordinary shareholders	5.2	(35 411)	(11 093)
– Non-controlling interest		–	159
		<b>(15 211)</b>	<b>(11 577)</b>
Total comprehensive profit from continuing operations attributable to:			
– Ordinary shareholders		22 275	2 529
Total comprehensive profit from discontinued operations attributable to:			
– Ordinary shareholders	5.2	(35 411)	(11 093)
– Non-controlling interest		–	159
		<b>(13 136)</b>	<b>(8 405)</b>
		<b>Cents</b>	<b>Cents</b>
<b>Basic earnings/(loss) per share</b>	3.5	<b>(3.54)</b>	(2.73)
– Continuing operations	3.5	4.69	(0.15)
– Discontinued operations	3.5	(8.23)	(2.58)
<b>Diluted earnings/(loss) per share</b>	3.5	<b>(3.54)</b>	(2.73)
– Continuing operations	3.5	4.69	(0.15)
– Discontinued operations	3.5	(8.23)	(2.58)

\* The prior year comparatives have been restated to separately reflect the results of discontinued operations (refer note 5).

\*\* For the period ended 30 June 2022, expected credit loss includes the impairment of the inter-company loan with Mac Brothers. The expected credit loss of the loan amounted to R48.0 million and the expected credit loss on receivables amounted to R2.8 million. Write-off of the receivables have been included under operating expenses.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2023

	Notes	2023 R'000	2022 R'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
		<b>984 615</b>	1 075 652
Investments in jointly-controlled entities		638 909	624 485
Investments in associates		321 553	341 536
Investments held at fair value through OCI	7.1	17 960	14 695
Investment properties		–	76 500
Property, plant and equipment		846	1 415
Intangible assets		11	12
Deferred proceeds		–	13 957
Deferred tax assets		5 336	3 052
Assets classified as held for sale	6.1	67 767	44 650
<b>Current assets</b>			
		<b>107 764</b>	198 537
Inventory		–	305
Related party receivable		–	6 032
Trade and other receivables		10 813	3 959
Income tax receivable		1 329	1 329
Deferred proceeds		13 889	–
Cash and cash equivalents		81 733	186 912
<b>Total assets</b>			
		<b>1 160 146</b>	1 318 839
<b>EQUITY AND LIABILITIES</b>			
<b>Capital and reserves</b>			
<b>Total equity</b>			
		<b>1 075 774</b>	1 140 901
Ordinary share capital		798 586	798 586
Treasury shares		(149 849)	(152 790)
Accumulated profit		433 600	502 921
Investments held at fair value reserve		(6 563)	(8 638)
Share-based payment reserve		–	822
<b>Total shareholders' equity</b>			
		<b>1 075 774</b>	1 140 901
<b>Non-current liabilities</b>			
		<b>50 428</b>	102 303
Preference shares		50 000	100 000
Provisions		86	120
Deferred tax liabilities		342	2 183
<b>Current liabilities</b>			
		<b>33 944</b>	75 635
Interest-bearing borrowings		–	35 868
Provisions		1 800	316
Trade and other payables		10 204	5 708
Dividends payable		21 887	21 267
Dividend tax payable		–	12 362
Income tax payable		53	114
<b>Total equity and liabilities</b>			
		<b>1 160 146</b>	1 318 839

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2023

	Ordinary share capital R'000	Treasury shares R'000	Accumulated profits R'000	Financial asset fair value reserve R'000	Share-based payment reserve R'000	Non-controlling interest R'000	Total equity R'000
<b>Balance at 30 June 2021</b>	798 586	(153 079)	1 176 897	(113 028)	867	(34 612)	1 675 631
Total comprehensive loss for the year	-	-	(11 577)	3 172	-	-	(8 405)
- Loss for the year from continuing operations	-	-	(25 350)	-	-	-	(25 350)
- Loss for the year from discontinued operations	-	-	13 773	-	-	-	13 773
- Other comprehensive loss	-	-	-	3 172	-	-	3 172
Realised fair value adjustments on investments held at fair value through OCI	-	-	(101 218)	101 218	-	-	-
Increase in BKSA investment	-	-	(16 725)	-	-	16 725	-
Dividends paid	-	-	(544 212)	-	-	-	(544 212)
Ordinary dividend paid	-	-	(393 412)	-	-	-	(393 412)
Dividend in specie <sup>(1)</sup>	-	-	(150 800)	-	-	-	(150 800)
Treasury shares allocated to employees	-	289	(244)	-	(45)	-	-
Derecognition of BKSA non-controlling interest	-	-	-	-	-	17 887	17 887
<b>Balance at 30 June 2022</b>	<b>798 586</b>	<b>(152 790)</b>	<b>502 921</b>	<b>(8 638)</b>	<b>822</b>	<b>-</b>	<b>1 140 901</b>
Total comprehensive (loss)/income for the year	-	-	(15 211)	2 075	-	-	(13 136)
- Loss for the year from continuing operations	-	-	(15 211)	-	-	-	(15 211)
- Loss for the year from discontinued operations	-	-	-	-	-	-	-
- Other comprehensive loss	-	-	-	2 075	-	-	2 075
Dividends paid	-	-	(51 991)	-	-	-	(51 991)
Treasury shares allocated to employees	-	2 941	(2 722)	-	(219)	-	-
Share-based payment reserve expense	-	-	-	-	-	-	-
Share options lapsed	-	-	603	-	(603)	-	-
<b>Balance at 30 June 2023</b>	<b>798 586</b>	<b>(149 849)</b>	<b>433 600</b>	<b>(6 563)</b>	<b>-</b>	<b>-</b>	<b>1 075 774</b>

<sup>(1)</sup> The Groups investment, in the Spur Corporation was unbundled and distributed as a dividend in specie on 17 June 2022, which amounted to a dividend of 36 cents.

# CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2023

	Notes	2023 R'000	*Restated 2022 R'000
<b>Cash flows from operating activities</b>			
Net cash generated from operations		(105 663)	(30 023)
Income tax paid		(990)	(262)
Dividend tax paid		(12 362)	–
Finance income received		7 972	4 286
Cash inflow from discontinued operations	5.3	1 772	86 941
<b>Net cash (outflow)/inflow from operating activities</b>		<b>(109 271)</b>	<b>60 942</b>
<b>Cash flows from investing activities</b>			
Proceeds from sale of BKSA and GFMP investments		929	477 393
Acquisition of property, plant and equipment		(728)	–
Proceeds from disposal of property, plant and equipment		220	–
Proceeds from related party loans		1 855	–
Dividends received		127 694	142 384
Cash inflow/(outflow) from discontinued operations	5.3	20 000	(37 123)
<b>Net cash inflow from investing activities</b>		<b>149 970</b>	<b>582 654</b>
<b>Cash flows from financing activities</b>			
Dividends paid		(51 371)	(369 912)
Employee loans		–	17 683
Preference share redemption		(50 000)	(184 988)
Preference share issued		–	100 000
Bridging facility raised		–	100 000
Bridging facility repaid		–	(100 000)
Related party loans		–	2 500
Finance costs		(7 809)	(11 663)
Cash from discontinued operations	5.3	(36 698)	(137 536)
<b>Net cash outflow from financing activities</b>		<b>(145 878)</b>	<b>(583 916)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>			
		<b>(105 179)</b>	<b>59 680</b>
Cash and cash equivalents at the beginning of the year		186 912	127 232
Total cash and cash equivalents at the end of the year		81 733	186 912

\* The prior year comparatives have been restated to separately reflect the results of discontinued operations (refer note 5).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2023

## 1. ACCOUNTING POLICIES

### 1.1 Basis of preparation of financial results

The summarised audited financial statements for the year ended 30 June 2023 are prepared in accordance with the JSE Listings Requirements and the requirements of the Companies Act of South Africa. This provisional report is prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council and to also, as a minimum, contain the information required by IAS 34 – Interim Financial Reporting. The Group has not early adopted any standard, interpretation or amendments that has been issued but is not yet effective. During the year, various new and revised accounting standards became effective, however, their implementation had no impact on the results of either the current or prior year except as indicated in Note 1.2. The accounting policies applied in the preparation of the condensed consolidated financial statements are in terms of IFRS and are consistent with those accounting policies applied in the preparation of the previous consolidated annual financial statements for the year ended 30 June 2022. These summarised audited financial statements have been prepared under the supervision of J October CA(SA), chief financial officer, and were approved by the board of directors on Tuesday, 26 September 2023. The directors take full responsibility for the preparation of these condensed reviewed consolidated financial statements.

### 1.2 Changes in accounting policies

The Group has adopted all the new, revised and amended accounting standards which were effective for the Group from 1 July 2022. None of the adoptions had a significant impact on the results of the Group.

## 2. SEGMENT ANALYSIS

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

	External revenue		Inter-segment revenue <sup>(1)</sup>		Operating costs <sup>(2)</sup>		Equity accounted earnings		EBITDA <sup>(3)</sup>	
	2023	*Restated 2022	2023	*Restated 2022	2023	*Restated 2022	2023	*Restated 2022	2023	*Restated 2022
	R'000	R'000	R'000	R'000	R'000	R'000	R'000	R'000	R'000	R'000
<b>Food</b>	1 147	10 729	-	-	(902)	(1 464)	-	-	245	9 265
Spur	1 147	10 729	-	-	(902)	(1 464)	-	-	245	9 265
<b>Gaming and leisure<sup>(4)</sup></b>	-	-	-	-	-	-	120 987	107 905	120 987	107 905
SunWest	-	-	-	-	-	-	61 988	39 175	61 988	39 175
Sun Slots	-	-	-	-	-	-	53 905	65 831	53 905	65 831
Worcester Casino	-	-	-	-	-	-	(173)	2 248	(173)	2 248
Infinity Gaming Africa	-	-	-	-	-	-	5 267	651	5 267	651
<b>Group costs</b>	209	-	142 103	1 128 252	(104 707)	(52 291)	-	-	(103 351)	(52 585)
Central costs	209	-	142 103	1 128 252	(104 707)	(52 291)	-	-	(103 351)	(52 585)
	1 356	10 729	142 103	1 128 252	(105 609)	(53 775)	120 987	107 905	17 881	64 585

\* The prior year comparatives have been restated to separately reflect the results of discontinued operations (refer note 5)

<sup>(1)</sup> Transactions between segments are concluded at arm's-length.

<sup>(2)</sup> Certain costs are presented pre elimination of intergroup charges and net profit is after these eliminations.

<sup>(3)</sup> EBITDA excludes inter-segment revenue, impairments and expected credit losses.

<sup>(4)</sup> The Gaming and leisure segment consists of the amount of investment in joint ventures and associates of the Group.



Impairments of assets and goodwill		Depreciation & amortisation		Finance income		Finance costs		Net profit/(loss) after tax		Total assets		Total liabilities	
2023 R'000	*Restated 2022 R'000	2023 R'000	*Restated 2022 R'000	2023 R'000	*Restated 2022 R'000	2023 R'000	*Restated 2022 R'000	2023 R'000	*Restated 2022 R'000	2023 R'000	*Restated 2022 R'000	2023 R'000	*Restated 2022 R'000
-	-	-	-	-	-	-	-	-	9 280	-	-	-	-
-	-	-	-	-	-	-	-	-	9 280	-	-	-	-
-	-	-	-	-	-	-	-	-	107 905	<b>960 462</b>	966 020	-	-
-	-	-	-	-	-	-	-	-	39 175	<b>638 909</b>	624 485	-	-
-	-	-	-	-	-	-	-	-	65 831	<b>291 988</b>	316 083	-	-
-	-	-	-	-	-	-	-	-	2 248	<b>22 045</b>	23 200	-	-
-	-	-	-	-	-	-	-	-	651	<b>7 520</b>	2 252	-	-
-	(13 282)	<b>(48)</b>	(71)	<b>7 972</b>	4 270	<b>(7 809)</b>	(8 877)	<b>(102 988)</b>	(120 787)	<b>123 947</b>	221 631	<b>54 592</b>	(136 045)
-	(13 282)	<b>(48)</b>	(71)	<b>7 972</b>	4 270	<b>(7 809)</b>	(8 877)	<b>(102 988)</b>	(120 787)	<b>123 947</b>	221 631	<b>54 592</b>	(136 045)
-	(13 282)	<b>(48)</b>	(71)	<b>7 972</b>	4 270	<b>(7 809)</b>	(8 877)	<b>(102 988)</b>	(3 602)	<b>1 084 409</b>	1 187 651	<b>54 592</b>	(136 045)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued  
FOR THE YEAR ENDED 30 JUNE 2023

### 3. BASIC AND DILUTED EARNINGS PER SHARE

Basic earnings per share amounts are calculated by dividing the net profit for the year attributable to ordinary equity holders of the Company by the Weighted Average Number of Ordinary Shares (WANOS) in issue during the year.

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

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

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

#### 3.1 Reconciliation of the loss for the year attributable to ordinary shareholders

	2023 R'000 Gross	2023 R'000 Net	*Restated 2022 R'000 Gross	*Restated 2022 R'000 Net
<b>Basic and diluted loss per share reconciliation</b>				
Profit/(loss) for the year		(15 211)		(11 577)
– Continuing operations		20 200		(643)
– Discontinued operations		(35 411)		(10 934)
Non-controlling interest		–		(159)
Loss for the year attributable to ordinary shareholders		(15 211)		(11 736)

No adjustments have been made to basic earnings in the calculation of diluted earnings.

#### 3.2 Reconciliation of headline (loss)/earnings for the year

	2023 R'000 Gross	2023 R'000 Net	2022 R'000 Gross	2022 R'000 Net
Loss for the year attributable to ordinary shareholders	–	(15 211)	–	(11 736)
<b>Continuing operations:</b>				
Impairment of associates	–	–	13 281	13 281
<b>Discontinued operations:</b>				
Profit on derecognition of subsidiary	–	–	(68 196)	(68 196)
Impairment of investment property	18 500	13 505	18 133	18 133
Impairment of non-current assets held for sale: Land and buildings	10 010	7 307	–	–
Impairment of non-current assets held for sale: Plant and machinery	5 725	5 725	–	–
Profit on disposal of investment property	(400)	(292)	–	–
Loss on disposal of investments in BKSA and GFMP	–	–	34 769	34 769
<b>Total headline profit/(loss)</b>		11 034		(13 749)
<b>Total headline (loss)/profit</b>				
– Continuing operations		20 200		8 935
– Discontinued operations		(9 166)		(22 684)
		11 034		(13 749)

#### 3.3 Reconciliation of WANOS – net of treasury shares

	2023 '000s	2022 '000s
Shares in issue at beginning of the year	429 937	429 718
Treasury shares issued to employees	311	259
	430 248	429 977

\* The prior year comparatives have been restated to separately reflect the results of discontinued operations (refer note 5).

### 3. BASIC AND DILUTED EARNINGS PER SHARE (CONTINUED)

#### 3.4 Reconciliation of diluted WANOS – net of treasury shares

	2023 '000s	2022 '000s
<b>WANOS in issue – net of treasury shares</b>	<b>430 248</b>	429 977
Effects of dilution from:		
Share options	–	–
<b>Diluted WANOS in issue – net of treasury shares</b>	<b>430 248</b>	429 977

#### 3.5 Statistics

	Cents	Cents
Basic profit/(loss) per share	<b>(3.54)</b>	(2.73)
– Continuing operations	<b>4.69</b>	(0.16)
– Discontinued operations	<b>(8.23)</b>	(2.57)
Diluted profit/(loss) per share	<b>(3.54)</b>	(2.73)
– Continuing operations	<b>4.69</b>	(0.16)
– Discontinued operations	<b>(8.23)</b>	(2.57)
Headline profit/(loss) per share	<b>2.56</b>	(3.20)
– Continuing operations	<b>4.69</b>	2.93
– Discontinued operations	<b>(2.13)</b>	(6.13)
Diluted headline profit/(loss) per share	<b>2.56</b>	(3.20)
– Continuing operations	<b>4.69</b>	2.93
– Discontinued operations	<b>(2.13)</b>	(6.13)
Dividend per share	<b>12</b>	125

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued  
FOR THE YEAR ENDED 30 JUNE 2023

4. REVENUE

4.1 Disaggregation of revenue

	2023 R'000	*Restated 2022 R'000
<b>Other revenue</b>		
Dividends received	1 147	10 729
Other income <sup>(1)</sup>	209	–
	<b>1 356</b>	<b>10 729</b>

\* The prior year comparatives have been restated to separately reflect the results of discontinued operations (refer note 5) and

<sup>(1)</sup> Other income includes board fees received by the directors of Grand Parade Investments Limited from the Group's gaming investments.

5. DISCONTINUED OPERATIONS

5.1 Operations discontinued

During the current year the Group entered into sale agreements for the properties owned by GPI Properties (Pty) Ltd. The associated properties were classified as held for sale on 30 June 2023 and were subsequently sold during the months of July and August 2023. Consequently, the operations of GPI Properties (Pty) Ltd is presented as a discontinued operation in the current year and the comparatives have been restated to include GPI Properties as a discontinued operation in the prior year.

During the prior year, in April 2022 the board resolved to liquidate a subsidiary Mac Brothers Catering Equipment (Pty) Ltd. The liquidator was appointed during April 2022. The business is still in the process of being liquidated. During the prior year the Group also disposed of all its shares in BKSA and GFMP to ECP. These subsidiaries are accounted for in the discontinued operations below.

## 5. DISCONTINUED OPERATIONS (CONTINUED)

The results of discontinued operations are presented below:

	GPI Properties		Grand Foods Bakery		Macbrothers		Burger King		Grand Foods Meat Plant		Total	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	R'000	R'000	R'000	R'000	R'000	R'000	R'000	R'000	R'000	R'000	R'000	R'000
<b>5.2 Results of discontinued operations</b>												
Revenue	8 727	6 798	-	-	-	64 323	-	512 696	-	75 975	8 727	659 792
Cost of Sales	-	-	-	-	-	(43 401)	-	(251 209)	-	(72 741)	-	(367 351)
<b>Gross Profit</b>	<b>8 727</b>	<b>6 798</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>20 922</b>	<b>-</b>	<b>261 487</b>	<b>-</b>	<b>3 234</b>	<b>8 727</b>	<b>292 441</b>
Operating costs	(40 449)	(28 753)	(5 725)	-	-	(52 724)	-	(225 944)	-	(2 683)	(46 174)	(310 104)
Expected credit losses	-	-	-	-	-	-	-	(239)	-	-	-	(239)
Profit on derecognition of subsidiary	-	-	-	-	-	68 196	-	-	-	-	-	68 196
Profit/(loss) on sale of investments	-	-	-	-	-	-	-	27 271	-	(62 040)	-	(34 769)
<b>Profit/(loss) before finance costs and taxation</b>	<b>(31 722)</b>	<b>(21 955)</b>	<b>(5 725)</b>	<b>-</b>	<b>-</b>	<b>36 394</b>	<b>-</b>	<b>62 575</b>	<b>-</b>	<b>(61 489)</b>	<b>(37 447)</b>	<b>15 525</b>
Finance income	85	11	-	-	-	-	-	-	-	-	85	11
Finance costs	(997)	(2 763)	-	-	-	(4 028)	-	(13 806)	-	(324)	(997)	(20 921)
<b>Profit/(loss) before taxation</b>	<b>(32 634)</b>	<b>(24 707)</b>	<b>(5 725)</b>	<b>-</b>	<b>-</b>	<b>32 366</b>	<b>-</b>	<b>48 769</b>	<b>-</b>	<b>(61 813)</b>	<b>(38 359)</b>	<b>(5 385)</b>
Taxation	2 948	-	-	-	-	-	-	(5 587)	-	38	2 948	(5 549)
<b>Profit/(loss) for the period</b>	<b>(29 686)</b>	<b>(24 707)</b>	<b>(5 725)</b>	<b>-</b>	<b>-</b>	<b>32 366</b>	<b>-</b>	<b>43 182</b>	<b>-</b>	<b>(61 775)</b>	<b>(35 411)</b>	<b>(10 934)</b>
<b>5.3 Cash flows (used in)/from discontinued operations</b>												
Net cash (utilised in)/generated from operating activities	1 772	13 859	-	-	-	1 592	-	66 153	-	5 337	1 772	86 941
Net cash utilised in investing activities	20 000	-	-	-	-	-	-	(37 123)	-	-	20 000	(37 123)
Net cash (utilised in)/generated from financing activities	(36 698)	(7 499)	-	-	-	(111 561)	-	(12 158)	-	(6 318)	(36 698)	(137 536)
<b>Net cash flow for the year</b>	<b>(14 926)</b>	<b>6 360</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(109 969)</b>	<b>-</b>	<b>16 872</b>	<b>-</b>	<b>(981)</b>	<b>(14 926)</b>	<b>(87 688)</b>

<sup>(1)</sup> In the prior year the impairment relates to the assets of Mac Brothers, the value was based on the auction proceeds of the assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS continued  
FOR THE YEAR ENDED 30 JUNE 2023

6. NON-CURRENT ASSETS HELD FOR SALE

6.1 The assets included in non-current assets held for sale are as follows:

Non-current assets	Notes	2023 R'000	2022 R'000
Land and buildings	6.1.1	67 090	38 700
Property, plant and equipment	6.1.2	677	5 950
		<b>67 767</b>	44 650
<b>6.1.1 Reconciliation of land and buildings</b>			
Opening balance <sup>(1)</sup>		38 700	19 100
Transfers from property, plant and equipment <sup>(2)</sup>		–	19 600
Transfers from investment property <sup>(3)</sup>		58 000	
Disposal <sup>(2)</sup>		(19 600)	–
Impairment	6.1.3	(10 010)	–
Closing balance		<b>67 090</b>	38 700
<b>6.1.2 Reconciliation of property, plant and equipment</b>			
Opening balance <sup>(1)</sup>		5 950	5 950
Transfers from property, plant and equipment <sup>(2)</sup>		452	–
Impairment	6.1.3	(5 725)	–
Closing balance		<b>677</b>	5 950
<b>6.1.3 Impairment of non-current assets-held-for-sale</b>			
Land and buildings	6.1.1	(10 010)	–
Property, plant and equipment	6.1.2	(5 725)	–
		<b>(15 735)</b>	–

<sup>(1)</sup> The 2023 opening balance consists of the meat production facility situated in Epping Industria, the industrial building situated in Thornton and the property, plant and equipment, previously used by Grand Bakery to produce the doughnuts for Dunkin Donuts and the property, plant and equipment that was previously used. The sale of the meat production facility was concluded during the year and transfer took place on 11 August 2022. The sale of the industrial building in Thornton was finalised in July 2023 and transfer took place on 21 July 2023.

<sup>(2)</sup> In the 2022 financial year the meat production facility situated in Epping Industria was transferred from property, plant and equipment to non-current asset held for sale.

<sup>(3)</sup> During the current year the office building situated on the Foreshore, Cape Town was transferred to non-current-assets held for sale when it met the requirements. The building was previously classified as investment property. The sale of the building was concluded during August 2023 and transfer took place on 22 August 2023.

## 7. FINANCIAL INSTRUMENTS – DISCLOSURE

### 7.1 Fair value of financial instruments

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

**Level 1:** Quoted prices (unadjusted) in active markets for identical assets and liabilities.

**Level 2\*:** Other techniques for which all inputs which have a significant effect on the recorded fair value and are observable, either directly or indirectly.

**Level 3\*:** Techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

*(\*) There are no financial instruments classified as level 2 and 3.*

As at 30 June, the Group held the following instruments measured at fair value:

	Level 1 R'000	Total R'000
<b>2023</b>		
Investments held at fair value – Spur <sup>(1)</sup>	17 960	17 960
<b>Total</b>	<b>17 960</b>	<b>17 960</b>
<b>2022</b>		
Investments held at fair value – Spur <sup>(1)</sup>	14 695	14 695
<b>Total</b>	<b>14 695</b>	<b>14 695</b>
	<b>2023 R'000</b>	2022 R'000
Current asset	–	–
Non-current asset	17 960	14 695
	<b>17 960</b>	<b>14 695</b>

*<sup>(1)</sup> The Groups investment, in the Spur Corporation was unbundled and distributed as a dividend in specie on 17 June 2022, which amounted to a dividend of 36 cents, a portion of this investment is still held by the Group due to the treasury shareholders.*

	Level 1 R'000	Total R'000
<b>Investments held at fair value – Spur</b>		
<b>2023</b>		
Opening balance – 1 July	14 695	14 695
Fair value adjustments	2 075	2 075
Additions	1 190	1 190
Carrying value – 30 June	<b>17 960</b>	<b>17 960</b>
<b>2022</b>		
Opening balance – 1 July	162 619	162 619
Fair value adjustments	3 172	3 172
Disposal	(151 096)	(151 096)
Closing balance – 30 June	14 695	14 695

# ANNEXURE 2 – DIRECTORS RESUMÉS AND ATTENDANCE AT MEETINGS

## EXECUTIVE DIRECTORS

### GREGORY MARK BORTZ (54)

#### Chief Executive Officer

Appointed to the board 27 March 2023

Appointed as Group CEO 02 May 2023

CA (SA) BBusSci

Gregory is a chartered accountant holding a BBusSci degree with an honours in finance, as well as a postgraduate diploma in accounting.

Gregory has over 30 years' experience in accounting, investment banking, corporate finance, private equity, and public and private investing.

He is the sole director and chairman of GMB Investments Proprietary Limited and its wholly owned subsidiary GMB Liquidity Corporation Proprietary Limited. He also serves as Chairman of Kenilworth Racing (Pty) Ltd.

### GAYASUDDIN AHMED (43)

#### Financial Director

Appointed to the board 01 October 2023

CA (SA) BCompt Honors

Gayasuddin is a chartered accountant and holds the qualification BCompt (Honors).

He has over 15 years professional experience including serving as the financial manager during his time with the Company. Prior to joining GPI, Gayasuddin's experience included various roles across a diverse range of industries, including financial services, management consulting and retail.

## NON-EXECUTIVE DIRECTORS

### GASANT ORRIE (58)

#### Non-Executive Chairman

Appointed to the board on 25 April 2023

BA LLB (Cape Town)

Gasant is an admitted attorney and a senior partner in global law firm Clyde & Co's corporate & advisory practice. Gasant has close to 30 years of corporate and commercial experience and has advised local and international clients on some of South Africa's largest transactions, including several public companies listed on the JSE and state-owned companies. Gasant has a long history with GPI, having advised GPI as external legal counsel for many years.

### WALTER GEACH (68)

#### Non-Executive Director

Appointed to the board on 17 September 2013

CA (SA) BA LLB (Cape Town) MCom FCIS

Walter is a chartered accountant (CA) (SA), an admitted advocate of the High Court of South Africa and a Professor at the University of the Western Cape. Among his many other academic achievements, he has authored/co-authored over 14 published books on a variety of subjects such as company law, corporate governance, financial accounting, taxation, financial planning and trusts.

The books are used extensively in practice by accountants, consultants, lawyers and financial planners, an example of such is 'Companies and other Business Structures' published by Oxford University Press, which Walter co-authored with Judge Dennis Davis.

Walter previously served as a non-executive director on the boards of Grindrod Ltd and Grindrod Bank.

### MOHSIN TAJBHAI (43)

#### Non-Executive Director

Appointed to the board on 28 November 2018

BSc Eng, MEng, MBA, PrEng, CEng, MiStructE

Mohsin is a professional structural engineer with a Master's degree in engineering from the University of Cape Town ("UCT") and also holds a Master's degree in Business Administration (MBA) from the Graduate School of Business at UCT. He started his career at GPI as the chief operating officer ("COO") of manufacturing and properties and progressed to group COO. Prior to his career at GPI, he served as the chief executive officer of Nadeson Consulting Services, a Cape Town based civil engineering company.

### KAAMILAH FINCH (47)

#### Independent Non-Executive Director

Appointed to the board on 27 March 2023

BCom Honours

Kaamilah is a human resource professional with a BCom Honours degree in industrial psychology, a registered psychometrist with the Health Professions Council of South Africa and a Chartered HR Professional with the South African Board of People Practices. Kaamilah has over 16 years' human resources management experience. Kaamilah serves as the head of Human Resources at Kenilworth Racing (Pty) Ltd, and is a member of the company's board of directors.

### ROZANNA KADER (39)

#### Lead Independent Non-Executive Director

Appointed to the board on 01 February 2020

Appointed as Lead Independent Non-Executive Director on 01 July 2023

Graduate Management Development Programme

Rozanna has extensive hospitality, casino and resort management experience from her time with the Sun International Group. She currently serves as a non-executive director on the boards of Nadeson Enterprises, Zevocept and Afriserv. Prior to her current role as a consultant focusing on management performance, Rozanna served as the chief operating officer of three of the GPI group companies, namely Grand Coffee House (Pty) Ltd (Dunkin Donuts South Africa), Grand Bakery and Grand Ice Cream (Pty) Ltd (Baskin Robbins South Africa); and as the Marketing Executive for the GPI group and Burger King South Africa, successfully launching brand in the country.



**Table 1: Director Board and committee meeting attendance during the 2023 financial year**

<b>Director</b>	<b>Designation</b>	<b>GPI Board</b>	<b>Audit and Risk Committee</b>	<b>Remuneration and Nomination Committee</b>	<b>Social and Ethics Committee</b>	<b>Investment Committee</b>
G ORRIE	Non-executive Chairperson	2/8	2/6			
G BORTZ	Chief Executive Officer	3/8				
M TAJBHAI	Independent non-executive director	8/8			1/1	
W GEACH	Independent non-executive director	8/8	5/6	3/4		
R KADER	Lead Independent non-executive director	7/8		4/4	1/1	
K FINCH	Independent non-executive director	3/8		3/4		
A ABERCROMBIE*	Non-executive Chairperson	4/8		1/4	1/1	1/1
J OCTOBER*	Chief Financial Officer	8/8	6/6			
M BOWMAN*	Independent non-executive director	3/8	2/6	1/4		1/1
R VAN DIJK*	Independent non-executive director	5/8	4/6			
M NKOSI*	Non-executive director	3/8		1/4		1/1

\* Resigned during the financial year.

# ANNEXURE 3 – GPI GROUP REMUNERATION POLICY AND IMPLEMENTATION REPORT

## REMUNERATION AND NOMINATION COMMITTEE REPORT

GPI's combined Remuneration and Nomination Committee ("Remco") assists the Board in ensuring that the remuneration policies and practices that are applied in the Group reflect a fair, responsible, and transparent approach to remuneration to achieve the strategic objectives and positive outcomes in the short, medium and long term.

To this end, Remco has oversight over the Group remuneration strategy and policy and is responsible for ensuring the ongoing application of a policy aligned with the Group strategic, operating, and financial objectives and best practice remuneration principles. All elements of remuneration offered in the Group, and the mix of these, are set out in the Group policy.

Remco is also tasked with nominating candidates for appointment to the Board and making recommendations to the Board on the re-election of directors retiring by rotation.

### Membership

As at 30 June 2023, the Committee comprised of three non-executive directors and is chaired by an Independent non-executive director. During the 2023 financial year, the Committee was constituted as follows:

- Kaamilah Finch, Chairperson (independent non-executive director)
- Rozanna Kader (independent non-executive director)
- Walter Geach (independent non-executive director)

Remco operates independently of management, but the Chief Executive Officer and Financial Director are invitees to meetings of the Committee and are recused from aspects of the committee's discussions when so required and are specifically excused from discussions that relate to their performance and remuneration.

The committee's annual meeting schedule makes provision for two meetings per year and provision is made for additional meetings to be held when the need arises. Details of the meetings held during the 2023 financial year and members' attendance at the meetings are included in the table on page 31.

### Terms of reference

The Committee has clear terms of reference that are aligned with King IV™ and the Listings Requirements.

Within the context and framework of the above, the Committee is responsible for:

- the annual review of the remuneration policy and practices applied in the Group and reporting thereon to the Board or making recommendations to the Board for amendment of the policy and/or practices;
- reviewing and recommending (to the Board) the remuneration for executive directors, non-executive directors, divisional Company directors (where applicable) and/or senior executives ensuring that the remuneration is fair and responsible in the context of overall employee remuneration (i.e. that the gap between the remuneration of executives and employees at the lower end of the pay scale is addressed);

- reviewing and approving the remuneration principles that are applied in respect of all other employee levels in the Group, including changes to the benchmarking methodology used for setting base salaries and incentive targets; the methodology to be applied in respect of performance-based rewards and/or incentive and retention bonuses;
- determining and recommending to the Board the terms and conditions of executive directors' employment agreements, including the performance criteria or metrics to be applied in setting the executive directors' and senior executives' remuneration levels;
- considering and measuring the individual performances of executive directors and senior executives against the criteria or metrics approved by the Board, ensuring performance aligns with positive outcomes relative to the Group strategic, operating and financial objectives and merits the rewards being recommended to the Board;
- considering management's proposals for annual salary adjustments for employees in the Group and making recommendations in this regard to the Board;
- overseeing the preparation of the annual remuneration report for approval by the Board and for consideration by shareholders by means of the non-binding shareholder vote at the Annual General Meeting. The Committee must ensure that the remuneration report provides the necessary level of disclosure set out in King IV™;
  - engagement with Dissenting Shareholders and framing of measures that appropriately address such shareholders' legitimate and reasonable objections and concerns, including amendment of the remuneration policy or clarifying or adjusting remuneration governance processes;
  - adopting a formal and transparent procedure for the nomination of candidates for appointment to the Board (including interviewing potential candidates) and subsequently, for referring recommendations for nominations to the Board;
  - making recommendations to the Board on the re-election of directors retiring by rotation, taking into account governance requirements such as director independence, evaluation of the performance and attendance of such directors, and taking into account the director's past performance and contribution to the Board;
  - overseeing the annual evaluation of the Board's effectiveness and that of the Committees of the Board according to a formal process (either externally facilitated or by means of an internal methodology approved by the Board). The evaluation must be performed at least every two years; and
  - determining and recommending to the Board appropriate long-term succession plans for all key positions in the Group, particularly for the chairperson, executive directors and senior executives in the Group, and ensure implementation of approved succession plans.

The Chairman of the Committee or in his or her absence, another designated member of the Committee attends the Annual General Meeting of the Company to answer any remuneration related questions.

## REMUNERATION REPORT

In accordance with King IV™ and in compliance with the JSE Listings Requirements, the GPI remuneration policy and implementation of the policy have been proposed for endorsement by shareholders at the Company's 2023 Annual General Meeting.

### Background

GPI's remuneration philosophy is aimed at rewarding and retaining talent across the Group. One of the key objectives of the remuneration policy is to align the key decision makers in the Group with the expectations of shareholders to promote value creation. The GPI Board thus views its remuneration policy as a key enabler to affect this Group philosophy. In February 2020, GPI shifted strategy to unlock value through a controlled sale of assets and in doing so, the remuneration policy was changed to align the incentives with the proposed strategy. During 2023 GPI completed its value unlock strategy and accordingly the remuneration policy has been updated to align incentives accordingly.

### Remuneration policy and approach

The remuneration of executive directors comprises a total guaranteed cost to company component and a performance incentive. Given the completion of the value unlock strategy, the Group reinstated its short term and long-term incentives which are aligned with the present strategy of the Group.

The proposed incentive is aligned with the major objectives of the Group which are:

- to provide strict oversight and input at the board level of all our existing investments.
- to firmly monitor the gaming investments' dividend policies to ensure maximum cash flow to GPI.
- to sell all GPI's non-gaming assets, investments, and properties.
- to evaluate selective mergers and acquisitions opportunistically and proactively in the gaming /gaming-related space.

### Guaranteed pay

Guaranteed pay has been benchmarked against the peer group included in the local salary survey. The table below outlines the proposed total fixed pay for the CEO with CFO oversight duties and for the FD.

<b>Total guaranteed pay for CEO and FD:</b>	<b>Median</b>	<b>Upper</b>	<b>Total Guaranteed Pay</b>
Chief Executive Officer (including CFO duties)	<b>4 754 456</b>	<b>5 605 397</b>	<b>8 300 000</b>
Financial Director	<b>1 421 231</b>	<b>1 705 478</b>	<b>1 300 000</b>

\* The median and upper quartile salary benchmarks are for the CEO role only. The GPI executive fulfills the role with CEO responsibilities, including CFO oversight duties.

### Short-term incentives

The executive directors will be eligible to participate in the short-term incentive scheme in accordance with the rules of the scheme.

The short-term incentives are based on pre-determined Key Performance Indicators (KPIs) for the executive directors. The KPIs differ between the CEO and the FD.

#### Chief Executive Officer

The short-term incentive for the CEO is capped at 200% of the CEO's guaranteed pay. The KPIs and the weighting thereof is shown in the table below:

<b>Key performance indicator</b>	<b>STI weight</b>
Growth in normalised HEPS	<b>35%</b>
Growth in dividends paid	<b>35%</b>
Strategic achievements	<b>20%</b>
Improvements in B- BBEE level	<b>10%</b>
	<b>100%</b>

<sup>(1)</sup> Growth in normalised HEPS will be calculated after adjustment for any abnormal items

<sup>(2)</sup> Growth in dividends paid will exclude any special dividends paid

<sup>(3)</sup> The assessment of the Strategic achievements score will be based on a portfolio of evidence presented by the CEO to the Remco.

## ANNEXURE 3 – GPI GROUP REMUNERATION POLICY AND IMPLEMENTATION REPORT continued

### Finance Director

The short-term incentive for the FD is capped at 30% of the FD's guaranteed pay. The KPIs and the weighting thereof is shown in the table below:

Key performance indicator	STI weight
Decrease in central costs	14.3%
Audit overruns	14.3%
Treasury management	14.3%
Timeous delivery of results	14.3%
Accuracy of results	14.3%
Budgeting (income and cash flow)	14.3%
CEO/ARC subjective performance review	14.3%
	<b>100.0%</b>

### Malus and Clawback

The Company has incorporated the Malus and Clawback principles into its Remuneration Policy.

"Malus" means the reduction and/or cancellation of unpaid, unvested or unsettled Remuneration benefits when a Trigger Event is discovered, and the Board seeks to fulfill its fiduciary duty to shareholders by invoking its discretion to reduce and/or cancel the benefits. "Clawback" means the recovery of settled and or paid remuneration benefits after a Trigger Event being discovered, and the Board seeks to fulfill its fiduciary duty to shareholders by invoking its discretion to recover settled or paid benefits.

Unvested remuneration benefits are subject to Malus while vested benefits are subject to Claw back if the following Trigger Events have occurred:

1. A material misstatement resulting in an adjustment in the audited consolidated accounts of the Company or the audited accounts of any member of the Group; and/or
2. The fact that any information used to determine the quantum of the remuneration benefit amount was based on error, or inaccurate or misleading information; and/or
3. Action or conduct of a Participant which, in the reasonable opinion of the Board, amounts to serious misconduct

## IMPLEMENTATION REPORT

The Remuneration and Nomination Committee ("Remco") is satisfied that GPI complied with its remuneration policy in the 2023 financial year. The annual salary increases were based on various factors, ranging from but not limited to the company's performance, average CPI and market salary increase indicators, amongst others. During the 2023 financial year, the Remco benchmarked the salaries against the PwC's report on executive directors' remuneration and trends. Incentives for the 2023 financial year were calculated based on the KPI's aligned with the Groups strategy to unlock value through a controlled sale of assets.

### Voting at upcoming Annual General Meeting

Both GPI's remuneration policy and its implementation report on the remuneration policy will be presented to shareholders for separate non-binding advisory votes thereon at GPI's upcoming Annual General Meeting. In the event that 25% or more of shareholders vote against either or both the remuneration policy or the implementation report at the Annual General Meeting, GPI will engage with shareholders through dialogue, requesting written submissions or otherwise, in order to address shareholders concerns, always with due regard to meeting GPI's stated business objectives while being fair and responsible towards both the employee and shareholders.

### Voting at the previous Annual General Meeting

As prescribed by the King IV Report on Corporate Governance™ for South Africa, 2016 ("King IV™") and required by the JSE Listing requirements, GPI presented its remuneration policy and the implementation report thereon to shareholders for a non-binding advisory vote at its previous AGM held on 30 November 2022. Shareholders representing 47.12% of the total votes exercisable were in attendance whether in person, by proxy or authorised representative, and the results from their voting were:

Vote	Resolutions For	Resolutions Against
Non-binding endorsement of remuneration policy	98.84%	1.16%
Non-binding endorsement of implementation report on the remuneration policy	98.88%	1.12%

**Table 1: Non-executive directors' fees**

	PROPOSED FEES 1 January 2024 to 31 December 2024			
	No of meetings per annum (indicative)	Base fee R's	Attendance fee R's	Attendance fee above minimum no of meetings R's
Non-executive Chairperson	4	658 580	19 855	11 495
Lead Independent Director	4	123 310	19 855	11 495
Non-executive Directors	4	81 510	19 855	11 495
Chairpersons of the Audit & Risk Committee, Remuneration & Nomination Committee, Social & Ethics Committee and Investment Committee	4	45 980	31 350	
Members of the Audit & Risk Committee, Remuneration & Nomination Committee, Social & Ethics Committee and Investment Committee	4	31 350	16 198	

Note: All amounts are exclusive of VAT

## ANNEXURE 3 – GPI GROUP REMUNERATION POLICY AND IMPLEMENTATION REPORT continued

### REMUNERATION RECEIVED BY DIRECTORS IN THE 2023 FINANCIAL YEAR

Details of the remuneration, STIs and LTIs received by the executive and non-executive directors during the 2023 financial year can be found at Table 2 on page 37.

#### **Non-executive director remuneration**

GPI's non-executive directors' remuneration is based on a scale that takes into account the director's role on the Board and on the various Board committees. Fees are accordingly not linked to the performance of the Group and neither do non-executive directors participate in the Group share incentive scheme.

The fees paid to non-executive directors are benchmarked against fees paid to non-executive directors by a JSE-listed peer group and similar small-cap Companies by market capitalisation. The fees are tabled annually for approval by GPI's shareholders and the fees paid to non-executive directors in the 2023 financial year are set out above.

The Remco, with the Board's endorsement, have proposed that there be no increase in the fees paid to non-executive directors for the ensuing year. A special resolution to obtain shareholder approval for the remuneration of non-executive directors has been included (as special resolution number 1) in the notice of Annual General Meeting.

The fees currently paid to non-executive directors for their services as directors as well as the proposed fees to be paid from 1 January 2024 are contained in Table 1 above.

**Table 2: Executive and non-executive directors' fees paid for 2023**

	Salary R'000	Long-term benefits <sup>1</sup> R'000	Bonuses R'000	Directors fees R'000	Audit and risk committee R'000	Remuneration and committee R'000	Investment committee R'000	Social and ethics committee R'000	Total remuneration R'000	Share- based payments R'000
<b>2023</b>										
<b>Executive directors</b>										
M Tajbhai <sup>2</sup>	1 450	215	9 150	-	-	-	-	-	10 815	161
J October	1 135	113	5 761	-	-	-	-	-	7 009	58
G Bortz	1 093	65	-	-	-	-	-	-	1 158	-
<b>Sub-total</b>	<b>3 678</b>	<b>393</b>	<b>14 911</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>18 982</b>	<b>219</b>
<b>Non-executive directors</b>										
A Abercrombie <sup>2</sup>	-	-	-	670	-	39	39	66	814	-
W Geach	-	-	-	324	181	-	-	-	505	-
M Bowman <sup>2</sup>	-	-	-	196	55	113	39	-	403	-
R van Dijk <sup>2</sup>	-	-	-	274	90	-	-	-	364	-
M Nkosi <sup>2</sup>	-	-	-	108	-	31	45	-	184	-
R Kader	-	-	-	137	-	95	6	47	285	-
M Tajbhai	-	-	-	53	-	-	-	7	60	-
G Orrie	-	-	-	172	38	-	8	-	218	-
K Finch	-	-	-	100	39	104	-	-	243	-
<b>Sub-total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2 034</b>	<b>403</b>	<b>382</b>	<b>137</b>	<b>120</b>	<b>3 076</b>	<b>-</b>
<b>Total</b>	<b>3 678</b>	<b>393</b>	<b>14 911</b>	<b>2 034</b>	<b>403</b>	<b>382</b>	<b>137</b>	<b>120</b>	<b>22 058</b>	<b>374</b>

<sup>(1)</sup> Long-term benefits relate to defined retirement contributions.

<sup>(2)</sup> These directors have resigned during the financial year. M Tajbhai resigned as the Chief Executive Officer of GPI, he was appointed as a non-executive director on the board during April 2023.

# ANNEXURE 4 – GENERAL INFORMATION RELATING TO SHAREHOLDERS

Shareholder spread	Number of shareholdings	% of total shareholdings	Number of shares	% of issued capital
1 – 1 000	1 757	26.25%	441 981	0.09%
1 001 – 10,000	3 618	54.06%	17 283 697	3.68%
10 001 – 100 000	1 224	18.29%	31 746 617	6.75%
100 001 – 1 000 000	86	1.28%	21 145 194	4.50%
Over 1 000 000	8	0.12%	399 405 252	84.98%
<b>Total</b>	<b>6 693</b>	<b>100.00%</b>	<b>470 022 741</b>	<b>100.00%</b>

Distribution of Shareholders	Number of shareholdings	% of total shareholdings	Number of shares	% of issued capital
Banks, Brokers & Nominees	7	0.10%	515 273	0.11%
Close Corporations	23	0.34%	2 555 592	0.54%
Employee Share Schemes	2	0.03%	496 130	0.11%
Non-SA Custodians	3	0.04%	204 410	0.04%
NPO & Charity Funds	2	0.03%	4 022	0.00%
Private Companies	53	0.79%	246 530 578	52.45%
Public Companies	1	0.01%	107 279 427	22.82%
Retail Individuals	6 549	97.85%	64 132 002	13.64%
Treasury Shares	1	0.01%	24 000 000	5.11%
Trusts & Investment Partnerships	52	0.78%	24 305 307	5.17%
	<b>6 693</b>	<b>100.00%</b>	<b>470 022 741</b>	<b>100.00%</b>

Shareholder type	Number of shareholdings	% of total shareholdings	Number of shares	% of issued capital
<b>Non-public shareholders</b>	<b>4</b>	<b>0.06%</b>	<b>265 117 499</b>	<b>56.41%</b>
Directors and Associates (Direct Holding)	2	0.03%	496 130	0.11%
Directors and Associates (Indirect Holding)	2	0.03%	264 621 369	56.30%
<b>Public shareholders</b>	<b>6 689</b>	<b>99.94%</b>	<b>204 905 242</b>	<b>43.59%</b>
<b>Total</b>	<b>6 693</b>	<b>100.00%</b>	<b>470 022 741</b>	<b>100.00%</b>

Beneficial shareholders with a holding greater than 3% of the issued shares	Number of shares	% of issued capital
GMB Liquidity Corporation (Pty) Ltd	240 621 369	51.19%
Sun International Ltd	107 279 427	22.82%
GPI Management Services (Pty) Ltd	24 000 000	5.11%
GPI Woman's BBBEE Empowerment Trust	14 814 815	3.15%
<b>Total</b>	<b>386 715 611</b>	<b>82.28%</b>



# ANNEXURE 5 – COMPANY INFORMATION

<b>Directors</b>	G Orrie (Non-executive Chairman) G Bortz (Chief Executive Officer) G Ahmed (Financial Director) WD Geach (Non-executive Director) M Tajbhai (Non-executive Director) K Finch (Independent non-executive Director) R Kader (Lead Independent, non-executive Director)
<b>Public Officer</b>	G Ahmed CA(SA)
<b>Registration number</b>	1997/003548/06
<b>Domicile and country of incorporation</b>	South Africa
<b>Nature of business</b>	Investor in Gaming Assets
<b>Registered office</b>	Kenilworth Racecourse 1st Floor, Block D 105 Rosmead Avenue Kenilworth Company Secretary 7780
<b>Company Secretary</b>	Statucor Proprietary Limited 6th Floor 119-123 Hertzog Boulevard Foreshore Cape Town 8001
<b>Transfer Secretaries</b>	Computershare Investor Services Proprietary Limited Private Bag X9000 Saxonwold 2132
<b>Sponsors</b>	PSG Capital Proprietary Limited
<b>Auditors</b>	Moore Cape Town Incorporated
<b>Attorneys</b>	Cliffe Dekker Hofmeyr
<b>Bankers</b>	The Standard Bank of South Africa Limited First Rand Bank Limited





