



2023

INTEGRATED ANNUAL REPORT

FOR THE YEAR ENDED
31 MARCH 2023

Scope and boundary of the Integrated Annual Report

Business overview

1. Scope and boundary of the Integrated Annual Report	i
2. Financial and operational highlights	1
3. Chairman's statement	2
4. Brait's history	4
5. Investment strategy	6
6. Investment Advisor	7
7. Investment Advisor's report	8
8. Investment portfolio	
8.1 Premier	19
8.2 Virgin Active	29
8.3 New Look	39

Governance

9. Stakeholder engagement	45
10. Governance	
10.1 Board profile	46
10.2 Governance structures	48
10.3 Code of share dealing	59
11. Management of risks	61
12. Environmental, Social and Governance	68
Annexure 1: Virgin Active	87
Annexure 2: New Look	99
13. Shareholder information	110
14. Financial calendar 2023 – 2024	113

Annual financial statements

15. Annual financial statements	117
16. Definitions	159

Shareholder communication

17. Notice of Annual General Meeting	163
18. Form of proxy	167
19. Administration and contact details	171

Brait Public Limited Company (“Brait”, or the “Company”) is an investment holding company whose ordinary shares are primary listed on the Euro MTF market of the Luxembourg Stock Exchange (“LuxSE”), with its secondary listing on the exchange operated by the JSE Limited (“JSE”). The Company's convertible bonds due 4 December 2024 (“2024 Convertible Bonds”) are dual listed on the Open Market (“Freiverkehr”) segment of the Frankfurt Stock Exchange and the Official Market of the Stock Exchange of Mauritius (“SEM”). In FY2022, Brait's wholly owned subsidiary, Brait Investment Holdings (“BIH”) issued Exchangeable Bonds due 3 December 2024 (“BIH Exchangeable Bonds”) which are dual listed on the Main Board of the JSE and the SEM.

The Board of Directors (“Board”) hereby acknowledges its responsibility to ensure the integrity of the 2023 Integrated Annual Report, which, in the Board's opinion, addresses all material issues of which it is aware and presents fairly the integrated performance of the Company and its impact on stakeholders. The Board has therefore approved the 2023 Integrated Annual Report for release to stakeholders.

The Integrated Annual Report does not cover the activities of Brait's portfolio investments except insofar as is relevant to assessing the Company's investment interests in those entities. For additional portfolio investment information, we refer you to the Brait 2023 Audited Results Presentation Booklet at www.brait.com.





The Company's annual financial statements are prepared in accordance with International Financial Reporting Standards. In addition to relying on representations and information provided, the Board has drawn assurance from the external auditors, PricewaterhouseCoopers, in the course of their annual audit of the financial statements and their unmodified audit report.

The use of “Audited” on respective portfolio company information refers to the relevant portfolio company external auditors. To reduce Brait's impact on the environment as well as cost savings on printing and posting, the Company has distributed to each shareholder an electronic copy of the Integrated Annual Report, which is also available at www.brait.com. Printed copies of the Integrated Annual Report are available to Shareholders on request.

FORWARD-LOOKING STATEMENTS

This Integrated Annual Report may contain certain forward-looking statements with respect to the financial condition and results of operations of Brait, which by their nature, involve risk and uncertainty as they relate to events and depend on circumstances that may occur in the future. These forward looking statements have not been reviewed or reported on by the Company's external auditors.

2 Financial and operational highlights

ENTITY	HIGHLIGHTS
	<ul style="list-style-type: none"> • Transformational year for Brait with full repayment of the BML RCF (R0.9 billion in November 2022 and R2.1 billion in April 2023) resulting in R360 million of interest savings p.a. • Focus remains on positioning the remaining assets for exit with the most likely outcome being an “unbundling” of the Virgin Active business once it is in a position to be listed
	<ul style="list-style-type: none"> • Strong operating performance in the last six months across all key territories (active membership grew 14% from 843k to 963k over the past 12 months) with average yield increasing 4% year on year (“YoY”) • New operating model and structure bedded down by the management team positioning Virgin Active as a global wellness company • Extension of the VA International debt terms to June 2027 with £50 million of equity injected by shareholders to fund growth initiatives
	<ul style="list-style-type: none"> • Strong operating performance has continued with EBITDA growth of 16% to R1,731 million in FY23 largely driven by the Millbake business • The business has continued to invest in its asset base whilst increasing ROIC to 19.1% • Well invested asset base gives the bread business a strong competitive advantage with market share growth in the inland region • Successful listing of Premier in March 2023 raised R3.6 billion for Brait in addition to the R924 million received from Premier’s pre-IPO of capital distribution to shareholders
	<ul style="list-style-type: none"> • Solid operating performance despite the very difficult market conditions in UK fashion retail • EBITDA grew 68% to £42 million driven by increased footfall and cost management at distribution centre and head office • Continued focus on optimising group costs and improving efficiencies to drive growth in FY24

YEAR IN REVIEW

Over the last financial year, Brait has passed a number of key milestones on the road to realising value for shareholders:

- The listing of Premier on the main board of the JSE in March 2023;
- Receipt of R4.9 billion proceeds arising from Premier's listing (R3.6 billion) and pre-IPO return of capital distribution to shareholders (R0.9 billion); together with the R0.4 billion received from the realisation of Consol;
- Full repayment during April 2023 of Brait's borrowing facility, the BML RCF, with a signed term sheet to extend its maturity to 31 March 2025, with a facility limit of R0.6 billion and reduced interest margin;
- Significantly strengthened balance sheet, with available liquidity, post Brait's *pro rata* equity subscription into Virgin Active during May 2023, of R1.4 billion.

As discussed in the Advisor's report (section 7 of the Integrated Annual Report):

- Premier delivered another strong operational performance with EBITDA growth of 16% for its financial year ended 31 March 2023 driven by the MillBake business. The business has continued to invest in its asset base whilst increasing its Return on Invested Capital (ROIC) to 19.1%. The well invested asset base gives the bread business a strong competitive advantage with market share growth in the inland region.
- Virgin Active delivered a strong operating performance in the last six months across all key territories. Management implemented a new operating model and capital structure, positioning Virgin Active as a global wellness company. Debt terms for the international business were extended to June 2027 with GBP50 million of equity injected by shareholders during May 2023 to fund growth initiatives.
- New Look EBITDA grew 68% to GBP42.2 million for its financial year ended 31 March 2023, driven by increased footfall and cost management at its distribution centre and head office.

REPORTED NAV PER SHARE

Brait's reported NAV per share at 31 March 2023 was R7.06 (FY22: R8.37). Page 9 of the Integrated Annual Report sets out the drivers behind this 16% decline in NAV, a large component of which (c.60%) relates to the impact of IAS32 accounting, foreign exchange and interest on the BIH Exchangeable and 2024 Convertible Bonds.

Section 8 of the Integrated Annual Report provides an overview of the investment portfolio, with more detailed portfolio company information included in Brait's 2023 Audited Results Presentation booklet, which is available on the Company's website.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG")

Sustainability, social responsibility, and ethics are integral to our investment activity. Brait and its portfolio companies have a long-standing commitment to doing business responsibly, striving to positively influence and effect change for the better. Brait supports various voluntary social projects through the Brait Foundation as well as indirectly supporting the environmental and social initiatives undertaken by its portfolio companies.

GOVERNANCE

Since 1 March 2020, Ethos Private Equity (“EPE”) has been the Advisor to Brait. This contract provided for a three-year tenor, with an annual renewal thereafter at an initial cost of R100 million per annum with inflation linked increases. Further to Brait’s announcements, The Rohatyn Group (“TRG”) acquired EPE with effect from 1 April 2023, resulting in TRG replacing EPE as Brait’s Advisor. All key members of the EPE team responsible for providing these contracted services to Brait have remained in their roles:

- The Board approved one-year extension to 31 March 2024 of the contract taken over by TRG is unchanged at R65 million and existing incentives remain in place to ensure alignment with investors in executing Brait’s unlock value strategy.
- The Board has approved a further one-year extension of this contract with TRG at a fee of R50 million, which is subject to a three months notice period.

ANNUAL GENERAL MEETING

The Annual General Meeting of Shareholders will take place at the Company’s registered office in Mauritius, on Monday, 7 August 2023 (the “AGM”). The Notice of the AGM and Form of proxy are set out in sections 17 and 18 of the Integrated Annual Report.

OUTLOOK

Since the February 2020 change in strategy to unlock value through the realisation and unbundling of portfolio companies, Brait has realised cumulative disposal proceeds of R7.8 billion. The Board, assisted by BML and its contracted investment advisor, TRG, remains focused on positioning the remaining assets for exit, with the most likely outcome being an unbundling of the Virgin Active business once it is in a position to be listed.

In closing, I thank our stakeholders and business partners for their continued support and my fellow Directors for their ongoing insightful contributions. On behalf of the Board, I would like to express our gratitude to the Portfolio Company management teams and our Advisor for their dedication and successful implementation of the transactions and changes referred to above. As a result, our liquidity and capital structure have been strengthened and we are better placed to deliver on our continuing strategy of realising maximum value for all our shareholders.

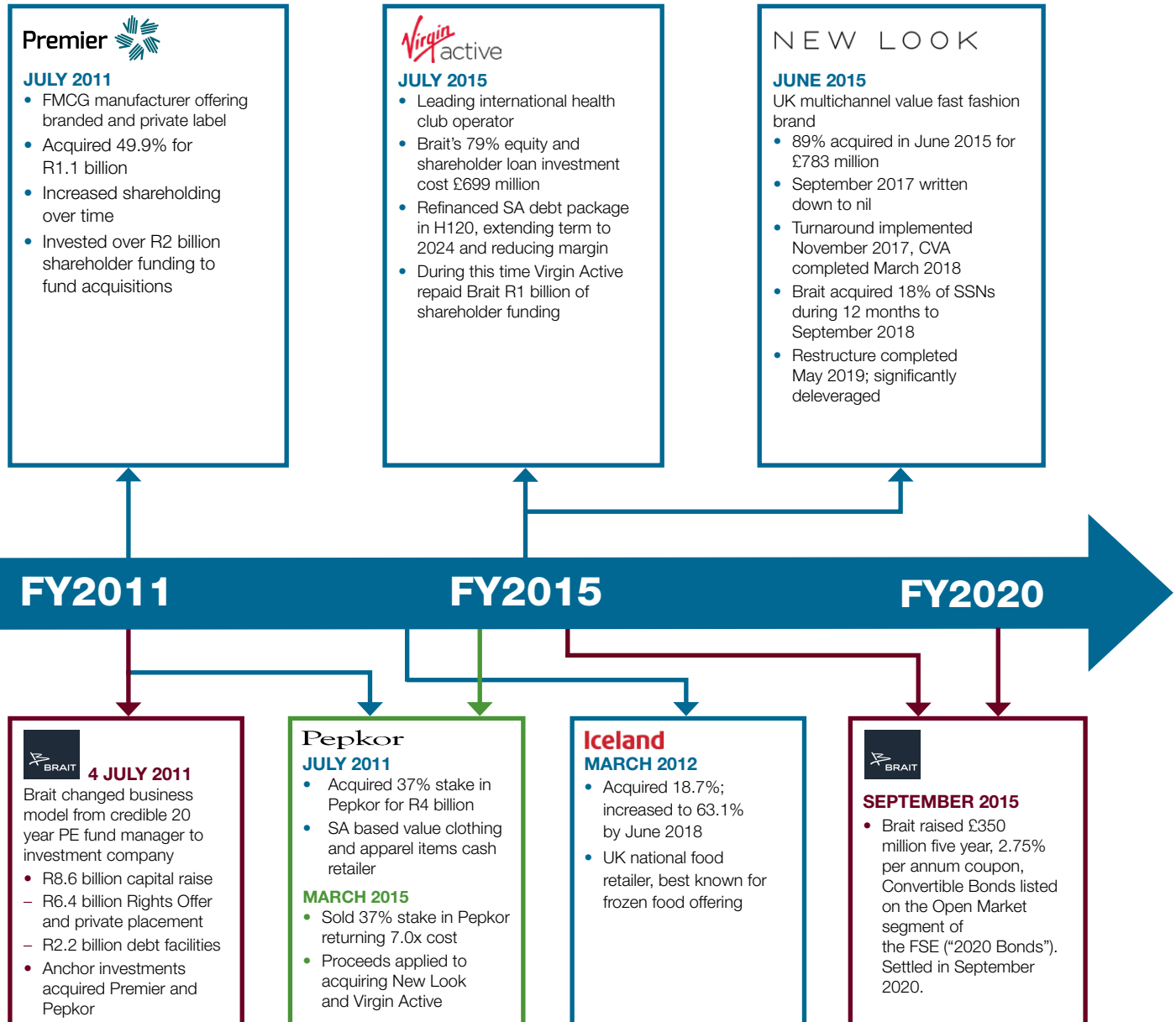


RA Nelson

Non-Executive Chairman of the Board

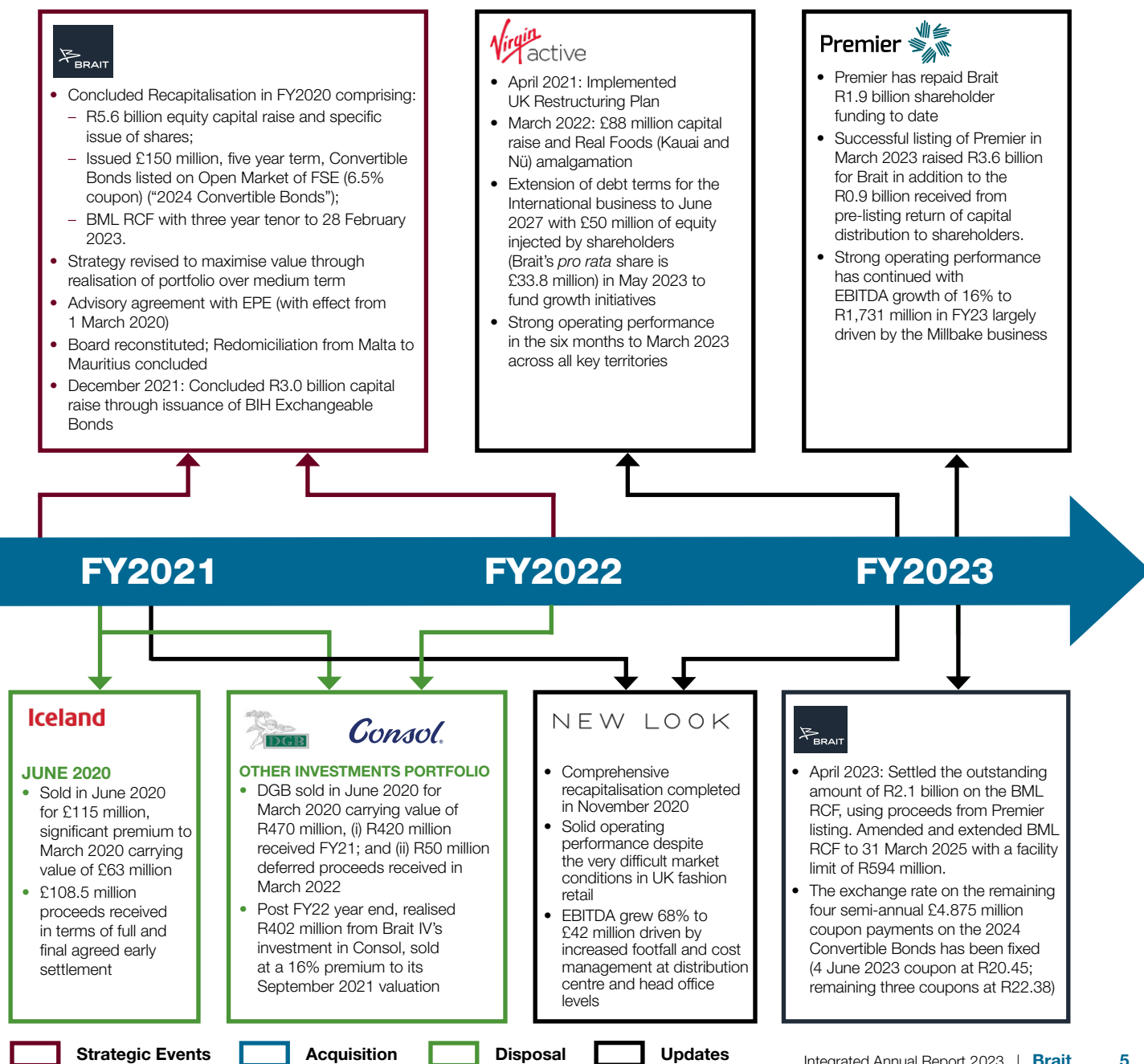
Brait's history

4.1 AS A LONG TERM INVESTMENT HOLDING COMPANY (JULY 2011 – FEBRUARY 2020)⁽¹⁾



⁽¹⁾ Brait operated as a private equity fund manager from 1991 to 2011, having raised four funds and delivering 3.7x cost on the R3 billion invested across 48 investments.

4.2 ASSET MONETISATION STRATEGY SINCE 1 MARCH 2020



BRAIT'S INVESTMENT STRATEGY

The Board's strategy and focus remains on positioning the remaining investments for exit with the most likely outcome being an 'unbundling' of the Virgin Active business once it is in a position to be listed. The Board, assisted by BML and its contracted Investment Advisor, TRG execute this strategy through:

- Maintaining appropriate portfolio company board representation to direct investment strategy focused on optimising growth in EBITDA, free cash flow generation and value creation aligned with Brait's targeted 31 March 2025 exit date for its investment portfolio;
- Ensuring appropriate measures are in place for aligning portfolio company management teams with Brait in order to deliver an optimal exit;
- Critically assessing the likely exit alternatives for each portfolio company, which may include public offering and resulting secondary market share sales, trade sales or a break-up;
- On an ongoing basis, evaluating methods of returning capital to Brait from the portfolio companies through the repayment of shareholder loans, redemption of share capital or other cash distributions out of disposals of all or part of the portfolio company investments.

OTHER PARAMETERS

- Each portfolio company is free standing in respect of its debt obligations;
- Brait may hold short-term investments, debt instruments and increased levels of cash depending on market conditions and other circumstances.

CATEGORISATION, COMMUNICATION AND APPROVAL OF TRANSACTIONS

- Brait ensures compliance with all listing requirements pursuant to its ordinary shares, 2024 Convertible Bonds and the BIH Exchangeable Bonds;
- All transactions concluded in accordance with this investment strategy will be regarded as being in the ordinary course of business unless circumstances dictate otherwise.

An investment and administration services agreement with BML, the main investment company in the Brait group of companies, sets out the terms by which the contracted Investment Advisor provides the requisite accounting, administration, corporate finance, investment advisory, investor relations and general corporate secretarial services to Brait on a non-discretionary basis.

Ethos Private Equity Proprietary Limited (“Ethos”) has served as the contracted investment advisor to Brait since 1 March 2020.

As of 1 April 2023, Ethos, the largest private equity firm in sub-Saharan Africa, has merged its operations into those of The Rohatyn Group (“TRG”), a specialised global asset management firm focused on investment solutions in emerging markets and real assets. Rohatyn Management South Africa Proprietary Limited (TRG South Africa) will assume responsibility as the sole investment advisor to Brait once it is licensed as a financial services provider, but in the interim will act together with Ethos (as its juristic representative). All key members of the Ethos team previously responsible for providing these contracted services to Brait have transferred their employment to TRG South Africa and remain in their roles.

- The Board approved one-year extension to 31 March 2024 of the contract taken over by TRG is unchanged at R65 million and existing incentives remain in place to ensure alignment with investors in executing Brait’s strategy to unlock value for Shareholders through asset unbundling as soon as practicable.
- The Board has approved a further one-year extension of this contract with TRG to 31 March 2025 at a fee of R50 million, which is subject to a three-month notice period.

TO ALIGN THE INTERESTS OF SHAREHOLDERS AND THE INVESTMENT ADVISOR IN TERMS OF VALUE CREATION:

- The Board approved annual Short-Term Incentive (“STI”) for the Investment Advisor serves to align interests with Shareholders in terms of value creation. The Board approved an STI award for FY23 of R17.8 million (FY22: R30 million), resulting in total FY23 fees to EPE of R114 million (FY21: R121 million). The STI is based on pre-determined key performance indicators focused on:
 - progress on path to exit for the portfolio;
 - growth in net asset value, and
 - capital and liquidity management.
- At the Extraordinary General Meeting held in Malta on 30 October 2020, Shareholders approved the Long-Term Incentive Plan (“LTIP”) for the Investment Advisor, designed as a five-year structure to align interests with Shareholders in delivering on Brait’s asset monetisation strategy over the medium term, whilst minimising dilution to Shareholders. The LTIP will result in the Investment Advisor receiving non-voting participation rights to realised proceeds only once cumulative distributions to Shareholders have exceeded the hurdle price set as the 31 March 2020 NAV of R8.27 per share. The participation rights are based on a sliding scale from 5.0% to 0.5% depending on the quantum of cumulative proceeds distributed to Shareholders. The value accruing to the Investment Advisor would be equal to the surplus between such distributions and the hurdle price and would be settled in cash. The hurdle price will be adjusted to account for corporate events such as the declaration of ordinary and special dividends, share buybacks, capital raises and asset unbundlings. As at reporting date, the LTIP is accounted for as a contingent liability.

ABOUT THE INVESTMENT ADVISOR, TRG

Founded in 2002, TRG specialises in emerging markets and real assets. Headquartered in New York, the firm employs over 190 professionals based in 18 countries across North and South America, Europe, the Middle East, Africa, India, Southeast Asia, and Oceania. The majority of the firm is indirectly owned by its partners. For more information on TRG, please see www.rohatyngroup.com

FINANCIAL HIGHLIGHTS• **Premier:**

- Strong operating performance has continued with EBITDA growth of 16% to R1,731 million in FY23 largely driven by the Millbake business.
- The business has continued to invest in its asset base whilst increasing ROIC to 19.1%.
- Well invested asset base gives the bread business a strong competitive advantage with market share growth in the Inland region.
- Successful listing of Premier in March 2023 raised R3.6 billion for Brait in addition to the R924 million received from Premier's pre-listing return of capital distribution to shareholders.

• **Virgin Active:**

- Strong operating performance in the last six months across all key territories.
- Active membership grew 14% from 843k to 963k over the past 12 months, with average yield increasing 4% year-on-year ("YoY").
- New operating model and structure bedded down by the management team positioning Virgin Active as a global wellness company.
- Extension of debt terms for the International business to June 2027 with GBP50 million of equity injected by shareholders to fund growth initiatives.

• **New Look:**

- Solid operating performance despite the very difficult market conditions in UK fashion retail.
- EBITDA grew 68% to GBP42.2 million driven by increased footfall and cost management at the distribution centre and head office.
- Continued focus on optimising group costs and improving efficiencies to drive growth in FY24.

• **Brait:**

- Transformational year with full repayment (R0.9 billion in November 2022 and R2.1 billion in April 2023) of Brait's revolving credit facility (the "BML RCF") resulting in R360 million of interest savings per annum.
- Focus remains on positioning the remaining investments for exit with the most likely outcome being an "unbundling" of the Virgin Active business once it is in a position to be listed.
- As an investment holding company, Brait's key reporting metric of NAV per share is R7.06, a 16% decrease on FY22 reported R8.37.
- Available cash and facilities:
 - R4.1 billion at reporting date.
 - R1.4 billion post settlement of the BML RCF and equity subscription into Virgin Active.

REPORTED NAV PER SHARE

The following change in presentation has had no impact on Brait's key reporting metric of NAV per share of R7.06 (FY22: R8.37):

The prior year reported FY22 financial statements included Brait's consolidated results for the six-month period ended 30 September 2021. The issuance of the Exchangeable Bonds by subsidiary Brait Investment Holdings ("BIH", the "BIH Exchangeable Bonds") during this period was the primary driver for the change in classification of BIH to that of an Investment Entity, resulting in the exemption from consolidation, on a prospective basis, for Brait from 1 October 2021 onwards.

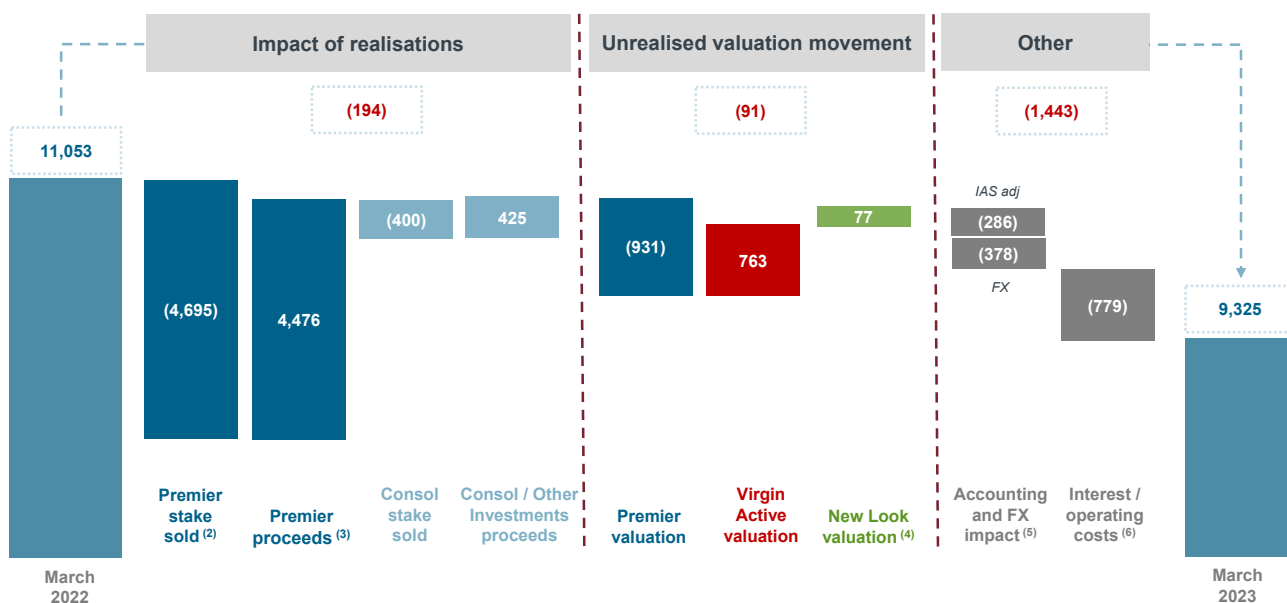
In accordance with IFRS10, given that the investment entity status of BIH applies for the entire reported FY23, Brait's FY23 and comparative FY22 financial statements are presented for the Company on a standalone basis.

With regards to Brait's portfolio of investments:

- Following its listing on the main board of the JSE on 24 March 2023, Premier is valued at the reporting date at its closing price of R60 per share.
- The composition of the respective peer groups for Brait's unlisted investments remains unchanged:
 - Virgin Active continues to be valued based on a two-year forward sustainable EBITDA estimate (on a pre-IFRS16 basis) applied to a 9.0x multiple, which is in line with the peer average multiple of 8.9x (FY22: 10.0x).
 - New Look is valued using sustainable LTM EBITDA (on a pre-IFRS16 basis) applied to a 5.0x historic multiple, which represents a 49% discount to its peer average multiple of 9.8x. In the prior year, New Look was valued using a one-year forward sustainable EBITDA estimate at a 5.0x forward multiple (peer average multiple of 5.9x).

The NAV breakdown at reporting date is presented below.

YEAR-ON-YEAR NAV BRIDGE ⁽¹⁾



(1) The issuance of the BIH Exchangeable Bonds resulted in BIH's classification changing to that of an Investment Entity. In terms of IFRS10: The NAV movements shown are based on the look-through consolidation basis.

(2) Reflects Brait's sale of c.51.9% of Premier pursuant to the March-2023 listing (based on Brait's FY22 carrying value)

(3) Aggregate of the net R3,527m proceeds Brait received from the March-2023 listing of Premier, and the pre-listing (i) R924m Brait received from Premier's distribution to shareholders and (ii) R25m shareholder loan repayment

(4) New Look valuation increased by R259m YoY net of an investment of GBP9.1m (R182m) during the year

(5) IAS 32 adjustments on the 2024 Convertible Bonds (R80m) and BIH Exchangeable Bonds (R206m) plus the impact of foreign currency movement on the GBP denominated 2024 Convertible Bonds (R378m)

(6) Comprises: (i) Finance costs on BML RCF (R223m); (ii) coupons on the 2024 Convertible Bonds (R200m) and BIH Exchangeable Bonds (R150m); and (iii) Operating costs, tax and portfolio company capital raising costs of R206m.

7 Investment Advisor's Report continued

RAND NAV PER SHARE ^(1,2)


	Audited		Unaudited		Audited		Movement	Notes (linking to movement in balance sheet position)
	31 Mar 2022		31 Sep 2022		31 Mar 2023			
	R'm		R'm		R'm		R'm	
Investments	18,657	99.5%	19,069	99.6%	13,653	79.2%		
Premier	9,266	49.4%	10,292	53.8%	3,640	21.1%	(5,626)	1
Virgin Active	8,282	44.2%	7,879	41.1%	9,045	52.5%	763	2
New Look	672	3.6%	854	4.5%	931	5.4%	259	3
Other investments	437	2.3%	44	0.2%	37	0.2%	(400)	4
Cash and cash equivalents	83	0.5%	48	0.2%	3,582	20.8%	3,499	5
Accounts receivable	-	-	32	0.2%	-	-	-	
Total assets	18,740	100.0%	19,149	100.0%	17,235	100.0%	(1,505)	
Borrowings (Drawn BML RCF)	(2,478)		(2,607)		(2,054)		424	6
2024 Convertible Bonds	(2,667)		(2,823)		(3,125)		(458)	7
BIH Exchangeable Bonds	(2,376)		(2,476)		(2,582)		(206)	8
Non-current liabilities	(7,521)		(7,906)		(7,761)			
Accounts payable and provisions	(166)		(157)		(149)		17	9
Current liabilities	(166)		(157)		(149)			
Total Liabilities	(7,687)		(8,063)		(7,910)		(223)	
NAV to shareholders	11,053		11,086		9,325		(1,728)	
# of ordinary shares ('mil)	1,320.3		1,320.3		1,320.3		-	
NAV Per Share	8.37		8.40		7.06		(1.31)	
Illustrative diluted NAV Per Share ⁽³⁾	6.69		6.76		5.93		(0.76)	

(1) Closing Pound Sterling rates: Mar-23: R21.92; Sep-22: R20.08; Mar-22: R19.23

(2) The issuance of the BIH Exchangeable Bonds resulted in BIH's classification changing to that of an Investment Entity. In terms of IFRS10: Consolidated Financial Statements, this resulted, effective 1 October 2021, in the prospective exemption for the Group from consolidation. The results shown above apply the look-through consolidation basis.

(3) Illustrative diluted NAVPS assumes the outstanding BIH Exchangeable Bonds have exchanged into 686.2m Brait shares at the R4.37 exchange price. To the extent the prevailing share price of the Brait shares delivered at redemption date is less than the R4.37 exchange price, a cash settlement would be required to cover the shortfall to the principal value of the BIH Exchangeable Bonds.

MOVEMENT IN BALANCE SHEET POSITIONS FOR FY2023

Item	R'm	
1 Premier 	(5 626)	<ul style="list-style-type: none"> Premier listed on the JSE on 24-Mar-23: <ul style="list-style-type: none"> Pursuant to Premier's listing, Brait sold c.51.9% of its shareholding in Premier for R3.6 billion. Including the R0.9 billion distribution received in Nov-22, total proceeds of R4.5 billion represent >80% of the decrease in carrying value for the year Premier is valued at the closing JSE share price of R60 (Brait still holds 60.7 million shares) Based on Premier's reported EBITDA of R1.73 billion (FY22: R1.49 billion) and net third party debt of R2.9 billion (FY22: R2.0 billion), this equates to an implied EV/LTM EBITDA multiple of 6.1x
2 	+763	<ul style="list-style-type: none"> YoY increase of 9% in Virgin Active's Rand carrying value (metrics on a pre-IFRS16 basis); a 4% decrease in Pound carrying value: <ul style="list-style-type: none"> Maintainable EBITDA based on management's Mar-25 estimate sustainable level of £121 million (Mar-22: £110 million). FY23 includes £3 million EBITDA from the Real Foods acquisition, which was not included in Mar-22 valuation Unchanged two-year forward EV/EBITDA multiple of 9.0x Net third party debt of £476 million (Mar-22: £380 million), which includes £22 million (Mar-22: £27 million) for costs deferred during lockdown periods
3 NEW LOOK	+259	<ul style="list-style-type: none"> YoY increase of 39% in New Look's Rand carrying value (metrics on a pre-IFRS16 basis); a 22% increase in Pound carrying value: <ul style="list-style-type: none"> Enterprise Value unchanged with Brait's estimated maintainable EBITDA at £55 million and multiple of 5.0x. Increase in equity value due to Brait's <i>pro rata</i> £9.1 million investment to purchase the commitments under the HSBC operating facility in Sep-22. Net third party debt of £38 million (Mar-22: £79 million) includes £19 million (Mar-22: £30 million) for costs deferred during lockdown periods
4 Other investments	(400)	<ul style="list-style-type: none"> Decrease in carrying value following the realisation of Brait IV's investment in Consol. Remaining carrying value relates to a legacy private equity investment
5 Cash and cash equivalents	+3 499	<ul style="list-style-type: none"> Largely due to the proceeds received from the listing of Premier and the Premier return of capital distribution
7 Borrowings (drawn BML RCF)	+424	<ul style="list-style-type: none"> Net repayments of R1,289 million (Premier distribution and Consol realisation proceeds) offset by drawdowns of R641 million and accrued interest of R224 million The outstanding drawn balance on the BML RCF was fully repaid post reporting date in April 2023
8 2024 Convertible Bonds	(458)	Increase mainly due to the Rand depreciation against the GBP
9 BIH Exchangeable Bonds	(206)	Increase of liability component in terms of IAS 32 over the term of these bonds maturing 3 December 2024
10 Accounts payable and provisions	+17	Carrying value at reporting date includes coupon accruals of £3 million and R49 million relating to the 2024 Convertible Bonds and the BIH Exchangeable Bonds, respectively
	(1 728)	Total balance sheet movement: FY2023



HIGHLIGHTS FOR THE GROUP'S INVESTMENT PORTFOLIO

Premier (21% of Brait's total assets)

- A leading South African FMCG manufacturer, offering branded and private label solutions, Premier delivered a strong FY23 operating performance despite high commodity prices, loadshedding and other cost inflation pressures.
- Premier's results for the financial year ended 31 March 2023 were released to the market on 6 June 2023:
 - Revenue of R17,939 million; +23% YoY.
 - Adjusted EBITDA of R1,731 million; +16% YoY.
 - Adjusted EBITDA margin: 9.6% (FY22: 10.2%).
 - Adjusted return on invested capital: 19.1% (FY22: 14.8%).
 - Normalised HEPS of 552 cents per share, +23% YoY.
 - Net third party debt leverage ratio of 1.7x (FY22: 1.6x).
- Divisional highlights for the financial year ended 31 March 2023:
 - Premier's MillBake business (83% of group revenue) continued its strong momentum despite challenging economic conditions. We believe the business is well positioned to drive future growth through (i) improving operating efficiencies and being the lowest cost producer; (ii) the state-of-the-art Pretoria bakery bringing inland capability in line with the quality and consistency of Premier's coastal bakeries; and (iii) route-to-market optimisation and fleet efficiencies implemented:
 - Revenue growth of 25% to R14.88 billion, with 1% volume growth and 24% price growth.
 - Adjusted EBITDA increased by 17% to R1.63 billion.
 - Premier's Groceries and International division (17% of group revenue) increased revenue by 15% to R3.06 billion, with Adjusted EBITDA increasing by 3% to R206 million:
 - Sugar Confectionery delivered an encouraging performance for the year with confectionery contributing 60% of Premier's overall private label revenue of c.R500 million per annum.
 - Home and Personal Care performed well, increasing Revenue and EBITDA.
 - The CIM business in Mozambique was impacted by the challenging macro environment, with Revenue and EBITDA down for the year. Foreign Direct Investment and donor programmes have recently restarted and are likely to stimulate consumer demand.
- In keeping with Premier's strategy of achieving growth and being the lowest cost producer, investment in best-in-class facilities is an ongoing priority. Capital expenditure for the group of R473 million (FY22: R481 million) comprised R325 million maintenance (FY22: R148 million) and R148 million expansionary (FY22: R333 million). Acquisition of intangibles amounted to R45 million (FY22: R38 million).
- During the year, Premier refinanced its long-term debt, increasing its debt facility by R1.04 billion, with R950 million distributed to shareholders ahead of the JSE listing. This refinancing provides Premier with (i) greater flexibility, with the debt package now comprising a three-year bullet of R1.9 billion and a four-year revolving credit facility of R1.0 billion; (ii) c.100bps reduction in interest margin; and (iii) increased covenant headroom. Premier made a voluntary capital repayment of R294 million on the revolving credit facility during the year.
- Valuation as at 31 March 2023:
 - Pursuant to Premier's listing on the JSE, Brait realised c.51.9% of its shareholding in Premier for R3.6 billion. Including the R0.9 billion proceeds Brait received from the distribution to shareholders, total proceeds of R4.5 billion represent more than 80% of the decrease for the year in Brait's carrying value for Premier.
 - Premier is valued at the reporting date using the closing JSE share price of R60 applied to Brait's remaining 60.7 million shares, resulting in a carrying value of R3.64 billion (FY22: R9.27 billion).
 - Based on Premier's reported Adjusted EBITDA of R1.73 billion and net third party debt of R2.86 billion, this equates to an implied EBITDA earnings multiple of 6.1x.



Virgin Active (53% of Brait's total assets):

- One of the leading international health club operators, Virgin Active's recovery from the significant impact of the Covid lockdown restrictions is well advanced and group membership exceeds the EBITDA breakeven mark.
- Strong operating performance in the last six months across all key territories (active membership grew 14% from 843k to 963k over the past 12 months) with average yield +4% YoY.
- The Real Foods nutrition assets (Kauai and Nü) continue to perform well driven by in-gym stores.
- New operating model and structure bedded down by the management team repositioning Virgin Active from its strong foundational gym business to a wellness offering.
- Extension of debt terms for the International business to June 2027 with GBP50 million of equity injected by shareholders (Brait's pro rata share is GBP33.8 million) during May 2023 to fund growth initiatives.
- Territory update to 31 March 2023:
 - Southern Africa (37% of group revenue):
 - Sales for the six months of 127k with net membership growth of 34k members and active members increasing to 611k.
 - Terminations remain elevated, largely driven by poor quality of sales; management actions to address the high attrition rates include changes to the sales commission structure and improved customer engagement. Loadshedding continues to interrupt operations but management is investing in back-up solutions across the estate.
 - Refurbishment of a number of key clubs underway with strong operating metrics post reopening.
 - Italy (25% of group revenue):
 - Sales for the six months of 64k with net membership growth of 30k members increasing active members to 165k.
 - Sentiment remains positive, building on the strong start to 2023, with the focus now on yield performance and promotional campaigns.
 - UK (24% of group revenue):
 - Strong sales for the six months of 41k with net membership growth of 6k members increasing active members to 131k.
 - Sales were boosted by strong sales team performance across all clubs and supported by strong promotional campaigns. Sentiment continues to be positive as London recovers post Covid with higher office attendance helping boost London sales.
 - Focus on reducing operating costs to offset increase in utility costs with growth capex spend on selected clubs.
 - Asia Pacific (14% of group revenue):
 - Sales for the six months of 20k increasing active members to 55k.
 - Australian membership is in line with expectations and sentiment for Q2 is relatively strong.
 - Thailand continues to experience recovery in membership numbers.
 - Singapore's strong growth continues evidencing a robust terminations management strategy.
 - Head office:
 - Management restructuring the business to focus on global operational (not territory) responsibilities which will reduce central costs, improve accountability and facilitate implementation of best practice across territories.
 - Significant focus on quantitative capital allocation on growth projects to expedite recovery whilst managing tight liquidity (due to rising interest rates, utility costs, loadshedding related capex and brought forward refurbishment capex).



- Valuation as at 31 March 2023 (performed on a pre-IFRS16 basis):
 - Maintainable EBITDA is based on a look-through to a March 2025 estimated sustainable level of GBP121 million, which includes GBP3 million EBITDA from the Real foods (Kauai and Nü) acquisition that completed in the current year.
 - The valuation multiple has been maintained at 9.0x, which is in line with the peer average forward multiple of 8.9x (March-22: 10.0x).
 - Net third party debt of GBP454 million per the March 2023 management accounts has increased by GBP22 million to GBP476 million. The GBP22 million normalisation adjustment applied takes consideration of the estimated effect of working capital and costs deferred during the lockdowns (FY22 net debt of GBP380 million included a GBP27 million normalisation adjustment).
 - Post the acquisition of the Real Foods nutrition assets, Brait's equity and shareholder funding participation decreased to 67.4% (FY22: 70.6%).
 - Brait's resulting unrealised carrying value for its investment in Virgin Active at the reporting date is R9,045 million (FY22: R8,282 million) and comprises 53% of Brait's total assets (FY22: 44%).

NEW LOOK

New Look (5% of Brait's total assets):

- New Look is a leading affordable fashion omnichannel retailer in the UK and Republic of Ireland, with an online business that covers key international markets including Germany, France, the Nordic regions, and Canada.
- For the financial year ended 31 March 2023:
 - Revenue of GBP894.8 million, representing a 2.3% increase, driven by improved footfall.
 - EBITDA of GBP42.2 million, 68% higher year on year, driven by pricing discipline, tight stock management and continued focus on optimising costs.
- Market conditions remain challenging in the UK, with consumer confidence dropping further due to continued inflation increases, resulting in a highly promotional High Street overall. The business continues to focus on maintaining a tight stock position and strong margins, whilst managing costs to minimise the impact of unprecedented inflationary pressures on EBITDA.
- Valuation as at 31 March 2023 (performed on a pre-IFRS16 basis):
 - Maintainable EBITDA is based on a sustainable LTM level of GBP55 million.
 - The historic 5.0x multiple used represents a 49% discount to the peer average multiple of 9.8x.
 - Net third party debt of GBP38 million (FY22: GBP78.5 million) includes an estimated GBP18.9 million (FY22: GBP30.1 million) normalisation adjustment, to take consideration of deferred costs.
 - Brait holds 18.3% of the New Look shareholder loans/PIK facility and equity (17.2% equity participation post dilution for management's incentive plan).
 - Resulting unrealised carrying value for the investment in New Look at the reporting date is R931 million (FY21: R672 million), comprising 5% of Brait's total assets (FY22: 4%). The increase in carrying value is largely due to Brait's pro rata GBP9.1 million investment to purchase New Look's commitments under its HSBC operating facility during September 2022.

Other investments

- The decrease in carrying value is due to the realisation of Brait IV's remaining investment in Consol, the largest manufacturer of glass packaging on the African continent. The remaining R37 million carrying value relates to a legacy private equity fund investment.

LIQUIDITY POSITION

Reporting date

- The BML RCF is secured on a senior basis by the assets of subsidiary Brait Mauritius Limited ("BML"), with all covenants NAV based. The facility commitment, with term to 30 June 2024, interest at JIBAR plus 400bps and a 1% commitment fee, was reduced in December 2022 from R3.0 billion to R2.5 billion following the receipt of Premier's pre-listing distribution of capital to shareholders, closing the year with a drawn balance of R2.1 billion.
- The net proceeds received from Premier's 24 March 2023 listing on the JSE resulted in Brait's cash balance of R3.6 billion and available liquidity at reporting date of R4.1 billion.
- Brait is in compliance with all covenants at the reporting date.

Post balance sheet date liquidity position

- Brait applied R2.8 billion of its R3.6 billion reporting date cash balance as follows:
 - In April 2023, settlement of the outstanding amount of R2.1 billion on the BML RCF;
 - During May 2023, Brait followed its pro rata GBP33.8 million (R756 million) equity subscription into Virgin Active's GBP50 million equity rights offer to fund growth initiatives.
- Brait has signed a term sheet with the Lenders (RMB and Standard Bank) to extend the term of the BML RCF to 31 March 2025, with a facility commitment of R594 million, interest rate of JIBAR plus 290bps and a 1% commitment fee.
- This results in Brait's post balance sheet date available liquidity of R1.4 billion.
 - The exchange rate on the remaining four semi-annual GBP4.875 million coupon payments on the 2024 Convertible Bonds has been fixed (4 June 2023 coupon at R20.45; remaining three coupons at R22.38).

BRAIT LIQUIDITY, DEBT AND COVENANTS

LIQUIDITY		
Cash and cash equivalents (R'm) ⁽¹⁾	Mar-23	Mar-22
Opening cash balance	83	213
Proceeds received from portfolio	4,901 ⁽²⁾	234
Expenses (operating costs, other costs and taxes)	(203)	(207)
Purchase of investments	(218) ⁽³⁾	(1,682)
Net proceeds from issuance of BIH Exchangeable Bonds	-	2,934
Net cash outflow from financing activities	(997)	(1,420)
Effect of exchange rate changes on cash	16	11
Closing cash balance	3,582	83
Borrowings (R'm)		
	Mar-23	Mar-22
BML RCF Facility	2,548 ⁽⁴⁾	3,010
Less: drawn	(2,054)	(2,478)
Remaining facility: Reporting date	494	532
Available liquidity: Reporting date	4,076	615
Apr-23: Settlement of BMF RCF	(2,063)	
BML RCF Facility: Limit adjusted to R594m post settlement ⁽⁵⁾	100	
May-23: £33.8m equity subscription into Virgin Active	(756)	
Available liquidity: Post balance sheet date	1,357	

(1) The cash flows shown above apply the look-through consolidation basis.

(2) FY23 includes: (i) R4,476m received from Premier (R3,600m gross proceeds received pursuant to the March 2023 JSE listing, less R73m associated costs; R924m return of capital distribution received in November 2022 and R25m in shareholder loan repayments); and (ii) R425m received from the Other Investments portfolio, mostly relating to proceeds received from the realisation of Brait IV's remaining investment in Consol.

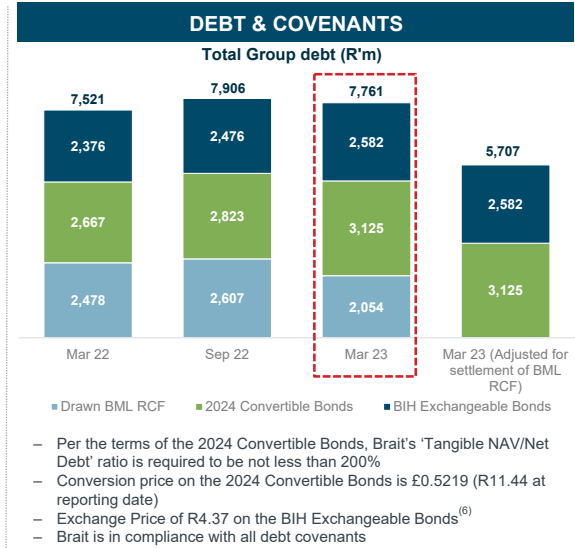
(3) FY23 relates to Brait's pro rata £9.1m investment to purchase commitments under New Look's HSBC operating facility in Sep-22 and Brait's pro rata costs related to the Mar-22 Virgin Active capital raise. FY22 relates to Virgin Active's equity and shareholder funding advanced (£41.8m) as well as R760m capitalisation of the VASA shareholder commitment in exchange for shares in Virgin Active.

(4) The BML RCF facility commitment was reduced by R462m (50% of the distribution received from Premier) in Dec-22.

(5) Brait has signed a term sheet with its Lenders, extending the term of the BML RCF Facility from 30 June 2024 to 31 March 2025, in addition to amending its limit to R594m.

(6) At maturity, the issuer may redeem the principal amount of any outstanding BIH Exchangeable Bonds by delivery of fixed number of Brait shares (using exchange price of R4.37) at their prevailing market value and cash totaling the Principal amount in value.

Available liquidity, debt and covenants



UPDATE ON GOVERNANCE MATTERS

- Since 1 March 2020, Ethos Private Equity (“Ethos”) has been the contracted investment advisor and administration services provider to Brait. This contract provided for a three-year tenor, with an annual renewal thereafter at an initial cost of R100 million per annum with inflation linked increases. As of 1 April 2023, Ethos, the largest private equity firm in sub-Saharan Africa, has merged its operations into those of The Rohatyn Group (“TRG”), a specialised global asset management firm focused on investment solutions in emerging markets and real assets. All key members of the Ethos team responsible for providing the contracted investment advisory and administration services to Brait have remained in their roles.
 - The Board approved one-year extension to 31 March 2024 of the contract taken over by TRG is unchanged at R65 million and existing incentives remain in place to ensure alignment with investors in executing Brait’s strategy to unlock value for Shareholders through asset unbundling as soon as practicable.
 - The Board has approved a further one-year extension of this contract with TRG to 31 March 2025 at a fee of R50 million, which is subject to a three-month notice period.
- The annual Short Term Incentive (“STI”) serves to align the interests of Shareholders and the Advisor in terms of value creation. The STI is based on pre-determined key performance indicators focused on (i) progress on path to exit for the portfolio; (ii) growth in net asset value, and (iii) capital and liquidity management. The Board approved an STI award for FY23 of R17.8 million (FY22: R30 million).
- The Long Term Incentive Plan for the Advisor (“Advisor LTIP”) is accounted for as a contingent liability.
- Pursuant to the JSE listing of Premier on 24 March 2023:
 - On or about 3 March 2023, Brait and Premier entered into an agreement with Titan (represented by Dr Wiese and his related entities) whereby Titan irrevocably committed to purchase 36.16% of the Listing shares (“Titan Cornerstone Investment”) at R53.82 (the “Offer Price”).
 - In addition, Titan agreed to underwrite the listing shares up to an aggregate maximum underwriting commitment of R0.8 billion at the Offer Price (“Underwriting Agreement”).
 - The total fees and commissions payable to Titan pursuant to the Titan Cornerstone Investment and Underwriting Agreement was 1.25% of the gross proceeds raised by Brait in connection with the Titan Cornerstone Investment and Underwriting Agreement. Together with applicable value added or similar tax, Titan received commission of R43.8 million.

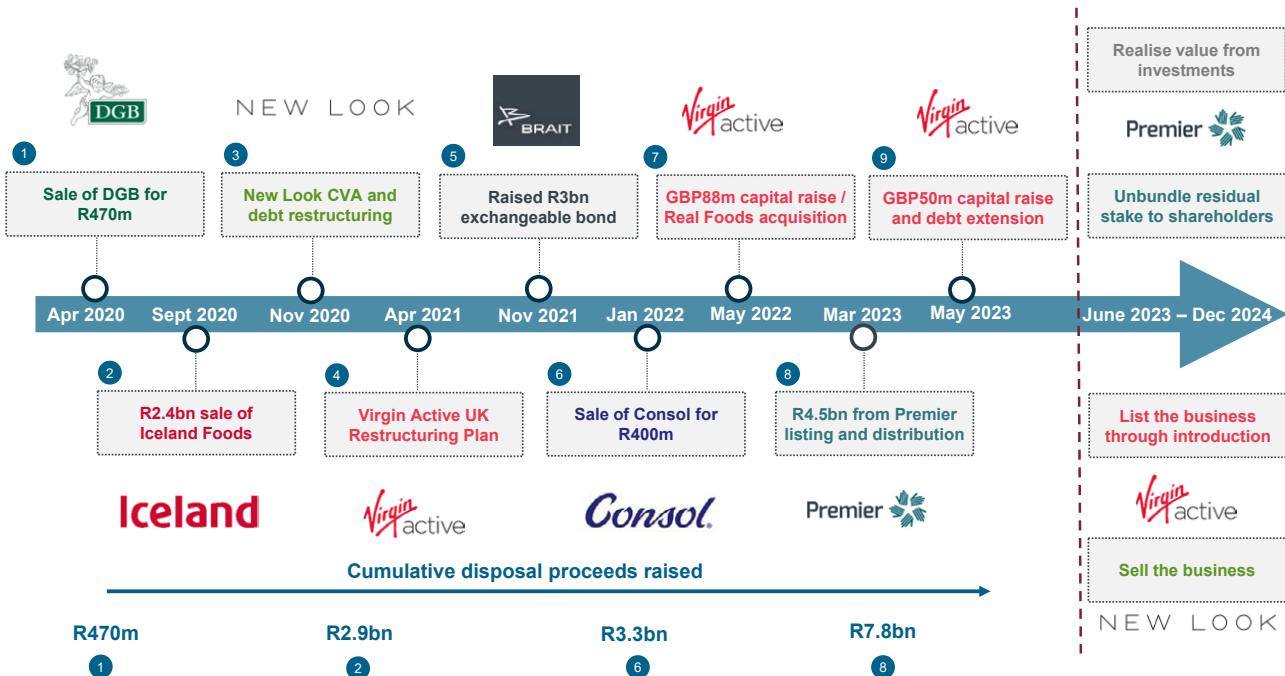
7 Investment Advisor's Report continued

DIVIDEND POLICY

Brait's ability to return capital to Shareholders pursuant to its monetisation strategy will depend upon its receiving realisations on loans and investments, dividends, other distributions or payments from its portfolio companies (which are under no obligation to pay dividends or make any other distributions to Brait). In addition, Brait's ability to pay any dividends will depend upon distribution allowances under the terms of the BML RCF.

To the extent that surplus cash becomes available at a future date for distribution, the Board will consider the potential for the distribution of such surplus cash by way of special dividend. Pursuant to the terms of the 2024 Convertible Bonds, before Brait is able to pay a special dividend to Shareholders, it will have to first make an offer to the holders of the 2024 Convertible Bonds to tender for repurchase an aggregate principal amount of the 2024 Convertible Bonds for an amount equal to such proposed special dividend at a price per 2024 Convertible Bond equal to its principal amount together with accrued interest. Prior to the offer to the holders of the 2024 Convertible Bonds, Brait will have to make an offer to the holders of the BIH Exchangeable Bonds to redeem the BIH Exchangeable Bonds.

OVERVIEW OF THE BRAIT VALUE UNLOCK STRATEGY



Note: There can be no assurance that any unrealised investment will be realised at its current valuation and Brait cannot guarantee the timing of any dispositions

8.1 PREMIER

Transaction overview

	%	Date	Multiple	R'm
Initial acquisition (equity and shareholding funding)	49.9	05-7-2011	6.4x	1 069.5
Further investment ⁽¹⁾	48.6	8-Feb-12 to current	various	3 732.2
Conversion of shareholder funding ⁽²⁾	0.5	May-22		–
JSE listing on 24 March 2023 ⁽³⁾	(51.9)	Mar-23		–
Total cost of investment at reporting date	47.1			4 801.7
Carrying value at reporting date ⁽⁴⁾	47.1			3 640
Proceeds received to reporting date ⁽⁵⁾				6 381
Carrying value + proceeds received				10 021

⁽¹⁾ Increase in shareholding due to exercise of put and call option agreements over the period.

⁽²⁾ In May 2022 Brait converted preference shares in Premier into ordinary shares in Premier, and Premier settled the outstanding loan amount owing to Brait by issuing ordinary shares to Brait.

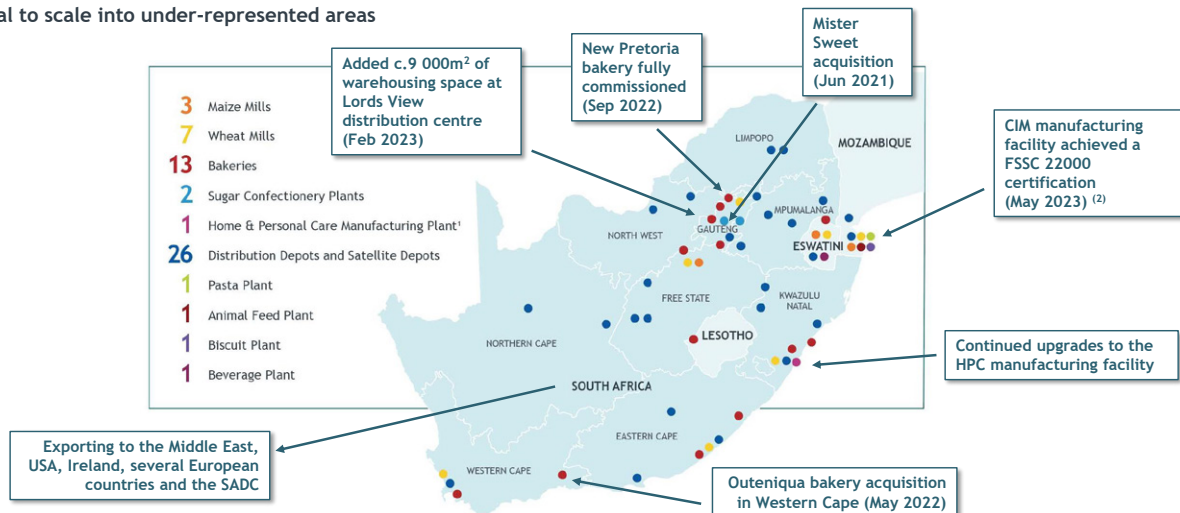
⁽³⁾ Pursuant to Premier's listing, Brait sold c.51.9% of its shareholding in Premier for R3.6 billion.

⁽⁴⁾ Brait's 60.7 million ordinary shares held at reporting date valued at the closing JSE share price of R60.

⁽⁵⁾ FY23 includes R3,600 million gross proceeds received pursuant to the March 2023 JSE listing, less R73 million associated costs; R924 million return of capital distribution received in November 2022 and R25 million in shareholder loan repayments. Up to 31 March 2022: R1.9 billion relating to shareholder loan repayments.

OPERATIONAL FOOTPRINT

Potential to scale into under-represented areas



⁽¹⁾ Lil-lets has offices in both SA and the UK;

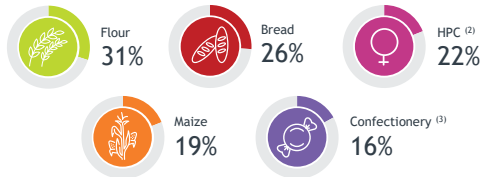
⁽²⁾ First manufacturing facility in Mozambique to achieve this accreditation



OPERATIONAL FOOTPRINT

One of the key consumer packaged goods (CPG) players in South Africa with an extensive reach in both the formal and informal markets

Significant market shares across the divisions ⁽¹⁾



(1) DataOrbis as at 31 March 2023 (trade desk 12 month average by sales value);
 (2) Premier share of the combined Femcare and Cotton Wool segments;
 (3) Premier share of its defined segments

Competitive operational platform

30 manufacturing sites	>R5bn capex invested since 2012	835m bread loaves capacity p.a.	680kt maize milling capacity p.a.
980kt wheat milling capacity p.a.	>45k daily outlet reach	c. 1.8m loaves delivered daily	975 routes covered daily
>8200 employees across owned sites	>40 brands	58% growth in SA exports	>1 100 vehicles in delivery fleet

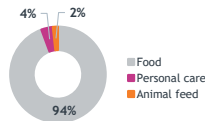
BUSINESS OVERVIEW

	MILLBAKE		GROCERIES AND INTERNATIONAL		
CATEGORIES	 BAKING (bread, muffins, cakes, buns and snowballs)	 MILLING (flour, maize meal, maize rice, samp, flour, instant porridge and maize based beverages)	 SUGAR CONFECTIONERY (marshmallows, sweets, toffees, chews, nut brittles and chocolates)	 HOME & PERSONAL CARE (feminine care and general personal care products)	 CIM (wheat flour, maize meal, pasta, biscuits, animal feed and rice)
BRANDS	   	   	 	 	   

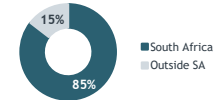
REVENUE CONTRIBUTION BY DIVISION



REVENUE CONTRIBUTION BY PRODUCT TYPE



REVENUE CONTRIBUTION BY REGION





PREMIER'S COMPETITIVE ADVANTAGE

Premier is a highly attractive investment opportunity, differentiated by consistently strong financial and operational performance and a scalable platform



Source: Management analysis

OUTLOOK

Continue to invest in our assets - our people, our brands and our production capability - to achieve best cost, maintain high quality standards and facilitate growth	Reduce our carbon footprint by prioritising cleaner energy initiatives and the elimination of waste in the manufacture and distribution of our products
Consciously build an inclusive culture of high performing teams and create a sense of belonging	Trading update for the two months to end May:
Continued business integration and optimisation to leverage our infrastructure and capabilities in pursuit of best cost producer	Solid start to the new financial year with performance in line with targets
Continue to manage input costs in a global inflationary environment	Softening raw material input cost inflation expected to lower revenue growth compared to the prior year
Increase market penetration through improved distribution and product availability and forward share management	Loadshedding continues to pose multiple operational challenges
Strategic innovation and product renovation to further grow market share, product margins and brand equity	Higher interest rates driving increased interest expense, but manageable
Remain alert to acquisition opportunities and expansion into adjacent categories	Aeroton bakery upgrade expected to commence during second half of 2023 calendar year
Continue providing support to communities in need	Premier intends to declare a maiden dividend on the back of the FY2024 financial results



OUR STRATEGY

OUR PURPOSE

is to ensure our products and people make a difference in the everyday lives of our consumers

UNLOCKING FUTURE GROWTH TO DELIVER ATTRACTIVE SHAREHOLDER RETURNS

OUR GROWTH STRATEGY has remained steadfast over the past decade

Delivering consistent revenue and EBITDA growth

Through efficiencies, agile execution and a systematic focus on being the lowest cost producer in the Millbake category

Crafted the direction to position Premier at the forefront as one of South Africa's pre-eminent CPG companies

OUR BUSINESS is aligned to our strategy through four pillars



Grow together to be the best

- » Consciously building an inclusive culture, creating a sense of belonging for all Premier employees
- » Intentional focus on developing diverse succession pipeline and competence at all levels



Be brilliant at the basics

- » Best cost producer, lowest cost to market
- » Forward share to reflect market share
- » Relentless product quality
- » War on waste and damages
- » Accelerate export growth



Unlock future growth

- » Capex plan for growth and best cost
- » Build M&A pipeline, small and transformational
- » Disruptive and agile thinking



Earn the right to operate in our communities

- » Purpose led marketing, sales and CSI for growth
- » Accelerate solar rollout and conversion to natural gas
- » Pro-actively manage exposure to municipal infrastructures

Twelve months ended 31 March 2023 (FY23)



Revenue:
R17.9bn
+23% YoY

Adjusted EBITDA:
R1,731m
+16% YoY⁽¹⁾

Adjusted EBITDA margin:
9.6%
FY22 = 10.2%⁽¹⁾



Adjusted EBIT:
R1,292m
+28% YoY⁽¹⁾

Adjusted EBIT margin:
7.2%
FY22 = 6.9%⁽¹⁾

ROIC⁽²⁾:
19.1%
FY22 ROIC = 14.8%



Net profit:
R795m
+186% YoY

Net profit margin:
4.4%
FY22 = 1.9%

Normalised Heps⁽³⁾:
552 cps
+23% YoY



Net third party debt:
Leverage ratio of 1.7x
FY22 = 1.6x

Cash returned to shareholders
R958m

(1) Prior year EBITDA and EBIT adjusted by adding back an impairment loss of R130 million (2) Refers to return on invested capital which was adjusted for the revaluation of intangibles in the current year and capital projects not yet commissioned in the prior year (3) Normalised headline earnings per share adjusted for foreign exchange gains on cash and loans of a funding nature of R60 million (2022: R3 million) and by the reversal of accrued withholding tax on preference dividends of R43 million to profit on the conversion of the redeemable preference shares to ordinary shares



Summarised financial information

Summarised income statement (Amounts in R'm)	March 2023 Audited	March 2022 Audited	March 2021 Audited
Net revenue	17,938	14,538	12,526
% Growth	23.4%	16.1%	13.4%
Adjusted EBITDA ⁽¹⁾	1,731	1,490	1,099
% Margin	9.6%	10.2%	8.8%
Depreciation and amortization	(440)	(483)	(414)
Adjusted EBIT ⁽¹⁾	1,292	1,007	685
% Margin	7.2%	6.9%	5.5%
Impairments	-	(130)	-
EBIT	1,292	877	685
Net finance costs - 3rd party	(309)	(220)	(212)
Finance income/(costs) - shareholder funding ⁽²⁾	19	(248)	(249)
Foreign exchange on cash and loans of a funding nature	56	5	(45)
EBT	1,058	414	179
PAT	795	278	67

Source: Premier Group Annual Financial Statements

(1) Prior year EBITDA and EBIT adjusted by adding back an impairment loss of R130 million (2) Once-off accrued withholding tax of R43.5 million not due or payable was reversed to profit during the current year

Summarised financial information

Summarised cash flow information (Amounts in R'm)	March 2023 Audited	March 2022 Audited	March 2021 Audited
Cash flow from operations before working capital	1,819	1,500	1,202
Working capital	(274)	(85)	220
Cash flow from operations	1,545	1,415	1,422
Maintenance capex	(325)	(148)	(203)
Taxation paid	(172)	(237)	(116)
Purchase of intangible assets	(45)	(38)	(41)
Free cash flow	1,003	992	1,063
% Adjusted EBITDA	58%	67%	97%
Interest paid	(336)	(376)	(451)
Dividends and repayment of share capital	(934)	-	-
Repayment of shareholder loan	-	(20)	-
Expansionary capex	(148)	(333)	(260)
Acquisitions	(23)	(428)	-
Proceeds from borrowings	1,040	460	96
Net proceeds from bank overdraft	201	-	-
Repayment of borrowings and lease liabilities	(446)	(327)	(254)
Net cash from other investing / financing activities	42	(22)	26
Net movement	399	(54)	219
Effect of exchange rate	19	(1)	5
Opening balance	177	232	7
Closing balance	595	177	232

Summarised financial information

Summarised balance sheet (Amounts in R'm)	March 2023 Audited	March 2022 Audited	March 2021 Audited
Property, plant and equipment	3,840	3,658	3,345
Right-to-use assets	251	218	187
Intangibles	1,704	1,673	1,707
Other non-current assets	57	66	56
Current assets	4,220	3,086	2,409
Cash and cash equivalents	596	291	368
Total assets	10,668	8,992	8,072
Equity	3,210	(5)	(303)
Redeemable preference shares	-	1,790	1,700
Loan from shareholder	-	1,492	1,512
Borrowings - non-current	2,927	2,123	1,842
Lease liabilities - non-current	249	204	190
Deferred income tax	619	596	639
Other non-current liabilities	47	83	72
Other current liabilities	3,340	2,361	1,986
Borrowings - current	22	179	273
Lease liabilities - current	53	55	25
Bank overdraft	201	114	137
Total equity and liabilities	10,668	8,992	8,072

8.2 VIRGIN ACTIVE

Transaction overview

	%	Date	Multiple	£'m	£/R rate	R'm
Initial acquisition (equity and shareholding funding)	78.2	16-Jul-15	10.2x	691.0	18.40	12 715
Further investment ⁽¹⁾	1.9	Sep-16 to Mar-22	various	71.7	20.79	1 491
Capital raise ^(2,3)	(12.7)	Mar-22 to Mar-23	various	54.9	20.47	1 124
Total cost of investment at reporting date	67.4		10.2x	817.6	18.75	15 330
Carrying value at reporting date	67.4		9.0x	412.7	21.92	9 045
Proceeds received to reporting date				52.2	18.66	974
Carrying value + proceeds received				464.9	21.55	10 019

⁽¹⁾ Increase in shareholding due to exercise of put and call option agreements over the period. The investments to 31 March 2022 of GBP71.7 million mainly relate to equity and shareholder funding advanced.

⁽²⁾ Brait's equity and shareholder funding participation was diluted to 67.4% post Virgin Active's March 2022 capital raise and the conclusion of the amalgamation of Kauai and Nū chains of healthy fast casual restaurants.

⁽³⁾ Post reporting date, in May 2023, Brait followed its pro rata GBP33.8 million (R756 million) equity subscription into Virgin Active's GBP50 million equity rights offer to fund growth initiatives.





KEY FOCUS AREAS



MEMBERSHIP REBUILD & YIELD

- ✓ Focus has been (and continues to be) increasing the territory membership bases including the use of promotional offers (i.e.: 50% off first three months if a 12 month contract is signed)
- ✓ Yields will normalise as membership grows but opportunity for yield enhancement in certain territories
- ✓ Key focus on returning inner-city clubs to full capacity in UK, Italy and Australia



OPERATING COST OPTIMISATION

- ✓ Restructure of the operating model and management will result in lower central costs
- ✓ Managing the significant inflationary impact in utility costs in UK and Italy a key focus
- ✓ Shift to on line membership enrolment will significantly reduce sales commissions across the group



IT PLATFORM INVESTMENT & MEMBERSHIP ENGAGEMENT

- ✓ Development and roll out of the Group membership app to significantly improve the customer experience
- ✓ Focus on “best of breed” membership engagement tool and model to reduce membership churn
- ✓ Provide holistic wellness offering to members (Padel, Virgin outdoor, health and nutrition, etc.)



CAPITAL ALLOCATION & LIQUIDITY

- ✓ Focus on growth investment in the estate to expedite trajectory back to / above pre COVID levels
- ✓ Quantitative, ROIC focussed decision making for new capital spend
- ✓ Manage the trade off between maintaining sufficient liquidity and investing capital to grow

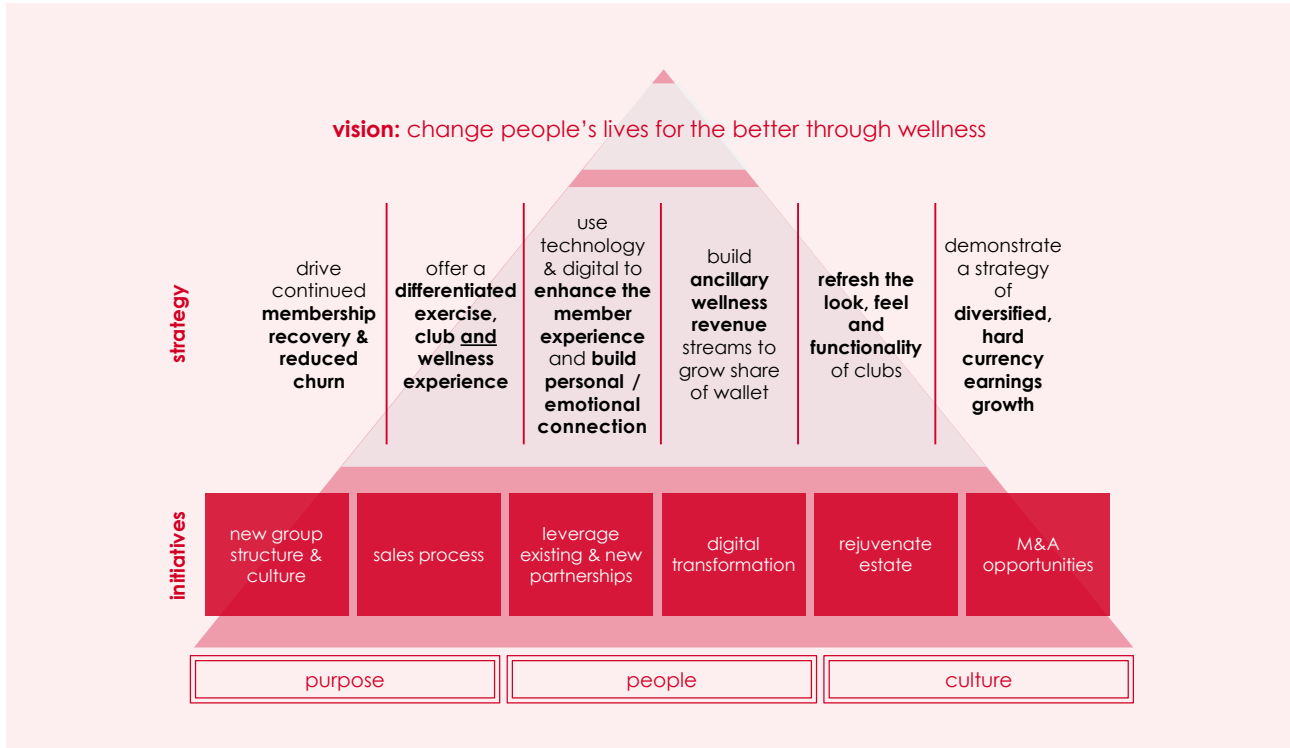


INVEST FOR GROWTH

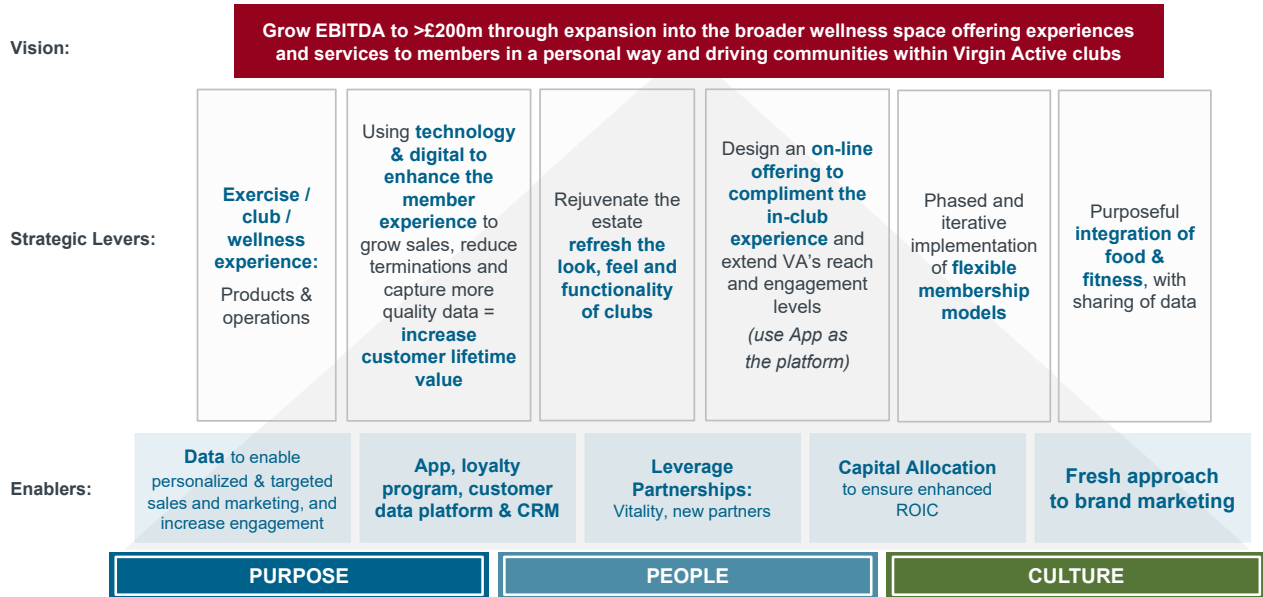
- ✓ Continue to explore opportunities to consolidate leading positions in key markets
- ✓ Investment into the product and people (PTs) to enhance the membership experience
- ✓ Selectively / opportunistically invest in new sites / enhance existing sites where growth opportunities exist

The Virgin Active Product Suite





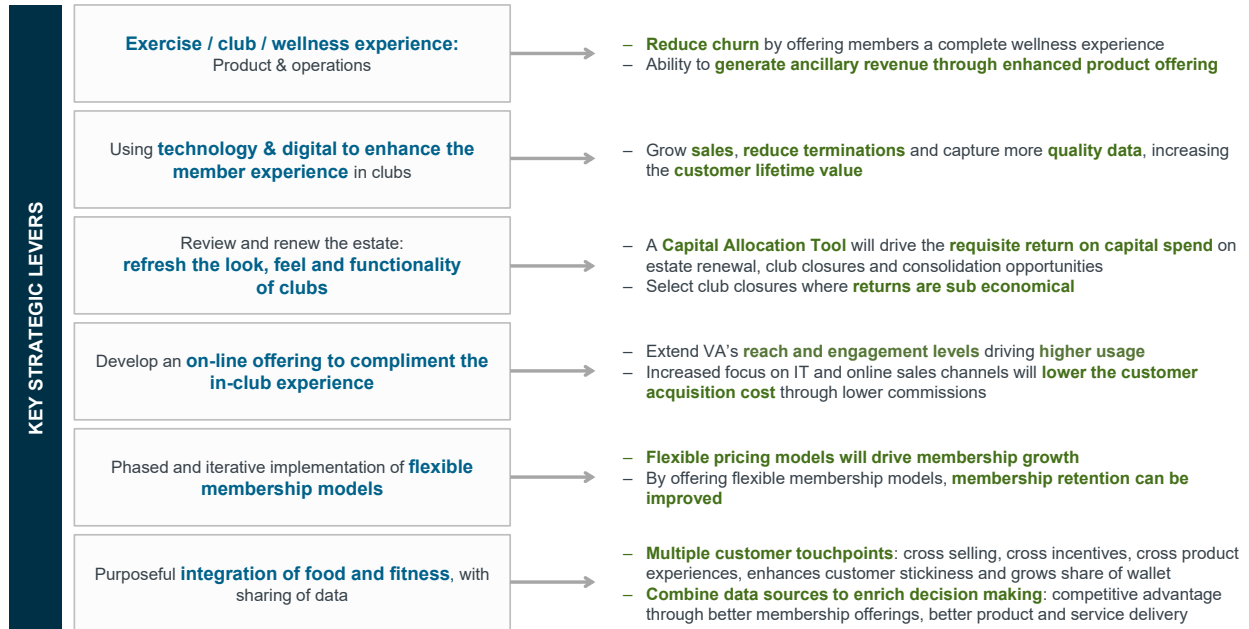
Virgin Active strategy



Virgin Active's vision aligns with the key industry trends and the business has the ability leverage its existing platform and footprint to ensure that it is a sector winner



Strategy outcomes for the business



Summarised financial information

Summarised income statement (Results in £m; actual reported currency) ^(1,2)	Dec-22 Unaudited Post-IFRS 16	Dec-21 Audited Post-IFRS 16	Dec-20 Audited Post-IFRS 16	Dec-22 Unaudited Pre-IFRS 16	Dec-21 Audited Pre-IFRS 16	Dec-20 Audited Pre-IFRS 16	Dec-19 Audited
Revenue – continuing operations	436	292	296	436	292	296	602
% growth	49%	(1)%	(51)%	49%	(1)%	(51)%	3%
Total Revenue	436	292	296	436	292	296	602
Revenue: Discontinued operations	-	-	-	-	-	-	-
EBITDA – continuing operations	94	78	76	(12)	(15)	(17)	142
% margin	21%	27%	26%	nmf	nmf	nmf	24%
Total EBITDA	94	78	76	(12)	(15)	(17)	142
EBITDA: Discontinued operations	-	-	-	-	-	-	-
Depreciation expense	(98)	(90)	(121)	(42)	(39)	(47)	(48)
Amortisation expense	(5)	(5)	(6)	(5)	(5)	(6)	(6)
EBIT	(9)	(17)	(51)	(59)	(59)	(70)	88
% margin	Nmf	Nmf	nmf	nmf	nmf	nmf	15%
Net bank debt interest charge	(92)	(137)	(112)	(21)	(62)	(33)	(44)
Shareholder funding interest ⁽²⁾	-	-	-	-	-	-	-
Exceptional items ⁽³⁾	(39)	152	(421)	(31)	7	(167)	(13)
EBT	(140)	(2)	(584)	(111)	(114)	(270)	31
Tax	8	5	18	8	5	18	(22)
PAT, continuing operations	(132)	3	(566)	(103)	(109)	(252)	9
PAT, discontinued operations ⁽⁵⁾	-	-	-	-	-	-	-
PAT	(132)	3	(566)	(103)	(109)	(252)	9

(1) December 2022 figures are unaudited; (2) Post Brait's acquisition in July 2015, shareholder funding is now held in a Virgin Active parent company and not included in the operating company's audited results. Brait's valuation of Virgin Active takes full consideration of this shareholder funding; (3) Exceptional items for 2022 post IFRS 16 include impairment of £(35)m, non-recurring items £(5)m and profit on disposal of fixed assets £1m. Exceptional items for 2022 pre IFRS 16 include an impairment of £(25)m, non-recurring items of £(3)m, non-cash rent adjustment of £(2)m and loss on disposal of fixed assets of £(1)m. Exceptional costs for 2021 post IFRS 16 include impairment reversal of £82m, non-recurring items £(13)m and profit on disposal of fixed assets £83m. Exceptional items for 2022 pre IFRS 16 include an impairment reversal of £8m, non-recurring items of £7m, non-cash rent adjustment of £(4)m and loss on disposal of fixed assets of £(4)m. Exceptional costs for 2020 post IFRS 16 include impairment of £(402)m, non-recurring items £(20)m and profit on disposal of fixed assets £1m. Exceptional items for 2020 pre IFRS 16 include an impairment of £(139)m, non-recurring items of £(25)m, non-cash rent adjustment of £(2)m and loss on disposal of fixed assets of £(1)m;



Summarised financial information

Summarised balance sheet ⁽¹⁾ (Results in £m, actual reported currency rates)	Dec-22 Unaudited Post-IFRS 16	Dec-21 Audited Post-IFRS 16	Dec-20 Audited Post-IFRS 16	Dec-22 Unaudited Pre-IFRS 16	Dec-21 Audited Pre-IFRS 16	Dec-20 Audited Pre-IFRS 16	Dec-19 Audited
Total Assets	1,496	1,404	1,525	766	685	758	923
Property and equipment	1,042	1,026	1,083	306	302	334	399
Goodwill and intangibles	255	231	252	255	232	253	374
Current assets	33	25	41	39	29	40	36
Cash	76	46	77	76	46	77	56
Other	90	76	72	90	76	54	58
Total Liabilities	1,807	1,716	1,940	756	749	792	733
Trade creditors	35	29	42	35	29	42	21
Current liabilities	76	85	101	84	93	103	107
Interest bearing bank debt	508	467	455	508	467	455	437
Finance leases	1,134	1,081	1,272	2	3	12	13
Other	54	54	70	127	157	180	155
Shareholders' Equity	(311)	(312)	(415)	10	(64)	(34)	190

(1) The audited figures are from the Virgin Active operating company's financial results. The shareholder funding which sits in a Virgin Active parent company is, therefore, not reflected. Brait's valuation of Virgin Active takes full consideration of this shareholder funding, including accrued interest to Brait's reporting date; December 2022 figures are unaudited.

Summarised financial information

Summarised cash flow statement ⁽¹⁾ (Results in £m, actual reported currency)	Dec-22 Unaudited Post-IFRS 16	Dec-21 Audited Post-IFRS 16	Dec-20 Audited Post-IFRS 16	Dec-22 Unaudited Pre-IFRS 16	Dec-21 Audited Pre-IFRS 16	Dec-20 Audited Pre-IFRS 16	Dec-19 Audited
Cash flow from operations	73.2	42.8	114.8	(37.0)	(47.7)	37.5	132.3
Maintenance and head office capex	(36.3)	(13.2)	(18.2)	(36.3)	(13.2)	(18.2)	(46.1)
Operating cash flow	36.9	29.6	96.6	(73.3)	(60.9)	19.3	86.2
Investments - new clubs, acquisitions and premiumisation	(7.9)	(1.9)	(4.2)	(7.9)	(1.9)	(4.2)	(30.5)
Non-recurring capex	-	-	-	-	-	-	-
Net exceptional, one off items and proceeds on disposal of assets	(2.1)	(16.8)	(5.5)	(2.1)	(16.8)	(5.5)	(5.9)
Operating cash flow post capex	26.9	10.9	86.9	(83.3)	(79.6)	9.6	49.8
Interest paid	(118.3)	(110.7)	(109.5)	(45.1)	(35.1)	(32.2)	(34.3)
Tax paid	(7.0)	(5.2)	(6.5)	(7.0)	(5.2)	(6.5)	(8.0)
Operating cash flow post capex, tax and interest paid	(98.4)	(105.0)	(29.1)	(135.4)	(119.9)	(29.1)	7.5
Shareholder funding receipts / (repayments)	166.2	63.4	19.7	166.2	63.4	19.7	(42.0)
Operating cash flow post shareholder funding / repayments	67.8	(41.6)	(9.4)	30.8	(56.5)	(9.4)	(34.5)

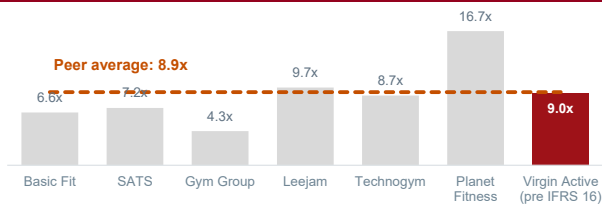
⁽¹⁾ The audited figures are from the Virgin Active operating company's financial results; December 2022 figures are unaudited



Virgin Active carrying value

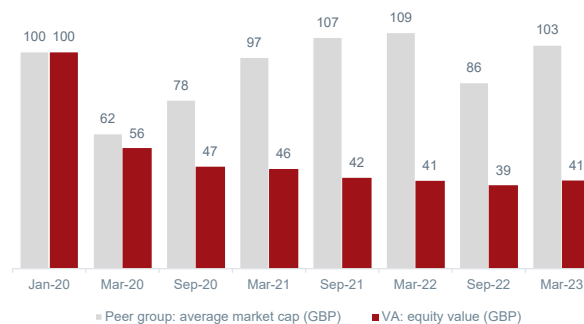
£'m	31-Mar-22	30-Sep-22	31-Mar-23
Maintainable EBITDA (incl. Real Foods from Sep-22)	110	113	121
EV/EBITDA multiple	9.0x	9.0x	9.0x
Enterprise value	991	1,019	1,088
Less: actual net third party debt	(353)	(414)	(454)
Less: debt adjustment	(27)	(24)	(22)
Shareholder value	610	582	612
Less: senior shareholder funding	(49)	(49)	(49)
Surplus equity value post shareholder funding	561	533	563
<i>Brait's junior s/h funding participation %</i>	70.6%	67.4%	67.4%
Shareholder funding value	35	33	33
<i>Brait's effective s/h funding or equity participation %</i>	70.6%	67.4%	67.4%
Equity value	396	359	379
Carrying value (£m) for Brait's investment	431	393	412
Closing GBP/ZAR exchange rate	R19.23	R20.08	R21.92
Carrying value (Rm) for Brait's investment	8,282	7,879	9,045

Forward EV / EBITDA (June 2024)



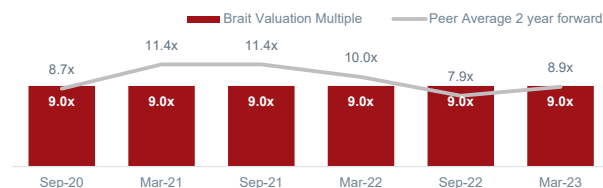
Like-for-like peer group average market cap vs VA (rebased to 100)

Peer group average market cap vs VA (rebased to 100)



Valuation reflected on a like-for-like basis (i.e., peer market caps and the VA equity value have been adjusted for any capital raises concluded)


Multiple comparison



NEW LOOK

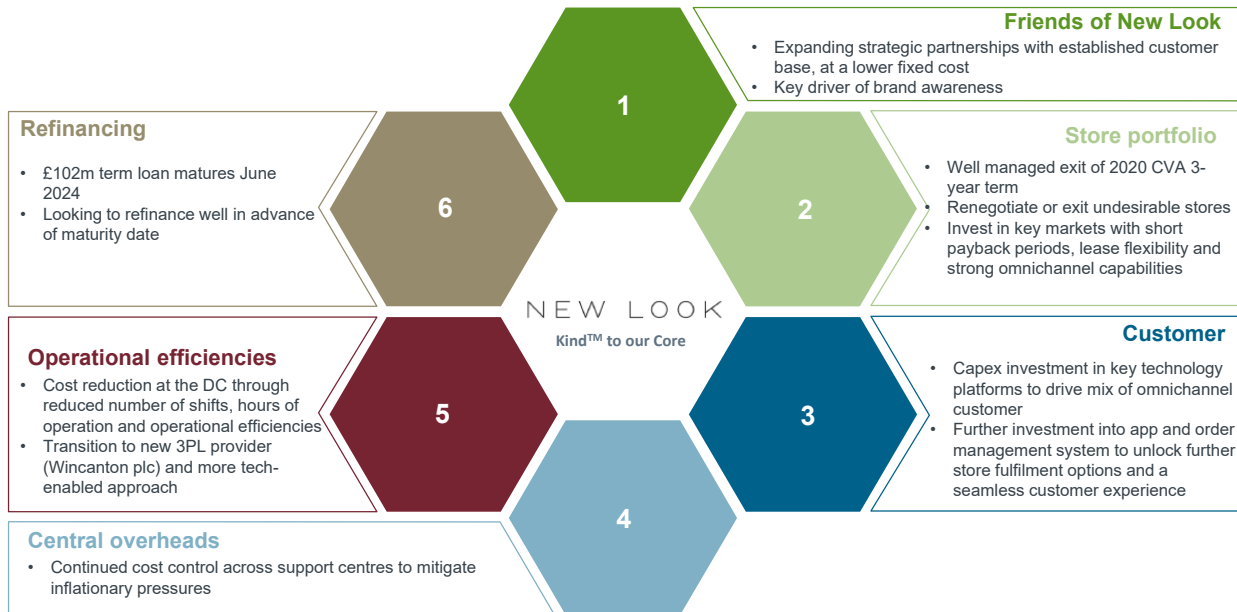
8.3 NEW LOOK

Recap of the evolution of New Look over the last 3 years

	Pre 2020 restructure 	Current NEW LOOK
1 Shareholders and Capital Structure	<ul style="list-style-type: none"> Highly leveraged with >£1bn debt (c.5.0x EBITDA) on Brait's acquisition 	<ul style="list-style-type: none"> Supportive shareholders, £90m of new money More modest levels of debt (<1.0x net debt)
2 Multi-channel Maturing into Omnichannel	<ul style="list-style-type: none"> Management expertise heavily concentrated on store-based trading Siloed and defensive approach to online growth due to perceived cannibalisation risk to stores 	<ul style="list-style-type: none"> Set up to capture online growth opportunity, both own channel and via third-party Sophisticated approach to integration of online transaction growth into existing customer base
3 Leadership Team and Business Model Clarity	<ul style="list-style-type: none"> Management focused on top line expansion, distracted by international ambitions Pursuit of volume growth, versus focus on unit profitability and customer lifetime value 	<ul style="list-style-type: none"> Board and management team with blend of product, brand and omnichannel retail experience Focus on delivery of omnichannel retail model
4 Product Category Leadership and Permission to Play	<ul style="list-style-type: none"> High volume, fast fashion reputation with variable supplier reliability Mass market approach, leading to inconsistent category focus 	<ul style="list-style-type: none"> Fully integrated buying and design teams with tighter working capital control Ongoing leadership in core categories with priority on adjacent areas such as kids / beauty
5 Customer Focus and Operational Infrastructure	<ul style="list-style-type: none"> Little customer intelligence, increasing likelihood of buying errors and markdown risk Underinvested systems built for store-based trading, large estate with fixed rents 	<ul style="list-style-type: none"> Clarity on target market with goal to maximise share of spend from core customer base Re-engineered processes to accommodate omnichannel trading model, variable rent profile
6 Value Proposition and Price Elasticity of Demand	<ul style="list-style-type: none"> Aggressive focus on value-orientated customers Underselling product category leadership and cheapening the brand 	<ul style="list-style-type: none"> Building reputation for relevant, feel-good and high quality fashion at an affordable price, all sourced through responsible means Growing appeal to high-value customers

NEW LOOK

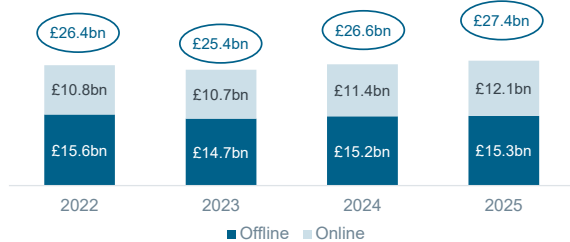
Six key priorities over the next 12 months



NEW LOOK

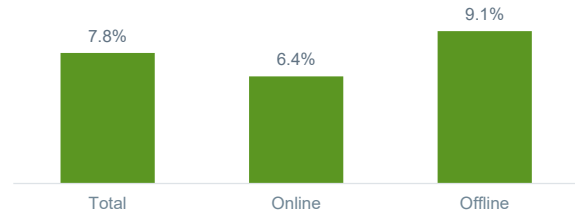
Continued consumer pressure will impact growth forecasts in the short term which should improve in 2024

GB womenswear market: Online vs Offline⁽¹⁾



- The Womenswear market is forecast to grow from £25.4bn in 2023 to £27.4bn by 2025 (CAGR 3.9%)
- Following Covid-19 disruption, consumer habits have been changing rapidly to utilise online channels more frequently and shifting priorities towards value retailers in the current environment
- Key growth drivers are: (i) Consumer Habits and Preferences: surge in demand from middle-income consumers (ii) Effective Online Sales Platforms: omnichannel platforms catering to wider customer base (iii) Sustainability Push: consumer habits leaning to sustainably sourced clothing (iv) Website/App technology: more bespoke consumer targeting, meeting their needs and increasing net spend

GB womenswear market: (ages 18 -44): New Look value share⁽²⁾

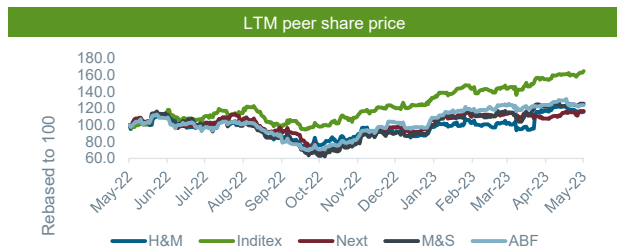
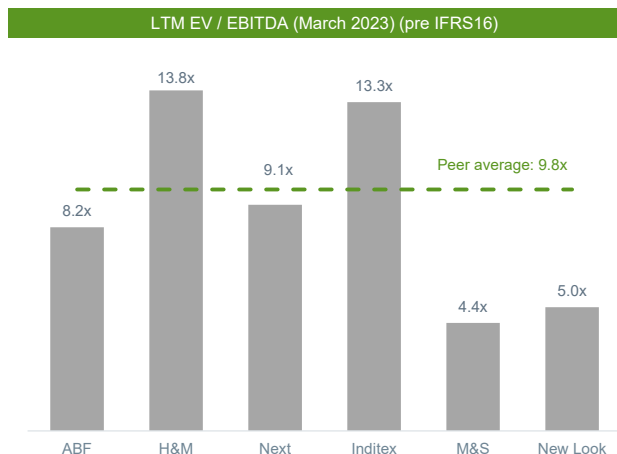
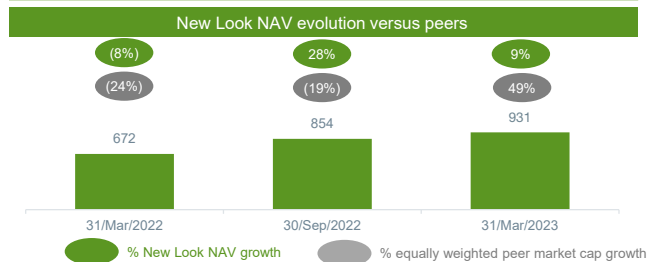


- Within Great Britain (womenswear Age 18-44 market) New Look has 7.8% share, positioning it as #2 in the market by value
- New Look achieved the largest overall market share for various products across this demographic, such as dresses and denim
- Women aged 18-44 are keen smartphone shoppers due to the on-the-go convenience, bespoke features for style preferences and ease of payment
- Online channels are forecasted to accelerate and grow at a faster rate than total market and offline, with 12% growth from 2022-2025. Covid-19 accelerated the transition to online shopping, with consumers across several demographics now regularly using online platforms, and those habits sticking more permanently

Source: (1) GlobalData, market forecast – Footwear and Clothing (2) Kantar Worldpanel 18-44 Womenswear Market data for 52 weeks ended 5 March 2023 – market is GB only

NEW LOOK

New Look carrying value			
£'m	31-Mar-22	30-Sep-22	31-Mar-23
Maintainable EBITDA	55	55	55
EV/EBITDA multiple	5.0x	5.0x	5.0x
Enterprise value	275	275	275
Less: net third party debt	(79)	(38)	(38)
Shareholder value	197	237	237
Less: Additional PIK facility	-	(50)	(55)
Less: PIK facility	(52)	(57)	(61)
Less: senior shareholder funding	(40)	(40)	(40)
Equity value	104	90	81
<i>Brait's additional & existing PIK facilities / reinstated SSN %</i>	<i>18.3%</i>	<i>18.3%</i>	<i>18.3%</i>
Shareholder funding value	17	27	28
<i>Brait's equity participation %</i>	<i>17.4%</i>	<i>17.4%</i>	<i>17.2%</i>
Equity value	18	16	14
Carrying value (£m) for Brait's investment	35	43	43
<i>Closing GBP/ZAR exchange rate</i>	<i>R19.23</i>	<i>R20.08</i>	<i>R21.92</i>
Carrying value (Rm) for Brait's investment	672	854	931



A grayscale photograph of a forest path. The path is on the left, leading into a dense forest of tall, thin trees. The ground is covered in a layer of dry leaves or moss. A teal-colored rectangular overlay is positioned in the center of the image, containing the word "GOVERNANCE" in white, bold, uppercase letters.

GOVERNANCE

SHAREHOLDERS

Brait places a high premium on the quality of its relationships with its individual and institutional shareholders. The Company has a policy of active communication with its shareholders. All shareholders receive a copy of the Integrated Annual Report as well as having an open invitation to the presentation of its annual and interim results as advertised on its website. Brait is committed to regular dialogue and transparency in its relations with shareholders, and provides individual shareholders with regular and interactive information.

The Brait website, www.brait.com, provides a helpful source of information about Brait and facilitates access to the portfolio investment websites. Its practical structure allows quick access to information on Brait, its activities, latest news and the Brait share price. The site also provides access to all the main publications such as annual and interim reports, press releases and information letters to shareholders.

All shareholders are invited to the Company's annual general meeting ("AGM") which is held in August each year in Mauritius. Shareholders who cannot attend are allowed to vote in absentia through proxies. Agendas and resolutions for the AGM are communicated at least 14 days before the meeting. A holder of shares in the Company holding not less than 10 (ten) percent of the voting issued share capital of Brait may:

- (a) request Brait to include items on the agenda of the AGM, provided that each item is accompanied by a justification or a draft resolution to be adopted at the AGM; and
- (b) table draft resolutions for items included in the agenda of the AGM.

Provided that with respect to the request to put items on the agenda of the AGM or table draft resolutions, these shall be submitted to Brait in hard copy form or in electronic form at least 7 (seven) days before the date set for the AGM and it shall be authenticated by the person or persons making it. In the event that such a request or resolution is received after the lapse of the 7 day time limit set out above, Brait shall not be obliged to entertain any requests by such holders of ordinary shares. The Chairman undertakes to respond to questions asked at the AGM except where the answer might seriously harm the Company, its shareholders or its personnel. Brait posts the results of votes of the AGM on its website and on the Luxembourg Stock Exchange ("LuxSE"), the JSE Stock Exchange News Service ("SENS") and on the website of the SEM soon after each meeting.

Key stakeholders are identified as groups or individuals with an interest in what we do or the ability to influence our activities. Mutual trust and understanding with all of our stakeholders is essential and we seek to ensure that our interactions are continuous and effective.

Stakeholder	Type of interaction	Discussion items
Shareholders and analysts	Annual General Meetings One-on-one meetings with analysts and investors Investor conferences and road shows Announcements through the LuxSE, JSE and SEM Interim and final results presentations Group website Integrated Annual Report <i>Ad hoc</i> communications and addressing investor and analyst queries	NAV and performance Portfolio investment performance Investment process Share price performance Future prospects Balance sheet management
Portfolio investments	Representation on boards, audit and risk committees Attending executive team meetings Attending planning/strategy sessions Site visits	Financial performance Budgets and strategies Remuneration Health and safety Succession planning Risk management Environmental, social and governance Corporate finance matters (funding and deal activity)
Funding providers	Regular meetings with bankers post trading updates ensure an informed understanding of the Company and investment portfolio	NAV and performance Future prospects Portfolio investment performance
Authorities and regulators	Directors in the jurisdictions Brait operates in lead the engagement process with respective authorities and regulators	Compliance requirements
Community	Brait Foundation Portfolio investment initiatives	ESG initiatives

10.1 BOARD PROFILE

The Board is committed to business integrity, transparency and sustainability in all its activities to ensure that all the entities within Brait are managed ethically and responsibly.

The current members of the Board are as follows:

Richard Anthony Nelson (75)[†] Independent Non-Executive Chairman

Date appointed: 13 August 2020

Qualifications: MA (Honours) in Economics and Law from Christ's College, Cambridge

Anthony is a former British politician and banker. After leaving the Government and Parliament in 1997, Anthony joined Schroder Salomon Smith Barney as a Managing Director and was appointed Vice Chairman of Citigroup 2000 – 08. He was Chairman of Southern Water Plc 2002 – 04 and Chairman of Gateway to London, a public private partnership engaged in the regeneration of East London, 2002 – 08. Anthony was also a Governor of the Institute of Financial Services; a Governor of the International Chamber of Commerce UK and a Director of TheCityUK. As Minister of Trade and Industry 1995 – 97, Anthony was responsible for trade policy, promotion and regulation of the insurance industry. As Economic Secretary and Minister of State at H.M Treasury 1992 – 95, Anthony was responsible for supervision of the UK financial and banking system. Anthony started his career with N.M. Rothschild and Sons as an asset manager and research analyst.

James Murray Grant (63)[†] Independent Non-Executive Director

Date appointed: 13 August 2020

Qualifications: Master of Business Administration (London Business School), BSc Honours in Civil & Structural Engineering (Edinburgh University)

Murray is the CEO of Cregneash Holdings Ltd, London. He is also a non-executive director of AP Moller Capital and Time Partners Ltd. Prior to joining Cregneash in 2019, Murray was the Managing Director, Intermediated Equity, of CDC Group Plc, London, managing the team responsible for the organisation's investments in private equity funds across Africa, South Asia, Latin America, China and South East Asia. Murray joined CDC in 2015 from Actis LLP, where he was a founder partner, following its spin-out from CDC in 2004, with responsibility for development of its Africa business and the Africa team. Murray has held a broad portfolio of board positions ranging from financial institutions to resource-based businesses and has a long history of working and investing in Africa.

Michael Paul Dabrowski (46)^{**} Independent Non-Executive Director

Date appointed: 18 May 2021

Qualifications: BBusSc (Fin) (Hons) (University of Cape Town), Post Graduate Diploma in Accounting (University of Cape Town), MBA (Distinction) (UCT Graduate School of Business), Chartered Accountant (South Africa), Chartered Global Management Accountant and an Associate member of the Chartered Institute of Management Accountants

Michael is an executive director of Stonehage Fleming (Mauritius) Limited a position that he has held since 2017. He leads a team responsible for the effective delivery of fiduciary and corporate services to a diverse client base. Prior to joining Stonehage Fleming, Michael was COO of fund manager Afena Capital (12 years) during which he helped establish that firm and its then Botswana subsidiary. He started his career at KPMG's Johannesburg office where his focus was short-term insurance, stockbroking and banking. Michael has experience working in South Africa, Botswana, the UK and Mauritius and is a non-executive director of a number of private companies. Michael resides permanently in Mauritius.

Yoza Jekwa (47)^{*} Independent Non-Executive Director

Date of appointment: 13 August 2020

Qualifications: MBChB (Medical degree) and MBA (Finance focus) from the University of the Witwatersrand

Yoza is the CEO and Co-founder of Thrive Capital Partners and the former CEO of Mergence Investment Managers. She has over 19 years investment banking experience as originator and structurer of acquisition financing/investments for mid to large cap corporates in South Africa, Sub Saharan Africa and Europe, as a dealmaker within RMB and as a Principal in Acquisition and Leverage Finance at Nedbank. She is also an independent non-executive director on the board of Northam Platinum and Thungela Resources. She was previously an Independent Non-Executive Director and Chairperson of the investment committee at Ascendis Health Ltd. Yoza is actively involved in various outreach and social responsibility programmes.

Pierre George Joubert (58)**
Independent Non-Executive Director

Date appointed: 13 August 2020

Qualifications: Bachelor of Commerce (University of Cape Town), CA(SA)

Pierre is the CEO of Universal Partners Ltd, an investment holding company listed on the Stock Exchange of Mauritius and the AltX board of the JSE, with an investment focus on Europe and the UK. Prior to joining Universal Partners in 2016, he was the chief investment officer of the Richmark Group of companies. Previously he spent 13 years at Rand Merchant Bank ("RMB") fulfilling various roles including senior transactor in the Corporate Finance division, head of the Equities and co-head of the Global Markets divisions. Pierre is a member of the RMB investment committee, a position he has held for 20 years. He is also a non-executive director of Homechoice International Plc. Previously, Pierre held various executive positions at Connection Group Holdings Ltd including that of CEO of Connection Group for four years, leading the successful turnaround of the business that culminated in the group being bought by JD Group Ltd. Pierre resides permanently in Mauritius.

Hermanus Roelof Willem Troskie (53)*
Independent Non-Executive Director

Date appointed: 27 July 2005

Qualifications: BJuris (Cum Laude), LLB, LLM

Mr Troskie is the CEO of Corporate, Legal and Tax Advisory at Stonehage Fleming, the international family office. He has extensive experience in the areas of international corporate structuring, cross-border financing and capital markets, with a particular interest in integrated structuring for entrepreneurs and their businesses. Mr Troskie is a non-executive director of a number of private and public companies. He qualified as a South African Attorney in 1997, and as a Solicitor of the Senior Courts of England and Wales in 2001. Mr Troskie is based in Luxembourg.

Paul Johannes Roelofse (45)*
Non-Executive Director

Date appointed: 13 August 2020

Qualifications: B.Acc (Cum Laude), B.Acc (Hons) University of Stellenbosch, CA(SA), CFA.

Paul co-founded Oryx Partners in October 2019, which manages Dr Christo Wiese's family office and serves as a strategic business partner of the Wiese family. Paul served as Dr Wiese's alternate director on the Brait board from 2 October 2019 to 13 August 2020, when he was appointed as a director. Prior to Oryx Partners, Paul spent 17 years at RMB, where he led a number of pioneering transactions, serving on the RMB Investment Banking Board from 2009 until he resigned in 2019. Paul headed RMB's global Corporate Finance business from 2009 to 2015. Paul is a Dealmaker of the Year Award winner from Dealmakers magazine.

Dr Christoffel Hendrik Wiese (81)*
Non-Executive Director

Date appointed: 4 May 2011

Qualifications: BA LLB D.Com (h.c.) University of Stellenbosch, South Africa, D.Comm (Bus. Management) (h.c.) Nkhoma University, Malawi
D. Tech: Marketing, Cape Peninsula University of Technology

Dr Wiese is a significant shareholder in a range of businesses throughout the world. He holds significant stakes in Brait, Shoprite Holdings Limited (Africa's largest fast-moving consumer goods retail company), Tradehold Ltd (UK based property investment company) and Invicta Holdings Ltd. During 2015, Dr Wiese was awarded the Lifetime Achievement Award at the Sunday Times Top 100 Companies Awards, the All-Africa Business Leaders Awards, as well as being inducted into the World Retail Hall of Fame.

Nationality

* South African

‡ Dutch

† British

** Resident in Mauritius

The Board has the format of a European style investment vehicle, which is made up exclusively of non-executive directors that oversee Brait's strategy and investment management function

10.2 GOVERNANCE STRUCTURES

Principles

Good corporate governance is integral to Brait and incorporates sound business principles and best practice. The Board recognises the need to conduct the business with integrity and according to generally accepted and best international corporate practices. While compliance with formal standards is important, emphasis is placed on effectiveness, particularly in relation to the business of Brait, with substance prevailing over form.

Matters reserved for the Board include:

- Approval of Brait's overall strategy, forecasts and annual operating budget.
- Approval of the Company's (as well as BIH's) interim and annual financial statements and changes to accounting policies or practices.
- Regular reviews of the capital structure and efficiency. This includes approval of changes relating to Brait's capital structure or its regulated status.
- Manage, supervise, implement and execute the Company's treasury and funding related matters.
- Approval of the appointment and removal of BML's contracted investment advisor, including an annual review of performance and compliance with the advisory agreement.
- Approval of major changes in the nature of business operations or investment strategy.
- Approval of investments and divestments.
- Approval of portfolio company valuations at each reporting date as recommended by the Audit and Risk Committee.
- Regular reviews of the performance and plans for each portfolio company.
- Approval of share buyback programme and bonus share issue/cash dividend policy and declarations, if applicable.
- Review of the adequacy of internal control systems; and
- Appointments to the Board and determination of terms of appointment of directors.

Organisational structure, policies and objectives

The Board is structured as a European style investment vehicle which is made up exclusively of Non-Executive Directors who are ultimately responsible for the strategic and investment functions of the Company. The Board serves as the investment committee for the Company and has the final say on all investment and treasury related decisions. The Board is specifically responsible for approving Brait's investment strategy and setting the acceptable level of risk together with key policies. In addition, it ensures that its obligations towards its stakeholders are understood and met, reporting to stakeholders on how it has fulfilled its responsibilities.

The Company, and its main wholly owned subsidiaries, Brait Investment Holdings Limited ("BIH") and Brait Mauritius Limited ("BML") are domiciled in Mauritius. The Company's registration number is 183309 GBC, and it operates according to its Global Business License under Section 72(6) of the Mauritian Financial Services Act.

The Company's investments are made by BIH's wholly owned subsidiary BML. BIH and BML are licensed as registered investment advisors in accordance with the provisions of section 30 of the Mauritius Securities Act of 2015. BML has its own investment team. Authority has been delegated from the Board to BML to identify, evaluate and recommend to it (the Board) for final approval on any investment related decisions. BML acts as the main investment company for Brait and its subsidiaries and is the legal and beneficial owner of its investments.

BML, in turn, has an investment services and administration agreement with the Investment Advisor in terms of which the Advisor is mandated to perform certain advisory services for BML. See section 6 (Investment Advisor) for details on the investment services and administration agreement. The Board, together with the assistance of BML and the Investment Advisor, are focused on Brait's strategy of maximising value through the realisation and/or unbundling of its existing portfolio companies by March 2025. In addition, Brait continues to re-evaluate costs and efficiencies within its structure.

As announced to the market on 10 March 2023 and pursuant to its merger with EPE with effect from 1 April 2023, TRG has formally been appointed by the Brait Board to replace EPE as BML's contracted Investment Advisor.

Compliance, legislation and regulation

As a provider of financial services, Brait operates in highly regulated environments. Accordingly, regulatory and legislative compliance over the conduct of business, as well as maintaining good working relationships with the regulators in the various jurisdictions Brait has operations, are of utmost importance to the Company.

Responsibility for compliance oversight falls within Brait's risk management framework and functions independently, with a direct reporting line to the Chairman of the Audit and Risk Committee.

On 3 July 2016, Regulations (EU) No 596/214 of the European Parliament and of the Council of 16 April 2014 on market abuse ("MAR") came into effect. By virtue of its listing on the LuxSE, the Company is subject to the provisions of MAR. The MAR imposes three main obligations on issuers:

- control and disclosure of inside information;
- establishment and maintenance of insider lists; and
- notifications of managers' transactions and related trading restrictions during closed periods.

Risk management and internal control

Whilst the responsibility for Brait's risk management, including its systems of internal financial and operational control is that of the Board, this is specifically monitored by the Audit and Risk Committee. The foundation for the Company's internal control process is found in its governance principles, which incorporate ethical behaviour, compliance with legislation and sound accounting practice.

The control systems include clearly defined lines of accountability and delegation of authority, and provide for full reporting and analysis against approved budgets. The Board is responsible for determining the adequacy, extent and operation of these systems. In this regard, the Board is of the opinion that Brait's existing systems provide reasonable assurance that its assets are protected against material loss or unauthorised use and transactions are properly authorised and documented.

Brait has representation on the boards of its portfolio companies. This includes representation on the various board committees, including audit and risk, remuneration and nomination committees.

The management of risks is detailed in section 11 of this Integrated Annual Report.

Board confirms compliance with all 8 principles of the National Code of Corporate Governance for Mauritius (the “Code”)

External audit

The Company’s external auditor is PricewaterhouseCoopers Mauritius. Their independence is recognised and reviewed by the Audit and Risk Committee on a regular basis. The Audit and Risk Committee meets with the external auditor to review their scope, budgets and other matters arising. The external auditor participates in the Audit and Risk Committee meetings and has unrestricted access to the Chairman of the Audit and Risk Committee.

As a result of the Board’s consideration of the duplication of functions with the presence of robust governance and internal control structures within the Company as well as a reducing investment portfolio, Brait operates without an internal audit function.

All business and support units, including significant enterprise-wide related processes, are subject to stringent internal controls. Material or significant control weaknesses and planned corrective action by BML are reported to the Audit and Risk Committee.

These issues are monitored to ensure that the necessary corrective action has been implemented.

The portfolio investment companies have separate reporting processes for their internal and external auditors. Brait is represented on all portfolio company audit and risk committees. These Brait representatives provide regular feedback to the Brait Audit and Risk Committee on any material matters raised at the portfolio company.

Business integrity and conduct

The Company subscribes to a corporate ethos which requires the adoption of the highest personal ethical standards in dealing with all stakeholders in the conduct of its affairs.

The principles to which each individual subscribes include integrity, openness, accountability, impartiality and honesty and are embedded in the Code of Conduct.

Brait maintains a zero-tolerance approach to unethical or dishonest behaviour. The Board believes that there has been no material non-adherence to these principles, within the Company, during the year under review.

In accordance with Brait’s policies, no donations were made to any political parties during the year under review.

BOARD OF DIRECTORS

Corporate Governance Charter

As stated above, Brait is structured as a European style investment vehicle which is made up exclusively of Non-Executive Directors. The Board is headed by an independent non-executive Chairman.

The Board retains the main authority and function of overseeing the Company’s strategy and investment management functions, including making the final decision on all investment related activities.

Brait is governed by its Corporate Governance Charter which describes the duties and responsibilities of the Board and its committees. Brait is required to comply with the National Code of Corporate Governance for Mauritius (the “Code”). Given Brait’s primary listing on the LuxSE, the Company also strives to comply with The Ten Principles of Corporate Governance of the LuxSE.

Where there are no conflicts with its primary listing requirements of the LuxSE and/or Mauritian law, Brait remains committed to complying with the relevant corporate governance frameworks for its respective exchanges or jurisdictions. The Code employs an 'apply-and-explain' methodology and its 8 principles are as follows:

Principle 1: Governance Structure

All organisations should be headed by an effective board. Responsibilities and accountabilities within the company should be clearly identified.

Principle 2: The Structure of the board and Its Committees

The board should contain independently minded directors. The board should be of a size and level of diversity commensurate with the sophistication and scale of the organisation. Appropriate board committees may be formed to assist the board in the effective performance of its duties.

Principle 3: Director Appointment Procedures

There should be a formal, rigorous and transparent process for the appointment, election, induction and re-election of directors.

The search for board candidates should be conducted, and appointments made, on merit, against objective criteria (to include skills, knowledge, experience, and independence and with due regard for the benefits of diversity on the board, including gender).

The board should ensure that a formal, rigorous and transparent procedure be in place for planning the succession of key officeholders such as directors, BML executives and the Investment Advisor.

Principle 4: Director Duties, Remuneration and Performance

Directors should be aware of their legal duties. Directors should observe and foster high ethical standards and a strong ethical culture in their organisation. Each director must be able to allocate sufficient time to discharge his or her duties effectively. Conflicts of interest should be disclosed and managed. The board is responsible for the governance of the company's information, information technology and information security. The board, committees and individual directors should be supplied with information in a timely manner and in an appropriate form and quality in order to perform to required standards. The board, committees and individual directors should have their performance evaluated and be held accountable to appropriate stakeholders. The board should be transparent, fair and consistent in determining the remuneration policy for directors and BML executives.

Principle 5: Risk Governance and Internal Control

The board should be responsible for risk governance and should ensure that the organisation develops and executes a comprehensive and robust system of risk management. The board should ensure the maintenance of a sound internal control system.

Principle 6: Reporting with Integrity

The board should present a fair, balanced and understandable assessment of the company's financial, environmental, social and governance position, performance and outlook in its annual report and on its website.

Principle 7: Audit

The Company should have an effective and independent audit function that has the respect, confidence and co-operation of both the board and the management. The board should establish formal and transparent arrangements to maintain an appropriate relationship with the company's auditors.

Principle 8: Relations with Shareholders and Other Key Stakeholders

The board should be responsible for ensuring that an appropriate dialogue take place among the organisation, its shareholders and other key stakeholders. The board should respect the interests of its shareholders and other key stakeholders within the context of its fundamental purpose.

Power and obligations of the Board

The Board has full power to perform all such acts as are necessary or useful to further the objects of the Company. To carry out its responsibilities regarding strategy and general policy, the Board:

- Is responsible for approving the strategy, setting the accepting level of risk for the Company, together with key policies, and should prepare (or cause to be prepared) the annual financial statements, budgets and periodic accounts;
- Has the widest power to carry out any acts of management or of disposition that shall interest the Company. All that is not expressly reserved for the Shareholders in general meeting by law or by the Company's Constitution is *intra vires* for the Board;
- Defines and delegates specific responsibility and authority to the advisory and service providers contracted by the Company;
- Ensures that its obligations towards its Shareholders are understood and met, and reports to the Shareholders on how it has fulfilled its responsibilities; and
- Gives proper consideration to its staff policy and code of business ethics. The Company has a Code of Conduct which has been approved by the Board and circulated to all staff and its advisors.

In instances where a Director is unable to attend a Board/Committee meeting and has shared their views on the documentation circulated in advance of the meeting with the director to whom they have given their proxy, they are deemed to have attended such meeting.

Appointment of directors

Even though, in terms of the Constitution, the directors' terms of office may be for a period of up to six years from the date of appointment, the term of office of the current directors expires at the forthcoming AGM and they shall all be nominated for re-election for a period expiring at next year's AGM.

All directors must be willing and able to fulfil their duties. Before each meeting, each director receives a Board pack with requisite supporting information for all key decisions to be made. All directors are expected to engage in constructive and critical discussion of the strategy and key policies to ensure no single director or group of directors dominates decision-making.

The Board elects a Chairman whose principal function is to preside over meetings of the Board and ensure optimal decision-making and good governance. His duties include the following:

- The appointment, monitoring and evaluation of the Board and directors;
- Determining, with input from other directors, an annual plan for the Board; and
- Ensuring that all directors play a constructive role and initiating their removal in cases of non-performance or unsuitability.

Skills and training of directors

Directors are elected on the basis of their abilities and the contribution they can make to the administration of the Company. Criteria for selection include the following:

- Entrepreneurial flair;
- Strategic, analytical and communication skills;
- An ability to appreciate the wider business perspective;
- Honesty and integrity in personal and business dealings;
- Readiness to objectively challenge and critique in the best interests of the Company;
- Ability to devote sufficient time to carrying out their duties and responsibilities effectively;
- Willingness to commit to good governance; and
- Does not have any conflict of interest with the Company and maintains his/her independence from Brait.

In order to acquire a thorough understanding of the Company, directors undertake an induction process which includes obtaining an understanding of the operations of Brait's investment companies, familiarisation with the functions of the Company, Board and various committees as well as an introduction to the external auditors and contracted investment advisor.

Directors have ongoing education to keep them abreast of relevant legislation and regulatory changes in order to be able to make effective decisions.

Evaluation of the performance of the Board

The Chairman is responsible for the Board's self-evaluation process. This includes an assessment of the balance of skills, experience and knowledge of the Board members. A similar evaluation is carried out by each committee of the Board. In addition to the self-assessment process, the evaluation of the Audit and Risk Committee includes comments and assessments of the committee members' performance from BML and the Advisor.

The results of the above assessments continue to show a high degree of satisfaction with the operation of the Board and its committees.

Evaluation of the performance of the contracted investment advisor

The Audit and Risk Committee is responsible for the annual evaluation of the Advisor. To discharge this responsibility, the Audit and Risk Committee receives a formal assessment from BML. These annual assessments evaluate performance in terms of the advisory services contract during the contract term.

Board meeting attendance

Non-executive directors	Date of appointment	Number of meetings attended during the year	Attendance record
RA Nelson (Chairman)	13 August 2020	3/3	100%
MP Dabrowski	18 May 2021	3/3	100%
JM Grant	13 August 2020	3/3	100%
Y Jekwa	13 August 2020	3/3	100%
PG Joubert	13 August 2020	3/3	100%
PJ Roelofse ⁽¹⁾	13 August 2020	3/3	100%
HRW Troskie	27 July 2005	3/3	100%
Dr CH Wiese ⁽¹⁾	4 May 2011	3/3	100%

⁽¹⁾ In the interests of good corporate governance, Dr Wiese and Mr Roelofse recused themselves from all the deliberations and decisions taken at the Brait Board meeting with regards to the Virgin Active equity subscription and the listing of Premier.

Company Secretarial Services

The Stonehage Fleming group of companies is contracted to perform the function of the Company Secretary, listing agent, registrar and transfer agent. They are responsible for:

- Ensuring compliance with all Board procedures;
- Ensuring that the directors have access to the advice and services of the Company Secretary;
- Assisting with the director induction and training programmes;
- Assisting with the appointment of directors;
- Guiding the Board on the duties of directors and good governance;
- Ensuring that Board and committee charters are kept up to date;
- Circulating Board papers; and
- Circulating minutes of Board and committee meetings.

BOARD COMMITTEES

The Company is committed to upholding the highest standards of corporate governance. The Board is responsible to Shareholders for the overall management of Brait. Certain responsibilities of the Board have been delegated to Board committees to assist and enable the Board to properly discharge its duties and responsibilities. These committees operate under written terms of reference confirmed by the Board and comprise the Audit and Risk Committee, a Remuneration and Nominations Committee, and the Environmental, Social and Governance (“ESG”) Committee.

Ad hoc committees are also mandated to attend to specific business matters from time to time. The existence of these committees does not reduce the overall responsibility of the Board and, therefore, all committees must report and make recommendations to the Board. The chairman of each committee is free to obtain independent external professional advice in the carrying out of their duties as and when required.

Audit and Risk Committee

The Audit and Risk Committee's primary objective is to provide the Board with additional assurance regarding the quality and reliability of the financial and risk management information used by the directors and to assist them in the discharge of their duties. The Audit and Risk Committee has a minimum of three members.

Membership and meeting attendance

Members	Date of appointment	Independent	Number of meetings attended during the year	Attendance record
PG Joubert (Chairman)	13 August 2020	Yes	2/2	100%
JM Grant	13 August 2020	Yes	2/2	100%
HRW Troskie	20 May 2008	Yes	2/2	100%

Responsibilities in terms of the Charter of the Audit and Risk Committee include:

- Reviewing Brait's (including BIH) interim and annual financial statements and changes in the Company's accounting policies or practices;
- Approval of announcements released on the website of the LuxSE, the JSE and SEM;
- Providing satisfaction to the Board of the effectiveness of the internal control environment, ensuring that adequate and appropriate financial and operating controls are in place;
- Reviewing the scope of the external audit, audit fee budgets and any other matters;
- Reviewing the recommendations of BML on the valuations of portfolio investments, including the benchmarking of those valuations in the context of prevailing market conditions;
- Providing satisfaction to the Board of the performance of the Advisor, as well as consideration of BML's formal assessment in this regard;
- Reviewing and update of the audit committee charter and corporate governance charter;
- Reviewing Brait's risk assessment and mitigating factors;
- Reviewing Brait's cash flow forecast and going concern considerations;
- Reviewing Brait's Integrated Annual Report and BIH Annual Financial Statements;
- Reviewing related party services;
- Reviewing and approving internal controls, risk and compliance policies, reports and findings.
- Ensuring that significant business, financial and other risks have been identified and are being managed.
- Regular monitoring of available borrowing facilities and covenant compliance; and
- Regular monitoring of cash balances, currency exposures and their placement with investment grade institutions.

The Audit and Risk Committee presented its conclusion on the above matters to the Board and advised the Board that it considered the Integrated Annual report and accounts, taken as a whole, to be fair, balanced and providing the information necessary for shareholders to assess Brait's performance, business model and strategy.

External audit

Issues relating to accounting, auditing, internal control and financial reporting matters are discussed with Brait's external auditors at meetings convened on a periodic basis. While ensuring that their independence is maintained at all times, the external auditors are afforded unrestricted access to the Audit and Risk Committee.

The external auditors meet privately with and have unrestricted access to the Audit and Risk Committee, ensuring that their independence is maintained at all times

The Audit and Risk Committee monitors the Company's policy for non-audit services to ensure that the provision of such services by the external auditors does not impair the auditors' independence or objectivity. In order to safeguard the auditor's independence and objectivity, the Audit and Risk Committee is required to approve all non-audit work undertaken by the auditor, for Brait and its portfolio companies in advance.

Remuneration and Nomination Committee

The Remuneration and Nomination Committee has a charter and is primarily responsible for the remuneration strategy for Brait and meets regularly to consider annual reviews, remuneration issues, incentives and policy matters. The Committee is also responsible for adopting a formal and transparent procedure for the appointment of new directors, including interviewing potential candidates. Final decisions on nominations are taken by the Board.

The Remuneration and Nomination Committee may use the services of external consultants in carrying out its duties.

The Remuneration and Nomination Committee facilitates the annual completion of independence self-assessment questionnaires by each Non-executive Director. The Committee reviews the responses and reports to the Board on each Director's independence for the Board's consideration. Furthermore, the Board is of the opinion that independence is a matter of a director's character and attitude of mind and is not compromised after any particular length of service. The Board is therefore satisfied with the independence of Mr HRW Troskie.

Directors' fees are based on an assessment of each directors' time commitment, responsibilities, skills and experience in rendering their services on the Board as committee members.

The Remuneration and Nomination Committee has a minimum of three members.

Membership and meeting attendance

Members	Date of appointment	Independent	Number of meetings attended during the year	Attendance record
HRW Troskie (Chairman)	13 August 2020	Yes	3/3	100%
PG Joubert	13 August 2020	Yes	3/3	100%
Y Jekwa	13 August 2020	Yes	2/3	67%

Responsibilities in terms of the Charter of the Remuneration and Nomination Committee include:

- Supervision and review of the affairs of the Board and committee composition;
- Recommendation of new directors.
- Leadership and Board evaluations.
- Review the independence self-assessments performed annually by each director and report to the Board as appropriate.
- Reviewing the directors' and staff remuneration based on time, responsibilities, skills and experience; and
- Reviewing the policies and remuneration for key personnel at portfolio investments to ensure adequate retention and performance that is aligned with Brait's strategy.

Retention of key personnel

Retention of key personnel is an increasingly more complex and demanding challenge. Remuneration practices and policies are constantly reviewed to ensure they remain competitive, entrench a high performance culture across the business, and align performance and reward across the Company.

ESG Committee

Brait and its portfolio companies have a long-standing commitment to doing business responsibly. The ESG Committee provides the Board with additional assurance regarding the environmental and social risks facing the Company and the practices by which these risks are managed and mitigated. The committee strives to comply with the broader vision of its responsibilities in terms of the ESG recommendations outlined in the LuxSE's Guide to ESG reporting as well as the JSE Sustainability and Climate Disclosure Guidance. The ESG Committee comprises at least three directors.

Membership and meeting attendance

Members	Date of appointment	Independent	Number of meetings attended	Attendance record
JM Grant (Chairman)	13 August 2020	Yes	2/2	100%
MP Dabrowski	18 May 2021	Yes	2/2	100%
Y Jekwa	13 August 2020	Yes	2/2	100%

Responsibilities in terms of the Charter of the ESG Committee include:

- Defining Brait's corporate and social obligations and the creation of appropriate policies and measures.
- Providing satisfaction to the Board that the Company's responsibilities to environmental, social and governance related aspects, as defined by the ESG policies, are adequately implemented, measured and publicised.
- Identifying, analysing, evaluating and monitoring the social, political, environmental and public policy trends, issues and concerns which could affect the Company's business activities or performance; and
- Monitoring Brait's engagement with external stakeholders and other interested parties.

Non-executive directors' fees

Non-executive directors do not have service agreements. Letters of appointment confirm the terms and conditions of their service. Remuneration packages of the directors are agreed and determined by the Remuneration Committee.

In accordance with the shareholder approval obtained at the AGM held on 4 August 2022, aggregate compensation for directors increased by 3% to £412 000 for FY2023. This approved level of compensation takes into consideration directors' time commitments, responsibilities, skills and experiences in rendering their services.

As set out in the Notice of the AGM (page 163 resolution 2(b)) to be held on 7 August 2023, a maximum aggregate amount of compensation, subject to the effect of the £/R exchange rate, of £424 360 is proposed for the financial year ending 31 March 2024, representing a 3% increase from FY2023 maximum aggregate amount.

	2023	2022
	Total fees⁽¹⁾	Total fees ⁽¹⁾
	GBP'000	GBP'000
RA Nelson (Chairman)	63	60
MP Dabrowski ⁽²⁾	24	23
JM Grant	63	60
Y Jekwa	51	49
PG Joubert	63	60
Dr LL Porter ⁽²⁾	–	5
PJ Roelofse	41	39
HRW Troskie ⁽³⁾	63	60
Dr CH Wiese	41	39
	409	395

⁽¹⁾ Fees paid to the Chairman and non-executive directors for their services in those capacities on the Board and Board Committees of the Company.

⁽²⁾ With effect from 18 May 2021, pursuant to the Redomiciliation, Dr LL Porter (resident in Malta) resigned from the Board, with Mr MP Dabrowski (resident in Mauritius) appointed by the Board as a replacement Independent Non-executive Director and member of the ESG committee.

⁽³⁾ In addition to his role as a non-executive director on the Brait PLC Board, Mr Troskie served as non-executive director on the board of the subsidiary company BML. For these additional services, Mr Troskie received an additional £1 400 in FY2022 paid by BML. With effect from 15 June 2021 Mr Troskie resigned from the BML Board.

10.3 CODE OF SHARE DEALING

The Board has adopted a code for directors' dealing in ordinary shares. The Board is responsible for taking all proper and reasonable steps to ensure compliance with the code.

The Company operates strict closed periods during which no dealing is allowed in Brait shares and listed bonds. Written notice of closed periods is sent to all directors, employees, and the contracted investment advisor. Closed period notices are also circulated to key executives of Brait's major portfolio companies. The closed periods operate:

- Between the end of the interim and final reporting periods until the release of the Company's results; and
- During any period when trading under a cautionary announcement.

Directors are similarly restricted relative to any listed portfolio investments that Brait may hold from time to time.

On 3 July 2016, Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse ("MAR") came into effect. Brait maintains a register of notified transactions. All persons are required to notify the Company Secretary in advance of any transaction in any form of Company securities whether concluded on any of its listed stock exchanges or off-market or whether transacting in any derivative involving Company securities, whether listed or unlisted. In terms of the MAR, persons discharging managerial responsibilities ("PDMR's") and closely associated persons ("CAP's") are required to inform the competent authority of any transactions involving the securities of the issuer. Transactions by PDMR's and CAP's involving Brait shares are reported to the Malta Financial Services Authority in Malta and the Commission de Surveillance du Secteur Financier in Luxembourg within three business days following such transaction. Such transactions are disclosed to the public in terms of the MAR by means of an announcement which is published on the LuxSE website, the Brait website, the JSE and SEM within three business days of the transaction involving the PDMR or CAP taking place. Furthermore, details of directors' dealings in Brait shares are disclosed to the Board and to the public through its Integrated Annual Report.

Directors' dealings in Brait shares for the year under review

Director	Opening balance: 31 March 2022			Net transactions during the year ⁽¹⁾ Purchases/ (Sales)	Closing balance: 31 March 2023		
	Direct Beneficial	Indirect Beneficial	Total		Direct Beneficial	Indirect Beneficial	Total
	RA Nelson	–	–		–	–	–
MP Dabrowski	–	–	–	–	–	–	–
JM Grant	–	–	–	–	–	–	–
Y Jekwa	–	–	–	–	–	–	–
PG Joubert	–	–	–	–	–	–	–
PJ Roelofse ⁽²⁾	–	–	–	–	–	–	–
HRW Troskie	134 350	–	134 350	–	134 350	–	134 350
Dr CH Wiese ⁽³⁾	–	340 047 532	340 047 532	26 652 329	–	366 699 861	366 699 861
Total	134 350	340 047 532	340 181 882	26 652 329	134 350	366 699 861	366 834 211

⁽¹⁾ The table above is prepared in terms of the requirements of the Luxembourg Stock Exchange and does not include trades by closely associated persons (CAP's) reported to the market in terms of the MAR.

⁽²⁾ Mr Roelofse is a director of Opstaan Beleggings Pty Ltd and a trustee of the trust that ultimately controls it. Opstaan Beleggings Pty Ltd holds 21 122 Brait shares.

⁽³⁾ Dr Wiese's indirect beneficial shareholding is held through the Titan group of companies. CAP's of Dr Wiese at 31 March 2023 held 11 745 208 shares (31 March 2022: 32 823 537). During the year, Dr Wiese exercised his 55 545 single stock futures, acquiring 5 574 000 Brait shares, in addition to acquiring 21 078 329 Brait shares from one of his CAP's.

Directors' dealings in BIH Exchangeable Bonds for the year under review:

Number of BIH Exchangeable Bonds							
Director	Opening balance: 31 March 2022			Net transactions during the year Purchases/ (Sales)	Closing balance: 31 March 2023		
	Direct Beneficial	Indirect Beneficial	Total		Direct Beneficial	Indirect Beneficial	Total
RA Nelson	-	-	-	-	-	-	-
MP Dabrowski	-	-	-	-	-	-	-
JM Grant	-	-	-	-	-	-	-
Y Jekwa	-	-	-	-	-	-	-
PG Joubert	-	-	-	-	-	-	-
Dr LL Porter	-	-	-	-	-	-	-
PJ Roelofse	-	-	-	-	-	-	-
HRW Troskie	-	-	-	-	-	-	-
Dr CH Wiese ⁽¹⁾	-	1 516 492	1 516 492	-	-	1 516 492	1 516 492
Total	-	1 516 492	1 516 492	-	-	1 516 492	1 516 492

⁽¹⁾ Dr Wiese's indirect beneficial holding in BIH Exchangeable Bonds is held through the Titan group of companies.

11 Management of risks

OVERVIEW

The Board is composed entirely of non-executive directors and has the independent investment committee function for Brait to approve all investment related decisions. The Board is charged with the responsibility for implementing and maintaining a risk management strategy governing the Company's investment function and related processes.

Risk management is the process of avoiding unacceptable losses, namely those losses that are not planned for. Risk management does not mean risk avoidance, but rather is the process of extracting optimum reward from an acceptable risk exposure whilst minimising cost.

A systematic framework is designed to ensure that risk management considerations are appropriately understood, controlled and integrated into decision-making.

Best practice recommends that the purpose of a formalised risk management framework (setting out appropriate policies, controls and procedures) is to provide a set of directives and guidelines to regulate the activities of Brait and to resolve potential conflicts of interest between stakeholders. In addition, a formalised risk management framework serves as a reference for the Advisor to understand the Board's requirements and how their own activities relate to the entire operation. Sound policies ensure that transactions are executed in accordance with the terms of the Board's authorisation and that the Advisor's actions are consistent at all times.

The Board is ultimately responsible for any financial loss or reduction in shareholder value. It is therefore responsible for recognising all risks to which the Company is exposed and ensuring that the requisite culture, practices, policies and systems are in place. To achieve this, the Board has closely defined the duties and responsibilities of the significant structural elements of Brait's risk management systems and processes on the one hand, and risk monitoring on the other.

Certain functions are delegated to the Audit and Risk Committee. See page 55.

RISK MANAGEMENT FRAMEWORK

The Brait Risk Management Framework (RMF) is depicted graphically below:

- Capital allocation
- Business strategy and financial plans
- Performance measures
- Risk identification and assessment
- Risk aggregation
- Risk ranking
- Investors and analysts
- Capital providers
- Regulators
- Clear accountability and risk responsibility
- Risk policies



The four primary objectives of Brait's RMF are:

- Strategy – high-level goals, aligned with and supporting the organisation's mission;
- Operations – effective and efficient use of resources;
- Financial reporting – reliability of operational and financial reporting; and
- Compliance – compliance with applicable laws and regulations.

The RMF contains or references to the following risk management elements:

- Risk management strategy and objectives;
- Responsibilities and delegations of authority;
- Committees responsible for the oversight and monitoring of risk;
- Risk management and control policies;
- Recruitment, training and succession planning; and
- Business continuity (continuation plans established to address disruption to normal business operations).

The individual components of the RMF are tailored for the requirements of each business function, and are directed towards each key step in Brait's risk management cycle.

RISK STRATEGY, OBJECTIVES AND APPETITE

Generally, the business planning process is conducted annually in March, setting out strategic priorities and considerations for the next financial year, as well as articulating longer term objectives and targets in terms of inter alia performance, quality of assets and capital allocation. This business planning process is managed contemporaneously with the annual budgeting exercise, ensuring that operational and financial goals are appropriately aligned and subjected to rigorous scrutiny, reasonability testing and scenario analysis.

As part of the risk strategy and business planning process, determination is made of:

- Capital to be placed at risk as a result of investment activities;
- Responsibility for the active management of financial risk arising from each investment;
- Policies regarding the extent of risk exposures which may be assumed; and
- Policies regarding the instruments that may be used.

Individual objectives for each investment are defined, including where relevant:

- Funding;
- Investment; and
- Hedging.

The Board has established a set of risk limits to control the extent of risk exposures arising from investment activities. The nature of the risk exposures is adequately understood and policies are considered appropriate given the expertise of the contracted investment advisor and the extent of other risk exposures.

RISK REGISTER

The risk management requirements and relevant investment and accounting processes and activities are assessed to determine their materiality and risk to the operation. This is achieved through the Risk Register, which is submitted to the Audit and Risk Committee.

The Risk Register addresses the following key components of the RMF (and the risk management cycle):

- Risk/event identification classified according to key risk areas for Brait, and where applicable, consider risks/events identified in the portfolio companies which may impact these key risk areas;
- Risk assessment (involving the quantification of a severity rating);
- Risk response through mitigating factors and controls;
- Control activities (involving the assessment of the effectiveness of identified controls and mitigating factors, resulting in the quantification of the residual risk exposure); and
- Information and communication (including the identification of the risk owner).

BRAIT RISK MANAGEMENT CYCLE

Monitoring:

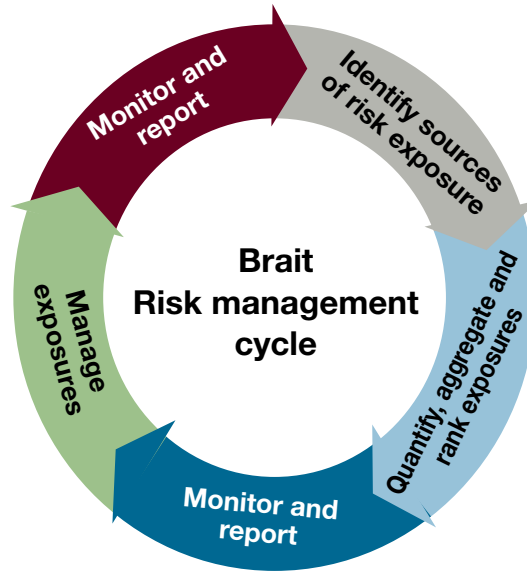
- Investment regular reporting
- Compliance function reviews
- External audit reviews

Reporting:

- To Board, Audit and Risk Committee, regulators, investors

Risk management tools include:

- Independence (segregation) of key steps (measurement, management and monitoring/reporting)
- Internal control framework
- Risk limits and delegation of authority framework
- Independent evaluation

**Risk exposures identified according to following framework:**

- Business model risks
- Macro-environment risks
- Stakeholder risks
- Financial risks
- Legal and regulatory risks
- Compliance risks
- Taxation risks
- Investment asset risks

Risk management tools include:

- Policy and procedure framework
- System and process documentation
- Security and access controls (physical and logical)
- Disaster Recovery Plan and Business Continuity Plan
- Segregation of duties
- Financial controls (including reconciliations)
- Fraud prevention

Inherent risk rating = Business impact (severity rating) x likelihood (probability rating)
Residual risk = inherent risk rating – control/mitigant effectiveness

KEY RISKS

Brait's key business risks and responses are summarised as:

Context	Risk description and response
	Access to liquidity is key to the Company's business model:
Liquidity	<ul style="list-style-type: none">• Insufficient capital for investments, working capital and inability to meet current and future obligations<ul style="list-style-type: none">◦ Following the listing of Premier, Brait had R4.1 billion in available cash and facilities at the reporting date. Available cash and facilities amounted to R1.4 billion post settlement of the BML RCF and the equity subscription into Virgin Active during the first quarter of FY2024.◦ During April 2023 Brait signed a term sheet with the Lenders (RMB and Standard Bank) to extend the term of the BML RCF to 31 March 2025, with a facility commitment of R594 million, interest rate of JIBAR plus 290bps and a 1% commitment fee.◦ Cash generated in excess of portfolio company's needs is monitored with a view to distribute to Brait.◦ Regular interaction with Brait's bankers ensures strong working relationships across Brait and its portfolio companies.◦ Cash flow forecasts are regularly monitored.◦ Covenants embedded within the banking facilities and long-term debt are monitored on an ongoing basis for compliance, and form part of the regular stress tests.◦ The Board monitors optimal gearing levels both at Brait and portfolio company levels. Stress testing ensures early detection should any concerns arise.◦ Specific focus on reduction of debt levels and serviceability from maintainable free cash flow.
	Growth in NAV drives Brait's business model:
NAV Growth	<ul style="list-style-type: none">• Underperformance by portfolio companies<ul style="list-style-type: none">◦ Consideration is given to appropriate gearing levels for each portfolio company based on sustainable EBITDA and cash flow conversion.◦ Brait is represented on portfolio company boards and interacts frequently with their line management teams to ensure concerns are identified early, enabling preventative actions to be taken.◦ Performance across the portfolio companies is regularly monitored through engagement with underlying management teams, latest management accounts and comparisons to budget.◦ The Board receives regular feedback on portfolio companies from the Investment Advisor.• Exchange rate fluctuations<ul style="list-style-type: none">◦ The Company continuously monitors its currency exposures, entering into hedging strategies where necessary.◦ The exchange rate on the remaining four semi-annual GBP4.875 million coupon payments on the 2024 Convertible Bonds has been fixed (4 June 2023 coupon at R20.45; remaining three coupons at R22.38).• Key risks identified at the portfolio company level<ul style="list-style-type: none">◦ Brait assesses and continually monitors the key risks identified by each portfolio company ensuring these are appropriately addressed.◦ Active involvement across the portfolio companies allows for early identification and appropriate management of any perceived risks.• Economic outlook<ul style="list-style-type: none">◦ Economic outlook is continually monitored and discussed with respective management teams and key stakeholders to ensure portfolio companies are as well placed as possible to navigate challenging market conditions as a result of events such as the Ukraine/Russia conflict and rising global inflation.

Context	Risk description and response
<p>The proper alignment of IT systems which support business processes and procedures to deal with disaster recovery with the least amount of interruption:</p>	
Systems and data protection	<ul style="list-style-type: none"> • Inadequate IT system processes and procedures to deal with disaster recovery <ul style="list-style-type: none"> ◦ Disaster recovery plans are in place. ◦ Servers appropriately backed up to Brait's independent disaster recovery site. ◦ IT security reviews are conducted across the Company. • Insufficient protection from malicious IT attacks <ul style="list-style-type: none"> ◦ Independent cybersecurity advisors provide regular assessments to ensure the appropriateness of systems in place to safeguard security and protection of data. ◦ Servers are segmented with users having unique passwords with multifactor authentication measures. ◦ Users are provided with appropriate access to specific databases, in order to limit any system breach to that segment of data only. ◦ Regular communication to all users with warnings of latest hack attempts and <i>modus operandi</i>.
<p>The Company's ability to manage compliance with all relevant legislation across the jurisdictions it operates in:</p>	
Legislation	<ul style="list-style-type: none"> • Non-compliance with legislation, tax and exchange controls <ul style="list-style-type: none"> ◦ The Company retains legal advisors in the various jurisdictions in which it operates. ◦ Tax advisors in the various jurisdictions assist to identify and mitigate tax risks, including transactional and operational tax compliance, legislative changes in tax, court decisions of tax rulings and country tax risk. ◦ Meetings are held with Regulators and Authorised Dealers regarding exchange control rulings obtained and the impact on the Company's transactions. • Non-compliance with stock exchange requirements <ul style="list-style-type: none"> ◦ Brait utilises external service providers to assist with the compliance of the various requirements for Brait's ordinary share listings on the LuxSE (Company's primary listing) and JSE (secondary listing), as well as the dual listings of the 2024 Convertible Bonds (Open Market (Freiverkehr) segment of the Frankfurt Stock Exchange and the SEM) and the BIH Exchangeable Bonds (JSE and SEM). ◦ Closed period notices are circulated to all directors, employees, the contracted investment advisor and key executives of the Company's major portfolio companies when required (see 10.3 code of share dealing on page 59). <p>Brait monitors the businesses it is invested in to commit to compliance in all its forms with anti-bribery, anti-fraud and anti-money laundering laws applicable to them.</p>

Context	Risk description and response
<p>Alignment is a key investment thesis for Brait and a major contributor to addressing reliance on directors/individuals:</p>	
<p>People</p>	<ul style="list-style-type: none"> • Loss of key individuals at Brait level, portfolio company level and in professional advisors <ul style="list-style-type: none"> ◦ The Remuneration and Nomination Committee reviews the appropriateness of the Board's membership and remuneration. ◦ Key management at portfolio company level are aligned with the Company's interests through sizeable shareholdings in the respective companies they work for. ◦ Portfolio companies have succession plans in place. Where appropriate these are monitored and managed by either the board or the relevant committees at portfolio company level. ◦ Brait has contracts with professional advisors, which include key man clauses. ◦ Short-term engagements include a team from the advisors and are not negotiated with any one individual.
<p>Effective financial controls maintenance ensures safeguarding of assets and early response to any emerging risks:</p>	
<p>Financial</p>	<ul style="list-style-type: none"> • Financial risk management <ul style="list-style-type: none"> ◦ This is fully detailed in the annual financial statements from page 154. ◦ The Company's external audit plan covers key systems and controls on rolling basis, with findings reported to the Audit and Risk Committee. • Portfolio company level <ul style="list-style-type: none"> ◦ Representation on portfolio company audit and risk committees, with internal audit function encouraged across the portfolio companies.

The Board is comfortable with the level of combined assurance obtained from the Audit and Risk committee, the external auditors and the contracted Investment Advisor relative to the Company's key risks and its control environment. Brait is also reliant on the risk management operations of its portfolio companies and manages risk through representation on the portfolio company's boards.

Nothing has come to the attention of the Board that has caused it to believe that Brait's systems of internal controls and risk management are not effective.

SUSTAINABILITY

Brait is required to comply with the National Code of Corporate Governance for Mauritius (the “Code”). From an Environmental Social Governance (“ESG”) perspective, Brait is cognizant of its responsibilities in terms of Principle 6: Reporting with Integrity of the Code.

Given Brait’s primary listing on the EURO MTF market of the LuxSE, Brait also strives to comply with the Fourth Edition – Revised Version of “The Ten Principles of Corporate Governance of the Luxembourg Stock Exchange” (the “Principles”) as published in December 2017. From a sustainability perspective, Principle 9 outlines the expectations regarding Corporate Social Responsibility (“CSR”). In striving to comply with Principle 9 of the Principles, Brait acknowledges that it is not sufficient to focus solely on the bottom line, but also to recognise the importance of building and sustaining long-term reciprocal relationships with all stakeholders. Direct stakeholders are shareholders, clients, investors, employees, suppliers, government and regulators. Indirect stakeholders include the communities and the environments in which Brait and its portfolio companies (“PCs”) operate.

Brait also strives to comply with the broader responsibilities of the ESG recommendations outlined in the Luxembourg Stock Exchange’s ‘Guide to ESG Reporting’ released in October 2019.

Given Brait’s secondary listing on the Johannesburg Stock Exchange (“JSE”), Brait also strives to provide ESG disclosures in line with the JSE Sustainability Disclosure Guidance and the JSE Climate Disclosure Guidance issued in June 2022. Although these guides are voluntary tools that may be used by issuers on a voluntary basis, Brait endeavours to provide the Sustainability Narrative Disclosures outlined in the Sustainability Disclosure Guidance relative to its ESG governance, strategy, management and metrics. Brait also endeavours to provide the climate related disclosures outlined in the Climate Disclosure Guidance. Brait is working with its PCs to facilitate reporting of the Standardised Sustainability Disclosures detailed in the JSE’s guidance.

Brait continues to engage and work with its PCs, moving from pure ESG compliance to value add and positive impact creation. Additionally, through the annual ESG data collection process led by Brait’s contracted advisor, Ethos Private Equity (Proprietary) Limited (“EPE”) (migrated to The Rohatyn Group (“TRG”) from 1 April 2023), Brait and the PCs understand the main interactions of the business activities on ESG and make targets and recommendations for improving ESG performance. Information presented in this report is the result of that engagement. Brait reports annually on the significant initiatives focused on by each of the PCs in which Brait has a significant shareholding, as well as projects supported by Brait Mauritius Limited (“BML”) and the Brait Foundation.

The ESG responsibilities relevant to Brait and its PCs are inherent in the strategies and operations of each company. Brait also supports various voluntary social projects through the Brait Foundation and BML sponsorship programmes. Brait continues to focus on enhanced accountability for ESG performance indicators at the PCs and on greater uniformity and intensity of ESG reporting metrics through continued engagement with each PC.

GOVERNANCE

Responsibility for ESG has been delegated by the Board to the ESG Committee, with the chairman of the ESG Committee reporting directly to the Board. The ESG Committee has established terms of reference and meets at least once per year, with additional meetings called as required from time to time, to review progress of any ESG initiatives across the Company and where relevant, to agree activities to support relevant programmes undertaken by PCs. The contracted Investment Advisor to Brait has a dedicated ESG team which assists with the implementation of a robust and systematic approach to ESG across Brait’s PCs.

The ESG Committee serves as the framework for collating information from each PC’s respective ESG reporting lines.

To achieve its commitment to sustainability, the ESG Committee focuses on:

- Compliance with country-specific regulations governing the protection of the environment, labour, occupational health and safety and business practices;
- Ensuring that PCs have appropriate reporting lines and policies in place to deal with the identification, management and reporting of ESG risks and opportunities;
- Appropriate assessment of ESG risks and opportunities, forming part of due diligence when considering potential acquisition opportunities, and ensuring that necessary monitoring procedures are implemented post acquisition.

STRATEGY

Brait integrates ESG aspects in its strategy for the creation of long-term value. Brait's philosophy is to invest in companies that offer long-term growth potential and look for responsible management in businesses which take account of their stakeholders' interests, treat their employees fairly and respect the environment.

The management teams of Brait's PCs pride themselves on their respective ESG programmes, which have been a key focus for many years, and for which they take responsibility for setting and executing on. Brait's annual ESG report considers the Sustainable Development recommendations in respect of Principle 6: Reporting with Integrity of the Code, with a focus on the various jurisdictions in which Brait and its PCs operate. ESG for Brait and its PCs is defined broadly and encompasses environmental and social initiatives, in keeping with the Luxembourg Stock Exchange's Principle 9 and Guide to ESG Reporting.

MANAGEMENT APPROACH

Brait and its PCs have a long-standing commitment to doing business responsibly, with a vision to create long-term value for Brait and its PCs and society in general. For each PC, ESG has a particular meaning which relates to that company's operations and impacts. As the Company is predominantly consumer facing, the following areas, largely based on the UN Sustainable Development Goals (UN SDGs) have been identified as key for Brait and its PCs:

- People:
 - health and well-being;
 - quality education;
 - addressing poverty and hunger;
 - inequality; and
- Responsible consumption and production:
 - minimising the impact on marine and land resources; and
 - climate change.

METRICS, TARGETS AND PERFORMANCE

The 2030 Agenda for Sustainable Development, adopted by all United Nations Member States in 2015, provides a shared blueprint for peace and prosperity for people and the planet, now and into the future. At its heart are the 17 UN SDGs, which are an urgent call for action by all countries – developed and developing – in a global partnership. They recognise that ending poverty and other deprivations must go hand-in-hand with strategies that improve health and education, reduce inequality, and spur economic growth – all while tackling climate change and working to preserve our oceans and forests. Information sourced from <https://sdgs.un.org/goals> accessed 31-05-2022.

Brait continues to engage with its PCs to facilitate the compilation of relevant, material and verifiable data that could be reported against specific targets as set by the relevant UN SDGs.

The available (unaudited) ESG performance data for Brait's PCs, relative to the Standardised Sustainability Disclosures recommended in the JSE Sustainability Disclosure Guidance issued in June 2022, is included as annexures to this report.

VIRGIN ACTIVE

Virgin Active's core purpose is empowering people to live active.

In 2023, Virgin Active aligned its strategic sustainability intent with global goals, as embodied through the UN SDGs. As part of developing their wider sustainability strategy, a global working group and a separate implementation group with representation across all territories was established, to ensure that ESG strategies are aligned, agreed and delivered. The working group presents updates every two months to the Virgin Active Board through the Virgin Active leadership team. Whilst the full ESG strategy is being developed, Virgin Active has defined their key focus areas for action as being environmental, social and economic impact.

Alongside this, Virgin Active South Africa is in the process of establishing a Social and Ethics Committee (SEC) as required by the South African Companies Act. This committee will monitor Virgin Active South Africa's activities with regards to social responsibility and in turn report on the company's social performance to the Virgin Active Board and shareholders. More information will become available as the SEC and ESG strategy is developed, however, for the purposes of this Brait ESG report, reporting has followed the established reporting structures as presented in earlier years.

Good health and well-being

Virgin Active strives to provide customers with a combination of a leading physical experience and a world class digital offering. It believes *"in doing good and giving back"* by *"giving back to local communities and helping young people to love being active"*. It commits to treating its members with care, respect and attention, and to welcoming everyone, irrespective of age and fitness level. Virgin Active has always believed in making exercise accessible for everyone, anytime, anywhere, and this has included rolling out digital content, providing its members with 400+ online workouts from top instructors around the world and on demand classes. Its mission is to connect people with exceptional active experiences wherever they are (in their journey, in their budget, in the world).

The Company's UK OnlinePLUS platform provides members with on-demand content wherever and whenever they want, tailored workouts with My Plan and a club pass to visit a club every month. It allows members to set goals, pick a plan and get going with a personal programme on its app.

Virgin Active Italy continues to improve its digital offering Revolution, driven initially by the emerging need during the global lockdown of staying home but staying active. The digital platform virginactiverevolution.com for online exercise has been enhanced with new features and is now also available as an iOS and Android app. Virgin Active Revolution currently features a library of 2 500 workouts on-demand and 50 new live-streaming classes per week and allows Virgin Active Italy to stay close to its members by finding new ways to remove barriers and by encouraging members to stay active in the long term.

Asia Pacific's online offering includes wellbeing and fitness content filmed from Thailand, Singapore and Australia every week. The Asia Pacific business also launched the *'Active Minds'* podcast reaching thousands of listeners worldwide with monthly interviews with wellness experts across various fields from nutrition, stress management and sleep to financial and relationship health.



Quality education

Virgin Active South Africa has resumed all learning interventions within the business, adopting a hybrid learning model. Its core learning interventions focus on management and leadership development as well as operational learning interventions. Programmes such as Pro-Active HOD (Head of Department development), Learn to Fly (club General Manager development) are currently underway along with investment into learning programmes generally. Virgin Active South Africa's learnership programmes focus on fitness learnerships, affording internal and external learners who have limited access to learning resources an opportunity to qualify with an entry level fitness qualification. The external learnerships are provided in partnership with the local sector and education training authority (SETA) and an external training provider.

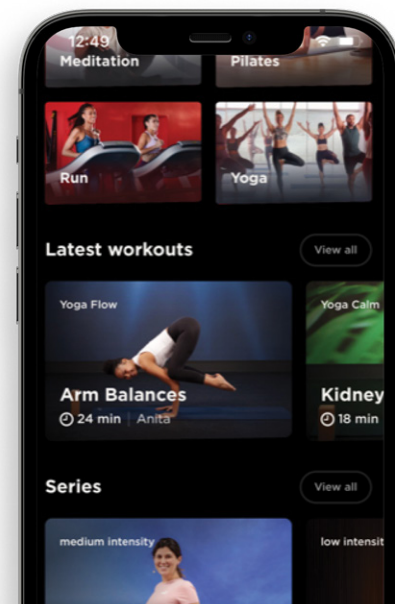
Virgin Active UK's VA Academy trains both team members and the wider public via its set of commercial offerings. The Academy aims to be the gold standard training provider in the fitness and leisure industry. Courses include swim, lifeguard, first aid, mental health first aid and a Virgin Active accredited personal trainer diploma, with a nutrition diploma being the next focus. Virgin Active UK's junior management skills "Evolve" and lifeguard apprenticeship programmes are underway and the Company is in the process of launching a maintenance and engineering apprenticeship to assist in a very competitive recruitment landscape. Since launching its mental health first aider course in 2021, Virgin Active UK has now trained more than 100 mental health first aiders across its clubs.

Virgin Active Italy continues with development programmes dedicated to future club General Managers and potential General Managers. In addition, a training process is underway which aims to strengthen corporate values and club General Managers' skills. The complete development of the new People Platform will allow Virgin Active Italy employees and collaborators to experience a new way of learning, new opportunities to interact within communities and the digitisation of the current performance evaluation process.

Reduced inequality

Virgin Active is committed to fairness, equality and inclusion at all levels of the business and employs a diverse workforce. In South Africa, they support employment equity guidelines issued by the government, which encourage the appointment and advancement of previously disadvantaged individuals. Virgin Active South Africa aspires to achieve 50% female representation across middle to senior management levels within the business and has measures in place to ensure females are given the opportunity to grow within the organisation.

Virgin Active UK also targets a 50% female representation across the business, with the intent to achieve this representation across all management levels. In the UK they have committed to a holistic Diversity, Equality & Inclusion (DEI) strategy led by the Executive Team with six focus areas: Gender, Age and Life stage, Ethnicity, Disability, LGBTQ+ and Social Equality. In late 2021 the UK executive team underwent DEI training, and subsequently renewed its DEI strategy and agenda. For the 2021 Gender Pay Gap reporting year, Virgin Active UK again saw a reduction in its gender pay gap and expects to see further improvements going forward, as operations normalise following the coronavirus pandemic.



Virgin Active UK was proud to have been approved to take part in London PRIDE 2022 on 2 July 2022, as part of the 50th anniversary PRIDE celebrations, the focus of which was 'Allyship', with a number of Virgin Active team members taking part in the parade and showing Virgin Active UK's allyship for the LGBTQIA+ community.

Over 55% of Virgin Active Asia Pacific's management teams are female.

The Company's social responsibility initiatives focus on uplifting people (through health and wellbeing, education and reducing poverty, hunger and inequality) and reducing its impact on the environment (through responsible consumption by reducing carbon emissions).

Responsible consumption and production

Virgin Active believes in being a "Force for Good" and is "committed to people, plant and profit in everything we do, helping the communities around our clubs thrive". It has always prided itself on being a sustainable and environmentally aware organisation and is committed to reducing water and waste across all its properties. Following the recent capital restructure of Virgin Active, the shareholders have committed to creating the Company's ESG strategy as a Board agenda item and are working towards implementation of an ESG roadmap for the business; this will continue to be a key focus for Brait's Investment Advisor in the coming year.

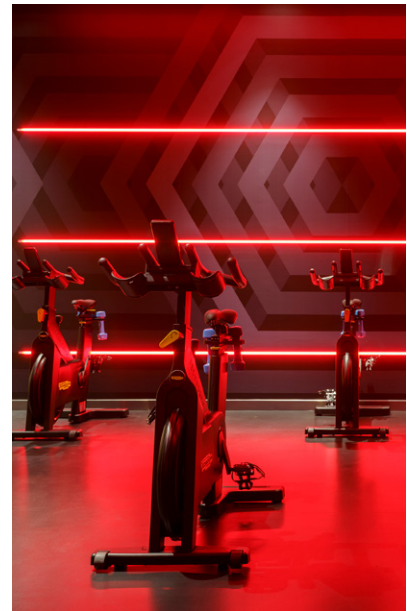
Virgin Active aims to work in partnership with its suppliers to meet sustainability challenges and to ensure that they, and their suppliers, work to the same standards and principles and share the same objectives to address sustainability impacts with responsible procurement. To ensure visibility of what is happening across its supply chain, they have developed a Supplier Code of Conduct which Virgin Active requires each supplier to confirm their agreement to and compliance with. Virgin Active uses the Code to build a more focused and targeted approach to identify sustainability risks and opportunities in its supply chain. The Supplier Code of Conduct outlines a set of sustainability principles that suppliers are expected to follow, covering three main areas:

- Human rights and labour practices.
- Environmental management.
- Business ethics.

Each Virgin Active territory has an Environmental and Social Management System and a Health and Safety Policy in place, and Emergency Response and Preparedness Procedures are in place, as part of the Company's commitment to its environmental and social responsibilities.

Climate change

Virgin Active is working towards understanding its carbon footprint, and through the Implementation Group, has collected carbon footprint data for 2022. Once the data is analysed, Virgin Active, will work with its shareholders to set credible carbon reduction targets for the coming years, including alignment to the Virgin Media Limited Group Science Based Target Initiative (SBTI).



PREMIER

“Doing what is right” is the premise of Premier’s business philosophy, “The Premier Way”. Premier recognises that it has a responsibility to care for and protect its people, the planet, and the communities in which it operates, minimising the potential impact its activities may have and enhancing its competitiveness by building a sustainable business. In line with this philosophy, Premier has a defined sustainability vision which is “Earning the right to operate in our communities by being mindful of our responsibility to society and the planet”. To support this vision, they have developed a sustainability strategy which hinges on four interconnected pillars: “Our People, Our Products, Our Planet and Our Communities”. Each of the pillars is aligned to several of the UN SDGs which guide Premier’s decision making and assist it in making an impact. This sustainability vision is outlined on Premier’s website, <https://www.premierfmcg.com/sustainability>.

Premier’s sustainability objectives and metrics for the FY2023 will be detailed in its debut Integrated Report for the year ended 31 March 2023, to be published in July 2023, given its recent listing on the JSE. The ESG data disclosed in the report below is compiled from publicly available information on <https://www.premierfmcg.com/sustainability>. Premier’s current KPIs and metrics will be disclosed in its Integrated Report for the year ended 31 March 2023.

Good health and well-being

“Our People” is one of the four pillars of Premier’s sustainability strategy. Premier strives for excellence by recognising the impact its activities have on its people. “The Premier Way” defines its strategy execution model and focuses on processes, structures and principles that guide and develop its culture of high-performance. Premier is committed to providing full and productive employment and a safe, inclusive working environment for all its employees. Premier supports the future of its people by continuing to invest in skills development with a focus on compliance training, critical and scarce skills development, leadership development and supervisory and junior management development. Premier is also proactive with on-the-job training focusing on functional competence for all operators and coaching for performance improvement. Premier is committed to providing a safe and secure working environment for all its employees, and a variety of development, communication and compliance initiatives are prioritised to ensure safety and compliance. Since the health and safety of all its employees is a strategic priority, Premier has established an integrated Risk Management Programme with the aim of ensuring compliance with applicable Health and Safety legislation and to implement best practice in the Fast Moving Consumer Goods (“FMCG”) industry. Training and awareness programmes are ongoing to retain focus on employee health and safety in the workplace. Premier’s sustainability vision encompasses the wellbeing of its people and it strives to promote healthier lifestyles amongst all its employees since both physical and mental health are essential to wellbeing and productivity, which in turn protects Premier’s consumers by ensuring that attention to product quality is sustained.

Premier’s Sustainability Vision

(sourced from Premier’s website
www.premierfmcg.com/sustainability/vision)

2 ZERO HUNGER 	Providing food security is a priority to ensure that enough safe and nutritious food choices are available
4 QUALITY EDUCATION 	Providing learning opportunities for all through an ongoing focus on skills and leadership development, mentorship and coaching. Through our Lil-lets products we support girls remaining in education
5 GENDER EQUALITY 	We work to end all forms of discrimination against women and girls, ensuring equal opportunities in the workplace and through our Lil-lets products, we promote gender equality
6 CLEAN WATER AND SANITATION 	We are working to increase water use efficiency and where possible, increase re-use and recycling rates across our operations
7 AFFORDABLE AND CLEAN ENERGY 	We are developing an alternative energy strategy that will increase the share of renewable energy in our supply mix and have implemented measures to improve energy efficiency
8 DECENT WORK AND ECONOMIC GROWTH 	We promise full and productive employment, that is fair for all, in a safe and secure working environment, and take a stance to eradicate forced/child labour
10 REDUCED INEQUALITIES 	We empower and promote inclusivity, irrespective of age, gender, disability, race, ethnicity, origin, religious, economic or other status
12 RESPONSIBLE CONSUMPTION AND PRODUCTION 	We continue to implement measures to address food waste in production as well as along the supply chain through initiatives that prevent, reduce or recycle. We adhere to sustainable sourcing policies for ingredients
13 CLIMATE ACTION 	We strive to reduce our impact on climate change and also mitigate the impact of climate change on our operations through strengthening our resilience and adaptive capacity
17 PARTNERSHIPS FOR THE GOALS 	Through our extensive CSI activities, we partner with local communities and NGOs to support the implementation of the UN SDGs through sharing of knowledge, financial resources and product donations

Premier endeavours to empower the people in its communities to grow themselves and their communities via relevant social investment initiatives and partnerships in terms of the “Our Communities” pillar of its sustainability vision.

Premier is committed to ending all forms of discrimination against women and girls and ensuring equal opportunities for women in the workplace. Premier also supports gender equality through its Lil-lets products. As part of Lil-lets’ intimate health and hygiene initiatives, health education is offered through several channels, such as the Lil-lets Talk platform, to demystify myths associated with menstruation and empower women to talk about menstrual hygiene. Sanitary protection products are also distributed to alleviate period poverty through a number of initiatives and NGO’s, including Millions of Comfort in partnership with Dischem, Caring4Girls, Gift of the Givers, African Children Feeding Scheme, Hlokomela Banana in Lesotho amongst others, with the aim of helping keep girls at school during their monthly cycles.

Quality education

Premier believes that the future of South Africa is dependent on access to education and on improved standards of education and is therefore committed to various education activities in terms of the “Our Communities” pillar of its sustainability vision. Premier’s brands continue to support relevant initiatives that keep children at school and ensure that they develop to the best of their abilities.

Premier endeavours to assist and develop unemployed youth and people with disabilities through its bursaries, graduate internships and learnerships. The Unemployed Disabled Learnership programme, the Bake-for-Profit course, co-sponsored by the Snowflake brand, and various holiday camps sponsored by Premier brands are designed to help uplift members of impoverished communities and contribute towards addressing the high unemployment rate in South Africa. In addition, Enterprise Supplier Development programmes have been undertaken to empower people in Premier’s communities in the same way. Premier’s various crèche projects, initiated by Blue Ribbon, Mister Bread, Star Bakeries and BB Bakeries, employ local service providers to renovate crèches across the country and assist in early learning development as well as providing meals and donations of learning materials.

Premier supports the future of its people with various training and skills development initiatives and on-the-job training programmes.

Poverty and hunger

Premier focused on living its value of “Doing What is Right” with its core business activities and Corporate Social Investment initiatives, split across three focus areas of Nutrition, Education (early learning is part of the education pillar) and Community.

The “Our Communities” pillar of Premier’s sustainability vision is focused on promoting healthy nutrition and health awareness amongst its consumers through on pack communication, food donations and other relevant outreach programmes in targeted communities. Premier strives to continuously provide a choice of more nourishing products to add value to consumers’ lives.



Green warehouse



Water



Solar panels



Electric vans

“Growing Together” is at the heart of Premier’s business philosophy of “The Premier Way”. To live this philosophy, Premier prioritises ensuring food security so that enough nutritious, safe food options are available to people in its communities. Premier’s purpose of nourishing and empowering communities to grow together has driven many of their Corporate Social Investment (“CSI”) initiatives. Premier also partners with established NGO’s who are well equipped to manage disaster relief and distribute product to those in need in addition to their own CSI projects in order to extend their reach with the objective of making a difference across South Africa and within the communities of its manufacturing, bakery, and depot sites. Premier has partnered with African Children’s Feeding Scheme, Gift of the Givers, Food Forward, the Red Cross and many more, donating millions of loaves of bread and other products towards various relief programmes.

Reduced inequality

Premier’s workforce is diverse in terms of race, gender and origin and it commits to cementing a strong and effective organisational culture through the development of a shared set of common values (“The Premier Way”) rooted in dignity and equality of all people. Premier ensures that all its policies and practices are fair, compliant and acceptable, and it encourages inclusion and diversity to optimise the value added by teams that are diverse in gender, race, age, experience and skills.

Responsible consumption and production

Providing access to quality products is Premier’s commitment to its “Our Products” pillar of its sustainability vision. Premier strives to ensure all products produced in its facilities and marketed under its brands do no harm or place employees and/or consumers at risk. Premier’s sustainability vision of “Earning the right to operate in our communities by being mindful of our responsibility to society and the planet” is achieved with appropriate certifications, accreditations and regulatory compliance, by providing transparency on ingredients for consumer protection and information, with its commitment to quality and by ensuring equity, inclusiveness and protection of personal information in marketing communications. Premier prioritises ensuring food safety and security, providing access to safe, nutritious food options to people in its communities together with an associated commitment to quality. Premier is committed to availability and accessibility of its nutritional food products by providing consumers with a choice of products, available in diverse trade outlets at affordable price points, and fortified as per regulations. Premier is dedicated to improving access to its sanitary protection products by providing consumers with a range of products, available in diverse trade outlets at affordable price points. Premier strives for constant improvement of its product offering to meet evolving consumer needs.

Responsible production and consumption is critical to sustainability for Premier as a manufacturing company dependent on natural resources. As part of its sustainability strategy, it has therefore committed to managing the use of its resources more efficiently so as to have the lightest possible impact on the planet. Premier’s vision of “Earning the right to operate in our communities” mandates it to take action to reduce and mitigate its impact on the environment and its communities through measurable and achievable projects.



Premier's focus is on promoting cleaner business practices to manage its impact in terms of energy and water consumption and the production of waste. Premier recognises that water is a scarce and vital resource in South Africa and will continue to pursue projects that reduce the amount of water used to produce its products and promote the use of waste and/or recycled water where required. Another focus area is the education of its employees and communities on the need to be Water Wise. Premier has committed to reducing the energy required to produce and distribute its products whilst continuing to grow its business by investing in improved and/or alternative energy sources. Investment in improved and/or alternative energy sources such as solar power and alternative fuels, and improved route management have reduced the energy required to produce and distribute Premier's products while continuing to grow the business. These initiatives will be an ongoing continuous improvement effort. Other initiatives such as upgrading of technologies, plant consolidation, installation of occupancy sensors and LED alternatives have also significantly reduced Premier's energy consumption. Premier supports a Reduce, Re-use and Recycle philosophy in its manufacturing facilities and offices as part of its commitment to managing waste responsibly. Sustainable sourcing of ingredients and materials is another target area in line with Premier's "Our Planet" pillar of its sustainable vision.

96% of Premier's packaging is recyclable, and it is aligned with the Extended Producer Responsibility of 2021 to meet the five-year National Environmental Management Waste Act targets. Pleasingly the bakeries division has already completed its five-year objective to realise the National Environmental Management Waste Act levels. Premier's bread bags have reduced polymer and its bread crates are made from 100% recycled plastic. Post-consumer material that has been recycled is incorporated in secondary packaging like corrugates and shrink wrap. In addition, the Dove and Lil-lets brands have shifted to using certified organic cotton in their products.

Premier has defined policies and position statements supporting certified suppliers of sustainable essential ingredients considered to be environmentally sensitive, to promote a sustainable sourcing policy. Additional sourcing policies to address human rights, gender, diversity and inclusion have also been integrated into Premier's business approach.

Climate change

"Our Planet" is one of the four pillars of Premier's sustainability vision, and Premier is committed to caring for the planet one project at a time. Premier recognises that climate change is a global challenge in scale, urgency and complexity of action, and has committed to reducing the impact of its operations on climate change through the promotion of cleaner business practices. In addition, it endeavours to improve its adaptation and resilience to climate change induced impacts on its operations, energy and raw material availability and to support the transition to a net zero economy by continuing to create decent jobs and skills development.

Premier has begun trialling electric and gas-powered delivery vehicles in its Bakeries division. Delivering bread via alternate energy sources reduces Premier's carbon footprint, and ensures that it remains on track to deliver against the global UN SDG of Affordable and Clean Energy, Responsible Consumption and Production and Climate Action.



NEW LOOK

New Look launched its refreshed sustainability strategy at the end of 2021 calendar year, “*Kind to our Core*” which is formed around 4 pillars: Responsible Business, Responsible and Circular Product, Inclusive Culture and Positive Local Impact. Positive Local Impact is the overriding focus and informs all that New Look does. Responsible Business and Responsible & Circular Product drives New Look’s commitment to reduce its social and environmental impact and play its part in wider industry transformational change. Inclusive Culture ensures that New Look embraces difference and welcomes everyone.

New Look’s August 2022 Sustainability report can be accessed on <https://www.newlookgroup.com/esg-sustainability/sustainability-report>.

New Look’s ESG and Sustainability initiatives and goals are also comprehensively detailed on its website, <https://www.newlookgroup.com/esg-sustainability>.

Reduced inequality

New Look recognises that modern slavery is a global issue and that no economy or industry is immune and has committed to doing all that it can to ensure that there is no modern slavery or human trafficking in its value chain or any part of its business. New Look’s core responsibility is to have visibility of the company’s that are at greater risk of modern slavery, and to ensure that they are protected. New Look’s Modern Slavery Working Group and representatives from all areas of the business lead efforts in this area, including meeting on a bi-monthly basis to review, assess and drive actions. New Look has focused its efforts where the following risk factors appear:

- Migrant labour is used.
- Vulnerable workers are prevalent (i.e. refugees, young workers, etc.).
- The majority of labour in place are temporary or agency workers.
- Lower cost materials or services are being offered by suppliers.

New Look had been working with key suppliers in Myanmar since 2014 but following the Military Coup in Myanmar, as a member of the Ethical Trading Initiative, New Look responded to the findings of an independent report on human rights impacts and have commenced a phased responsible exit from the country. New Look operates in 30+ factories in Bangladesh and has worked closely with its partners to understand their operating conditions as the country’s manufacturing capacity has matured. As a long-standing signatory of the International Accord for Health and Safety in the Garment and Textile Industry, New Look promotes and supports the assurance of safe working environments in Bangladesh, and ultimately other countries in due course.

Pillar 1: New Look’s Responsible Business Pillar

(sourced from New Look Sustainability Report August 2022)



New Look aligns to end all forms of discrimination against women and girls globally, ensuring women’s equal opportunities for leadership



We are committed to improving water quality by reducing release of hazardous chemicals and materials; substantially increase water-use efficiency to address water security



We empower and promote the inclusion of all, irrespective of age, sex, disability, race, ethnicity, origin, religion or economic or other status



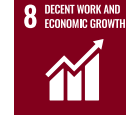
New Look deliver reduced climate change impacts and promote changes to the habits of all associated with us



We work to reduce negative impacts of land-based activities on the sustainability of our oceans



New Look accepts responsibility to reduce the impact of our product and operations on ecosystems, and biodiversity. We will make responsible decisions to halt and reverse forest degradation, contributing to new and replanting trees



New Look will: promote resource efficiency and support healthy environments in the communities from which we source; promote decent work for all and equal pay of equal value; take a stance to eradicate forced labour and end human trafficking and child labour; protect labour rights and promote safe and secure working environments; work with employers to expand access to financial services for all

New Look recognises that inclusion and diversity are key to who it is as an organisation and as a brand with mass appeal. They value a diverse workforce that inspires everyone to realise their potential and have made some significant progress towards reaching their 6 disclosed inclusion ambitions. New Look has rebranded and added significantly more support assets to its colleague forum and online hub, signed up to a Business in the Community's Race at Work Charter, signed up to the Halo Code and signed up to Diversity in Retail/WiHTL and is preparing to launch its first minority group development programmes with them this year. New Look continues to support The Prince's Trust through mentoring and charitable donations and New Look's wellbeing, PRIDE, cultural awareness, accessibility and men's and women's health ally groups have now been established. New Look has demographic data captured for over 75% of its team and has established its wellbeing and Equity, Diversity and Inclusion ("ED&I") calendars.

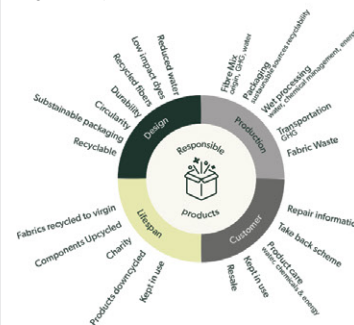
Responsible consumption and production

New Look regards sustainability as a journey, not just a goal, and aims to minimise the negative impacts it has on the planet whilst amplifying the positive impacts it has on the people and communities who make its products. New Look's updated Sustainability Strategy, "*Kind to Our Core*", is a key pillar in its three-year business strategy and is its refreshed sustainability vision, complete with guiding principles, targets and transparent Key Performance Indicators (KPIs). It aligns with industry-recognised benchmarks and addresses upcoming legislative and regulatory change, allowing its progress to be measured, compared and reported.

New Look conducted a materiality review and risk assessment of its environmental and social impact, through its Environmental and Social Management System (ESMS), to highlight its salient social and environmental risks, its ability to influence and in turn, its strategic priorities. Their methodology was based on a cross section of assured indexes, including: the European Bank for Reconstruction and Development (EBRD), the Organisation for Economic Co-Operation and Development (OECD) Due Diligence Guidance for Responsible Business Conduct, the Higg Material Sustainability Index, the Climate Change Performance Index, the ITUC Global Rights Index and Sedex's Supplier Risk Assessment Tool. New Look then mapped its own data and information onto these indexes, to further evaluate its risk assessments and priorities through the lens of severity of harm and likelihood. The mapping of salient risks showed that there are several areas of high social and environmental risk that New Look can directly influence such as purchasing practices, raw materials and working conditions. Within areas deemed medium risk, New Look still has a high ability to influence, for example in its own operations and how transparent its supply chains are. This mapping also identified some high-risk issues such as freight and water use where New Look's ability to influence and change is limited, so New Look is exploring how best to work collaboratively, where possible, to increase its influence in these areas. These materiality outcomes helped formulate and guide where New Look is as a business today, and how to prioritise its resources to reduce its social and environmental impacts going forward. New Look has committed to regularly reviewing these risks and to make changes as needed to continue its progress. A separate materiality review was conducted to identify priorities within the people focused aspects of its operations, its employees and customers, and New Look's opportunity to influence in these aspects, to drive its Sustainability strategy.

Pillar 2: New Look's Responsible and Circular Product Pillar

(sourced from New Look Sustainability Report August 2022)



12 RESPONSIBLE CONSUMPTION AND PRODUCTION

15 LIFE ON LAND

We will not be wasteful and will promote the environmentally sound management of chemicals and all waste throughout its life cycle

New Look accepts responsibility to reduce the impact of our product and operations on ecosystems, and biodiversity. We will make responsible decisions to halt and reverse forest degradation, contributing to new and replanting trees



New Look has set some challenging targets for the uptake of fibres which will have a smaller environmental impact than their conventional counterparts:

- 100% lower impact cotton by 2022.
- 100% lower impact viscose by 2023.
- 50% recycled synthetics with recycled content by 2024.
- Greater than 30% of its products will have more than 25% recycled content by 2024.

To achieve these goals, New Look has created a set of preferred fibre sources enabling it to monitor its progress, embed key requirements into its policies and standards and report on its progress towards these targets. Its preferred alternatives to conventional cotton are Better Cotton (The Better Cotton Initiative, BCI), organic cotton (certified under the Organic Content Standard and/or the Global Organic Textile Standard) and recycled cotton (certified under the Recycled Content Standard and/or Global Recycled Standard). New Look has made significant progress with its Sustainability journey given that it has committed to full visibility over its cotton, viscose and polyester supply chains by 2023.

Cotton is New Look's second most common fibre (23%) and is used across all departments. In this financial year, 76% of cotton garments were sourced with more sustainable cotton and this has risen to 90% for this spring/summer season. New Look is therefore on track to meet its target of 100% more sustainable cotton by the end of 2022. New Look has partnered with the Better Cotton Initiative to improve cotton farming globally. Better Cotton's mission is to help cotton communities survive and thrive, while protecting and restoring the environment. Pleasingly Uzbek cotton is now free from systemic child labour and forced labour following the publication of 2021 ILO Third-Party Monitoring Report of the Cotton Harvest in Uzbekistan. This is based on eleven thousand interviews with cotton pickers, 99% of those involved in the 2021 cotton harvest worked voluntarily. There had been a global boycott against Uzbek cotton, led by the Cotton Campaign for the last 12 years, which has now been lifted as a result of the significant meaningful change in the country. However, New Look's policy remains unchanged that it will not work with any suppliers linked to sourcing from Xinjiang.

New Look's target is to source 100% more sustainable viscose. Sustainable viscose is now widely available as new technologies have improved processing, reducing the environmental impacts of the fibre. All viscose rich products will only use branded sustainable fibres such as EcoVero™ or Livaeco™, since these fibres use sustainable manufacturing processes and only FSC certified wood pulp. For viscose used in blended materials, New Look will ensure that these are only sourced from green shirred suppliers listed on the Canopy Hot Button Report.

Polyester is New Look's most used fibre (35%) and represents approximately 52% of global fibre production. Polyester and other synthetics are derived from fossil fuels and have a high energy demand in their production. This year, 30% of New Look's synthetic clothing was made with recycled fibres. The price of recycled polyester is increasing due to the demand for recycled polyester for packaging and other uses across many industries. This is impacting New Look's short-term transition from conventional to recycled in some product categories although they are still on track to meet their target of 50% recycled synthetics.

Pillar 3: New Look's Inclusive Culture Pillar

(sourced from New Look Sustainability Report August 2022)



4 QUALITY EDUCATION

We promote sustainable lifestyles, human rights, gender equality and promote a global citizenship and appreciation of cultural diversity



5 GENDER EQUALITY

New Look aligns to end all forms of discrimination against women and girls globally, ensuring women's equal opportunities for leadership



10 REDUCED INEQUALITIES

We empower and promote the inclusion of all, irrespective of age, sex, disability, race, ethnicity, origin, religion or economic or other status

Pillar 4: New Look's Positive Local Impact Pillar

(sourced from New Look Sustainability Report August 2022)



4 QUALITY EDUCATION

We promote sustainable lifestyles, human rights, gender equality and promote a global citizenship and appreciation of cultural diversity



11 SUSTAINABLE CITIES AND COMMUNITIES

New Look work for inclusive, safe resilient and sustainable communities

12 Environmental, Social and Governance continued

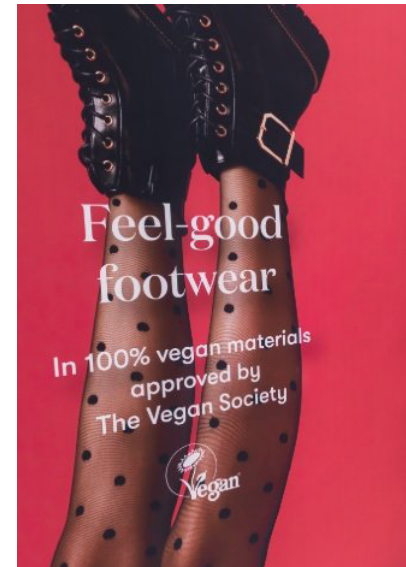
The feedstock for recycled polyester is largely PET bottles. As textiles circularity grows, it is anticipated that textiles will also be used as the feedstock for recycled polyester and other synthetics, creating a circular economy.

Polyurethane (PU) is a plastic material that is widely used within the footwear and accessories departments as an alternative to leather. Conventional PU uses chemicals in production which can be harmful to the environment and human health. New Look are committed to halving the amount of conventional PU by 2024, converting to water-based or bio-based alternatives.

New Look aims to reduce consumption through minimising packaging and improving processes within its operations to enable responsible re-use and recycling, as part of its commitment to the implementation of circular systems (a circular economy represents a new system to design, make, and re-use products, moving away from the conventional 'Take-Make-Waste' cycle). New Look is looking at circularity in terms of its products, packaging, customer use and end of life, with the aim of reducing its waste, increasing longevity, improving processes and enabling reuse, resale and recycle across all materials within its operations. Reducing packaging to only essential items is a key target for New Look as is ensuring that those items are sourced more sustainably. Last year, New Look hired a Packaging Sustainability Manager to complete a full review of packaging used within the business and by its suppliers. 72% of New Look's total packaging content is recycled, and the company is therefore on track to meet its 100% sustainable packaging target by FY23. This packaging is inclusive of carriers, mailers, hangers, boxes, and all other distribution centre packaging. New Look have specified that its suppliers must use a minimum 50% recycled content for polybags and to date 80% have exceeded this. Hanger use has been reduced by 31% across the business compared to FY19/20 and hangers are also part of a circular system with a reuse process in place with the distributor before the hangers are re-granulated and turned into new 98% recycled hangers.

New Look became partner level members of Textiles 2030 in early 2021, a voluntary agreement overseen by the Waste and Resources Action Programme (WRAP). The goal of the initiative is to accelerate the fashion and textiles industry to move towards a circular economy within the UK. The ultimate ambition and targets are to reduce the water and carbon footprint of products by 30% and 50% respectively by 2030. As partner members, New Look have adopted these targets and will be involved in implementing change, achieving global impacts, and demonstrating leadership across the three pathways: 'design for circularity', 'close the loop on materials' and 'implement circular business models'. New Look calculated cradle to grave carbon and water emissions from all clothing products for the first time this year using the Textiles 2030 Footprint Tool. Clothing products made up 80% of its total carbon emissions and polyester, cotton and cellulosic products accounted for 92% of these emissions. Emissions are also broken down by lifecycle stage enabling New Look to measure savings made from improvement actions at each stage.

New Look's understanding that increasing the lifespan of each piece of clothing is at the core of creating a circular economy within the fashion industry, prompted the launch of a take-back scheme with Hospice UK, which provides its customers with the opportunity to donate their pre-loved clothes to a Hospice UK store. New Look also embarked on a new partnership with Re-Fashion, an online resale platform. Through both initiatives, 3 617 New Look customers donated clothing. In addition, New Look have increased their network



of partners, including New Life and Remade With Hope, to resell products not fit for sale within New Look. In total, over 270 tonnes of product were redirected through these partners for resale and recycling.

Climate change

New Look identified Climate Change as one of the four pillars of its Sustainability Strategy and set ambitious targets to calculate and report on carbon emissions, to reduce energy consumption and to switch to renewable energy. New Look submitted targets to the Science Based Targets Initiative (SBTi) in early 2023 and are awaiting approval which will likely be in October 2023. New Look will be using its full scope 1, 2 & 3 emissions data to set baselines and with the support of subject experts, Anthesis, create a roadmap to becoming Climate Positive by 2040. New Look first reported on Scope 3 emissions in the prior year, which included the best available data in waste, water, business travel, inbound logistics and outbound logistics, and will include product level clothing calculations using the Textiles 2030 Footprint Tool in the current year.

The textiles footprint is the primary source of emissions and waste. New Look has committed to reducing this impact through clearly defined actions, aligned to industry-wide targets and the UN's Sustainable Development Goals. Using the Textiles 2030 Footprint



100% of our packaging will be sustainably sourced or have recycled content by summer 2023

NEW LOOK
THIS BAG IS MADE FROM
80% OF OUR OWN RECYCLED PLASTIC
Visit [newlook.com/sustainability](https://www.newlook.com/sustainability)

We will continue to innovative, test and explore **eco-friendly packaging** as new tech emerges



We're actively researching how we can increase the percentage of recycled content within our closed-loop packaging systems



We're working to **reduce the total tonnage of packaging** we use year on year

Tool, New Look calculated cradle to grave carbon and water emissions from all clothing products for the first time this year. Clothing products made up 80% of its total carbon emissions and polyester, cotton and cellulosic products accounted for 92% of these emissions. Emissions are also broken down by lifecycle stage enabling it to measure savings made from improvement actions at each stage.

New Look has identified energy consumption and emissions as a key area to be addressed. New Look's Scope 1 & 2 emissions increased compared to last year which is the result of lockdown measures being lifted and only limited store and office closures after the first few weeks of the financial year. Compared to 2019/20 full year, there has also been a slight increase in emissions which is attributed to Scope 1 emissions, gas, f-gas and diesel usage. New Look has made progress in identifying ways of reducing and offsetting its Scope 1 and 2 emissions and are now focused on reducing Scope 3 emissions (indirect emissions that occur in the value chain, like transporting products to its warehouse) by targeting waste, water usage, business travel, logistics and textiles.

Pleasingly electricity usage has reduced significantly from 2019/20 to 2021/22 by -20%. This reduction is a result of half hourly data being received through submeters installed in previous years, enabling New Look to continue to review and proactively monitor energy consumption at all stores across the estate to minimise energy consumption throughout the year. New Look is reviewing its property portfolio, upgrading to LED lighting, and monitoring energy consumption through sub-metering. 96% of its stores met their energy targets during the year. Capital required for LED and HVAC replacements will be planned to ensure SBTi's are met as part of road mapping.

Inbound and outbound logistics remain within New Look's top five carbon emission activities. New Look actively engaged with its buying teams to reduce the use of air freight during the year. A carbon calculation was added into the shipment calculation tool to show buyers the impact on carbon each mode of transport has. New Look achieved an absolute reduction in carbon emissions of air freight of 18% using FY21/22, as its baseline. New Look is also actively engaging in the low carbon logistics pathway of the BRC Climate Action Roadmap and are on track to continue engaging on low carbon logistics plans.

New Look is also committed to minimising the environmental impact at the earliest stages of its products' lifecycles and are collecting environmental data from its tier 1 & 2 suppliers via the Higg Index Facilities Environmental Module ("Higg FEM") and sustainability targets will be written into all its supply chain contracts by 2022. Higg FEM requires suppliers to upload their standardised environmental data on water and energy use as well as other pertinent information covering Environmental Management Systems, Energy, Water, Wastewater, Air Emissions, Waste and Chemicals.

New Look became a signatory of the BRC Climate Action Roadmap in 2020, which aims to support the industry to reach Net Zero by 2040 by working with industry experts to create best practice guidance across five pathways; data collection, operations, logistics, raw materials and embedding better choices, which encompass the full scope of a retailer's emissions.



BRAIT **Quality education**

The Brait Foundation has historically supported social initiatives to provide better opportunities to previously disadvantaged communities in South Africa and Mauritius. Established in July 2000, The Brait Foundation believes that supporting education is critical to empowering the youth, specifically focussing on foundation level maths and literacy. The initiatives that the Brait Foundation supports contribute to UN SDG 4, Quality Education (ensure inclusive and equitable quality education and promote lifelong learning opportunities for all), specifically targets 4.1, 4.2, 4.3 and 4.4. The Brait Foundation takes a long-term view on a limited number of projects in the territories and areas it has selected to focus on. Brait also supports causes in Mauritius where it is domiciled, which is particularly relevant to the CSR pillar of the Sustainable Development narrative reporting envisaged by Principle 6: Reporting with Integrity of The National Code of Corporate Governance for Mauritius (2016).

In South Africa, the Brait Foundation continued to support:

- **The Tomorrow Trust** – a non-profit organisation focused on the educational needs of orphans and vulnerable children, providing them nutritious meals, transport to and from hosting schools, course material and stationery. The Holiday School programme is one of the programmes run by the Tomorrow Trust which Brait has chosen to support. It focuses on numeracy and literacy support for primary school children outside of normal school hours. In addition, the programme provides nutritious meals and the use of the semi-private (“Model C”) or private schools which have partnered with the Trust in providing access to their facilities. The Brait Foundation contributed R300 000 in FY2023.
- **COUNT** – a non-profit organisation involved in numeracy programmes throughout South Africa. Brait and other funders have collaborated with COUNT to support a Family Maths Programme to rural primary schools in KZN South Africa. This initiative aims to provide caregivers and family members the opportunity to play an active and vital role in helping to inspire young children to develop as mathematical thinkers and problem solvers. The Brait Foundation provided support of R300 000 during the year.
- **Gadra** – a well-established NGO based in the Eastern Cape of South Africa aimed at improving educational practices in the public primary schools in the Grahamstown area, with a particular focus on improving literacy levels. Brait, in conjunction with COUNT, committed to support Gadra in a project to improve literacy in public primary schools in Grahamstown. The Brait Foundation contributed R300 000 in FY2023.
- **Realema Teacher Intern Programme** – Realema is a teacher intern programme (founded in 2013) that offers support to prospective teachers during their final year at high school and throughout their long-distance university studies and internships. The Brait Foundation has chosen to support this programme which offers holistic financial, academic and life skill support via full bursaries to selected candidates from Masibambane College in Orange Farm, to study for a teacher’s degree at UNISA, while gathering work experience via an internship at a top school in Johannesburg. The aim is that the selected candidates become well-trained and qualified teachers who will be able to return to their communities as passionate teachers and leaders. The Brait Foundation’s contribution of R300 000 contributed to Realema supporting 48 interns during 2022, up from the 43 interns supported in 2021 and the 35 interns supported in 2020. Realema’s forecast 39 alumni in 2022 were all offered teaching posts, consistent with Realema’s 33 alumni in 2021 also all being offered teaching posts. Realema had 16 partner schools and 14 feeder schools in 2022, also a pleasing increase on the 13 partner schools and 11 feeder schools in 2021. Realema’s direct impact since 2013



has been 246 annual bursaries, 403 candidate enrichment beneficiaries and 147 600 estimated meals offered by partner schools.

- **Salvazione Preparatory School** – started in 1991 to accommodate learners from Slovo Park informal settlement in Johannesburg who were unable to attend local schools due to their dire financial and personal circumstances. The Brait Foundation contributed R300 000 during the year to assist the school to cater for learners from Grade R to Grade 7 and to provide a daily feeding scheme for all learners. The school's new Foundation Phase building and integrated play area completed in the prior year allow more space for the Senior Phase who remain in the original building.
- **The Alexandra Education Committee (AEC)** – provides bursaries, additional educational and psychosocial support for high-school education at quality high schools for academically promising learners from low-income families in Alexandra, Johannesburg. All AEC bursars (from Grade 8 to Matric) attend extra lessons each Saturday in the essential gateway subjects. In addition, the AEC has a Saturday programme for Grade 7 learners from primary schools in Alexandra to prepare them for high school. Through education, it seeks to empower the next generation to create and embrace lasting positive changes for their community – AEC supported 249 high school students with bursaries in 2022, up from the 222 bursars from grade 8 to 12 in 2021 and the 196 bursars in 2020, who attended a number of different state and private schools. Another 171 grade 6 and 7 students from local primary schools were selected for Saturday school classes in 2022. The Brait Foundation continued its support of AEC with a contribution of R300 000 to AEC in FY2023.



In Mauritius, Brait provided financial assistance to:

- **Adolescent Non-Formal Education Network (ANFEN)** – Founded in 2000, Adolescent Non-Formal Education Network (ANFEN) is a dynamic network of 21 NGOs in Mauritius and Rodrigues, which caters for informal education to over 1 000 vulnerable out-of-school children. The ANFEN network caters for pupils aged 11 to 18 years, who are from low socio-economic backgrounds and who have failed the Certificate of Primary Education (CPE) several times and can't adapt to the conventional schools implemented by the government. The rationale behind the creation of ANFEN was to help those out-of-school adolescents become responsible and autonomous citizens, by giving them a second chance at education. The core services of the NGO are:
 - Providing a holistic education to school dropouts, through an adapted pedagogy and with psychosocial assistance, to ensure their learning and development within non-formal education structures.
 - Developing an employability strategy to improve the teaching and learning of school dropouts so that they can secure employment.
 - ANFEN has conceptualised and implemented the Culinary School Project which is a professional culinary school offering a training course in Food Production to learners leaving ANFEN Centres. The students will follow a training course approved by the MQA and achieve a National Certificate 2 (NC2) level. They are then able to either join MITD centres to further their training at NC3 level or obtain sustainable and decent employment.

BML supported ANFEN with a contribution of MUR240 000 during 2023.



- **Sponsor a child (SAC)** – Sponsor A Child is an offshoot of the Mauritius Council of Social Services (MACOSS). SAC was formally registered in 2014. Since its inception, more than 2 500 children in Mauritius and Rodrigues have benefited from their help. The objective of SAC is to help young people get an academic or technical education that will allow them to find a job so that they can be financially independent. The mission of SAC is to sponsor educational needs of underprivileged children/young adults at primary, secondary and tertiary levels. The targeted group is underprivileged but promising children, 7 to 18+ years old, from either poor, broken, single-parent, low-earner, handicapped parent families, orphans or children neglected by both parents and dependent on old grandparents. SAC helps around 120 students per year at primary, secondary and tertiary levels. Beneficiaries are usually referred by their school because of their precarious family and financial situation. SAC identifies needy students through schools across Mauritius and Rodrigues and allocates a monthly allowance, as follows:

- MUR 750 for primary and lower secondary students
- MUR 1 000 for students in Grades 10 to 13
- MUR 1 250 for students in Grades 10 to 13 doing ‘technical’ subjects, like Food/ Nutrition, Design, Art and Travel/Tourism.

The monthly allowance goes some way to alleviating the financial stress experienced by students and their families. The NGO members visit schools and follow up on academic progress regularly. SAC members meet with sponsored students in schools or in the office. Schools provide the term results of the beneficiaries and additional feedback on students’ academic and individual progress. In its 19 years of operation, SAC has assisted nearly 2 800 students throughout the schooling system, some right from primary school through to secondary school. At least 60 students have gone on to pursue tertiary education.

BML supported SAC with a contribution of MUR100 000 during 2023.

- **The Mauritian Barbarians** – The Mauritian Barbarian concept was first established in 2014 when a team of Mauritian U18 7’s rugby players travelled to Dubai to participate in the Emirates Dubai 7’s tournament. Part of the focus of the Mauritian Barbarians is to identify and develop rugby talent across all sectors, including socially vulnerable and disadvantaged communities in Mauritius, to grow existing talent and to prepare aspiring rugby players to represent their clubs and potentially their country. Brait provided support of MUR50 000 during FY2023.



Reduced inequality

Brait recognises the importance of transparency, ethical compliance and reduced inequality. The Nomination and Remuneration Committee is chaired by an independent Non-executive Director, with Brait representatives included on the respective underlying PCs' Nomination and Remuneration Committees.

Cybersecurity

Ever-escalating cyber risk exposure on the back of accelerated advances in technology, digital landscapes and interconnectedness have prompted a radically elevated focus on cybersecurity risk management. Brait recognises the importance of compliance, where applicable across the Company, with the EU's General Data Protection Regulation ("GDPR"), the Mauritian Data Protection Act ("DPA"), as well as South Africa's data protection law (Protection of Personal Information Act ("POPI Act")). Brait's Investment Advisor, reports to the ESG Committee on Brait's cybersecurity policies, procedures and plans, with regular assessments by independent cybersecurity advisors ensuring the appropriateness of systems in place to safeguard security and protection of data. This includes continued focus on enhancing third party/supplier practices; evolving Brait's approach to digitalisation and working from home in a 'new normal' context; ensuring the resilience of critical systems, platforms and infrastructures and continuing to drive employee awareness about potential cyber-related threats.

JSE SUSTAINABILITY DISCLOSURE GUIDANCE

Standardised Sustainability Disclosures

The Investment Advisor has a dedicated ESG team which has been working with the PCs, notably Premier and New Look, to assist with the implementation of a robust and systematic approach to ESG reporting along the recommended standardised sustainability disclosures outlined in the JSE Sustainability Guidance. The currently available data for Virgin Active and New Look in respect of the recommended standardised sustainability disclosures envisaged by the JSE Sustainability Guidance is disclosed in Annexure 1 and 2, as provided by the PCs and not independently verified.

Annexure 1: Virgin Active

GOVERNANCE DISCLOSURE METRICS

G1 BOARD COMPOSITION	Metric	Unit	Other frameworks	Rationale
G1.1 Board diversity	CORE Composition of the Board and its committees by race, gender, age group (under 30, 30 to 50, over 50) and, where relevant, any under-represented social groups.	# and %	GRI 2-9 ESRS G1-1	The capabilities and perspectives of Board members are important for making robust decisions. This disclosure captures a variety of important dimensions relating to composition, going beyond a single metric, and emphasises competencies relating to economic, environmental, and social topics.

Board members	Number	Percentage
Male Board members	9	90%
Female Board members	1	10%
Board members under 30 years old	0	0%
Board members 30 to 50 years old	6	60%
Board members >50 years old	4	40%
Board members – Black	0	0%
Board members – Coloured	0	0%
Board members – Indian	0	0%
Board members – White	10	100%

Audit and Risk Committee	Number	Percentage
Male Committee members	2	67%
Female Committee members	1	33%
Committee members under 30 years	0	0%
Committee members 30 to 50 years	3	100%
Committee members >50 years	0	0%
Committee members – Black	0	0%
Committee members – Coloured	0	0%
Committee members – Indian	0	0%
Committee members – White	3	100%

Remuneration and Nominations Committee	Number	Percentage
Male Committee members	3	75%
Female Committee members	1	25%
Committee members under 30 years old	0	0%
Committee members 30 to 50 years old	3	75%
Committee members >50 years old	1	25%
Committee members – Black	0	0%
Committee members – Coloured	0	0%
Committee members – Indian	0	0%
Committee members – White	4	100%

GOVERNANCE DISCLOSURE METRICS CONTINUED					
G1 BOARD COMPOSITION		Metric	Unit	Other frameworks	Rationale
G1.2 Board competence	CORE	Description of the specific skills, competencies, and experience on the Board to address the organisation's significant sustainability-related impacts, risks, and opportunities.	Description	GRI 2-9 ESRS G1-3	
Virgin Active Board Members					Number of meetings attended
Board Member #1: Dean Kowarski					5 out of 6 (starting April 2023)
<p>Dean has had a successful career across corporate finance and operational roles in the UK, USA and SA for the past 30 years.</p> <p>He has dedicated much of his career and time in building natural food brands and making healthy nutritious food accessible to more people.</p> <p>He has a passion and a deep understanding of the wellness space focusing on the individual as a whole (fitness, nutrition, mental wellness and sustainability forming part of ones overall health and wellbeing).</p>					
Board Member #2: Mark Field					5 out of 6
<p>Mark has been with Virgin Active for 21 years in various senior executive roles. Prior to becoming Company CFO, Mark was Managing Director of the South African business.</p> <p>He also previously held the Company CFO role from 2010 to 2012. He has played a key role in Virgin Active's global expansion.</p>					
Board Member #3: Simon Susman					6 out of 6
<p>Simon has 50 years experience in the retail industry with over 30 years at Woolworths Holdings, where he is the Honorary President of Woolworths Holdings Limited. Simon instigated and drove a comprehensive programme entitled the "Good business journey". Through this programme, the Company continually strives to do business in a way that is deeply sustainable both socially and environmentally. Simon was recently appointed Honorary Professor of Entrepreneurship at Stellenbosch University Business School. He chairs a number of local and international businesses and NGO's.</p>					

GOVERNANCE DISCLOSURE METRICS CONTINUED

G1 BOARD COMPOSITION CONTINUED

G1.2 Board competence continued

Virgin Active Board Members	Number of meetings attended
<p>Board Member #4: Caroline Ng</p> <p>Caroline Ng is a Managing Director in the Investment Team for Virgin Management Limited. Caroline joined Virgin in 2009 and is responsible for investment execution and portfolio management with a focus on health and wellness, telecoms, and financial services assets. She has served as a director of various Virgin Group companies, working closely with management teams to support the development and expansion of Virgin's interests across the world.</p> <p>Prior to joining Virgin Group, Caroline previously worked in investment banking at Goldman Sachs and as a consultant at OC&C Strategy Consultants. Caroline has an MA Mathematics from the University of Cambridge and an MBA with distinction from The Wharton School.</p>	<p>6 out of 6</p>
<p>Board Member #5: Joe Margison</p> <p>Joe Margison is a Managing Director in the Investment Team for Virgin Management. Joe is responsible for the Virgin Group's real estate investments as well as operating companies across the travel and leisure, and health and wellness sectors. Joe is a director on various Virgin companies and has been with the Company since 2015. Prior to this, Joe was a Portfolio Manager with the New Zealand Superannuation Fund investing in private equity, credit, and real estate. Joe has BCom from Auckland University and is a Chartered Accountant.</p>	<p>5 out of 6</p>
<p>Board Member #6: Antony Ball</p> <p>Antony co-founded Value Capital Partners (VCP) with Sam Sithole in October 2016. Prior to that, Antony's notable business accomplishment was the founding (1990) and building of Brait, South Africa's premier private equity business which is regarded as being the pioneer of private equity in the region and played an important role in bringing both domestic and international investors into the asset class. Brait's investment record has consistently been in the top quartile in domestic, emerging market and global performance surveys. Antony then became a non-executive director after Brait restructured in 2011 and ultimately exited his governance commitments in 2013. Between 1990 and 2011, Brait had made more than 100 private equity investments and Antony was on the Investment Committee when all these decisions were made, and in most cases chaired the committee. Additionally, Antony played a lead role in initiating, managing and realising several of these investments.</p>	<p>5 out of 6</p>
<p>Board Member #7: Paul Roelofse</p> <p>Paul co-founded Oryx Partners in October 2019, which manages Dr Christo Wiese's family office and serves as a strategic business partner of the Wiese family. Paul served as Dr Wiese's alternate director on the Brait board from 2 October 2019 to 13 August 2020, when he was appointed as a director. Prior to Oryx Partners, Paul spent 17 years at RMB, where he led a number of pioneering transactions, serving on the RMB Investment Banking Board from 2009 until he resigned in 2019.</p> <p>Paul headed RMB's global Corporate Finance business from 2009 to 2015. Paul is a Dealmaker of the Year Award winner from Dealmakers magazine.</p>	<p>6 out of 6</p>

GOVERNANCE DISCLOSURE METRICS CONTINUED

G1 BOARD COMPOSITION CONTINUED

G1.2 Board competence continued

Virgin Active Board Members	Number of meetings attended
<p>Board Member #8: Antonie de Beer</p> <p>Antonie de Beer is a Partner at The Rohatyn Group (TRG) and oversees the Africa and LATAM Private Markets investment team. He is based in Johannesburg, South Africa.</p> <p>Prior to joining TRG in April 2023, Mr De Beer was the Managing Partner for the Large Equity Funds for Ethos Private Equity, which was acquired by TRG. He was a member of the Executive Committee, served on multiple investment committees and led the Large Equity business.</p> <p>Mr de Beer has been employed by Ethos since 2002, during which time he has developed extensive experience across the private equity value chain and has been involved in deal sourcing, execution, restructuring, monitoring or disposals of multiple Ethos investments.</p> <p>Prior to joining Ethos, he worked for PricewaterhouseCoopers LLC for five years, two of which were spent in New York in the corporate value consulting division.</p> <p>Mr De Beer is a Chartered Accountant, CA(SA).</p>	6 out of 6
<p>Board Member #9: Rolf Hartman</p> <p>Mr Hartmann is a Managing Director at The Rohatyn Group and member of the Africa Private Markets investment team. He is based in Johannesburg, South Africa.</p> <p>Prior to joining TRG in April 2023, Mr. Hartmann was a Partner in the Ethos Large Equity Fund, which was acquired by TRG.</p> <p>Mr Hartmann joined Brait in 2003 where he led multiple investments into companies in the tourism, consumer and outsourcing industries, before he joined Ethos when they took over the advisory contract in March 2020. He sits on the boards of Premier Foods, Vertice Medtech Holding and Echotel Group. Prior to joining Brait, Mr Hartmann spent a few years in Corporate Finance in London with Insinger de Beaufort.</p> <p>Mr Hartmann is a CA(SA).</p>	6 out of 6
<p>Board Member #10: Peter Hayward-Butt</p> <p>Prior to joining TRG in April 2023, Mr Hayward-Butt was Partner: Head of Strategic Projects for Ethos Private Equity and the CEO of Brait and CEO of Ethos Capital, which were acquired by TRG. He was a member of the Executive Committee and served on all investment committees for Ethos Private Equity. Prior to joining Ethos in 2015, Peter was the Co-head of Investment Banking at Rand Merchant Banking and prior to that, the head of Mergers and Acquisitions Advisory for ABN AMRO Asia based in Hong Kong. Peter also worked in corporate finance for ABN AMRO and Baring Brothers in London.</p> <p>Mr Hayward-Butt holds a Bachelor of Science degree in Agricultural Economics from the University of Natal and a Master of Science in Development and Agricultural Economics from Oxford University.</p>	5 out of 6

SOCIAL DISCLOSURE METRICS

S1 LABOUR STANDARDS		Metric	Unit	Other frameworks	Rationale																		
S1.1 Diversity and inclusion	CORE	Percentage of employees per employee category by race, gender, age group (under 30, 30 to 50, over 50), and where relevant other diversity indicators.	% workforce by category	GRI 405-1 SASB 330	Organisations with higher levels of diversity, particularly within executive teams, are generally better able to innovate, attract top talent, improve their customer orientation, enhance employee satisfaction, access more wide-ranging networks, and secure their licence to operate.																		
		<table border="1"> <thead> <tr> <th>Employees</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>Male employees</td> <td>48.9%</td> </tr> <tr> <td>Female employees</td> <td>51.1%</td> </tr> <tr> <td>Employees under 30 years old</td> <td>44.5%</td> </tr> <tr> <td>Employees 30 to 50 years old</td> <td>47.5%</td> </tr> <tr> <td>Employees >50 years old</td> <td>8%</td> </tr> <tr> <td>South African based – Black employees</td> <td>70%</td> </tr> <tr> <td>South African based – Coloured employees</td> <td>18%</td> </tr> <tr> <td>South African based – Indian employees</td> <td>3.4%</td> </tr> <tr> <td>South African based – White employees</td> <td>8.6%</td> </tr> </tbody> </table>				Employees	Percentage	Male employees	48.9%	Female employees	51.1%	Employees under 30 years old	44.5%	Employees 30 to 50 years old	47.5%	Employees >50 years old	8%	South African based – Black employees	70%	South African based – Coloured employees	18%	South African based – Indian employees	3.4%
Employees	Percentage																						
Male employees	48.9%																						
Female employees	51.1%																						
Employees under 30 years old	44.5%																						
Employees 30 to 50 years old	47.5%																						
Employees >50 years old	8%																						
South African based – Black employees	70%																						
South African based – Coloured employees	18%																						
South African based – Indian employees	3.4%																						
South African based – White employees	8.6%																						

S1 LABOUR STANDARDS		Metric	Unit	Other frameworks	Rationale
S1.4 Freedom of Association and Collective Bargaining	CORE	Describe how the organisation manages freedom of association and collective bargaining, noting any policy or policies considered likely to affect workers' decisions to form or join a trade union, to bargain collectively or to engage in trade union activities.	Description	GRI 407 ESRS-S1-2	The right to freedom of association and collective bargaining are not only internationally recognised as fundamental rights of employees, but are also useful tools for organisations and employees to engage, build trust and negotiate solutions when potential conflicts arise.

There is Freedom of Association across all territories re trade unions. There are no collective bargaining agreements in place across all territories.

SOCIAL DISCLOSURE METRICS CONTINUED

S2 COMMUNITY DEVELOPMENT	Metric	Unit	Other frameworks	Rationale
S2.2 Skills for the future	CORE Describe the employee and external skills development programmes aimed at developing skills that increase the recipient's future mobility, career development, and/or income earning potential.	Description	GRI 404-2	Building human capital to secure a motivated, productive and skilled workforce is a key priority for organisations. When firms fail to invest in training, education, skilling and reskilling of their employees, it can affect their business performance, reputation and ability to attract talented workforce. It can also lead to higher operating costs related to recruiting, developing and retaining employees.
SASB 101				

The employee and external skills development programme is implemented on a bespoke basis per territory. These are summarised below:

Virgin Active Australia:

- Employee Development programmes include: Aspiring leaders programme – aimed at first time leaders to develop feedback, coaching and self-development orientation.
- Leadership development programme – aimed at leaders after their first six months to develop recruitment, onboarding and performance management skills.
- High potential programme – aimed at leaders after their first 12 months to develop commercial, financial and strategic planning skills.
- Senior Leaders CoLab – aimed at senior business leaders to develop collaborative problem solving skills.

Virgin Active Italy:

The Academy department has the aim to support, develop skills of each employee. The company has a method based on a set of competencies which is used for: recruiting, onboarding, performance evaluation and succession plan.

Virgin Active Singapore:

In 2022, Virgin Active Singapore focused on personal and development growth of front of house (FOH) team including receptionist, sales and Duty Manager.

- A monthly CPR & AED training, the total of staffs that have been trained throughout the year is 185 persons.
- The 360 Degree Assessment for management, manager and heads of department (HOD) levels.

Virgin Active South Africa:

VASA has always had a very strong and entrenched internal skills and development training programmes. These internal development programmes focus on functional training required for each person to effectively delivery on the outputs of their role coupled with softer skills to drive effective member engagement. Staff who have been identified as having future management and leadership potential are taken through specific knowledge, skill and attribute development training. The primary goal is to develop future skills for utilisation within the business. However, many of these skills are generic and transferable, and are able to be utilised in any leadership position. These development training programmes assists the recipients future mobility, career opportunities and ultimately their earning potential. This strong internal development strategy has worked well for Virgin Active South Africa. In the past, the company has offered bursaries for specific individuals to develop their skills at external educational institutions.

Virgin Active Thailand:

- Develop team members (Head of Departments, Customer Service Team and Head Coach, personal trainers (PT)) to be effective coach and trainer. This has enabled them to develop coaching materials and plan a coaching programme for other team members. The Customer Service Team after their training, developed training materials for new hires in the Operations and Experience team for consistent and superior front and back of house service. The Head Coach, PT after the training have development programmes for PT progression and training materials for new hires entitled "Fitness Induction Module".
- Provide first aid and CPR – to ensure we are able to assist especially in first aid when the need arises.
- Safety and working safety at heights for our Building Services Technician – Work At Height.

SOCIAL DISCLOSURE METRICS CONTINUED

S2 COMMUNITY DEVELOPMENT		Metric	Unit	Other frameworks	Rationale
S2.4 Economic contribution S2.4e	LEADERSHIP	Total monetary value of financial assistance received by the organisation from any government during the reporting period.	ZAR, \$US or other currency	GRI 201-4	The metrics on economic contribution provide a broad indication of how an organisation has created wealth for its various stakeholders by summarising the direct monetary value added to local economies. Disclosure on the financial assistance received from government, when compared with separate disclosures on taxes, is often useful in developing a more balanced review of the balance of transactions between the company and government.

Virgin Active Australia and South Africa did not receive any government financial assistance.

Virgin Active Italy:

In 2022 the Company has received the following amounts:

- Tax credit for non-energy-intensive companies (GAS): Euro 320 349.
- Tax credit for non-energy-intensive companies (Electricity): Euro 2 015 435.

Virgin Active Thailand:

The Thai government enforced the Reduction of social security contribution Policy from 5% (January to April 2022) to 1% (May to July) and 3% (October to December). The social security contribution rate for employees is eligible for a social security deduction for tax calculation, of up to 6 300 baht.

Virgin Active Singapore:

Government organisation	Grant description	Amount in Singaporean \$
Inland Revenue of Singapore	Wage Credit Scheme	\$143 386
Inland Revenue of Singapore	Job Support Scheme	\$418 490
Inland Revenue of Singapore	Job Growth Incentive	\$37 897
Inland Revenue of Singapore	Job Growth Incentive	\$22 660
Inland Revenue of Singapore	Job Growth Incentive	\$28 846
Workforce Skills Qualification	Mentor/Trainer and Administration Cost	\$27 000
Total		\$678 279

SOCIAL DISCLOSURE METRICS CONTINUED

S4 CUSTOMER RESPONSIBILITY		Metric	Unit	Other frameworks	Rationale
S4.1b High risk products and services	CORE	Number and nature of any product recalls.	# and description	GRI 416-2 GRI 417-2 SASB 270	
There were no product recalls reported in any of the operating territories.					

S4 CUSTOMER RESPONSIBILITY		Metric	Unit	Other frameworks	Rationale
S4.2 Product innovation S4.2a	CORE	Total research and development spend.	ZAR, \$US or other currency	Adapted from US GAAP ASC 730	Innovation is a significant contributor to ensuring longer-term prosperity. Total costs relating to R&D can be regarded as a basic indication of an organisation's efforts to innovate new products and services and be fit for the future. This can also provide insights into the capacity of the organisation to create new offerings and generate social or environmental benefits. The metric is a proxy to measure the effectiveness and productivity of an organisation's investments in innovation and serves as a primary metric for the maturity phase of innovation.
There was no R&D spend reported in any of the territories.					

SOCIAL DISCLOSURE METRICS CONTINUED

S4 CUSTOMER RESPONSIBILITY	Metric	Unit	Other frameworks	Rationale
S4.3 Consumer data and privacy S4.3a	A description of the mechanisms and steps taken to ensure privacy of consumer data.	Description	GRI 418-1 SASB 230	With the world becoming increasingly digitised, and with many organisations having significant access to potentially sensitive data on customers, clients and/or consumers, there is a heightened need to safeguard consumers’ rights of privacy by limiting the types of information gathered and the ways in which such information is obtained, used and secured. Increasing use of electronic communication (including for financial transactions), as well as growth in large-scale databases, raise concerns about how consumer privacy can be protected, particularly with regard to personally identifiable information.

Virgin Active Australia:

Virgin Active Australia is committed to ensuring compliance with the Australian Privacy Act 1988. The Australian business has detailed training, policies, and guidelines to ensure the privacy of consumer data. The Australian business also has a detailed data breach response plan in place should a data breach occur. Training, policies, guidelines and procedures are regularly updated in line with any changes to local laws and data protection customs.

Virgin Active Italy:

To ensure the privacy of its consumer data, the Company (who acts in its quality of Data Controller) bases its compliance to GDPR (i.e. Reg. EU 2016/679) and to the relevant Italian data protection legislation on a steadily updated maintenance of both its Data Protection Compliance Framework (consisting in a collection of some documents such as policies, procedures, information notices, DPA, DPIA/LIA, etc.) and its Registry of Processing Activities. Accordingly, to privacy by design and by default principles, VAI’s Data Protection Officer and Data Protection internal committee are involved in new projects and service agreements (impacting consumer personal data) to comply with the main principles and obligations set forth by the legislation. Furthermore, yearly privacy staff training in place and continuous coordination with IT team to comply, in particular, with GDPR technical requirements and to regulate the privacy relationship with its service providers.

Virgin Active Singapore:

- A clause is included in the employment with employee signing their understanding and the requirement of them adhering to not using or attempting to use the confidential information.
- Annually, the Club General Manager reviews the policy with their team members during the club meeting.
- Additionally, all team members will revisit the policy, read, sign and return to People Team for record.

Virgin Active South Africa:

Virgin Active South is committed to ensuring compliance with the POPI Act of 2013 and the Consumer Protection Act of 2009.

Virgin Active Thailand:

PDPA – From the legal perspective there is a privacy policy and a privacy notice which requires Thai PDPA as a mechanism to ensure the privacy data. The company also provides PDPA training for supervisor staff which is also rolled out at all clubs to ensure that staff are aware of the privacy data as well.

ENVIRONMENTAL DISCLOSURE METRICS					
E1 CLIMATE CHANGE		Metric	Unit	Other frameworks	Rationale
E1.1 GHG Emissions E1.1a	CORE	Absolute gross greenhouse gas emissions expressed as metric tonnes of CO ₂ equivalent and measured in accordance with the Greenhouse Gas Protocol for: Scope 1, Scope 2, and Scope 3 emissions. Scope 1 and Scope 2 emissions should be disclosed separately for (i) the consolidated accounting group (the parent and its subsidiaries) and (ii) associates, joint ventures, unconsolidated subsidiaries or affiliates not included in (i).	Metric tonnes of carbon dioxide equivalent (tCO ₂ e)	IFRS S2 GRI 305:1-3 ESRS E1-7 ESRS E1-8 ESRS E1-9 ESRS E1-10 SASB 110 TCFD GHG Protocol	GHG emissions cause climate change, which is expected to have increasingly significant economic, environmental, and social impacts. As a result, GHGs are a key focus area for policy, regulatory, market and technology responses to limit rising temperatures. Organisations with emission-intensive business models are likely to face greater risks from the transition to a lower emission economy in terms of increased regulatory requirements and additional capital expenditure. For many organisations, the most significant GHG emissions are found in their supply chains, not in their own operations. Reporting on Scope 3 emissions can assist in identifying potential supply chain risks in terms of exposure to the transition to a lower emission economy. It can also help improve energy efficiency and cost reduction programmes.
i) consolidated accounting group (parent and subsidiaries)					Metric tonnes of CO₂e
Scope 1					5 672.33
Scope 2					154 992.72
E1 CLIMATE CHANGE		Metric	Unit	Other frameworks	Rationale
E1.1c	CORE	GHG emissions intensity for Scope 1, 2 and 3, expressed as metric tonnes of CO ₂ equivalent per unit of physical or economic output.	MtCO ₂ e per unit of output	GRI 305:1-3 ESRS E1-10	
Metric tonnes of CO₂e per 1 000 gym memberships					Metric tonnes of CO₂e
Scope 1					6
Scope 2					155

ENVIRONMENTAL DISCLOSURE METRICS CONTINUED

E1 CLIMATE CHANGE	Metric	Unit	Other frameworks	Rationale
E1.2 Energy mix	CORE Total energy use and share of energy usage by generation type noting use of energy from renewable non-fossil sources, (namely wind, solar (solar thermal and solar photovoltaic) and geothermal energy, ambient energy, tide, wave and other ocean energy, hydropower, biomass, landfill gas, sewage treatment plant gas, and biogas).	MW/hs or GJ/% by type	GRI 302 ESRS E1-5 SASB 130	
				Energy source
Source 1: Tygervalley Solar (South Africa)	409 840		0.0003%	of SA total consumption
Source 2: Constantia Solar (South Africa)	350 451		0.0003%	of SA total consumption
Source 3: Solar PV Italy (Roma Valle Aurelia & Roma Nuovo Salario)	192 021		0.5208%	of Italy total consumption
Source 4: Total	952 312		0.0004%	of Global total consumption

ENVIRONMENTAL DISCLOSURE METRICS CONTINUED					
E2 WATER SECURITY		Metric	Unit	Other frameworks	Rationale
E2.1 Water usage E2.1a	CORE	Total water consumption from all areas, and from areas with water stress.	Mℓ	GRI 303-5 ESRS-E3-4 SASB 140	Water is a finite resource and its consumption has implications for the environment and society at both local and national levels. Organisations can face operational, regulatory and reputational risks relating to water use, while failing to manage water use efficiently can result in additional costs. Water usage in water-stressed areas can result in negative societal impacts due to greater competition over scarce resources. There is also a greater risk of possible operational disruptions and shutdowns.
		Note South Africa and Australia are classified water stressed areas.			
Water consumption					Kilolitres
Total water consumption					1 529 598 903
Water consumed from water stressed areas					1 050 884

Annexure 2: New Look

GOVERNANCE DISCLOSURE METRICS					
G1 BOARD COMPOSITION		Metric	Unit	Other frameworks	Rationale
G1.1 Board diversity	CORE	Composition of the Board and its committees by race, gender, age group (under 30, 30 to 50, over 50) and, where relevant, any under-represented social groups.	# and %	GRI 2-9 ESRS G1-1	The capabilities and perspectives of Board members are important for making robust decisions. This disclosure captures a variety of important dimensions relating to composition, going beyond a single metric, and emphasises competencies relating to economic, environmental, and social topics.
Board members		Number	Percentage	Audit and Risk Committee	
				Number	Percentage
Male Board members		7	78%	Male Committee members	4 80%
Female Board members		2	22%	Female Committee members	1 20%
Board members under 30 years old		0	0%	Committee members under 30 years	0 0%
Board members 30 to 50 years old		3	33%	Committee members 30 to 50 years	2 40%
Board members >50 years old		6	67%	Committee members >50 years	3 60%
Board members – Black		0	0%	Committee members – Black	0 0%
Board members – Indian		0	0%	Committee members – Indian	0 0%
Board members – White		9	100%	Committee members – White	5 100%
Remuneration and Nominations Committee				Number	Percentage
Male Committee members				3	75%
Female Committee members				1	25%
Committee members under 30 years old				0	0%
Committee members 30 to 50 years old				1	25%
Committee members >50 years old				3	75%
Committee members – Black				0	0%
Committee members – Indian				0	0%
Committee members – White				4	100%

GOVERNANCE DISCLOSURE METRICS CONTINUED					
G1 BOARD COMPOSITION		Metric	Unit	Other frameworks	Rationale
G1.3 Board independence	CORE	Composition of the board regarding: executive or non-executive; independence; tenure on the governance body; and number and nature of each individual's other significant positions and commitments.	# and %	GRI 2-9 ESRS G1-1	
Composition of the Board regarding executive and non-executive, independence, tenure on the governance body and number of nature of each individual's other significant positions and commitments					
Richard Cotter <i>Independent Non-Executive Director</i>		Richard was appointed to the Board as Non-Executive Director in May 2019. Richard chairs a number of private companies including American Golf, Grace Cole Ltd, Jollyes and Outdoor Holdings. His other recent non-executive work has included chairing Jack Wolfskin, a global apparel and equipment company. In his executive career, Richard was Chief Executive Officer of Snow and Rock Group, having previously been with Pentland Group serving as Brand President and Global Chief Executive Officer of Berghaus and Managing Director of Brasher Boot Company.			
Colin Henry <i>Independent Non-Executive Director</i>		Colin was appointed to the Board as Non-Executive Director in June 2019. Colin is a Senior Advisor to McKinsey & Co. in their Global Apparel, Fashion & Luxury practice. Previously he has been Chief Executive Officer of Jaeger. He has also held senior leadership roles in general management, merchandising, brand development, supply chain, product and design with Esprit, Nike, Umbro, Polo Ralph Lauren, Coats Viyella and Marks & Spencer. Colin was appointed Honorary Fellow of the Royal College of Art and Honorary Professor of the British School of Fashion.			
Angela Luger <i>Independent Non-Executive Director</i>		Chair of The Paint Shed Ltd and a Board Member of Portmeirion, ScS and the Hiring Hub. Angela was Chief Executive Officer of N Brown Group plc from 2013 to 2018 and previously of The Original Factory Shop. During her earlier career, she held a variety of marketing, commercial, general management and other functional roles at Debenhams, Asda, Pedigree Masterfoods, Coca Cola and Cadbury. Angela has also been a Non-Executive Director of Manchester Airport Group and Dia Group.			
Robin Terrell <i>Independent Non-Executive Director</i>		Robin was appointed to the Board as Non-Executive Director in June 2019. Robin is Chair of Wetsuit Outlet, Non-Executive Director and Audit Chair at William Hill and non-executive Director and Audit Chair at Jet2 plc. In his last executive role, Robin held a number of roles at Tesco including Chief Customer Officer and Interim UK Managing Director until 2016. Previously Robin held General Management, Multi-Channel, Finance and Strategy roles with House of Fraser, John Lewis Partnership, Amazon (where he was UK Managing Director) and Dell. His previous Non-Executive roles include Tesco Mobile, Lazada Group, Wilkinson and Monica Vinader.			
Mike Coupe <i>Chairman</i>		Mike Coupe was appointed to the Board of Directors as New Look's Non-Executive Chairman in September 2021. Prior to joining New Look, Mike held the position of CEO of J Sainsbury plc from 2014 to 2020. He is credited for turning Sainsbury's around, through top-level trading, marketing, and online operations, and championed the company's journey ahead of the competition through a complete digital transformation. Mike also held a title of Director of COVID-19 testing at England's Test and Trace agency from September 2020 until December 2020 and was appointed as a Non-Executive Director on the board of NHS England in January 2021.			

GOVERNANCE DISCLOSURE METRICS CONTINUED

G1 BOARD COMPOSITION CONTINUED

G1.3 Board independence continued

<p>Helen Connolly <i>Chief Executive Officer</i></p>	<p>Helen was appointed to the Board of Directors in June 2022 when she took up the role of Chief Executive Officer. Helen joined New Look as Chief Commercial Officer in January 2020. From 2016 to 2019, she was the CEO of Bonmarché, and prior to that, held senior roles at George at Asda including Buying & Brand Director, Category Director for Buying & Design and Buying Manager of Womenswear. Previously, she was Head of Buying at Dorothy Perkins and Head of Sourcing for Womenswear, and Girlswear</p>
<p>Richard Collyer <i>Chief Financial Officer</i></p>	<p>Richard Collyer was appointed to the Board of Directors in December 2016 when he took up the role of Chief Financial Officer. Richard first joined New Look in 2009 and has held a number of senior roles at New Look including Group Finance Director and Managing Director for Mim. Prior to joining New Look, Richard worked at PricewaterhouseCoopers in both Audit and Transactions.</p>
<p>Stuart MacKenzie <i>Non-Executive Director</i></p>	<p>Stuart was appointed to the Board as Non-Executive Director in March 2020. Stuart is a Partner and a member of The Rohatyn Group's ("TRG") Executive Committee. Prior to joining TRG in April 2023, Stuart was the Chief Executive Officer for Ethos Private Equity, which was acquired by TRG. Stuart has been employed by Ethos since 1998 and became the CEO in 2014. Prior to taking on the role of CEO of the Firm, Stuart was responsible for the origination, execution oversight and realisations of numerous portfolio companies. Prior to joining Ethos, Stuart spent two years at JP Morgan Chase Bank NA. Stuart is a Chartered Accountant, CA(SA).</p>
<p>Laurence Raven <i>Non-Executive Director</i></p>	<p>Laurence was appointed to the Board as Non-Executive Director in November 2020. Laurence is a Managing Director at Alcentra, having joined in 2008. Prior to joining Alcentra, Laurence worked for Merrill Lynch.</p>

G2 REMUNERATION	Metric	Unit	Other frameworks	Rationale
<p>G2.1 Remuneration practices</p>	<p style="writing-mode: vertical-rl; transform: rotate(180deg);">CORE</p> <p>How the remuneration policies for board members and senior executives relate to their objectives and performance in relation to delivery of the organisation's strategy and management of its impacts on people, the environment and the economy, noting the split between fixed pay and variable pay, and with variable pay split into short- and long-term incentives.</p>	<p>Description</p>	<p>GRI 2-19 ESRS G1-6</p>	<p>The incentives provided to board members and senior executives, and the manner in which they are structured, can significantly reinforce or impede long-term value creation. Importantly, this disclosure requires the reporting organisation to explicitly address how its approach to remuneration relates to the organisation's economic, environmental and social objectives.</p>

The remuneration of Senior Employees (as defined by Remuneration Committee Terms of Reference) requires Remuneration Committee approval. For various appointment and removals, Board or shareholder approval may be required. Remuneration is benchmarked against the retail industry to appropriately incentivise and recruit the right talent. Any other incentives are set by Remuneration Committee.

GOVERNANCE DISCLOSURE METRICS CONTINUED					
G3 ETHICAL BEHAVIOUR		Metric	Unit	Other frameworks	Rationale
G3.1 Anti-corruption G3.1a	CORE	Total percentage of governance body members, employees and business partners who have received training or awareness-raising on the organisation's anti-corruption policies and procedures, broken down by employee category and region.	% Board members	GRI 205-2 ESRS G2-5 SASB 510	Corruption undermines stakeholder legitimacy and trust; it is linked to misallocation of capital, environmental harm, human exploitation and unethical and illegal behaviour. Anti-corruption training and investment in initiatives to improve both operating environment and culture develop an organisation's anti-corruption capabilities. The total number and nature of corruption incidents are a proxy for the effectiveness of an organisation's overarching anti-corruption culture and capabilities.
					Percentage
Board Members – New Look Retailers Limited					100%
Employees					100%
Suppliers					N/A
G3.1b	CORE	Total number and nature of incidents of corruption confirmed during the current year, related to this year and previous years, with a description of the activities taken to address confirmed incidents, and of the outcomes of these activities.	# and description	GRI 205-3 ESRS G2-3	
There were no incidents that occurred during 2022					

GOVERNANCE DISCLOSURE METRICS CONTINUED

G3 ETHICAL BEHAVIOUR	Metric	Unit	Other frameworks	Rationale
G3.1 Anti-corruption continued G3.1c	<p style="text-align: center; font-weight: bold;">CORE</p> <p>A description of: i) the internal and external grievance mechanisms (including whistle-blowing facilities) for reporting concerns about unethical or unlawful behaviour and lack of organisational integrity; ii) mechanisms for seeking advice about ethical and lawful behaviour and organisational integrity; and iii) the extent to which these various mechanisms have been used, and the outcomes of processes using these mechanisms.</p>	# and description	GRI 2-25 GRI 2- GRI 205-3 ESRS G2-6 ESRS G2-7 SASB 510	

Concerns relating to potential bribery offence, modern slavery issue or potential tax evasion can be reported by employees, contractors, agency workers, consultants, suppliers or anyone working with or acting on behalf of New Look, anywhere in the world. Concerns can be reported in a number of ways: 1) to a third party hotline via the online portal 2) by the confidential telephone line which is advertised within New Look, or 3) to a line manager directly, or to anyone in the company who has legal or internal responsibility for the matter under concern.

Anyone working in the stores, Distribution Centre (DC) or support centres with concerns can report any concerns in line with the above procedures mentioned.

SOCIAL DISCLOSURE METRICS						
S1 LABOUR STANDARDS		Metric	Unit	Other frameworks	Rationale	
S1.1 Diversity and inclusion S1.1a	CORE	Percentage of employees per employee category by race, gender, age group (under 30, 30 to 50, over 50), and where relevant other diversity indicators	% workforce by category	GRI 405-1 SASB 330	Organisations with higher levels of diversity, particularly within executive teams, are generally better able to innovate, attract top talent, improve their customer orientation, enhance employee satisfaction, access more wide-ranging networks, and secure their licence to operate.	
						Percentage
		Male employees				14%
		Female employees			86%	
S1.4 Freedom of Association and Collective Bargaining	CORE	Describe how the organisation manages freedom of association and collective bargaining, noting any policy or policies considered likely to affect workers' decisions to form or join a trade union, to bargain collectively or to engage in trade union activities.	Description	GRI 407 ESRS-S1-2	The right to freedom of association and collective bargaining are not only internationally recognised as fundamental rights of employees, but are also useful tools for organisations and employees to engage, build trust, and negotiate solutions when potential conflicts arise.	
At present New Look does not have any recognition agreements in place with trade unions, nor does New Look engage in collective bargaining.						

SOCIAL DISCLOSURE METRICS CONTINUED

S2 COMMUNITY DEVELOPMENT	Metric	Unit	Other frameworks	Rationale
S2.2 Skills for the future	<p style="text-align: center; font-weight: bold;">CORE</p> Describe the employee and external skills development programmes aimed at developing skills that increase the recipient's future mobility, career development, and/or income earning potential.	Description	GRI 404-2 SASB 101	Building human capital to secure a motivated, productive and skilled workforce is a key priority for organisations. When firms fail to invest in training, education, skilling and reskilling of their employees, it can affect their business performance, reputation and ability to attract talented workforce. It can also lead to higher operating costs related to recruiting, developing and retaining employees.

New Look has a clear talent development strategy from onboarding to career paths to talent development programmes to senior leadership development. Central to the New Look talent development strategy is digital learning, enabling 24/7 learning for all. New Look's Learning Xperience Platform (LXP) houses an extensive digital content library plus New Look's structured blended learning programmes and digital learning campaigns.

New colleagues are inducted into New Look through a digital, structured learning programme which is supported by local onboarding programmes in Support Centre (SC), Retail and the DC. There are various management and leadership programmes run within the business.

S2.4b	<p style="text-align: center; font-weight: bold;">CORE</p> Description of significant identified indirect economic impacts of the organisation, including for example: number of jobs supported in supply or distribution chain; number of suppliers/enterprises supported from defined vulnerable groups; nature of economic development in areas of high poverty; availability of products and services for those on low incomes or previously disadvantaged; enhanced skills and knowledge in a professional community or geographic location.	Description with # and spend where relevant	GRI 203-2 GRI 204-1 GRI 413-1 GRI 413-2 SASB 210	
--------------	---	---	--	--

New Look currently source our products through 130 suppliers, (the Top 10 Suppliers produce 80% of our products), working with 473 factories across 20 countries. Tier 1 factories manufacture products and those beyond Tier 1 include a mix of spinning mills, knitting sites, dye houses and processing facilities working with the listed manufacturing sites. Through production New Look indirectly works with over 400 000 workers with the largest proportion in Bangladesh, Turkey, China, Pakistan and India.

SOCIAL DISCLOSURE METRICS CONTINUED					
S4 CUSTOMER RESPONSIBILITY		Metric	Unit	Other frameworks	Rationale
S4.1 High risk products and services S4.1a	CORE	Description of products and services that present specific risks to individuals, communities, or the environment; an outline of the nature of these risks, and the measures taken to mitigate these.	Description	GRI 416-1	Disclosure should demonstrate how well an organisation manages the potential impact of its products or services on customers, its exposure to product recalls, and the strength of organisation policies, practices and procedures regarding supply chain, sourcing, and manufacturing compliance. Potential areas of concern include (but are not limited to) products and services associated with gambling, alcohol, tobacco, food and nutrition, medicines, breast milk substitutes, consumer finance, and retailing of processed foods and alcohol.
				GRI 417-1	
SASB 250					
SASB 0					
SASB 270					
S4.1b	CORE	Number and nature of any product recalls.	# and description	GRI 416-2 GRI 417-2 SASB 270	
					Number
Product recalls in the last year (relating to various quality matters)					10
S4.3 Consumer data and privacy S4.3a	CORE	A description of the mechanisms and steps taken to ensure privacy of consumer data.	Description	GRI 418-1	With the world becoming increasingly digitised, and with many organisations having significant access to potentially sensitive data on customers, clients and/or consumers, there is a heightened need to safeguard consumers' rights of privacy by limiting the types of information gathered and the ways in which such information is obtained, used and secured. Increasing use of electronic communication (including for financial transactions), as well as growth in large-scale databases, raise concerns about how consumer privacy can be protected, particularly with regard to personally identifiable information.
				SASB 230	
<p>The consumer data New Look holds is safeguarded through a variety of security measures such as authentication, firewalls, identity and access management, encryption etc.</p>					

ENVIRONMENTAL DISCLOSURE METRICS

E1 CLIMATE CHANGE	Metric	Unit	Other frameworks	Rationale
E1.1 GHG Emissions E1.1a	CORE Absolute gross greenhouse gas emissions expressed as metric tonnes of CO ₂ equivalent and measured in accordance with the Greenhouse Gas Protocol for: Scope 1, Scope 2, and Scope 3 emissions. Scope 1 and Scope 2 emissions should be disclosed separately for (i) the consolidated accounting group (the parent and its subsidiaries) and (ii) associates, joint ventures, unconsolidated subsidiaries or affiliates not included in (i).	Metric tonnes of carbon dioxide equivalent (tCO ₂ e)	IFRS S2 GRI 305:1-3 ESRS E1-7 ESRS E1-8 ESRS E1-9 ESRS E1-10 SASB 110 TCFD GHG Protocol	GHG emissions cause climate change, which is expected to have increasingly significant economic, environmental, and social impacts. As a result, GHGs are a key focus area for policy, regulatory, market and technology responses to limit rising temperatures. Organisations with emission-intensive business models are likely to face greater risks from the transition to a lower emission economy in terms of increased regulatory requirements and additional capital expenditure. For many organisations, the most significant GHG emissions are found in their supply chains, not in their own operations. Reporting on Scope 3 emissions can assist in identifying potential supply chain risks in terms of exposure to the transition to a lower emission economy. It can also help improve energy efficiency and cost reduction programmes.
	Scope 1			1 255
	Scope 2			177
	Scope 3			336 768
E1.1c	CORE GHG emissions intensity for Scope 1, 2 and 3, expressed as metric tonnes of CO ₂ equivalent per unit of physical or economic output.	MtCO ₂ e per unit of output	GRI 305:1-3 ESRS E1-10	
	Scope 1			14.36
	Scope 2			2.03
	Scope 3			3 854.13

ENVIRONMENTAL DISCLOSURE METRICS CONTINUED					
E1 CLIMATE CHANGE		Metric	Unit	Other frameworks	Rationale
E1.2 Energy mix	CORE	Total energy use and share of energy usage by generation type noting use of energy from renewable non-fossil sources, (namely wind, solar (solar thermal and solar photovoltaic) and geothermal energy, ambient energy, tide, wave and other ocean energy, hydropower, biomass, landfill gas, sewage treatment plant gas, and biogas).	MWhs or GJ/% by type	GRI 302 ESRS E1-5 SASB 130	
					Energy consumption KwH
Energy source					
Source 1: National Grid – 99% renewable					81 515 179
Source 2: Stationary sources (KL)					23.67
E2 WATER SECURITY		Metric	Unit	Other frameworks	Rationale
E2.1 Water usage E2.1a	CORE	Total water consumption from all areas, and from areas with water stress	ML	GRI 303-5 ESRS-E3-4 SASB 140	Water is a finite resource and its consumption has implications for the environment and society at both local and national levels. Organisations can face operational, regulatory and reputational risks relating to water use, while failing to manage water use efficiently can result in additional costs. Water usage in water-stressed areas can result in negative societal impacts due to greater competition over scarce resources. There is also a greater risk of possible operational disruptions and shutdowns.
Water consumption					Kilolitres
Total water consumption					54 621
Water consumed from water stressed areas					0

ENVIRONMENTAL DISCLOSURE METRICS CONTINUED

E4 POLLUTION AND WASTE		Metric	Unit	Other frameworks	Rationale
E4.1c	CORE	Waste intensity: total waste per material unit (eg sales revenue, unit of production, or other).	Tonnes/R or US\$/unit	GRI 306-3	Waste is a growing concern in many economies due to factors such as urbanisation, poor regulation and standards, inadequate facilities, and new sources of waste such as plastic and e-waste. Waste management is critical for both environmental protection and public health. Effective waste management, which can include circular economy principles, can reduce operational and capital costs through improved efficiencies and, in some case, provide new input sources. A failure to manage waste can result in reputational damage and increase potential financial and legal liability costs.
Waste intensity					Tonnes waste
Tonnes of water per 1 million units produced					69.58
E5 SUPPLY CHAIN AND MATERIALS		Metric	Unit	Other frameworks	Rationale
E5.2b	LEADERSHIP	Percentage of materials identified in point 1 above that are covered by a sustainability certification standard or formalised sustainability management programme.	% materials	SASB 430	Signing up to a sustainability certification standard or formalised sustainability management programme can provide stakeholders with a degree of confidence that materials of concern within the supply chain are being properly addressed.
<p>New Look follow industry wide, reputable organisations when assessing the risks of materials and chemicals in their products. New look continues to be aligned with the AFIRM Restricted Substances Lists for products and packaging in terms of named substances, test methods and test limits. The company has this year become Friends of ZDHC and engaged suppliers to adopt the ZDHC MRS� and have introduced a minimum requirement for all tier 2 facilities to have a completed Higg FEM.</p>					

SHARE ANALYSIS

Distribution of shareholders at 31 March 2023	Number of shareholders	%	Number of shares	%
Range of shareownings				
1 – 1 000	6 819	66.16	1 224 643	0.09
1 001 – 10 000	2 265	21.98	8 357 302	0.63
10 001 – 100 000	865	8.39	27 818 425	2.11
100 001 – 1 000 000	238	2.31	83 107 637	6.29
More than 1 000 000	120	1.16	1 199 804 247	90.88
Total	10 307	100.00	1 320 312 254	100.00

The analysis of shareownings above includes the underlying beneficial shareowners in nominee companies.

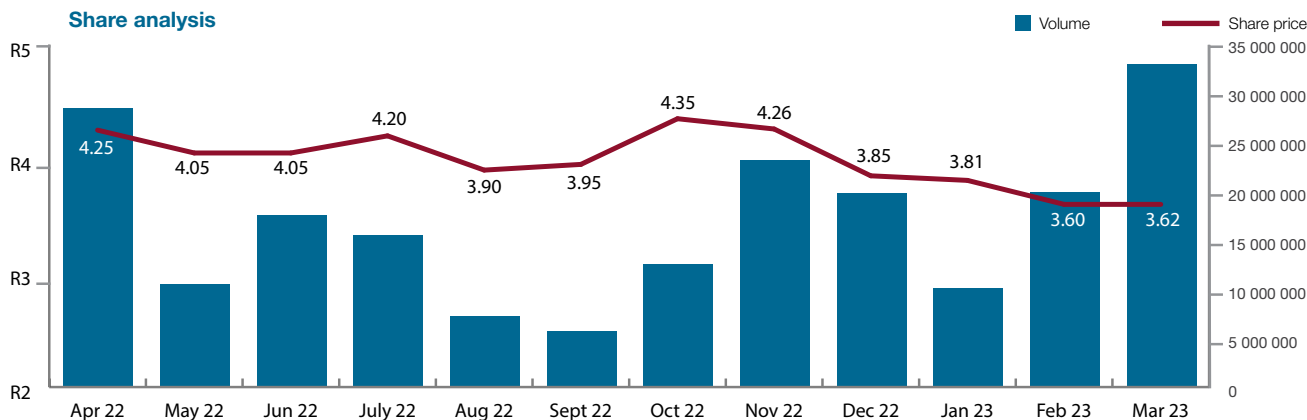
Shareholder spread

To the best knowledge of the directors and after reasonable enquiry, as at 31 March 2023, the spread of shareholders holding more than 5% of the Company, is as follows:

Investment managers	Number of shares	%
Ninety One Plc	134 227 277	10.17
Public Investment Corporation (PIC)	131 912 397	9.99
Allan Gray	126 120 437	9.55
Camissa Asset Management (Pty) Ltd	93 767 306	7.10
Mergence Investment Managers Pty Ltd	87 226 442	6.61
Total	573 253 859	43.42

Beneficial owners holding	Number of shares	%
Titan and affiliates ⁽¹⁾	378 445 069	28.66
Government Employees Pension Fund (GEPF)	183 025 523	13.86
Ethos Fund VII	87 606 060	6.64
Ethos Capital	75 090 910	5.69
Total	724 167 562	54.85

⁽¹⁾ Dr Wiese's indirect beneficial shareholding is held through the Titan group of companies. CAP's of Dr Wiese at 31 March 2023 held 11 745 208 shares (31 March 2022: 32 823 537).

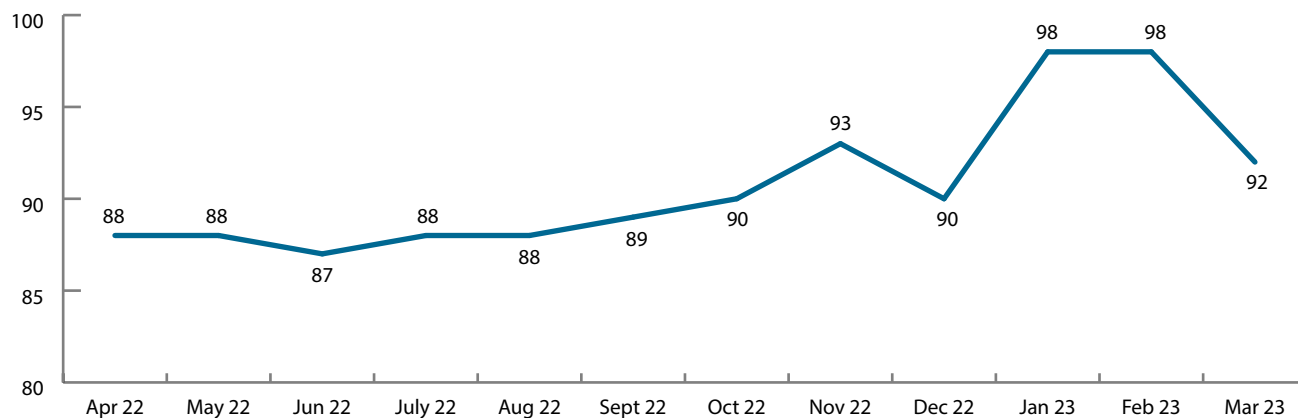


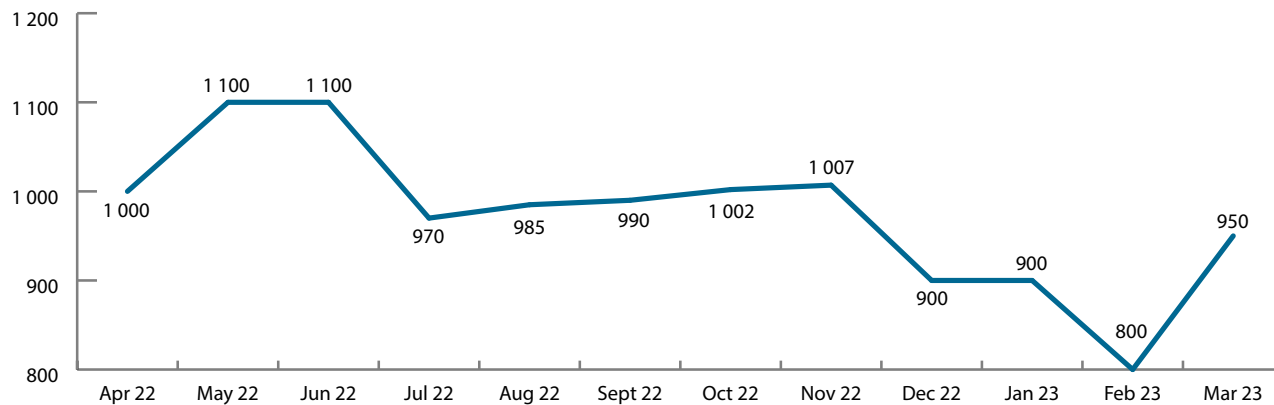
Brait PLC share performance on the JSE Limited*
for the years ended 31 March

		2023	2022	2021	2020	2019
Price performance						
Traded prices (South African cents per share)						
– year-end closing price		362	435	261	375	2 400
– high		459	510	438	2 529	4 358
– low		329	240	230	274	2 385
– weighted average price per share traded		399	355	321	1 245	3 697
Volume performance						
Number of shares in issue	('000)	1 320 312	1 320 312	1 319 993	1 374 084	525 599
Volume of shares traded	('000)	195 501	323 222	520 061	352 713	233 752
Number of transactions		40 304	59 164	115 071	169 034	228 089
Volume traded as percentage of shares in issue	%	15	24	39	26	44
Number of shareholders (at 31 March)		10 307	10 799	10 738	9 656	11 823
Value performance						
Value of shares traded						
– ZAR	million	780	1 148	1 669	4 392	8 641
Market capitalisation at 31 March						
– ZAR	million	4 780	5 743	3 445	5 153	12 614

* The performance on the JSE Limited has been analysed as this is the most liquid exchange on which Brait's shares trade.

2024 Convertible bond price (£)



BIH Exchangeable Bonds' performance on the JSE Limited
for the years ended 31 March**BIH Exchangeable bond price (R)**

Updated information can be found at www.brait.com or contact us at invest@brait.com

FY2024	June	FY2023 Annual results presentation BIH FY2023 AFS publication 2024 Convertible Bond coupon payment BIH Exchangeable Bond coupon payment
	July	Publication of the FY2023 Integrated Annual Report
	August	FY2023 Annual general meeting
	November	Interim FY2024 results presentation BIH FY2024 Interim results presentation
	December	2024 Convertible Bond coupon payment BIH Exchangeable Bond coupon payment
	March	Financial year-end – 31 March 2024
FY2025	June	FY2024 Annual results presentation BIH FY2024 AFS publication 2024 Convertible Bond coupon payment BIH Exchangeable Bond coupon payment
	July	Publication of the FY2024 Integrated Annual Report
	August	FY2024 Annual General Meeting



**ANNUAL
FINANCIAL
STATEMENTS**

Directors' responsibilities and approval	118
Directors' report	119
Independent auditor's report to the shareholders of Brait p.l.c.	123
Statement of financial position	130
Statement of comprehensive income	131
Statement of changes in equity	132
Statement of cash flows	133
Notes to the financial statements	134



STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO THE FINANCIAL STATEMENTS

The following statement, which should be read in conjunction with the auditor's statement on their responsibilities as set out in their report on page 127, is made with a view to distinguish for Shareholders the respective responsibilities of the Directors and auditors in relation to the financial statements.

The Directors are responsible for the preparation, integrity and objectivity of the financial statements that fairly present the state of affairs of Brait PLC at the end of the financial year and the net income and cash flows for the year, and other information contained in this report.

To enable the Directors to meet these responsibilities:

- the Board sets standards for systems of internal control and accounting and information systems aimed at providing reasonable assurance that assets are safeguarded and the risk of error, fraud or loss is reduced in a cost-effective manner. These controls, contained in established policies and procedures, include the proper delegation of responsibilities and authorities within a clearly defined framework, effective accounting procedures and adequate segregation of duties; and
- the Audit and Risk Committee, together with the external auditors, play an integral role in matters relating to financial and internal control, accounting policies, reporting and disclosure. The Audit and Risk Committee is satisfied that the external auditors are independent.

To the best of their knowledge and belief, the Directors confirm:

- the financial statements of the Company presented in this Annual Report are established in conformity with International Financial Reporting Standards (IFRS) give a true and fair view of the assets, liabilities, financial position and loss of the Company;
- the Integrated Annual Report includes a fair review of the development and performance of the business and position of the Company, together with the description of the principal risks and uncertainties faced by the Company; and
- they are satisfied that no material breakdown in the operation of the systems of internal control and procedures has occurred during the year under review.

The Company consistently adopts appropriate and recognised accounting policies and these are supported by reasonable and prudent judgements and estimates on a consistent basis.

The Directors have no reason to believe that the Company will not be a going concern in the year ahead, based on forecasts and available cash resources. These financial statements have accordingly been prepared on that basis. The external auditors concur with this statement.

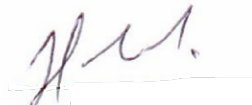
It is the responsibility of the independent external auditors to report on the financial statements. Their report to the members of the Company is set out on page 123.

APPROVAL OF FINANCIAL STATEMENTS

The Directors' report and the financial statements, which appear on pages 130 to 158, were approved by the Board on 13 June 2023, respectively, and are signed on its behalf by:



RA Nelson
Chairman



PG Joubert
Director

Directors' report

The Board hereby reports to Shareholders on the audited financial statements for the financial year ended 31 March 2023.

Brait is an investment holding company with its ordinary shares primary listed on the Euro MTF market of the Luxembourg Stock Exchange and secondary listed is on the exchange operated by the JSE Limited. The Convertible Bonds continue to trade on the Open Market (Freiverkehr) segment of the Frankfurt Stock Exchange, with the BIH Exchangeable Bonds trading on the Main Board of the JSE. Furthermore, Brait's Convertible Bonds and BIH Exchangeable Bonds are dual listed on the Official Market of the Stock Exchange of Mauritius ("SEM").

The prior year reported FY22 financial statements included Brait's consolidated results for the six-month period ended 30 September 2021. The issuance of the BIH Exchangeable Bonds during this period was the primary driver for the change in classification of BIH to that of an Investment Entity, resulting in the exemption from consolidation, on a prospective basis, for Brait from 1 October 2021 onwards.

- In accordance with IFRS10, given that the investment entity status of BIH applies for the entire reported FY23, Brait's FY23 and comparative FY22 financial statements are presented for the Company, Brait PLC, on a standalone basis.
- This change in presentation has had no impact to Brait's key reporting metric of NAV per share of R7.06 (FY22: R8.37).

Through its main operating subsidiaries Brait Investment Holdings Limited ("BIH") and Brait Mauritius Limited ("BML"), the Company's portfolio of investments comprised the following as at financial year end:

- Premier, a leading South African FMCG manufacturer offering branded and private label solutions, listed on the JSE on 24 March 2023, pursuant to which Brait realised 51.9% of its shareholding. Brait's remaining 47.1% shareholding in Premier comprises 21% of total assets (FY22: 49%);
- A controlling equity and shareholder funding investment in Virgin Active (53% of total assets; FY22: 44%), one of the leading international health club operators;
- A minority equity and shareholder funding investment in New Look (5% of total assets; FY22: 4%), a UK based multichannel fashion brand, operating in the value segment of the clothing, footwear and accessories market; and the
- Other investments portfolio, comprising Brait's interest in a legacy private equity investment.

In addition to the above, the net proceeds received from Premier's listing resulted in Brait's cash balance of R3.6 billion (21% of total assets; FY22: 0.2%).

A review of the results and the operations is included in the Chairman's Statement, with the Report of the Advisor, setting out a detailed discussion on the performance of each of the Company's investments, as well as the Company's funding position and available cash and facilities. The Integrated Annual Report sets out separate reports on Governance and Risk Management. The financial statements and accompanying notes for the year ended 31 March 2023 are set out on pages 130 to 158.

FINANCIAL OVERVIEW AND PERFORMANCE OF THE INVESTMENT PORTFOLIO

The Company's reported NAV per share at 31 March 2023 is R7.06 compared to R8.37 at 31 March 2022, representing a 16% decrease.

In terms of current year performance for the Company's portfolio of active investments:

- Premier continued its strong operational performance with EBITDA growth of 16% to R1,731 million in FY23 largely driven by the Millbake business:
 - The business has continued to invest in its asset base whilst increasing Return on Invested Capital to 19.1%.
 - Well invested asset base gives its bread business a strong competitive advantage with market share growth in the Inland region.
 - Following its successful listing in March 2023, Brait raised R3.6 billion in addition to its R924 million share of the R950 million distribution paid out in November 2022.

- Virgin Active had a significant year with:
 - A strong operating performance in the last six months across all key territories.
 - Active membership grew 14% from 843k to 963k over the past 12 months, with average yield increasing 4% year-on-year.
 - A new operating model and structure bedded down by the new management team positioning Virgin Active as a global wellness company.
 - Extension of debt terms for the International business to June 2027 with GBP50 million of equity injected by shareholders to fund growth initiatives.
- New Look:
 - Had a solid operating performance despite the challenging market conditions in the UK fashion retail industry.
 - EBITDA grew 68% to GBP42.2 million driven by increased footfall and cost management at its distribution centre and head office.
 - Continued to focus on optimising group costs and improving efficiencies to drive growth going forward.

STRATEGY AND RECENT DISPOSALS

In line with the Board's stated strategy focused on maximising value through the realisation or unbundling of assets to shareholders by March 2025, Brait raised R3.6 billion from the listing of Premier in March 2023 in addition to its R924 million share of the R950 million distribution paid out in November 2022.

FUNDING POSITION

Brait's revolving credit facility held by its subsidiary BML (the "BML RCF") is secured on a senior basis by the assets of BML, with all covenants NAV based. The facility commitment, with a term to 30 June 2024, interest at JIBAR plus 400bps and a 1% commitment fee, was reduced in December 2022 from R3.0 billion to R2.5 billion following the receipt of Premier's pre-listing distribution of capital to shareholders, closing the year with a drawn balance of R2.1 billion. Brait is in compliance with all covenants at reporting date.

The net proceeds received from Premier's 24 March 2023 listing on the JSE resulted in Brait's cash balance of R3.6 billion and available liquidity at reporting date of R4.1 billion.

Subsequent to the reporting date:

- Brait applied R2.8 billion of its R3.6 billion reporting date cash balance as follows:
 - In April 2023, settlement of the outstanding amount of R2.1 billion on the BML RCF;
 - During May 2023, Brait followed its *pro rata* GBP33.8 million (R756 million) equity subscription into Virgin Active's GBP50 million equity rights offer to fund growth initiatives.
- Brait has signed a term sheet with the Lenders (RMB and Standard Bank) to extend the term of the BML RCF to 31 March 2025, with a facility commitment of R594 million, interest rate of JIBAR plus 290bps and a 1% commitment fee.
- This results in Brait's post balance sheet date available liquidity of R1.4 billion:
 - The exchange rate on the remaining four semi-annual GBP4.875 million coupon payments on the 2024 Convertible Bonds have been fixed (4 June 2023 coupon at R20.45; remaining three coupons at R22.38).

GOVERNANCE MATTERS

- Since 1 March 2020, Ethos Private Equity ("Ethos") has been the contracted investment advisor and administration services provider to Brait. This contract provided for a three-year tenor, with an annual renewal thereafter at an initial cost of R100 million per annum with inflation linked increases. As of 1 April 2023, Ethos, the largest private equity firm in sub-Saharan Africa, has merged its operations into those of The Rohatyn Group ("TRG"), a specialised global asset management firm focused on investment solutions in emerging markets and real assets. All key members of the Ethos team responsible for providing the contracted investment advisory and administration services to Brait have remained in their roles.
 - The Board approved one-year extension to 31 March 2024 of the contract taken over by TRG is unchanged at R65 million and existing incentives remain in place to ensure alignment with investors in executing Brait's strategy to unlock value for Shareholders through asset unbundling as soon as practicable.
 - The Board has approved a further one-year extension of this contract with TRG to 31 March 2025 at a fee of R50 million, which is subject to a three-month notice period.

- The annual Short Term Incentive (“STI”) serves to align the interests of Shareholders and the Advisor in terms of value creation. The STI is based on pre-determined key performance indicators focused on (i) progress on path to exit for the portfolio; (ii) growth in net asset value, and (iii) capital and liquidity management. The Board approved an STI award for FY23 of R17.8 million (FY22: R30 million).
- The Long Term Incentive Plan for the Advisor is accounted for as a contingent liability.
- Pursuant to the JSE listing of Premier on 24 March 2023:
 - On or about 3 March 2023, Brait and Premier entered into an agreement with Titan (represented by Dr Wiese and his related entities) whereby Titan irrevocably committed to purchase 36.16% of the Listing shares (“Titan Cornerstone Investment”) at R53.82 (the “Offer Price”).
 - In addition, Titan agreed to underwrite the listing shares up to an aggregate maximum underwriting commitment of R0.8 billion at the Offer Price (“Underwriting Agreement”).
 - The total fees and commissions payable to Titan pursuant to the Titan Cornerstone Investment and Underwriting Agreement was 1.25% of the gross proceeds raised by Brait in connection with the Titan Cornerstone Investment and Underwriting Agreement. Together with applicable value added or similar tax, Titan received commission of R43.8 million.

DIVIDEND POLICY

Brait’s ability to return capital to Shareholders pursuant to its monetisation strategy will depend upon its receiving realisations on loans and investments, dividends, other distributions or payments from its portfolio companies (which are under no obligation to pay dividends or make any other distributions to Brait). In addition, Brait’s ability to pay any dividends will depend upon distribution allowances under the terms of the BML RCF.

To the extent that surplus cash becomes available at a future date for distribution, the Board will consider the potential for the distribution of such surplus cash by way of special dividend. Pursuant to the terms of the 2024 Convertible Bonds, before Brait is able to pay a special dividend to Shareholders, it will have to first make an offer to the holders of the 2024 Convertible Bonds to tender for repurchase an aggregate principal amount of the 2024 Convertible Bonds for an amount equal to such proposed special dividend at a price per 2024 Convertible Bond equal to its principal amount together with accrued interest. Prior to the offer to the holders of the 2024 Convertible Bonds, Brait will have to make an offer to the holders of the BIH Exchangeable Bonds to redeem the BIH Exchangeable Bonds.

UNISSUED SECURITIES

The Notice of the FY23 AGM included in Shareholder Communication section of the Integrated Annual Report (“FY23 AGM Notice”) includes an ordinary resolution to renew the authority to place the unissued ordinary shares of the Company under the control of the Board in terms of the provisions of the Company’s Constitution (“Constitution”). In terms of the authority given by Shareholders at the FY22 AGM, which expires upon the lapse of fifteen months from the 4 August 2022 date the AGM was held, the Board is limited to issuing unissued securities, whether for cash or otherwise, to 10% of the Company’s issued ordinary share capital.

RENEWAL OF AUTHORITY FOR THE REPURCHASE OF SECURITIES

The conditions relating to the repurchase by the Company of its own securities are governed by the Constitution of the Company, the Mauritius Companies Act 2001 and the Mauritius Securities Act 2005. The Board will seek such authority from the Shareholders in a general meeting. Currently, the Board has received the authority, by special resolution of the Shareholders at the last AGM, to acquire up to 10% of the issued shares of the Company, until 31 October 2023 or, if sooner, at the end of the AGM of the Company to be held in 2023.

On the basis this authority is renewed by Shareholders, the Board will be required, in accordance with the Mauritius Companies Act 2001 and the Mauritius Securities Act 2005, to first announce to the market the terms of a new buyback programme before acquiring any issued shares of the Company under this authority.

DIRECTORS’ INTERESTS IN BRAIT ORDINARY SHARES

According to information available to the Company, after reasonable enquiry, the aggregate interests of the Directors at the date of this report, including the holdings of ordinary shares and share entitlements, are detailed in the Governance Report in the Integrated Annual Report.

INSURANCE AND DIRECTORS’ INDEMNITY

The Company maintains a comprehensive insurance programme, providing cover under professional indemnity as well as directors’ and officers’ liability.

DIRECTORS' EMOLUMENTS

An analysis of the Board's remuneration is disclosed in the Remuneration and Nominations Committee section in the Integrated Annual Report on page 58.

DIRECTORS' INTEREST IN CONTRACTS

Brait maintains a register of directors' interests. Other than as disclosed in the financial statements, during the financial year no contracts were entered into in which Directors of the Company had an interest and which significantly affected the business of the Company.

CORPORATE GOVERNANCE

Full details regarding the Company's commitment to, and its compliance with, appropriate international corporate governance practices are set out in the Integrated Annual Report.

AUDITORS

PricewaterhouseCoopers have expressed their willingness to continue in office subject to the completion of engagement acceptance and continuance processes. The Resolution pertaining to the appointment of the Company's auditors and authorising the Audit and Risk Committee to set their remuneration is included in the FY23 AGM Notice.

OUTLOOK

Since the February 2020 change in strategy to unlock value through the realisation and unbundling of portfolio companies, Brait has realised cumulative disposal proceeds of R7.8 billion. The Board, assisted by BML and its contracted investment advisor, TRG, remains focused on positioning the remaining assets for exit, with the most likely outcome being an unbundling of the Virgin Active business once it is in a position to be listed.

Approved by the Board and signed on its behalf on 13 June 2023 by:



RA Nelson
Chairman



PG Joubert
Director

Independent auditor's report

to the shareholders of Brait p.l.c.

Report on the Audit of the Financial Statements of the Company standing alone

OUR OPINION

In our opinion, the financial statements give a true and fair view of the financial position of Brait p.l.c. (the "Company") standing alone as at 31 March 2023, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) and in compliance with the Mauritian Companies Act 2001.

What we have audited

The financial statements of Brait p.l.c. set out on pages 130 to 158 comprise:

- the statement of financial position as at 31 March 2023;
- the statement of comprehensive income for the year then ended;
- the statement of changes in equity for the year then ended;
- the statement of cash flows for the year then ended; and
- the notes to the financial statements, which include significant accounting policies and other explanatory information.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (the "IESBA Code"). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

Report on the Audit of the Financial Statements of the Company standing alone continued

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the key audit matter
<p>Valuation of unlisted investments</p> <p>The Company's shareholding in unlisted investments of R12.5 billion represents a substantial portion of its total assets (approximately 99.9%). The valuation of the Company's unlisted investment portfolio was considered to be a matter of most significance to our current year audit due to the degree of estimation and judgement applied in determining the value of unlisted investments.</p> <p>The Company has utilised the maintainable earnings multiple model as its primary valuation technique to value its unlisted investment portfolio. Maintainable earnings are determined with reference to prior year audited EBITDA per portfolio company and to forecasts for future periods after adjusting both for non-recurring income/expenditure or abnormal economic conditions if applicable. If the forecasts are higher than the prior year earnings, as the year progresses the weighting is increased towards the portfolio company's forecast. If the forecasts are lower, they will usually be used as the maintainable earnings for valuation purposes.</p>	<p>In our assessment of the Company's determination of the fair value of unlisted investments, we assessed the assumptions and inputs used in the respective valuations.</p> <p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • We evaluated the design and implementation of key controls over the Company's investment valuation process; • We assessed whether the final valuations of unlisted portfolio companies, and related inputs used in their determination were appropriately approved by the Board of Directors, through our attendance of the Group Audit and Risk Committee meetings; • We obtained an understanding of the methodology used and assessed whether the Company's primary valuation technique is aligned with appropriate industry guidance (International Private Equity and Venture Capital Valuation Guidelines);

Report on the Audit of the Financial Statements of the Company standing alone *continued*

Key audit matter	How our audit addressed the key audit matter
<p>The model is dependent on the identification of an Enterprise Value (EV)/EBITDA multiple for each portfolio company which is derived from the latest available financial information from an appropriate group of comparable quoted companies and adjusted for points of difference.</p> <p>Further detail on the Company's fair value measurement policy is disclosed within note 1.7.3 of the financial statements and the valuation assumptions and disclosures of material unlisted investments are included in note 3 and note 17.4 of the financial statements.</p>	<ul style="list-style-type: none">• We performed an independent analysis and identification of appropriate comparable companies for each portfolio investment and evaluated the consistency of the peer group used by the directors;• We performed an independent assessment of the inputs used in the EV/EBITDA multiple determined for each portfolio investment, including a calculation of the fair value of equity and debt and comparative peer EBITDA values derived from independent third-party sources. We focussed on this area since the outputs of these valuation models are highly sensitive to changes in inputs, which are inherently judgmental in nature;• We assessed the application of the methodology applied in the determination of blended EBITDA for non-coterminous portfolio company year-ends, by performing an independent analysis on the directors' assessment by using results as at 31 March 2023 obtained from third party sources;• We performed a sensitivity analysis of the valuations to changes in key inputs; and• We tested the mathematical accuracy of the underlying valuation calculations.

Report on the Audit of the Financial Statements of the Company standing alone *continued*

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the document titled "Annual Financial Statements" but does not include the financial statements and our auditor's report thereon, which we have obtained prior to the date of this auditor's report, and the "Brait 2023 Integrated Annual Report for the year ended 31 March 2023", which is expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the "Brait 2023 Integrated Annual Report for the year ended 31 March 2023" which have not been made available to us prior to the date of this auditor's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

RESPONSIBILITIES OF THE DIRECTORS FOR THE FINANCIAL STATEMENTS

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRS) and in compliance with the Mauritian Companies Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for overseeing the financial reporting process.

Report on the Audit of the Financial Statements of the Company standing alone [continued](#)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report on the Audit of the Financial Statements of the Company standing alone continued

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS CONTINUED

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Mauritian Companies Act 2001

The Mauritian Companies Act 2001 requires that in carrying out our audit we consider and report to you on the following matters. We confirm that:

- (a) we have no relationship with or interests in the Company or any of its subsidiaries other than in our capacity as auditor and tax advisor of the Company and of some of its subsidiaries;
- (b) we have obtained all the information and explanations we have required; and
- (c) in our opinion, proper accounting records have been kept by the Company as far as appears from our examination of those records.

Report on Other Legal and Regulatory Requirements continued

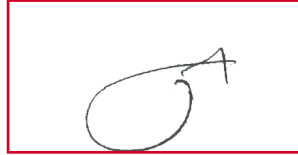
OTHER MATTER

This report, including the opinion, has been prepared for and only for the Company's shareholders, as a body, in accordance with Section 205 of the Mauritian Companies Act 2001 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



PricewaterhouseCoopers

13 June 2023



Olivier Rey, licensed by FRC

Statement of financial position

as at 31 March 2023

	Notes	Audited 31 March 2023 R'm	Audited 31 March 2022 R'm
ASSETS			
Non-current assets			
Investments	3	12 535	13 795
Current assets			
Cash and cash equivalents	4	1	2
Total assets		12 536	13 797
EQUITY AND LIABILITIES			
Ordinary shareholders equity and reserves			
Stated capital	5	12 190	12 190
Foreign currency translation reserve		7 446	8 246
Reserve for BIH Exchangeable Bonds due 2024		675	675
Reserve for Convertible Bonds due 2024		361	361
Retained earnings		(11 347)	(10 419)
Non-current liabilities			
2024 Convertible Bonds	6	3 125	2 667
Current liabilities			
Accounts payable and other liabilities	7	86	77
Total equity and liabilities		12 536	13 797

Statement of comprehensive income

for the year ended 31 March 2023

	Notes	Audited 31 March 2023 R'm	Restated Audited 31 March 2022 R'm
Investment valuation (loss)/gain	8	(603)	937
Operating expenses ⁽¹⁾	10	(45)	(43)
Operating (loss)/profit		(648)	894
Finance costs	11	(280)	(270)
(Loss)/profit before taxation		(928)	624
Taxation		-	-
(Loss)/profit for the year		(928)	624
Other comprehensive profit/(loss)			
<i>Item that may be subsequently reclassified to profit or loss</i>			
Translation adjustments		(800)	(659)
Total comprehensive loss for the year		(1 728)	(35)
(Loss)/earnings per share (cents) – basic and diluted	12	(70)	47

⁽¹⁾ As set out in note 1, the FY22 Company financial statements presented the breakdown of the R43 million operating expenses on the face of the income statement. This is now presented as a single amount, with the breakdown presented in note 10.

Statement of changes in equity

for the year ended 31 March 2023

	Total equity and reserves R'm	Retained earnings R'm	Foreign currency translation reserve R'm	Exchangeable bond reserve R'm	Convertible bond reserve R'm	Stated capital R'm
Ordinary shareholders balance at 31 March 2021	10 413	(11 043)	8 905	–	361	12 190
Translation adjustments	(659)	–	(659)	–	–	–
IFRS equity component allocated to BIH Exchangeable Bonds reserve	675	–	–	675	–	–
Profit for the year	624	624	–	–	–	–
Ordinary shareholders balance at 31 March 2022	11 053	(10 419)	8 246	675	361	12 190
Translation adjustments	(800)	–	(800)	–	–	–
Loss for the year	(928)	(928)	–	–	–	–
Ordinary shareholders balance at 31 March 2023	9 325	(11 347)	7 446	675	361	12 190

Statement of cash flows

for the year ended 31 March 2023

	Notes	Audited 31 March 2023 R'm	Audited 31 March 2022 R'm
Cash flows from operating activities:			
Operating expenses paid		(30)	(31)
Administration fee paid to subsidiary		(11)	–
Net cash used in operating activities		(41)	(31)
Drawdown on loan from subsidiary	13	245	230
2024 Convertible Bonds: coupon payments		(205)	(200)
Net cash generated from financing activities		40	30
Net decrease in cash and cash equivalents		(1)	(1)
Effects of exchange rate changes on cash and cash equivalents		–	(14)
Cash and cash equivalents at beginning of year		2	17
Cash and cash equivalents at end of year	4	1	2

1. ACCOUNTING POLICIES

1.1 Basis for preparation

The financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) on the going concern principle, using the historical cost basis, except where otherwise indicated.

The accounting policies and methods of computation are consistent with those applied for the year ended 31 March 2022, except for:

- The FY22 financial statements reflected the consolidated results of the Group for the six-month period ended 30 September 2021. The issuance of the BIH Exchangeable Bonds during this period was the primary driver for the change in classification of BIH to that of an Investment Entity, resulting in the exemption from consolidation, on a prospective basis, for Brait from 1 October 2021 onwards. In accordance with IFRS10, given that the investment entity status of BIH applies for the entire reported FY23, the FY23 and comparative FY22 financial statements are presented for the Company on a standalone basis. There is no impact to Brait’s key reporting metric of NAV per share of R8.37 for the prior year. Note 12 sets out the resulting change to the comparative FY22 earnings per share.
- The prior year Company FY22 income statement presented the components making up the total of operating expenses of R43 million on the face of the income statement, whereas this detail is now shown in note 10. In accordance with IAS1, such change in disclosure is required to be reflected as a restatement.

The financial statements have been prepared using the following exchange rates:

	2023		2022	
	Closing	Average	Closing	Average
GBP/ZAR	21.9162	20.4653	19.2329	20.2802
USD/ZAR	17.7153	17.0039	14.6312	14.8506

Segmental reporting

The Company has only one operating segment being that of an investment holding company. All segment information can be obtained through inspection of the financial statements.

1.2 Convertible and exchangeable bonds

Convertible bonds issued by the Company are convertible into Brait ordinary shares by bondholders in terms of their conversion rights in accordance with the terms and conditions of the convertible bonds. Convertible bonds are accounted for as compound financial instruments. The liability component is initially recognised as the present value of the future coupon and principal payments. The discount rate used for this calculation is the market rate, on the date the convertible bonds are issued, for similar liabilities that do not have the equity conversion component (vanilla bonds). The equity component represents the excess of the proceeds received on issuance, less the value of the liability component recognised for each of the instruments respectively.

Subsequent to its initial recognition, the liability component is measured at amortised cost using the effective interest rate method.

The Exchangeable Bonds issued by BIH are exchangeable into Brait ordinary shares at the holder’s election, which results in an equity reserve at a Brait level as Brait will settle the bond in a fixed number of its own shares.

The conversion and exchange options classified as equity (convertible bonds reserve and BIH Exchangeable Bonds reserve) will remain in equity until the conversion/exchange options are exercised for each bond respectively, in which case, the balance recognised in the reserve will be transferred to stated capital. Should the conversion/exchange options remain unexercised at maturity date, or the convertible and exchangeable bonds are repurchased by the Company, the balance recognised in the relevant reserve will be transferred to retained earnings. No gain or loss is recognised in the statement of comprehensive income on conversion/exchange or expiry of the conversion/exchange options.

Notes to the financial statements continued

for the year ended 31 March 2023

1. ACCOUNTING POLICIES CONTINUED

1.3 Investment Entity status of BIH

According to IFRS10 Consolidated Financial Statements an investment entity is an entity that:

- Obtains funds from one or more investors for the purpose of providing those investors with investment management services;
- Commits to its investors that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- Measures and evaluates the performance of substantially all its investments on a fair value basis.

IFRS10 lists typical characteristics of an investment entity as i) it has more than one investment, ii) it has more than one investor, iii) it has investors that are not related parties of the entity, and iv) it has ownership interests in the form of equity or similar interests. The Company strongly demonstrates these characteristics.

The issuance of the BIH Exchangeable Bonds during FY22 resulted in BIH's classification changing to that of an Investment Entity. In terms of IFRS10, the Company is now exempted from producing consolidated financial statements.

1.4 Translation of financial statements of entities into the presentation currencies

The Company uses Pound Sterling as its functional currency. As stated above, the Company's financial statements are prepared using the SA Rand (R/ZAR) as its presentation currency. Assets and liabilities are translated into the Company's presentation currency of SA Rand at closing exchange rates. Capital and reserves are translated at historical rates. Income statement items are translated at the average exchange rates or at actual rates where possible for the period. On disposal, such translation differences are recognised in the statement of comprehensive income as part of the gain or loss on disposal.

1.5 Revenue recognition

1.5.1 Investment (losses)/gains

Investment gains/(losses) are recognised as earned/(incurred). This relates to the fair value gains/(losses) on the Company's investments in the functional currency of the entity holding the investments.

The fair value is determined per IFRS 13 Fair Value Measurement (see details under Financial Instruments note 12).

1.5.2 Interest income

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. Interest income includes interest accrued on amortised cost shareholder funding. For credit-impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

1.5.3 Dividend income

Dividend income is recognised on the date the right to receive payment is established, gross of any foreign withholding taxes. Dividend income includes accrued interest on amortised cost shareholder funding when the contractual terms of the funding results in the receipt of a dividend.

1. ACCOUNTING POLICIES CONTINUED**1.6 Taxation**

Taxation comprises income tax and withholding taxes on foreign income earned.

Income tax for the year comprises current and deferred tax. Current income tax is the expected tax payable on the taxable income for the year generated in each of the jurisdictions in which the Company has operations, using respective tax rates enacted at the statement of financial position date, and any adjustments to tax payable in respect of previous years.

Deferred tax is provided for on the comprehensive basis, using the statement of financial position liability method for all temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes, using tax rates substantially enacted at the statement of financial position date. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised.

The Company may incur withholding taxes imposed by certain countries on investment income and capital gains. Such income or gains are recorded gross of withholding taxes in the statement of comprehensive income. Withholding taxes are included in tax expense in the statement of comprehensive income.

1.7 Financial instruments

Financial instruments include all financial assets, financial liabilities and equity instruments including derivative instruments.

Financial assets and financial liabilities are recognised on the statement of financial position when the Company becomes party to the contractual provisions of the instrument. All transactions, including regular way purchases and sales, are recognised at fair value on trade date.

1.7.1 Classification

Financial instruments are measured in terms of IFRS 9 and the financial instruments are classified into the following categories:

- Financial assets designated at FVTPL – Investments;
- Financial assets at amortised cost – Cash and cash equivalents and accounts receivable; or
- Financial liabilities at amortised cost – convertible bonds and accounts payable.

The classification of financial assets is on the basis of the business model for managing the financial assets with the objective to hold financial assets in order to collect contractual cash flows or hold to collect contractual cash flows and selling the financial assets. In the case of debt instruments, an assessment of the instrument's contractual term was performed to determine whether the terms give rise on specified dates to cash flows that are solely payments of principal and interest (referred to as SPPI) of the principal amount outstanding and whether there is an accounting mismatch.

Accruals and other payables have been reclassified into a single line item within Accounts payables.

1.7.2 Effective interest method (applicable to debt instruments)

The effective interest method is a method of calculating the amortised cost of a financial asset/liability and of allocating interest income over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash receipts/payments (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset/liability or a shorter period where appropriate.

Interest income/expense is recognised on an effective interest basis for instruments other than those designated as FVTPL.

1. ACCOUNTING POLICIES CONTINUED

1.7 Financial instruments continued

1.7.3 Financial instruments as FVTPL

Financial assets or financial liabilities are classified as FVTPL where the financial asset is either held for trading or it is designated as FVTPL.

The Company designates its financial asset investments as FVTPL as the Company is managed on a fair value basis, with any resultant gain or loss recognised in investment gains. Fair Value is determined in accordance with IFRS13.

Through its main operating subsidiary BML, which holds its portfolio of investments, the Company applies a number of methodologies to determine and assess the reasonableness of the fair value, which may include the following:

- Earnings multiple;
- Recent transaction prices;
- Net asset value;
- Discounted cash flow; or
- Price to book multiple.

Where applicable, listed investments are valued at closing share prices on reporting date. Where the listed investment is either thinly traded and/or the market is inactive, the valuation applied to determine the carrying value is based on the applicable unlisted investment methodology set out below.

The primary valuation model utilised for valuing unlisted portfolio investments held by BML is the maintainable earnings multiple model.

- Maintainable earnings are generally determined with reference to the mix of prior year audited numbers and forecasts for future periods after adjusting both for non-recurring income/expenditure or abnormal economic conditions if applicable. If the forecasts are higher than the prior year earnings, as the year progresses the weighting is increased towards the portfolio company's forecast. If the forecasts are lower, the forecasted future earnings will usually be used as the maintainable earnings for valuation purposes. For portfolio companies that have been significantly impacted by the Covid pandemic, maintainable earnings are based on a look-through to a post Covid sustainable level.
- The Directors decide on an appropriate group of comparable quoted companies from which to base the EV/EBITDA valuation multiple. Pursuant to Brait's strategy focused on maximising value through the realization and/or unbundling of its existing portfolio companies by December 2024, the primary reference measure generally considered at reporting date is the average spot multiple of the comparable quoted companies included as peers, which is adjusted for points of difference, where required, to the portfolio company being valued. Where maintainable earnings are based on a post Covid sustainable level, peer average forward multiples for the corresponding forward period are used as the reference measure. Peer multiples are calculated based on the latest available financial information which may be adjusted based on subsequent macro or company specific information publicly known if appropriate.

Adjustments for points of difference are assessed by reference to the two key variables of risk and earnings growth prospects and include the nature of operations, type of market exposure, competitive position, quality of management, capital structure and differences between the liquidity of the shares being valued and those on a quoted exchange. The resulting valuation multiple is applied to the maintainable EBITDA to calculate the Enterprise Value ("EV") for the portfolio investment.

- That EV is then adjusted by net cash/debt to calculate net EV to which the Company's percentage holding is applied to calculate the Company's carrying value. Net cash/debt may be adjusted for the estimated effect of working capital adjustments and cost deferrals, where applicable.
- The equity valuation takes consideration of the portfolio investment's net debt/cash on hand per its latest available financial results.

1. ACCOUNTING POLICIES CONTINUED**1.7 Financial instruments** *continued***1.7.4 Classification as debt or equity**

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

1.7.5 Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity, after deducting all its liabilities, and the Company has no obligation to deliver either cash or any other financial asset to the holder. Equity instruments issued by the Company are recorded at the proceeds received, net of issue costs.

Cumulative, non-participating preference shares with no fixed maturity, having no fixed repayment profile are treated as equity instruments.

1.7.6 Contingent liabilities and commitments

A contingent liability is disclosed in the notes to the financial statement where the obligation is only possible and not probable, in accordance with IAS 37.

1.7.7 Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value plus any directly attributable transaction costs. They are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

1.7.8 Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

A substantial debt modification or a debt exchange with substantially different terms is accounted for as an extinguishment of the original financial liability. This results in de-recognition of the original loan and the recognition of a new financial liability at its fair value. This results in a direct impact on the statement of comprehensive income due to the difference between the carrying amount of the original financial liability and the fair value of the new financial liability (taking also into account any cash consideration paid or non-cash assets transferred). A change is substantial if one of the two following tests are met:

- Quantitative test: the net present value of the cash flows under the new terms discounted at the original effective interest rate is at least 10% different from the carrying amount of the original debt.
- Qualitative test: A significant change in the terms and conditions that is so fundamental that immediate de-recognition is required with no additional quantitative analysis.

1.7.9 Derivative financial instruments

The Company may enter into a variety of derivative financial instruments to manage its exposure to financial risk.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each statement of financial position date. The resulting gain or loss is recognised in the statement of comprehensive income immediately, unless the derivative is designated as a hedging instrument and effective as such, in which case the timing of the recognition in the statement of comprehensive income depends on the nature of the hedge relationship. The Company has not designated any derivatives as part of an IFRS 9 hedging relationship.

1. ACCOUNTING POLICIES CONTINUED

1.8 Offsetting

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

1.9 Finance costs

All finance costs are recognised in the statement of comprehensive income in the period in which they are incurred.

1.10 Related-party transactions

All related-party transactions are, unless otherwise disclosed, at arm's-length and are in the normal course of business.

1.11 Adoption of new and revised standards and interpretations

There are no standards, amendments to standards or interpretations issued by IASB and the IFRS Interpretations Committee (IFRIC) of the IASB that are effective for annual reporting periods commencing on 1 April 2022 that have a material effect on the financial statements.

1.12 Standards, interpretations and amendments applicable to the Company not yet effective

At the date of authorisation of these financial statements, the following standards were in issue but not yet effective for the annual periods commencing on or after the specified dates. The Directors do not believe that the below-mentioned standards have a material impact on the financial statements. Except for IFRS17 Insurance contracts, these standards have been endorsed by the EU:

- IAS1 Presentation of financial statements (amendments effective for annual periods beginning on or after 1 January 2023);
- IFRS17 Insurance contracts (issued May 2017 and effective for annual periods beginning on or after 1 January 2023); and
- IAS12 Income taxes (issued May 2021 and effective for annual periods beginning on or after 1 January 2023).

15 Notes to the financial statements continued

for the year ended 31 March 2023

	Notes	2023 R'm	2022 R'm
2. NET ASSET VALUE PER SHARE			
Ordinary shareholders equity and reserves		9 325	11 053
Ordinary shares in issue (millions)	5	1 320.3	1 320.3
Net asset value per share (cents)		706	837
3. INVESTMENTS			
BIH Investment in BML		15 166	16 213
Virgin Active	3.1	9 045	8 282
Premier	3.2	3 640	9 266
New Look	3.3	931	672
Other investments	3.4	37	437
BML net working capital		3 567	34
Borrowings (BML RCF)	3.5	(2 054)	(2 478)
BIH net working capital		(49)	(42)
BIH Exchangeable Bonds due 2024	3.6	(2 582)	(2 376)
Investments		12 535	13 795

		2023	2022
		R'm	R'm
3. INVESTMENTS CONTINUED			
3.1 Virgin Active ⁽¹⁾			
Maintainable EBITDA ⁽²⁾		120.9	110.1
EV/EBITDA multiple ⁽³⁾		9.0x	9.0x
Enterprise value		1 088.1	990.7
Less: net third party debt ⁽⁴⁾		(476.0)	(380.4)
Equity value		612.1	610.4
Less: senior shareholder funding ⁽⁵⁾		(49.4)	(49.4)
Residual equity value		562.7	561.0
Brait's senior shareholder funding participation ⁽⁶⁾		67.4%	70.6%
Senior shareholder funding value		33.3	34.9
Brait's participation for surplus equity value ⁽⁶⁾		67.4%	70.6%
Surplus equity value		379.4	395.8
Carrying value (GBP'm) for Brait's investment in Virgin Active		412.7	430.7
Closing GBP/ZAR exchange rate	(R)	21.92	19.23
Carrying value for Brait's investment in Virgin Active	(R'm)	9 045	8 282

⁽¹⁾ Metrics on a pre IFRS16 basis.

⁽²⁾ Maintainable EBITDA based on look-through to a March 2025 estimate sustainable level of GBP117.7 million, which represents a 17% reduction to the GBP142 million actual EBITDA achieved in its pre-Covid affected financial year ended 31 December 2019. Maintainable EBITDA also includes GBP3.2 million EBITDA from the Real foods (Kauai and Nü) acquisition, which was not included in FY22.

⁽³⁾ The primary reference measure considered is the peer group average two-year forward multiple of 8.9x (FY22: 10.0x).

⁽⁴⁾ Net third party debt of GBP453.7 million per the March 2023 management accounts has been increased by GBP22.3 million to GBP476 million. The normalisation adjustment applied takes consideration of the estimated effect of working capital and cost deferred during the lockdowns (March-22 net debt of GBP380.4 million used, which included a GBP27.2 million normalisation adjustment).

⁽⁵⁾ The GBP denominated senior shareholder funding bears no interest, is unsecured with no fixed repayment terms and matures on 30 June 2025.

⁽⁶⁾ Post the March 2022 capital raise, Brait's equity and shareholder funding participation decreased to 67.4% (FY22: 70.6%).

	2023	2022
	R'm	R'm
3. INVESTMENTS CONTINUED		
3.2 Premier ⁽¹⁾		
Maintainable EBITDA ⁽²⁾		1 505
EV/EBITDA multiple ⁽³⁾		7.6x
Enterprise value		11 488
Less: net third party debt at valuation date ⁽⁴⁾		(2 008)
Equity value ⁽⁵⁾	7 734	9 480
Less: shareholder funding at valuation date	-	(3 282)
Surplus equity value post shareholder funding	7 734	6 198
Brait's shareholder funding participation	-	100%
Shareholder funding value	-	3 282
Brait's participation percentage for equity value ⁽⁶⁾	47.1%	96.5%
Equity value	3 640	5 984
Brait's carrying value for its investment in Premier (R'm)	3 640	9 266

⁽¹⁾ Metrics for FY22 on a post IFRS16 basis.

⁽²⁾ FY22 Maintainable EBITDA of R1,505 million was based on Premier's Last Twelve Months ("LTM") EBITDA.

⁽³⁾ The primary reference measure considered at 31 March 2022 reporting date is the peer group average spot multiple of 7.7x.

⁽⁴⁾ FY22 Net third party debt is adjusted to exclude R371 million mostly in respect of capital expenditure on the Pretoria mill and bakery, that was commissioned in April 2022.

⁽⁵⁾ Equity value at 31 March 2023 represents Brait's proportion (60.7 million shares) of Premier's market capitalisation on the JSE under share code PMR based on a closing share price of R60 per share.

⁽⁶⁾ Brait's shareholding in Premier is 47.1% (FY22:98.5%). Brait's equity value participation at 31 March 2022 was 96.5%, the decline was a result of the dilutionary impact of the management incentive scheme put in place in FY21.

	2023	2022
	£'m	£'m
3. INVESTMENTS CONTINUED		
3.3 New Look ⁽¹⁾		
Maintainable EBITDA ⁽²⁾	55.0	55.0
EV/EBITDA multiple ⁽³⁾	5.0x	5.0x
Enterprise value	275.0	275.0
Less: net debt ⁽⁴⁾	(38.0)	(78.5)
Equity value of New Look	237.0	196.5
Less: shareholder funding ⁽⁵⁾	(155.9)	(92.4)
Surplus equity value	81.1	104.1
Brait's shareholder funding participation	18.3%	18.3%
Shareholder funding value	28.5	16.9
Brait's shareholding in New Look ⁽⁶⁾	17.2%	17.4%
Surplus equity value	14.1	18.1
Carrying value (GPB'm) for Brait's investment in New Look	42.5	35.0
Closing GBP/ZAR exchange rate	(R) 21.92	19.23
Carrying value for its investment in New Look	(R'm) 931	672

⁽¹⁾ Metrics on a pre IFRS16 basis.

⁽²⁾ Maintainable EBITDA is based on normalised LTM actual EBITDA of GBP42.2 million (FY22: 1-year forward sustainable level of GBP55.0 million).

⁽³⁾ The spot multiple applied of 5.0x represents a 49% discount to the peer average multiple of 9.8x (FY22: 1-year forward multiple applied of 5.0x, representing a 25% discount to the peer average forward multiple of 6.7x).

⁽⁴⁾ Net third party debt of GBP38 million (FY22: GBP78.5 million) includes an estimated GBP18.9 million (FY22: GBP30.1 million) normalisation adjustment, to take consideration of certain deferred costs during the lockdown periods.

⁽⁵⁾ Shareholder funding comprises: (i) the GBP40 million (Brait's pro rata share: GBP7.3 million) non-interest bearing shareholder loan issued in FY21 to SSN bond holders in exchange for cancellation of the SSNs and 20% of New Look's share capital; (ii) GBP40 million (Brait's pro rata share: GBP7.3 million) of new money in the form of a payment in kind ("PIK" facility), issued in FY21 at a 5% discount, accruing interest at 16.5% per annum, for which the new money providers received 80% of New Look's share capital; and (iii) GBP50 million (Brait's pro rata share: GBP9.1 million) additional PIK facility issued in September 2022 at the same terms as (ii) above, and (iv) accrued interest on these instruments of GBP24.5 million (FY22: GBP2.4 million). The shareholder loan is unsecured, with no fixed repayment terms and matures in November 2029. The shareholder loan is unsecured, with no fixed repayment terms and matures in November 2029. The PIK facility is secured, with no fixed repayment terms and matures in November 2027.

⁽⁶⁾ Brait's pro rata SSN holding (18.3%) in the PIK facility, receiving 14.6% shareholding, in addition to the 3.7% shareholding received in exchange for its SSN holding. Brait's resulting 18.3% shareholding is diluted to 17.24% as a result of the New Look management incentive plan (FY22:17.36%).

	2023 R'm	2022 R'm
3. INVESTMENTS CONTINUED		
3.4 Other investments		
Carrying value at reporting date comprises legacy private equity investment (FY22 included Brait IV's remaining investment in Consol, which was realised during May 2022).	37	437
3.5 Borrowings		
Opening balance	2 478	3 970
Interest accrual	224	103
Net repayments of borrowings	(568)	(1 494)
Drawdowns	641	1 448
Capital repayments	(1 209)	(2 942)
Interest repayments	(80)	(101)
Closing balance	2 054	2 478

BML's committed revolving credit facility, which is secured by the assets of BML (the BML RCF), has a facility limit of R3 billion, with agreed reductions as Brait de-gears, and a tenure to 30 June 2024. The facility commitment, with term to 30 June 2024, interest at JIBAR plus 4.0% and a 1% commitment fee, was reduced in December 2022 from R3.0 billion to R2.5 billion following the receipt of Premier's pre-listing distribution of capital to shareholder

On 13 April 2023 BML settled the outstanding drawn balance of the BML RCF using proceeds received from the listing of Premier. Furthermore BML has signed a term sheet with its Lenders and is in the process of concluding the requisite legal agreements to amend the limit of its BML RCF to R0.6 billion and extend its tenure from 30 June 2024 to 31 March 2025. The interest margin on the amended facility is the three-month JIBAR plus 2.9%, and a 1% commitment fee applies. Covenants remain NAV based, with the facility continuing to be secured on a senior basis by the assets of BML.

3.6 BIH Exchangeable Bonds (5% due 2024)

Brait concluded a R3 billion capital raise during December 2021 ("December 2021 Capital Raise") by way of renounceable Rights Offer to its shareholders, or their renounees, to subscribe for 5.00 per cent senior unsecured Exchangeable Bonds due 3 December 2024 issued by BIH ("BIH Exchangeable Bonds"). 3 000 000 BIH Exchangeable Bonds with a denomination of ZAR1 000 each were listed on the Main Board of the JSE Limited on 14 December 2021 and carry a fixed coupon of 5.0% per annum payable semi-annually. The BIH Exchangeable Bonds are exchangeable into Brait ordinary shares at the holder's election at the earlier of their term of 3 December 2024, or on full settlement of the 2024 Convertible Bonds (the "BIH Exchange Shares"). Using the exchange price of R4.37, holders are entitled at reporting date, to exchange their BIH Exchangeable Bonds to a maximum of 686.179 million ordinary shares (subject to rounding provisions).

At maturity, BIH may redeem the BIH Exchangeable Bonds at par (together with accrued and unpaid interest) or by delivery of the Exchange Shares (at prevailing market value) and cash totalling the Principal amount in value.

	2023 R'm	2022 R'm
3. INVESTMENTS CONTINUED		
3.6 BIH Exchangeable Bonds (5% due 2024) continued		
Reconciliation of the movements for the year:		
Opening balance	2 376	–
R3 billion BIH Exchangeable Bonds issued 22 December 2021	–	3 000
IFRS equity component allocated to BIH Exchangeable Bond reserve	–	(675)
Increase of liability component in terms of IAS 32 over term of BIH Exchangeable Bonds	206	52
1 396 BIH Exchangeable Bonds exchanged into Brait ordinary shares	–	(1)
<hr/>		
Closing balance	2 582	2 376
4. CASH AND CASH EQUIVALENTS ⁽¹⁾		
Balances with banks	1	2
– ZAR cash	*	1
– USD cash	*	*
– GBP cash	1	1

⁽¹⁾ Following BIH's classification as an Investment Entity, reported cash of R1 million relates to the Company. Cash held by subsidiaries, namely BML and BIH, amounting to R3.6 billion (FY22: R81 million) is presented within BML net working capital in Investments (refer note 3). FY23 cash held by subsidiaries includes R3.6 billion proceeds realised from the listing of Premier, which were applied post balance sheet date as per note 16.

* Less than R1 million.

5. STATED CAPITAL

At 31 March 2023, the Company had 1 320 312 254 issued ordinary shares of no par value, unchanged from 31 March 2022.

At the Extraordinary General Meeting held on 22 December 2021, Shareholder approval was obtained for the allocation and issuance of Brait PLC ordinary shares arising from the exchange rights of the BIH Exchangeable Bonds. Following the exchange of 1 396 BIH Exchangeable Bonds in February 2022, 686 179 405 ordinary shares may be issued in terms of its obligations to the holders of the BIH Exchangeable Bonds. Concurrently, Shareholder approval was also obtained for the re-designation of the ordinary shares of par value EUR0.22 each of the Company into ordinary shares of no par value.

At the Extraordinary General Meeting held on 14 January 2020, Shareholder approval was obtained for the allocation and potential issue from conversion on maturity of the 2024 Convertible Bonds, 287 411 381 ordinary shares in terms of its obligations to the holders of the 2024 Convertible Bonds.

	Number of shares in issue	R'm ⁽¹⁾
Issued ordinary share capital		
31 March 2021	1 319 992 804	12 190
Share capital		3 897
Share premium		8 293
BIH Exchange shares issued ⁽²⁾	319 450	–
31 March 2022	1 320 312 254	12 190
Stated capital		12 190
31 March 2023	1 320 312 254	12 190
Stated capital		12 190
	1 320 312 254	

⁽¹⁾ As set out in note 1, In accordance with IFRS10, given that the investment entity status of BIH applies for the entire reported FY23, the FY23 and comparative FY22 financial statements are presented for the Company on a standalone basis. This has resulted in a change in the Rand value of Stated Capital compared to that reported in the prior year's results as a result of Brait's historic treasury share purchases (and subsequent cancellation of such shares) having been dealt through a Brait entity, as opposed to having been a transaction by the Company.

⁽²⁾ Shares issued as a result of the February 2022 exchange of 1 396 BIH Exchangeable Bonds into Brait ordinary shares (refer note 3.6).

2023

2022

R'm

R'm

6. CONVERTIBLE BOND (6.50% DUE 2024)

On 4 December 2019 Brait received £150 million from the issuance of its five year unsubordinated, unsecured convertible bonds ("2024 Convertible Bonds"). The 2024 Convertible Bonds listed on the Open Market (Freiverkehr) segment of the Frankfurt Stock Exchange on 29 January 2020 and carry a fixed coupon of 6.50% per annum payable semi-annually in arrears. The conversion price at reporting date is £0.5219 per ordinary share. Using this conversion price, the 2024 Convertible Bonds would be entitled to convert into a maximum of 287.411 million ordinary shares (subject to rounding provisions) on exercise of bondholder conversion rights.

In the event that the bondholders have not exercised their conversion rights in accordance with the terms and conditions of the 2024 Convertible Bonds, the 2024 Convertible Bonds are settled at par value in cash on maturity on 4 December 2024.

In accordance with IAS 32 (Financial Instruments: Presentation), the liability component for the 2024 Bonds is measured at reporting date as GBP143 million (FY22: GBP139 million).

Reconciliation of the movements for the year:

Opening balance	2 667	2 749
Increase of liability component in terms of IAS 32 over the five-year bond term	80	72
Foreign currency translation reserve	378	(154)
Closing balance	3 125	2 667

15 Notes to the financial statements continued

for the year ended 31 March 2023

	2023 R'm	2022 R'm
7. ACCOUNTS PAYABLE AND OTHER LIABILITIES		
Accounts payable at reporting date includes the £3.1 million coupon accrual on the 2024 Convertible Bonds	86	77
8. INVESTMENT VALUATION (LOSS)/GAIN		
BML	(578)	1 253
Finance income (note 9)	30	245
Administration fee received from Brait PLC	14	11
Operating expenses (note 10)	(144)	(142)
Finance cost (note 11)	(223)	(341)
Tax	(2)	(1)
Investment (loss)/gain	(253)	1 481
BIH	181	(264)
Operating expenses (note 10)	(1)	(2)
Finance cost (note 11)	(150)	(42)
Foreign exchange gain/(loss)	332	(220)
BIH Exchangeable Bonds: liability component in terms of IAS 32 (note 11)	(206)	(52)
Investment valuation (loss)/gain	(603)	937
9. FINANCE INCOME		
BML		
Premier shareholder funding (interest income)	25	243
Other interest income	5	2
Total finance income earned for the year	30	245
Amounts recognised in investment valuation (loss)/gain (refer note 8)	(30)	(245)
	-	-

	2023 R'm	2022 R'm
10. OPERATING EXPENSES		
Directors fees	19	15
Corporate advisory fees ⁽¹⁾	114	121
Insurance	16	17
Administration free paid to BML	14	11
Professional fees ⁽²⁾	7	5
Travel and accommodation	5	3
Other operating expenses	9	9
External audit fees	6	6
Total operating expenses incurred for the year	190	187
Post 1 October 2021 amounts recognised in investment valuation (loss)/gain (refer note 8)	(145)	(144)
	45	43
11. FINANCE COST		
BML RCF:		
– Interest expense	218	248
– Raising and commitment fees	5	27
2024 Convertible Bonds:		
– Coupon	200	198
– Increase of liability component in terms of IAS 32 over the five-year bond term	80	72
BIH Exchangeable Bonds:		
– Coupon	150	42
– Increase of liability component in terms of IAS 32 over the three-year bond term	206	52
– Issue cost	–	66
Total finance costs	859	705
Amounts recognised in investment valuation (loss)/gain (refer note 8)	(579)	(435)
	280	270

⁽¹⁾ Ethos Private Equity Proprietary Limited (“EPE”) was appointed as the contracted advisor to BML effective 1 March 2020. As announced to the market on 10 March 2023 and pursuant to its acquisition of EPE, The Rohatyn Group (“TRG”) has formally been appointed by the Brait Board to replace EPE as BML’s contracted investment advisor with effect from 1 April 2023. The fee comprises (i) advisory fee of R96 million (FY22: R91 million); and (ii) short term incentive award of R17.8 million (FY22: R30 million), based on the Board’s annual, pre-determined key performance indicators set for the Advisor in terms of executing on Brait’s stated strategy.

⁽²⁾ Largely made up of legal fees, as well as comprising fees relating to internal audit, administration and fees paid/payable to external auditors in relation to non-audit services (such fees deemed immaterial).

	2023 R'm	2022 R'm
12. HEADLINE EARNINGS RECONCILIATION		
(Loss)/profit and headline (loss)/profit ⁽¹⁾	(928)	624
Weighted average ordinary shares in issue – basic (m)	1 320	1 320
(Loss)/earnings and headline (loss)/earnings per share – basic and diluted ^(1,2) (cents)	(70)	47
<i>⁽¹⁾ As set out in note 1, as a result of the change in the investments entity status, Brait PLC no longer prepares consolidated financial statements with effect from 1 October 2022. The prior year reported financial statements were presented on a consolidated basis, in order to incorporate the results of the Group for the six month period ended 30 September 2021, resulting in FY22 reported earnings of R577 million. The R47 million increase in earnings reported for FY22 is a result of certain Group transactions and related FCTR effects arising during the six month period ended 30 September 2021 which have no bearing on the full year Company reported earnings of R624 million for FY22.</i>		
<i>⁽²⁾ Based on the reported NAV of R7.06 and at a BIH Exchange price of R4.37, the BIH Exchangeable bonds would be dilutive if exchanged into the Company's ordinary shares. The £0.5219 conversion price of the 2024 Convertible Bonds is anti-dilutive, based on the reported NAV.</i>		
13. DRAWDOWN ON LOAN FROM SUBSIDIARY ⁽³⁾		
BML	3 874	(2 843)
Investment proceeds received ⁽⁴⁾	4 901	234
Purchase of investments ⁽⁵⁾	(218)	(1 682)
BML Administration fee received from holding company	11	–
BML Operating and other expenses	(170)	(158)
BML withholding taxes	(2)	(17)
BML RCF: net capital repayments (refer note 3.5)	(568)	(1 085)
BML RCF: interest repayments (refer note 3.5)	(80)	(101)
BML RCF: raising and commitment fees	–	(34)
BIH cash flows	(145)	2 933
BIH Operating costs	(1)	(1)
BIH Exchangeable Bonds: proceeds from issuance	–	3 000
BIH Exchangeable Bonds: issue costs	–	(66)
BIH Exchangeable Bonds: Coupon paid	(144)	–
(Increase)/decrease in cash held by BML due to BIH investment Entity status	(3 484)	140
Total drawdown on loan from subsidiary	245	230

⁽³⁾ The Company is funded by its subsidiary BIH. The loan that arises is settled by way of return of capital in accordance with section 62 of the Mauritian Companies Act.

⁽⁴⁾ Investment proceeds received comprised of: (i) R4,476 million received from Premier (R3,600 million gross proceeds received pursuant to the March 2023 JSE listing, less R73 million associated costs; R924 million return of capital distribution received in November 2022 and R25 million in shareholder loan repayments); and (ii) R425 million received from the Other Investments portfolio, mostly relating to proceeds received from the realisation of Brait IV's remaining investment in Consol.

⁽⁵⁾ Purchase of investments: FY23 relates to Brait's pro rata £9.1 million investment to purchase commitments under New Look's HSBC operating facility in Sep-22 and Brait's pro rata costs related to the Mar-22 Virgin Active capital raise. FY22 relates to Virgin Active: (i) aggregate equity and shareholder funding advanced (£41.8 million) as well as R760 million capitalisation of the VASA shareholder commitment in exchange for shares in Virgin Active; and (ii) a total of £2.5 million relating to the exercise of put options during the year.

14. RELATED PARTY TRANSACTIONS

During the year, Brait entered into the following transactions (included in profit from operations) with related parties:

Pursuant to the JSE listing of Premier with effect from 24 March 2023 (the “Listing”):

- On or about 3 March 2023, Brait and Premier entered into an agreement with Titan ⁽¹⁾ (represented by Dr Wiese and his related entities) whereby Titan irrevocably committed to purchase 36.16% of the Listing shares (“Titan Cornerstone Investment”) at R53.82 (the “Offer Price”).
- In addition, Titan agreed to underwrite the Listing shares up to an aggregate maximum underwriting commitment of R0.8 billion at the Offer Price (“Underwriting Agreement”).
- The total fees and commissions payable to Titan pursuant to the Titan Cornerstone Investment and Underwriting Agreement was 1.25% of the gross proceeds raised by Brait in connection with the Titan Cornerstone Investment and Underwriting Agreement. Together with applicable value added or similar tax, Titan received commission of R43.8 million.

	2023 R'm	2022 R'm
Profit from operations include:		
Directors' fees ⁽²⁾	(19)	(15)
Corporate advisory fees ⁽³⁾	(114)	(121)
Professional fees – Stonehage Fleming ⁽⁴⁾	(1)	(3)

⁽¹⁾ Titan refers to Titan Premier Investments Proprietary Limited and its related entities. Dr CH Wiese, a director and significant shareholder of Brait, is a director and indirect beneficiary of Titan.

⁽²⁾ Director fee payment of R19 million (FY22: R15 million) represents GBP412k (FY22: GBP370k) paid to the non-executive directors on the Brait PLC board, as well as the R11 million (FY22: R8 million) paid to the BML executive directors.

⁽³⁾ As announced to the market on 10 March 2023 and pursuant to its acquisition of EPE, TRG has formally been appointed by the Brait Board to replace EPE as BML's contracted investment advisor with effect from 1 April 2023. EPE was appointed as the contracted advisor to BML effective 1 March 2020. EPE owns 1.2% of the BIH Exchangeable Bonds, while entities affiliated to EPE (EPE Direct Investments GP Proprietary Limited and Ethos Fund VII GP (SA) Proprietary Limited) collectively own 12.3% of Brait's ordinary shares and 12.3% of the BIH Exchangeable Bonds.

⁽⁴⁾ HRW Troskie is a director and shareholder of Brait as well as a director and shareholder of certain Stonehage Fleming group entities, which is the company secretary of the Company. MP Dabrowski is also a director of Brait as well as a director of certain Stonehage Fleming group entities.

	2023	2022
	R'm	R'm
15. CONTINGENT LIABILITIES AND COMMITMENTS		
15.1 Commitments ⁽¹⁾		
2024 Convertible Bonds coupon payments due within one year	214	188
BIH Exchangeable Bonds coupon payments due within one year	150	143
2024 Convertible Bonds coupon payments due between one and five years ⁽²⁾	214	378
BIH Exchangeable Bonds coupon payments due between one and five years ⁽³⁾	150	300
2024 Convertible Bonds principal settlement due within five years ⁽⁴⁾	3 287	2 885
BIH Exchangeable Bonds principal settlement due within five years ⁽⁵⁾	516	15
Total commitments for the Company	4 531	3 909

⁽¹⁾ Commitments include those of Brait PLC (in respect of its issued 2024 Convertible Bonds) as well as those of its wholly owned subsidiary, BIH (the BIH Exchangeable Bonds), for which Brait PLC will issue the exchange shares.

⁽²⁾ The coupon payments reflect the semi-annual coupons of 6.5% payable in arrears over the remaining terms of the 2024 Convertible Bonds. The principal settlement amounts are payable in the event that the bondholders have not exercised their conversion rights.

⁽³⁾ The coupon payments reflect the semi-annual coupons of 5.0% payable in arrears over the remaining term of the BIH Exchangeable Bonds.

⁽⁴⁾ The principal cash settlement amount for the 2024 Convertible Bonds is payable at maturity date of 4 December 2024 in the event that the bondholders have not exercised their conversion rights.

⁽⁵⁾ The principal cash settlement amount for the BIH Exchangeable Bonds is only payable at maturity date of 3 December 2024 to the extent the prevailing share price of the Brait shares delivered at such redemption date is less than the R4.37 exchange price. The cash settlement amount reflected applies the respective reporting date closing share price of R3.62 (FY22: R4.35) to the 686.2 million Brait PLC exchange shares.

15.2 Contingent liabilities

At the Extraordinary General Meeting held on 30 October 2020, Shareholders approved the Long Term Incentive Plan ("Advisor LTIP") for the Advisor and its employees working on the Brait portfolio. The Advisor LTIP is a five-year structure which has been designed to align the interests of the Advisor with those of Shareholders in delivering on Brait's stated strategy of realising value from the portfolio over the medium term, whilst minimising dilution to Shareholders. The Advisor LTIP will result in the Advisor receiving participation rights ("Participation Rights") to the realised proceeds distributed from the Brait portfolio only once cumulative distributions to Shareholders have exceeded the 31 March 2020 Net Asset Value ("NAV") of R8.27 per share (the "Hurdle Price"). The Hurdle Price will be adjusted to account for corporate events such as the declaration of ordinary and special dividends, share buybacks, capital raises and asset unbundlings. The value accruing to the Advisor would be equal to the surplus between such distributions and the Hurdle Price and would be settled in cash by BML. Once, on a cumulative basis, the realised distributions to Shareholders exceeds the Hurdle Price, the Advisor will be entitled to its Participation Right of any further distributions to Shareholders.

15.3 Other

The Company and its subsidiaries has rights and obligations in terms of standard representation shareholder or purchase and sale agreements relating to its present or former investments.

16. NON-ADJUSTING POST BALANCE SHEET EVENTS

As announced to the market on 10 March 2023 and pursuant to its acquisition of EPE with effect from 1 April 2023, TRG has formally been appointed by the Brait Board to replace EPE as BML's contracted investment advisor. The advisory fee remains unchanged and existing incentives remain in place to ensure alignment with investors in executing Brait's strategy to unlock value for Shareholders.

BML applied R2.8 billion of its R3.6 billion reporting date cash balance as follows:

- In April 2023, settlement of the outstanding amount of R2.1 billion on the BML RCF;
- During May 2023, Brait followed its *pro rata* GBP33.8 million (R756 million) equity subscription into Virgin Active's GBP50 million equity rights offer to fund growth initiatives.

The exchange rate on the remaining four semi-annual GBP4.875 million coupon payments on the 2024 Convertible Bonds has been fixed (4 June 2023 coupon at R20.45; remaining three coupons at R22.38).

BML has signed a term sheet with the Lenders (RMB and Standard Bank) to extend the term of the BML RCF to 31 March 2025, with a facility commitment of R594 million, interest rate of JIBAR plus 290bps and 1% commitment fee.

17. FINANCIAL ASSETS AND LIABILITIES

17.1 Sector analysis for investments

	2023 R'm	2022 R'm
Investment in BIH	12 535	13 795
Investments	12 535	13 795

17.2 Portfolio investment shareholding analysis

	2023	2022
Shareholding in the >25% range	Investment in BIH	Investment in BIH

17.3 Categories of financial assets and liabilities

Financial assets and liabilities are measured on an ongoing basis either at fair value or at amortised cost. The summary of significant accounting policies describes how the classes of financial instruments are measured. The following table analyses the carrying amounts of the financial assets and liabilities by category as defined in IFRS 9.

	2023 R'm	2022 R'm
Financial assets designated at fair value through profit or loss	12 535	13 795
Financial liabilities at amortised cost	(3 211)	(2 744)
2024 Convertible Bonds	(3 125)	(2 667)
Accounts payable	(86)	(77)
Change in fair value recognised in the statement of comprehensive income	(603)	937
Designated fair valued through profit or loss	(603)	937

17. FINANCIAL ASSETS AND LIABILITIES CONTINUED**17.4 Fair value hierarchy**

IFRS 13 provides a hierarchy that classifies inputs employed to determine fair value. Investments measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 Inputs for the assets or liability that are not based on observable market data.

There are no financial assets that are categorised as Level 2 in the current year or prior year. Level 3 investments are valued at their fair value of the underlying assets and liabilities

	Investment Level 3 R'm	Total R'm
Investments designated as fair value through profit or loss		
2023		
Investment in BIH	12 535	12 535
Investments at fair value	12 535	12 535
2022		
Investment in BIH	13 795	13 795
Investments at fair value	13 795	13 795

18. FINANCIAL RISK MANAGEMENT

The overall governance structure and high level policies relating to the manner in which Brait manages the risk it is exposed to have been described in the Governance Report on see <http://brait.investoreports.com/about-us/corporate-governance/>. IFRS 7 requires more detail regarding the processes and procedures utilised to measure various risk categories, namely market risk, credit risk and liquidity risk.

18.1 Capital Management

The Company's objectives when managing capital are to:

- safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders; and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The capitalisation of Brait has been considered in the context of its existing cash and near cash resources, its current debt levels, Convertible and BIH Exchangeable Bonds funding and associated obligations. The result of this consideration is that Brait is regarded as appropriately capitalised at this time. For the current year no cash dividend has been declared as the Board has resolved to reduce debt and only declaring a dividend by way of bonus shares is not tax effective to some shareholder jurisdictions. This will continue to be reviewed by the Board. There are no regulatory capital requirements.

18. FINANCIAL RISK MANAGEMENT CONTINUED

18.2 Market Risk

Market risk is the potential change in the value of a financial instrument resulting from changes in market conditions or market parameters such as equity prices, exchange rates or interest rates. The risk of a decrease in the value of the portfolio can be measured by the susceptibility of that portfolio to movements in the overall market conditions or any of the investment specific parameters.

Brait is exposed to three primary types of market risk, namely equity risk, interest rate risk and currency risk. These risks are monitored by the Board. The specific risk management objectives, policies and procedures relating to each type of market risk is described, and the impact on the statement of comprehensive income (SOCI)/statement of changes in equity (SOCE) is disclosed in the sections below:

18.2.1 Equity risk management

Equity risk is the potential change in the value of a financial instrument resulting from changes in market conditions. The valuation of unquoted investments depend upon a combination of market factors and the performance of the underlying asset. The Company does not hedge the price risk inherent in the portfolio but manages investment performance risk on an investment-specific basis.

Brait is exposed to equity risk through its investment in portfolio companies.

Brait's predominant exposure to equity risk is related to the sensitivities of movements in the fair value of its portfolio investments.

The table that follows sets out an analysis of the Company's investment's sensitivity to equity price variability by analysing the impact of a change in the valuation multiple applied on the fair value of its investments.

Investments exposed to equity risk ⁽¹⁾	Pre-tax SOCI/ SOCE impact R'm	Reasonable possible change in valuation multiple R'm	Carrying value exposed to equity risk R'm
2023			
Investment in BIH	12 535	±1.0x	1 995
2022			
Investment in BIH	13 795	±1.0x	±3 009

⁽¹⁾ Following its listing on 24 March 2023, Premier is valued at its closing JSE price in FY23, whereas the maintainable earnings multiple model was applied in historical years. This results in Premier's exclusion from FY23's sensitivity analysis.

18. FINANCIAL RISK MANAGEMENT CONTINUED

18.2 Market Risk continued

18.2.2 Interest rate risk management

Interest rate risk refers to the impact on future cash flows and earnings of interest rates re-pricing either at different points in time or on a different basis on assets and liabilities. Brait assesses interest rate risk at different levels depending on where the risk arises. Where appropriate, interest rate risk profiles are matched in order to reduce the impact of interest rate volatility and to match the estimated yield of the underlying portfolio company investments to borrowings used to fund those investments. This is done where it is considered appropriate and may be achieved through either fixed rate funding or interest rate derivative instruments.

The 2024 Convertible Bonds are accounted for as compound financial instruments. They carry a fixed coupon of 6.5% per annum, payable semi-annually in arrears. The fair value of the liability component is initially recognised as the present value of the future coupon and principal payments. The discount rate used is a market rate for similar liabilities that do not have the equity conversion component. Subsequent to initial recognition, the liability component is measured at amortised cost using the discount rate at initial recognition of 9.77%.

Investments exposed to interest rate risk	Carrying value exposed to interest rate risk	Index to which interest rate is linked	Reasonable possible change in interest rate	Pre-tax SOCI/SOCE impact
2023				
Cash and cash equivalents	1			–
– GBP	1	Base rate (UK)	0.025%	–
– ZAR	–	Prime (SA)	1%	–
– USD	–	Base rate (US)	0.025%	–
Total financial assets	1			–
2022				
Cash and cash equivalents	2			–
– GBP	1	Base rate (UK)	0.025%	–
– ZAR	1	Prime (SA)	1%	–
– USD	–	Base rate (US)	0.025%	–
Total financial assets	2			–

18. FINANCIAL RISK MANAGEMENT CONTINUED

18.2 Market Risk *continued*

18.2.3 Foreign exchange rate risk management

The Company's financial statements are prepared using the SA Rand as its presentation currency.

Brait does not seek to hedge the carrying value of foreign investments but will consider hedging strategies for cash flows denominated in foreign currencies are deemed significant for the Company.

Brait's primary investments are Pound Sterling and SA Rand denominated.

18.3 Credit risk

Credit and counterparty risk refers to the effects on future cash flows and earnings of borrowers defaulting on their obligations. This also covers trading counterparties, issuers of instruments held by the Company or as collateral. Such risk arises primarily from lending and investment activities as well as from the settlement of financial market transactions.

These exposures are managed through prudent credit exposure limits, constantly measuring current credit exposures, estimating maximum potential credit exposures that may arise over the duration of a transaction, and responding quickly when corrective action needs to be taken.

The Company's assets are predominantly unsecured investments in unlisted companies. The Group considers the overall risk exposure of the investment as a whole, therefore significant changes in a particular sector or unexpected increases in interest rates could increase the credit risk inherent in the investment. This risk is mitigated through portfolio diversification and active management.

Unless otherwise indicated, the maximum exposure to credit risk is the carrying value of the investment. Given the nature of the risk in loans to investee companies, no additional collateral is taken against the credit risk exposures.

The Company's remaining financial assets are mainly in the form of deposits spread over reputable banks.

18. FINANCIAL RISK MANAGEMENT CONTINUED

18.4 Liquidity Risk

Liquidity risk arises in the general funding of Brait's activities when there are mismatches between the sizes and maturities of assets and liabilities. The liquidity risk refers to the ability of the Company to meet its financial obligations as they fall due.

The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The liquidity position and forecast liquidity requirements are based on anticipated changes in the statement of financial position.

These are tested against various different stress scenarios. The scenarios are used to identify consequences of market rate changes (including extreme but remote changes) and the Company's cash position is evaluated and adjusted accordingly.

	Next 12 months R'm	1 to 2 years R'm	2 to 5 years R'm	Total R'm
2023 ⁽¹⁾				
Trade payables	86	–	–	86
Convertible Bonds (6.5% due 2024)	–	3 125	–	3 125
Convertible Bond Coupons	214	214	–	428
BIH Exchangeable Bonds (5.0% due 2024)	–	516	–	516
BIH Exchangeable Bond Coupons	150	150	–	300
2022 ⁽¹⁾				
Trade payables	77	–	–	77
Convertible Bonds (6.5% due 2024)	–	–	2 667	2 667
Convertible Bond Coupons	188	188	188	564
BIH Exchangeable Bonds (5.0% due 2024)	–	–	15	15
BIH Exchangeable Bond Coupons	143	150	150	443

⁽¹⁾ Includes commitments of Brait PLC (in respect of its issued 2024 Convertible Bonds) as well as those of its wholly owned subsidiary, BIH (the BIH Exchangeable Bonds), for which Brait PLC will issue the exchange shares.

Liquidity will be settled through cash on hand, and through the use of proceeds received on investments realised.

2024 CONVERTIBLE BONDS

The GBP150 million 6.50 per cent convertible bonds due on 4 December 2024 issued by the Company, listed on the Open Market (Freiverkehr) segment of the Frankfurt Stock Exchange and SEM. The 2024 Convertible Bonds have a conversion price at Reporting Date of GBP0.5219.

DECEMBER 2021 CAPITAL RAISE

The R3 billion capital raise during December 2021 by way of renounceable rights offer to Brait shareholders, or their renounees, to subscribe for the BIH Exchangeable Bonds.

BIH

Refers to Brait Investment Holdings Limited, a public company and wholly owned subsidiary of Brait PLC incorporated in accordance with the laws of Mauritius under registration number: 183308 GBC. BIH is licensed as a registered investment advisor in accordance with the provisions of section 30 of the Mauritius Securities Act of 2015.

BIH EXCHANGEABLE BONDS

The 5.00 per cent exchangeable bonds due on 3 December 2024, issued by BIH, dual listed on the JSE and SEM and exchangeable into ordinary shares issued by Brait PLC, at the holders' election during their term at an exchange price of R4.37. At maturity, the issuer may redeem the principal amount of any outstanding BIH Exchangeable Bonds by delivery of fixed number of Brait PLC shares (using exchange price of R4.37) at their prevailing market value and cash totalling the principal amount in value.

BML

Brait Mauritius Limited, registration number C60342 C1/GBL, a company incorporated under the laws of Mauritius and wholly owned subsidiary of BIH. BML is licenced as a registered investment advisor in accordance with the provisions of section 30 of the Mauritius Securities Act of 2015.

BML RCF

The committed revolving credit facility of Brait Mauritius Limited which is secured on a senior basis by the assets of BML.

BOARD

The board of Directors of the Company.

BRAIT PLC OR COMPANY

Brait PLC, a public company registered in accordance with the laws of Mauritius under registration number: 183309 GBC. Brait PLC is licensed as a registered investment advisor in accordance with the provisions of section 30 of the Mauritius Securities Act of 2015.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash on hand, deposits held with banks and investments in money market securities.

CLOSING PRICE

The closing market price of a Brait PLC share on the LuxSE and JSE exchanges at the Company's financial year-end.

DIRECTORS

The directors of the Company as at Reporting Date.

EARNINGS PER SHARE

Basic attributable earnings divided by the weighted average number of shares in issue, less the number of treasury shares, expressed in cents.

EBITDA

Earnings before interest, tax, depreciation and amortisation.

EFFECTIVE TAX RATE (%)

The effective tax rate is the direct taxation charge per the income statement expressed as a percentage of profit before taxation.

ENTERPRISE VALUE

The measure of a company's total value equal to its equity value plus net debt.

EPE OR ETHOS

Ethos Private Equity Proprietary Limited, registration number 2004/003984/07, an authorised financial services provider incorporated under the laws of South Africa and with its registered address at 35 Fricker Road, Illovo, Johannesburg, 2196.

EURO MTF MARKET

The Multilateral Trading Facility (as defined in the Markets in Financial Instruments Directive) operated by the LuxSE.

EV/EBITDA MULTIPLE

The valuation multiple applied to EBITDA in order to derive the enterprise value of the business.

GBP, POUND, POUND STERLING OR £

The lawful currency of the United Kingdom of Great Britain and Northern Ireland.

INVESTMENT ADVISOR OR ADVISOR

Pursuant to TRG's acquisition of EPE, TRG has formally been appointed by the Board to replace EPE as BML's contracted Investment Advisor with effect from 1 April 2023. Prior to this, EPE had an investment and administration services agreement with BML which was in effect from 1 March 2020.

JSE

The securities exchange, licensed under the Financial Markets Act, operated by JSE Limited, registration number 2005/022939/06, a public company duly incorporated in accordance with the laws of South Africa

LENDERS

FirstRand Bank Limited (trading through its Rand Merchant Bank division ("RMB")) and The Standard Bank of South Africa Limited, the joint lending banks for the BML RCF.

LUXSE

The Luxembourg Stock Exchange.

NET ASSET VALUE (NAV) PER SHARE

Ordinary shareholders' funds divided by the number of outstanding ordinary shares.

OUTSTANDING ORDINARY SHARES

Ordinary shares in issue less ordinary (treasury) shares held for the vested benefit of the Company.

REPORTING DATE

31 March 2023.

SEM

The Stock Exchange of Mauritius.

THE ROHATYN GROUP OR TRG

Founded in 2002 and headquartered in New York, TRG specialises in emerging markets and real assets. TRG has an investment and administration services agreement with BML effective from 1 April 2023.

WEIGHTED AVERAGE SHARES IN ISSUE

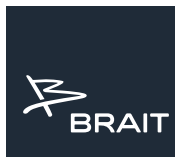
The number of outstanding ordinary shares in issue at the beginning of the year, plus ordinary shares issued during the year, weighted on a time basis for the period during which they have participated in the income of the Company.

ZAR, RAND OR R

The lawful currency of South Africa and the Company's presentation currency.

A black and white photograph of a forest path, with a teal rectangular overlay in the center. The text 'SHAREHOLDER COMMUNICATION' is written in white, bold, uppercase letters within the teal area. The forest path is covered in fallen leaves and surrounded by trees and bushes.

**SHAREHOLDER
COMMUNICATION**



BRAIT PLC

(Registered in Mauritius as a Public Limited Company) (Registration No. 183309 GBC)
 (Registered address: c/o Stonehage Fleming (Mauritius), Suite 420, 4th Floor, Barkly Wharf Le Caudan Waterfront, Port Louis, Mauritius)
 Issuer code: Brait ISIN: LU0011857645
 Share code: BAT Bond code: WKN: A2SBSU ISIN: XS2088760157
 LEI code: 549300VB8GBX4UO7WG59
 ("Brait" or the "Company")

Notice is hereby given to all the holders of ordinary shares ("Ordinary Shareholders"), directors and auditors of Brait of the annual general meeting ("AGM") of the Company to be held at 11h00 MUT on Monday, 7 August 2023 at 4th Floor, The Axis, 26 Bank Street, Ebene 72201, Mauritius to consider and, if deemed appropriate, approve the following resolutions

AGENDA

ORDINARY BUSINESS

1. Accounts

That the audited accounts for the financial year ended 31 March 2023 and directors' and auditor's reports thereon be received and adopted.

2. Directors

(a) That the following directors be re-elected for a period expiring at next year's AGM:

2.1 Mr RA Nelson

2.2 Mr MP Dabrowski

2.3 Mr JM Grant

2.4 Ms Y Jekwa

2.5 Mr PG Joubert

2.6 Mr PJ Roelofse

2.7 Mr HRW Troskie

2.8 Dr CH Wiese

(b) That a maximum aggregate amount of compensation of £424 360, representing an inflationary increase of 3% on the 2023 maximum aggregate amount of £412 000, subject to the effects of the £/R exchange rate, be approved for the Directors re-elected further to Resolution 2(a) for serving on the board of directors ("Board") and on the relevant committees in respect of the period up to the date of the AGM of the Company to be held in 2024. The proposed compensation takes into account Directors' time commitments, responsibilities, skills and experience in rendering their services.

3. Auditors

That the re-appointment of PricewaterhouseCoopers Mauritius as auditors of the Company be approved, and that the Board be hereby authorised to fix their remuneration.

4. Renewal of the Board's Authority to issue ordinary shares**Purpose**

It is proposed that the Board's authority to issue Shares ("Shares" and each a "Share") be renewed.

Proposal

That in accordance with the Company's Constitution, the Board be hereby authorised to exercise the power of the Company to issue Shares in the Company, and that the Board may offer, issue, grant rights or options over, or otherwise dispose of Shares to such persons on such terms and in such manner as they think fit, whether for cash or otherwise, subject to the following limitations:

- i. that the authority given under this ordinary resolution will expire upon the lapse of 15 (fifteen) months from the date of the AGM of Monday, 7 August 2023 but shall be renewable for further periods (which may be periods of less than but not more than 5 (five) years each) by resolution of the general meeting of the shareholders from time to time;
- ii. that a paid press announcement giving details, including the impact on net asset value and earnings per Share, be published at the time of any such issue of, or grant of options or rights over, Shares;
- iii. that in aggregate in any one year the nominal value of Shares represented by such issue(s) or grant of options or rights may not exceed 10 (ten) percent of the aggregate nominal value of the Company's issued ordinary share capital; and
- iv. that, in determining the price at which such an issue of Shares (including pursuant to a future exercise of options or rights) will be made in terms of this authority, the maximum discount permitted will be 10 (ten) percent of the volume-weighted average price of the Shares as determined over the 30 (thirty) days prior to the date that the price of the issue is determined or agreed by the directors on all securities exchanges on which the Shares are listed and have traded during that period.

SPECIAL BUSINESS**5. Renewal of the Company's authority to purchase its own shares subject to various limitations****Purpose**

The Board proposes that the authority of the Company to make market purchases of its own ordinary shares be renewed. As at the date of this notice of the AGM, there is no current intention to repurchase ordinary shares. However, the Board believes that it is nevertheless desirable for this general authority to be available to provide flexibility in the management of the Company's capital resources in the future.

Proposal

That the Company be and is generally and unconditionally authorised, pursuant to section 52 of the Mauritius Companies Act 2001 ("Companies Act") and article 14.1.2 of the constitution of the Company, to make market purchases of its own ordinary shares on such terms and in such manner as the directors shall determine, provided that:

- i. the Shares to be purchased are fully paid up;
- ii. the maximum aggregate nominal value of the Shares authorised to be purchased shall not exceed 10 (ten) percent of the aggregate nominal value of the Company's issued share capital at any point in time;
- iii. the maximum price which may be paid for each Share shall be 5 (five) percent above the volume weighted average price for a Share on the securities exchange on which the Shares are purchased for the five business days immediately before the day on which the purchase is made (in each case exclusive of expenses); and
- iv. all conditions and limitations imposed by the Companies Act are adhered to.

That this authority (unless previously revoked, varied or renewed) shall expire on 30 October 2024 or, if sooner, at the end of the AGM of the Company to be held in 2024.

NOTES

Any Ordinary Shareholder may, in writing, appoint a proxy, who need not be an Ordinary Shareholder, to represent him/her at the AGM. Any company, being an Ordinary Shareholder, may execute a form of proxy under the hand of a duly authorised officer. The instrument appointing a proxy together with evidence of the authority of the person by whom the proxy is signed (except in the case of a proxy signed by the Ordinary Shareholder), shall be deposited at the registered office of the Company, 24 (twenty-four) hours before the time for the holding of the AGM or its adjournment (as the case may be) at which the person named in such instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of 12 (twelve) months from the date of its execution. Any Ordinary Shareholder may, instead of sending the proxy form to the registered office, send the proxy form (completed in accordance with its instructions) to the appropriate transfer agent, 48 (forty-eight) hours prior to the AGM in order that the transfer agents may be able to send the proxy form on his/her behalf to the registered office 24 (twenty-four) hours before the time for the holding of the AGM.

The following dates are applicable to all Ordinary Shareholders. This notice is being sent to the Ordinary Shareholders on the register of members of the Company as at Friday, 23 June 2023. Ordinary Shareholders registered on the register of members as at Friday, 28 July 2023 ("Record Date") shall have the right to participate in and vote at the AGM. Accordingly, the last day to trade for Ordinary Shareholders in order to be able to participate in and vote at the AGM is Tuesday, 25 July 2023. Any change to an entry on the register of members after the Record Date shall be disregarded in determining the right of any person to attend and vote at the AGM.

A form of proxy is enclosed with this notice, the completion of which will not preclude an Ordinary Shareholder from attending and voting at the AGM in person to the exclusion of any proxy appointed.

Resolutions 1 to 4 are to be proposed as ordinary resolutions and Resolution 5 is to be proposed as a special resolution.

Ordinary resolutions may be passed at the AGM by a simple majority representing more than 50 (fifty) percent of the voting rights attached to shares represented and entitled to vote at the AGM. Special resolutions require a 75 (seventy five) percent majority by nominal value of shares represented at the AGM and entitled to vote and at least 51 percent in nominal value of all the shares entitled to vote at the AGM.

The quorum requirement in relation to both ordinary resolutions and special resolutions is at least two members holding shares granting the right to vote in the Company who are present or represented at the AGM.

By order of the Board,

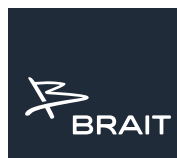


Company Secretary

30 June 2023

Company Secretary
Mauritius
Stonehage Fleming (Mauritius) Corporate Services Limited
Workshop 17
Les Fascines Building
Vivea Business Park
Rue des Fascines
Moka, Mauritius

Registrar and Transfer Agent
South Africa
S.A. Computershare Investor Services (Proprietary) Limited
Rosebank Towers
15 Biermann Avenue
Rosebank, 2096



BRAIT PLC

(Registered in Mauritius as a Public Limited Company) (Registration No. 183309 GBC)
Listed in Luxembourg and South Africa ("Brait" or the "Company")

Form of Proxy for use by certificated Brait holders of ordinary shares and "own-name" dematerialised Brait holders of ordinary shares only at the annual general meeting on Monday, 7 August 2023 at 11h00 MUT

For use only:

- by holders of certificated shares of the Company; and
- holders of dematerialised shares in the Company held through a Central Securities Depository Participant ("CSDP") or broker and who have selected "own name" registration;
- at the annual general meeting of the Company to be held at 11h00 MUT on Monday, 7 August 2023, at 4th Floor, The Axis, 26 Bank Street, Ebene 72201, Mauritius or at any adjournment thereof ("AGM").

If you are a Brait shareholder entitled to attend and vote at the AGM, you can appoint a proxy or proxies to attend, vote and speak in your stead. A proxy need not be a shareholder of the Company.

If you are a Brait shareholder and have dematerialised your share certificates through a CSDP (and have not selected "own name" registration in the sub-register maintained by a CSDP), do not complete this form of proxy (blue) but instruct your CSDP to issue you with the necessary letter of representation to attend the AGM, or if you do not wish to attend, provide your CSDP with your voting instructions in terms of your custody agreement entered into with them.

I/We _____ (full names in block letters)

of _____ (address)

being a holder/s of _____ shares in the Company, hereby appoint (see note ii)

1. _____ or (or failing him/her)

2. _____ or (or failing him/her)

3. the Chairman of the Company or failing him/her the Chairman of the AGM, as my/our proxy to attend, speak, and on a poll to vote or abstain from voting on my/our behalf at the AGM which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary or special resolution to be proposed thereat and at any adjournment thereof.

18 Form of proxy continued

	Number of votes (one per share)		
	In favour	Against	Abstain
Resolution number 1 Receipt and approval of audited accounts for the financial year ended 31 March 2023 and directors' and auditor's reports thereon			
Resolution number 2 (a) Re-election of directors			
2.1 Mr RA Nelson			
2.2 Mr MP Dabrowski			
2.3 Mr JM Grant			
2.4 Ms Y Jekwa			
2.5 Mr PG Joubert			
2.6 Mr PJ Roelofse			
2.7 Mr HRW Troskie			
2.8 Dr CH Wiese			
Resolution number 2 (b) Approval of non-executive director compensation in respect of the period up to the date of the AGM of the Company to be held in 2024			
Resolution number 3 Appointment of auditors			
Resolution number 4 Renewal of the Board's authority to issue ordinary shares			
Resolution number 5 Renewal of the Company's authority to purchase its own shares subject to various limitations			

Note: Please indicate with an "x" in the spaces above how you wish your votes to be cast.

Signed at _____ this _____ day of _____ 2023

Signature: _____

NOTES TO THE PROXY

- i. The following dates are applicable to all Ordinary Shareholders. This notice is being sent to the Ordinary Shareholders on the register of members of the Company as at Friday, 23 June 2023. Ordinary Shareholders registered on the register of members as at Friday, 28 July 2023 (“Record Date”) shall have the right to participate in and vote at the AGM. Accordingly, the last day to trade for Ordinary Shareholders in order to be able to participate in and vote at the AGM is Tuesday, 25 July 2023. Any change to an entry on the register of members after the Record Date shall be disregarded in determining the right of any person to attend and vote at the AGM.
- ii. An Ordinary Shareholder entitled to vote may appoint a proxy to attend and vote instead of him/her using the enclosed Form of Proxy. The appointed proxy need not be an Ordinary Shareholder. To be valid, the Form of Proxy must be signed and must reach the Company Secretary at c/o Stonehage Fleming (Mauritius) Corporate Services Limited, Workshop 17, Les Fascines Building, Vivea Business Park, Rue des Fascines, Moka, Mauritius by not later than Friday, 4 August 2023 at 11h00 MUT.
- iii. Should you not wish to send the duly-completed Form of Proxy directly to the Company Secretary, and provided you are registered on the South African share register, you may send it to: Computershare Investor Services (Pty) Limited Private Bag X9000, Saxonwold, 2132, South Africa. Tel: +27 11 370 5000; Fax: +27 11 668 5238; Email: proxy@computershare.co.za by not later than Thursday, 3 August 2023 at 11h00 MUT, in order to enable the transfer agent to send it on your behalf for receipt by the Company Secretary by not later than Friday, 4 August 2023 at 11h00 MUT.
- iv. In order to participate in and to vote at the AGM, an Ordinary Shareholder or his/her proxy is to present his/her identity card or other means of identification. In the case of an Ordinary Shareholder being a body corporate, association of persons, foundation or other body of persons, a representative thereof will only be eligible to attend and be admitted to the AGM, and to vote there at, if a form of proxy has been (a) duly executed in his/her favour by the competent organ of the entity which he/she represents, and (b) submitted to the Company Secretary in accordance with the procedures set out under (ii) above.
- v. A holder of shares in the Company holding not less than 10 (ten) percent of the voting issued share capital of the Company may:
 - (a) request the Company to include items on the agenda of the AGM, provided that each item is accompanied by a justification or a draft resolution to be adopted at the AGM; and
 - (b) table draft resolutions for items included in the agenda of the AGM.Provided that with respect to the request to put items on the agenda of the AGM or table draft resolutions, these shall be submitted to the Company in hard copy form or in electronic form at least 7 (seven) days before the date set for the AGM and it shall be authenticated by the person or persons making it. In the event that such a request or resolution is received after the lapse of the seven-day time limit set out above, the Company shall not be obliged to entertain any requests by such holders of ordinary shares.
- vi. In the case of ordinary shares held jointly by several persons, the person who had been nominated by the joint holders to be the registered holder of such shares shall be entitled to attend and vote at the AGM. In the event that the joint holders failed to nominate such person, the first named joint holder on the register of members of the Company shall be entitled to attend and vote at the AGM.
- vii. An Ordinary Shareholder who is a minor may be represented at the AGM by his/her legal guardian who will be required to present his/her identity card.
- viii. Admission to the AGM will commence one hour before the advertised and appointed time.
- ix. The following information is also made available to the Ordinary Shareholders on www.brait.com in the Investor Relations section:
 - (a) a copy of this notice;
 - (b) the total number of shares and voting rights at the date of the notice;
 - (c) the documents to be submitted to the AGM; and
 - (d) the proxy forms.

BRAIT PLC

Registration No: 183309 GBC

ISSUER NAME AND CODE

Issuer long name: BRAIT PLC

Issuer code: BRAIT

Share code: BAT

ISIN: LU0011857645

Bond code:

WKN: A2SBSU ISIN: XS2088760157

LEI: 549300VB8GBX4UO7WG59

COMPANY SECRETARY

Stonehage Fleming

Workshop 17

Les Fascines Building

Vivea Business Park

Rue des Fascines

Moka, Mauritius

LUXSE LISTING AGENT

Harney Westwood & Riegels SARL

56, rue Charles Martel

L-2134 Luxembourg

Tel: +352 2786 7102

**SOUTH AFRICAN TRANSFER
SECRETARIES**

Computershare Investor Services Pty Ltd

Rosebank Towers

15 Biermann Avenue

Rosebank

Johannesburg, 2196

South Africa

Tel: +27 11 370 5000

JSE SPONSOR

Rand Merchant Bank

(A division of FirstRand Bank Limited)

1 Merchant Place

Corner Fredman Drive and Rivonia Road

Sandton

2196

South Africa

INDEPENDENT AUDITORS

PricewaterhouseCoopers

REGISTERED OFFICE

C/o Stonehage Fleming

Suite 420

4th Floor

Barkly Wharf

Le Caudan Waterfront

Port Louis

Mauritius

Tel: +230 213 6909

ADVISOR

Rohatyn Management SA (Pty) Ltd

35 Fricker Road,

Illovo

Johannesburg, 2196

South Africa

Tel: +27 11 328 7400

INVESTOR RELATIONS

www.brait.com

Email: invest@brait.com

Tel: +27 11 328 7400



BRAIT

www.brait.com