THE TRELLIDOR GROUP

TRELLIDOR HOLDINGS LIMITED

(REGISTRATION NUMBER 1970/015401/06)

NOTICE OF ANNUAL GENERAL MEETING

FOR THE YEAR ENDED 30 JUNE 2023

Strength. Quality. Variety.

Trellidor is a proudly South African company.

TRELLIDOR
THE ULTIMATE CRIME BARRIER

TAYLOR
BLINDS & SHUTTERS Est.1959

nmc DESIGN ELEMENTS

The core values of the Group are built on the three pillars of
Innovation, Quality and Service.

With these pillars as our base we have successfully built a reputation for delivering **trusted high-quality products and exceptional service.**

Contents

Salient Points

Revenue for the year	**R502 million** (2022: R513 million)
Headline earnings per share	**4.2 cents** (2022: 0.4 cents)
Cash from operations for the year	**R39 million** (Excl. Labour Appeal Court provision) (2022: R39 million)
Return on Invested Capital	**6%** (2022: 11%)
Total dividends declared per share	**0.0 cents** (2022: 0.0 cents)

Completed the purchase of the Hillcrest franchise.

Taylor's gross profit margin's have improved to 28.9% (F22: 25.0%).

Trellidor sales into the rest of Africa have increased 32% year-on-year.

Taylor's EBITDA increasing by R8.9 million to R11.8 million.

Re-instated 30 employees as part of the Labour Court Judgement.

Letter to Shareholders

Dear Shareholders

Notice of annual general meeting ("notice of AGM") and form of proxy

We are pleased to enclose the notice of Trellidor Holdings Limited's ("Trellidor" or "the Company") annual general meeting ("AGM") to be conducted entirely by electronic communication, as permitted by the Companies Act, No. 71 of 2008, as amended and the Company's memorandum of incorporation, on Thursday, 7 December 2023 at 15:00.

The enclosed notice of AGM is accompanied by the following:

- A form of proxy
- An electronic participation form
- Summarised audited consolidated annual financial statements for the year ended 30 June 2023 with explanatory notes, commentary and directors' report
- Remuneration report
- Shareholder information

The board of directors of the Company is responsible for this notice of AGM and they have apprised themselves of the materiality, accuracy and balance of disclosures in this notice of AGM.

In an effort to support environmental initiatives and align with the increasing trend towards online reporting, Trellidor's full integrated annual report will be made available on the Trellidor website, holdings.trellidor.co.za from 27 October 2023.

The summarised audited consolidated annual financial statements constitute a summary of Trellidor's audited annual financial statements for the year ended 30 June 2023. A copy of Trellidor's complete audited consolidated annual financial statements, including the unmodified audit opinion, is available on the Company's website at holdings.trellidor.co.za, or may be requested and obtained in person, at no charge, at the registered office of Trellidor during office hours.

Sincerely
Paula Nel
BComm ACIS
Trellidor's Company Secretary

13 October 2023

Notice of Annual General Meeting

TRELLIDOR HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)
(Registration number: 1970/015401/06)
(Share code: TRL)
(ISIN code: ZAE000209342)
("Trellidor" or "the Company")

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take in respect of the following resolutions, please consult your central securities depository participant ("CSDP"), broker, banker, attorney, accountant or other professional advisor immediately.

If you have sold or otherwise transferred all your shares in Trellidor, please send this document together with the accompanying form of proxy at once to the relevant transferee or to the stockbroker, bank or other person through whom the sale or transfer was effected, for transmission to the relevant transferee.

Notice is hereby given of the annual general meeting of the shareholders of Trellidor to be conducted entirely by electronic communication on Thursday, 7 December 2023 at 15:00 ("the AGM"), as permitted by the Companies Act, No. 71 of 2008, as amended ("he Companies Act"), the Company's memorandum of incorporation ("MOI"), and the JSE Limited Listings Requirements ("Listings Requirements").

Purpose

The purpose of the AGM is to transact the business set out in the agenda below.

Virtual AGM

The AGM will be held entirely by way of electronic communication as contemplated in section 63(2)(a) of the Companies Act, 2008 (Act No. 71 of 2008) ("Companies Act"), as amended, and the company's memorandum of incorporation.

To this end, the Company has retained the services of The Meeting Specialist Proprietary Limited ("TMS") to host the AGM remotely on an interactive electronic platform, in order to facilitate remote participation by shareholders. TMS have also been appointed as the Scrutineers for the AGM.

Please note that this electronic communication facility will only allow Trellidor shareholders to listen in and raise questions during the allocated time. Trellidor shareholders will NOT be able to vote using this facility.

Please see page 17 for further details regarding the electronic participation instructions and guidelines. Should you have any questions then please send an email to the Company Secretary, Paula Nel, at paulanel@pncs.co.za or the meeting facilitators, TMS, at proxy@tmsmeetings.co.za.

Agenda

a) To receive the audited consolidated annual financial statements of the Company, including the reports of the directors and the audit, risk and compliance committee, for the year ended 30 June 2023. The summarised consolidated annual financial statements are included with this notice of AGM. The Integrated Annual Report ("IAR") contains the consolidated annual financial statements and the aforementioned reports. The annual financial statements, including the unmodified audit opinion, and the IAR are available on the Company's website at holdings.trellidor.co.za, or may be requested and obtained in person, at no charge, at the registered office of Trellidor during office hours.

b) To receive the report of the social and ethics committee for the financial year ended 30 June 2023, as required in terms of Regulation 43 of the Companies Regulations, 2011 ("the Regulations"), as set out in the IAR.

c) To consider and, if deemed fit, approve, with or without modification, the following ordinary and special resolutions:

Note: For ordinary resolutions numbers 1 to 7 (inclusive) and 9 to be adopted, more than 50% of the voting rights exercised on the applicable ordinary resolution must be exercised in favour thereof. For ordinary resolution number 8 and special resolutions numbers 1 to 4 to be adopted, at least 75% of the voting rights exercised on each such resolution must be exercised in favour thereof. Should 25% or more of the votes exercised in respect of ordinary resolutions numbers 6 or 7 be against either resolution, or both resolutions, the Company will issue an invitation to those shareholders who voted against the applicable resolution to engage with the Company.

Ordinary Resolutions

1. Retirement And Re-election Of Directors

In accordance with the MOI, the Listings Requirements and, to the extent applicable, the Companies Act, the requirement is that a component of the non-executive directors are required to rotate at every annual general meeting of the Company and, being eligible, may offer themselves for re-election as directors.

ORDINARY RESOLUTION NUMBER 1
"Resolved that Mark Olivier, who retires by rotation in terms of the MOI and who, being eligible offers himself for re-election, be and is hereby re-elected as a non-executive director of the Company."

A brief curriculum vitae of each director is available on pages 50 to 53 of this document, and on the Company's website, holdings.trellidor.co.za.

Notice of Annual General Meeting
(continued)

2. Re-Appointment Of Auditors

In terms of section 90 of the Companies Act, the auditors of a public company are required to be appointed, or reappointed, as the case may be, at the company's annual general meeting. The purpose of ordinary resolution number 2 is to confirm the re-appointment of PKF Durban as independent auditors to the Company, as nominated by the audit, risk and compliance committee as required under section 90 of the Companies Act, for the ensuing financial year, or until the next annual general meeting of the Company, whichever is the later, and to confirm that the directors shall be empowered to ratify their remuneration, as determined by the committee in terms of the committee charter, which amount shall be approved and endorsed by the directors.

ORDINARY RESOLUTION NUMBER 2
"Resolved that PKF Durban be and is hereby re-appointed as auditors to the Company, for the ensuing financial year or until the next annual general meeting of the Company, whichever is the later, with the designated audit partner being Rob Boulle, as registered auditor and partner in the firm, be confirmed, and that their remuneration be determined by the audit, risk and compliance committee in terms of the committee charter, which amount the directors shall be empowered to ratify."

3. Re-Appointment Of The Members Of The Audit, Risk And Compliance Committee Of The Company

Note: For avoidance of doubt, all references to the audit, risk and compliance committee of the Company is a reference to the audit committee as contemplated in the Companies Act.

In terms of section 94 of the Companies Act, the audit, risk and compliance committee must constitute three members who must be appointed, or reappointed, as the case may be, by shareholders at the Company's annual general meeting, all of whom must, in terms of the King IV Report on Corporate Governance™ for South Africa, 2016 ("King IV™"), be independent non-executive directors. It is accordingly proposed to re-appoint the members of the audit, risk, and compliance committee, proposed by the remuneration and nomination committee, and as set out below. The current members are Ralph Patmore, who is the chair of the committee, Mark Olivier, and Stuart Bird.

A brief curriculum vitae of each member of the audit, risk and compliance committee is available on pages 50 to 53 of this document and on the Company's website, holdings.trellidor.co.za.

ORDINARY RESOLUTION NUMBER 3
"Resolved that Ralph Patmore, being eligible, be and is hereby re-appointed as a member of the audit, risk and compliance committee of the Company, as recommended by the remuneration and nomination committee of the Company, until the next annual general meeting of the Company."

ORDINARY RESOLUTION NUMBER 4
"Resolved that subject to the passing of ordinary resolution number 1, Mark Olivier, being eligible, be and is hereby re-appointed as a member of the audit, risk and compliance committee of the Company, as recommended by the remuneration and nomination committee of the Company, until the next annual general meeting of the Company."

Noted that Mark Olivier has a dual role as Chairman of the board of directors of the Company ("Board") and is also a member of the audit, risk and compliance committee.

ORDINARY RESOLUTION NUMBER 5
"Resolved that Stuart Bird, being eligible, be and is hereby re-appointed as a member of the audit, risk and compliance committee of the Company, as recommended by the remuneration and nomination committee of the Company, until the next annual general meeting of the Company."

4. Non-Binding Advisory Votes On The Remuneration Policy And On The Implementation Report On The Remuneration Policy Of Trellidor

King IV™ recommends, and the Listings Requirements require, that shareholders (a) approve the Company's remuneration policy and (b) approve the implementation report on this policy, through separate non-binding advisory votes. The purpose of ordinary resolutions numbers 6 and 7 is therefore to indicate to the Board, shareholders' approval of the Company's remuneration policy and its implementation report on the policy. Ordinary resolutions numbers 6 and 7 are of an advisory nature only and failure to pass these resolutions will therefore not have any legal consequences relating to the existing remuneration policy and on the implementation report. However, the Board will take the outcome of the vote into consideration when considering amendments to the Company's remuneration policy and its implementation.

ORDINARY RESOLUTION NUMBER 6: NON-BINDING ADVISORY VOTE ON TRELLIDOR'S REMUNERATION POLICY
"Resolved that, by way of a non-binding advisory vote, the Company's remuneration policy, as set out in the IAR and on pages 42 to 48 of this document, be and is hereby approved."

ORDINARY RESOLUTION NUMBER 7: NON-BINDING ADVISORY VOTE ON TRELLIDOR'S IMPLEMENTATION REPORT ON THE REMUNERATION POLICY
"Resolved that, by way of a non-binding advisory vote, the implementation report on the remuneration policy, as set in the IAR and on page 48 of this document, be and is hereby approved."

These resolutions have been separated in line with the King IV™ recommendations. Should 25% or more of shareholders vote against either or both of these resolutions, the Company will extend an invitation to such dissenting shareholders to engage with the Company to discuss their reasons. The manner and time of such engagement will be communicated to shareholders on the Stock Exchange News Service of the JSE ("SENS"). The overall objective of the remuneration policy is to guide the Board in its decision-making process, in particular in the determination of the executive and non-executive remuneration.

5. General Authority To Issue Ordinary Shares For Cash

In terms of the Company's MOI, the Company may only issue unissued shares for cash if such shares have first been offered to existing shareholders in proportion to their shareholding, unless otherwise authorised by shareholders. The purpose of ordinary resolution number 8 is therefore to authorise the directors of the Company to issue shares for cash on a non pro rata basis, as and when they in their discretion deem fit when appropriate opportunities arise. The Board has no current plans to exercise this authority but wishes to ensure that by having it in place, the Company will have the flexibility to take advantage of any business opportunity that may arise in future. The authority will be subject to the Companies Act and the Listings Requirements.

ORDINARY RESOLUTION NUMBER 8: GENERAL AUTHORITY TO ISSUE ORDINARY SHARES FOR CASH
"Resolved that the board of the Company be and is hereby authorised, by way of a general authority, to allot and issue any of the Company's unissued shares for cash as they in their discretion may deem fit, without restriction, subject to the provisions of the Company's MOI, the Companies Act and the JSE Listings Requirements, provided that:

- the approval shall be valid until the date of the next annual general meeting of the Company, provided it shall not extend beyond 15 months from the date of this resolution;
- the general issues of shares for cash under this authority may not exceed, in the aggregate, 5% of the Company's issued share capital (number of securities) of that class as at the date of this notice, it being recorded that ordinary shares issued pursuant to a rights offer to shareholders, shares issued pursuant to an acquisition, shares issued to the Company's Share Incentive Trust ("The Trust") or options granted by the Trust in accordance with the Listings Requirements shall not diminish the number of ordinary shares that comprise the 5% of the ordinary shares that can be issued in terms of this ordinary resolution. As at the date of this notice, 5% of the Company's issued ordinary share capital (net of treasury shares) amounts to 4 760 491 ordinary shares;
- in determining the price at which an issue of shares will be made in terms of this authority, the maximum discount permitted will be 10% of the weighted average traded price of such shares, as determined over the 30 business days prior to the date that the price of the issue is agreed between the Company and the party subscribing for the securities. The JSE will be consulted for a ruling if the securities have not traded in such 30-business-day period;
- any such issue will only be made to public shareholders as defined in paragraphs 4.25 to 4.27 of the Listings Requirements and not to related parties, save therefor that related parties may participate in a general issue for cash through a bookbuild process provided that (i) related parties may only participate with a maximum bid price at which they are prepared to take-up shares or at book close price. In the event of a maximum bid price and the book closes at a higher price the relevant related party will be "out of the book" and not be allocated shares; and (ii) equity securities must be allocated equitably "in the book" through the bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the bookbuild;
- any such issue will only be comprised of securities of a class already in issue or, if this is not the case, will be limited to such securities or rights that are convertible into a class already in issue; and
- in the event that the securities issued represent, on a cumulative basis, 5% of the number of securities in issue prior to that issue, an announcement containing the full details of such issue shall be published on the Stock Exchange News Service of the JSE.

For listed entities wishing to issue shares for cash (other than issues by way of rights offers and/or in connection with duly approved share incentive schemes), it is necessary for the Board to obtain prior authority from shareholders in accordance with the Listings Requirements and the MOI of the Company. Accordingly, the reason for ordinary resolution number 8 is to obtain such general authority from shareholders to issue shares for cash in compliance with the JSE Listings Requirements and the MOI of the Company.

For ordinary resolution number 8 to be adopted, at least 75% of the voting rights exercised on the applicable ordinary resolution must be exercised in favour thereof.

6. Authority To Action All Ordinary And Special Resolutions

ORDINARY RESOLUTION NUMBER 9: AUTHORITY TO ACTION ALL ORDINARY AND SPECIAL RESOLUTIONS
"Resolved that the company secretary be and is hereby authorised to do all such things as are necessary and to sign all such documents issued by the Company so as to give effect to all ordinary resolutions and special resolutions passed at the AGM with or without amendment."

Notice of Annual General Meeting
(continued)

Special Resolutions

7. Remuneration Of Non-Executive Directors

SPECIAL RESOLUTION NUMBER 1: APPROVAL OF NON-EXECUTIVE DIRECTORS' REMUNERATION FOR THEIR SERVICES AS DIRECTORS
"Resolved, in terms of section 66(9) of the Companies Act, that the fees payable by the Company to the non-executive directors for their services as directors, which includes serving on various sub-committees, be and are hereby approved for the financial year ending 30 June 2024 and for a period of two years from the passing of this special resolution or until its renewal, whichever is the earliest, as follows:

	2023		Proposed 2024	
	Annual fee Rand	Fee per meeting Rand	Annual fee Rand	Fee per meeting Rand
Board Chairman	52 840	41 105	52 840	41 105
Director	46 960	29 365	46 960	29 365
Audit, Risk and Compliance Committee				
Chairman	-	35 225	-	35 225
Member	-	23 490	-	23 490
Remuneration and Nomination Committee				
Chairman	-	17 620	-	17 620
Member	-	11 740	-	11 740
Social and Ethics Committee				
Chairman	-	11 740	-	11 740
Member	-	8 810	-	8 810

There is no increase proposed for the 2024 financial year, the fees will remain at the same rate as for the 2023 financial year ended fees.

THE REASON FOR AND EFFECT OF SPECIAL RESOLUTION 1:
To obtain the approval of shareholders by way of a special resolution in accordance with section 66 of the Companies Act, for the payment by the Company of remuneration to each of the non-executive directors of the Company for services rendered as directors for a period of two years from the passing of this resolution or until its renewal, whichever is the earliest, in the amount set out in special resolution number 1.

8. Share Repurchases By The Company And Its Subsidiaries

SPECIAL RESOLUTION NUMBER 2: SHARE REPURCHASES BY TRELLIDOR AND ITS SUBSIDIARIES
"Resolved, as a special resolution, that the directors of the Company and its subsidiaries be and are hereby authorised, as a general approval, to repurchase any of the shares issued by the Company, upon such terms and conditions and in such amounts as the Directors may from time to time determine, but subject to the provisions of section 46 of the Companies Act, the MOI of the Company and the JSE Listings Requirements, including, inter alia, that:

- the general repurchase of shares must be implemented through the order book operated by the JSE trading system without any prior understanding or arrangement between the Company and the counterparty;
- this general authority shall only be valid until the next annual general meeting of the Company, provided that it shall not extend beyond 15 months from the date of this resolution;
- the Company (or any subsidiary) must be authorised to do so in terms of its MOI;
- the number of shares which may be repurchased pursuant to this authority in any financial year (which commenced 1 July 2023) may not in the aggregate exceed 20% (or 10% where the purchases are effected by a subsidiary) of the Company's issued share capital at the time that authority from shareholders for the repurchase is granted;
- repurchases may not be made at a price more than 10% above the volume weighted average of the market price on the JSE of the shares in question for the five business days immediately preceding the date that the transaction is effected. The JSE will be consulted for a ruling if the Company's securities have not traded in such five-business-day period;
- repurchases may not take place during a prohibited period (as defined in paragraph 3.67 of the Listings Requirements) unless a repurchase-programme is in place, which programme has been submitted to the JSE in writing prior to the commencement of the prohibited period and executed by an independent third party (reported trades are prohibited), as contemplated in paragraph 5.72(h) of the Listings Requirements;
- after the Company has repurchased shares which constitute, on a cumulative basis, 3% of the number of shares in issue (at the time that authority from shareholders for the repurchase is granted), as well as for each 3% in aggregate of the initial number of shares repurchased thereafter, the Company shall publish an announcement to such effect, or any other announcements that may be required in such regard in terms of the Listings Requirements applicable from time to time;

- The Company (or any subsidiary) shall appoint only one agent to effect acquisitions on its behalf; and
- a resolution has been passed by the Board approving the repurchase, that the Company and its subsidiaries (”the Group“) have passed the solvency and liquidity test as set out in section 4 of the Companies Act and that, since the application of the solvency and liquidity test by the Board, there have been no material changes to the financial position of the Group.”

THE REASON FOR AND EFFECT OF SPECIAL RESOLUTION NUMBER 2:
The reason for and effect, if passed, of special resolution number 2 is to grant the directors of the Company a general authority in terms of the MOI and the Listings Requirements for the acquisition by the Company (or a subsidiary of the Company) of shares issued by the Company on the basis reflected in special resolution number 2. This authority will provide the board with the necessary flexibility to repurchase shares in the market, should a favourable opportunity arise and the Board believe that it is in the interest of the Company to do so.

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

Certain information relating to the Company as required by the Listings Requirements is set out in the General Information which forms part of this notice of Annual General Meeting.

9. Approval Of Financial Assistance

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

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

SPECIAL RESOLUTION NUMBER 4: FINANCIAL ASSISTANCE FOR THE SUBSCRIPTION AND/OR PURCHASE OF SHARES IN THE COMPANY OR A RELATED OR INTER-RELATED COMPANY
“Resolved, in terms of section 44(3)(a)(ii) of the Companies Act, as a general approval, that the Board be and is hereby authorised to approve that the Company provides any direct or indirect financial assistance (”financial assistance“ will herein have the meaning attributed to it in sections 44(1) and 44(2) of the Companies Act) that the Board may deem fit, to any person, including any company or corporation that is related or inter-related to the Company (”related” and “inter-related” will herein have the meanings attributed to such terms in section 2 of the Companies Act) and/or to any financier who provides funding by subscribing for preference shares or other securities in the Company or any company or corporation that is related or inter-related to the Company, on the terms and conditions and for amounts that the Board may determine for the purpose of, or in connection with the subscription of any option, or any shares or other securities, issued or to be issued by the Company or a related or inter-related company or corporation, or for the purchase of any shares or securities of the Company or a related or inter-related company or corporation, provided that the aforementioned approval shall be valid until the date of the next annual general meeting of the Company.”

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

ADDITIONAL DISCLOSURE IN RESPECT OF SPECIAL RESOLUTIONS NUMBERS 3 AND 4.
In terms of and pursuant to the provisions of sections 44 and 45 of the Companies Act, the directors of the Company confirm that the Board will satisfy itself, after considering all reasonably foreseeable financial circumstances of the Company, that immediately after providing any financial assistance as contemplated in special resolutions numbers 3 and 4 above:

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

Notice of Annual General Meeting
(continued)

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

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

10. Other Business

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

Voting and Proxies

1. The date on which shareholders must be recorded as such in the share register maintained by the transfer secretaries of the Company ("the Share Register") for purposes of being entitled to receive this notice is Friday, 6 October 2023.
2. The date on which shareholders must be recorded in the Share Register for purposes of being entitled to attend and vote at this AGM is Friday, 1 December 2023, with the last day to trade being Tuesday, 28 November 2023.
3. Meeting participants will be required to provide proof of identification to the reasonable satisfaction of the Chairman of the AGM and must accordingly submit a copy of their identity document, passport, or driver's licence and letter of representation and electronic participation form ("EPF") to the transfer secretaries at proxy@computershare.co.za. If in doubt as to whether any document will be regarded as satisfactory proof of identification, meeting participants should contact the transfer secretaries for guidance.
4. Certificated and own-name dematerialised shareholders are advised that they must complete a form of proxy in order for their vote/s to be valid. The form of proxy for certificated and own-name dematerialised shareholders is included in this document.
5. A shareholder of the Company entitled to participate in and vote at the AGM is entitled to appoint one or more proxies to attend, speak and to vote in their stead. The proxy need not be a shareholder of the Company.
6. On a show of hands, every shareholder of the Company present or represented by proxy shall have one vote only. On a poll, every shareholder of the Company present or represented by proxy shall have one vote for every share in the Company held by such shareholder. As the meeting will cater for electronic participation only, it will not be desirable nor practical for voting to take place by way of show of hands. Accordingly, the Chairman has already determined that all voting will be by way of poll via the forms of proxy that will be submitted.
7. A form of proxy is attached for the convenience of certificated and own-name dematerialised shareholders holding shares in the Company who cannot participate in the AGM but wish to be represented thereat.
8. Such shareholders must complete and return the attached form of proxy and lodge it with the transfer secretaries of the Company.
9. Dematerialised shareholders who have not elected own-name registration in the sub-register of the Company through a CSDP and who wish to exercise their vote at the AGM, must timeously provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between that shareholder and the CSDP or broker. Such shareholders are advised that they must provide their CSDP or broker with separate voting instructions in respect of the shares.
10. Dematerialised shareholders who have not elected own-name registration in the sub-register of the Company through a CSDP and who wish to participate in the AGM, must instruct the CSDP or broker to provide them with the necessary letter of representation to do so.
11. Forms of proxy may also be obtained on request from the Company's registered office. The completed forms of proxy must either be deposited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196; posted to Private Bag X9000, Saxonwold, 2132; or emailed to proxy@computershare.co.za, to be received at least 48 hours prior to the AGM, which AGM is at 15:00 on Thursday, 7 December 2023. Any form of proxy not delivered to the transfer secretaries by this time may be submitted to the transfer secretaries via email at proxy@computershare.co.za at any time before the appointed proxy/ies exercise/s any shareholder rights at the AGM, subject to the transfer secretary verifying the form of proxy and proof of identification before any shareholder rights are exercised.

Electronic participation in the 2023 AGM

All shareholders who wish to participate in the AGM will do so by way of electronic participation and are required to complete the EPF and forward it to TMS. The EPF must be received by TMS by no later than 15:00 on Tuesday, 5 December 2023 for TMS to arrange for the shareholder (or representative or proxy) to provide reasonably satisfactory identification to the Company Secretary for the purposes of section 63(1) of the Companies Act and for the Scrutineers to provide the shareholder (or representative or proxy) with details on how to access the AGM by means of electronic participation. The written notification should contain the following:

- a certified copy of the shareholder's identification document or passport if the shareholder is an individual;
- the letter of representation (in a non-voting capacity) if such shareholder is a dematerialised shareholder who has not elected own-name registration;
- a certified copy of a resolution or letter of representation given by the holder if you are a company or juristic person, and certified copies of identity documents or passports of the persons who passed the resolution; and
- a completed EPF containing a valid email address and/or telephone number.

TMS is obliged, in terms of section 63(1) of the Companies Act, to validate (in correspondence with the Company Secretary, Paula Nel and, in particular, the transfer secretaries, and your CSDP) each such shareholder's entitlement to participate in the AGM, before providing it with the necessary means to electronically access the AGM.

Participants who have complied with the notice requirements above, will be contacted between Tuesday, 5 December 2023 and Thursday, 7 December 2023 to be provided with the relevant connection details through which they or their proxy(ies) can participate via electronic communication and of the process for participation via a unique link to the email/cellphone number provided in the notification.

It is recommended that shareholders log into the online platform at least 15 minutes prior to the scheduled start time for the AGM. Should shareholders require assistance with accessing the online platform, they can call the following helpline: +27 81 711 4255.

Shareholders will be able to view a live webcast of the AGM and ask directors questions online in written format or verbally.

Voting and Proxies (continued)

Participation at the AGM

Certificated shareholders and dematerialised shareholders with own-name registration are entitled to attend (via the virtual meeting platform) the AGM and are entitled to appoint a proxy or proxies to attend (via the virtual meeting platform) in their stead. The person so appointed need not be a shareholder of the Company.

Dematerialised shareholders who have not elected own-name registration and who wish to attend (via the virtual meeting platform) the AGM must instruct their CSDP or broker timeously in order that such CSDP or broker issues them with the necessary letter of representation for such shareholder to electronically participate in the AGM, in a non-voting capacity.

Voting remotely through the electronic platform will not be allowed or possible. However, shareholders are reminded that they are still able to vote normally via proxy as outlined above, despite participating in the AGM either electronically or not at all.

Aside from the costs incurred by Trellidor as a result of the hosting by TMS of the AGM by way of a remote interactive electronic platform, which shareholders can choose to access, shareholders will be liable for their own network charges in relation to electronic participation in the AGM. Any such charges will not be for the account of the JSE, Trellidor and/or TMS.

None of the JSE, Trellidor or TMS can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevent any such shareholder from participating in the AGM.

By agreeing to participate in the AGM, the shareholder acknowledges that the electronic communication services are provided by third parties and indemnifies Trellidor and its directors/employees/company secretary/transfer secretary/service providers/advisors against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the electronic services, whether or not the problem is caused by any act or omission on the part of the shareholder or anyone else. In particular, but not exclusively, the shareholder acknowledges that they will have no claim against Trellidor and its directors/employees/company secretary/transfer secretary/service providers/advisors, whether for consequential damages or otherwise, arising from the use of the electronic services or any defect in it or from total or partial failure of the electronic services and connections linking the shareholder via the electronic services to the AGM.

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

By order of the Board

Paula Nel
BCom ACIS
Trellidor Company Secretary

13 October 2023

Registered office

20 Aberdare Drive
Phoenix Industrial Park Durban, 4001
(PO Box 20173, Durban North, 4016)

Transfer secretaries

Hand deliveries of proxies to:
Computershare Investor Services Proprietary Limited
Rosebank Towers, 15 Biermann Avenue
Rosebank, 2196

Email deliveries to:
proxy@computershare.co.za

Postal deliveries to:
Computershare Investor Services Proprietary Limited
Private Bag X9000
Saxonwold, 2132

Scrutineers

Hand deliveries of EPFs and LORs to:
The Meeting Specialists Proprietary Limited
JSE Building, One Exchange Square
Gwen Lane, Sandown, 2196

Email deliveries to:
proxy@tmsmeetings.co.za
or call The Meeting Specialists on:
+27 81 711 4255 (Izzy)
+27 84 433 4836 (Farhana)
+27 61 440 0654 (Michael)

Postal deliveries to:
The Meeting Specialists Proprietary Limited
PO Box 62043
Marshalltown, 2107, South Africa

Form of Proxy

TRELLIDOR HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)
(Registration number: 1970/015401/06)
(Share code: TRL)
(ISIN code: ZAE000209342)
("Trellidor" or "the Company")

This form of proxy is for use by certificated and own-name dematerialised shareholders of the Company at the annual general meeting ("AGM") of the Company on Thursday, 7 December 2023 at 15:00 or any adjournment, if required. Additional forms of proxy are available at the Company's registered office.

This form of proxy is not for use by holders of the Company's dematerialised shares who have not selected own-name registration. Such shareholders must contact their central securities depository participant ("CSDP") or broker timeously if they wish to attend and vote at the AGM and request that they be issued with the necessary authorisation to do so, or provide the CSDP or broker timeously with their voting instructions should they not wish to attend the AGM but wish to be represented thereat, in order for the CSDP or broker to vote in accordance with their instructions.

I/We ______________________________ (full name in print)
Telephone number: ______________________________
Cellphone number: ______________________________
Email: ______________________________
of ______________________________ (address)
being a shareholder of the Company, hereby appoint: ______________________________
1. or failing him/her, ______________________________
2. or failing him/her, ______________________________
3. the Chairman of the AGM, ______________________________

as my/our proxy to participate, speak and vote on my or our behalf at the AGM (and any adjournment thereof) convened for purposes of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions ("resolutions") to be proposed thereat and at each adjournment thereof and to vote for and/or against the resolutions, and/or to abstain from voting for and/or against the resolutions, in respect of the shares registered in my/our name in accordance with the following instructions:

Please indicate your voting instruction by way of inserting the number of shares or with an "X" in the space provided should you wish to vote all of your shares. Unless this is done, the proxy will vote as he/she deems fit.

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
1	To re-elect Mark Olivier as an independent non-executive director			
2	To re-appoint PKF Durban as independent auditors to the Company			
3	To re-appoint Ralph Patmore as a member of the Company's audit, risk, and compliance committee			
4	To re-appoint Mark Olivier as a member of the Company's audit, risk, and compliance committee			
5	To re-appoint Stuart Bird as a member of the Company's audit, risk, and compliance committee			
6	Non-binding advisory vote on Trellidor's remuneration policy			
7	Non-binding advisory vote on Trellidor's implementation report on the remuneration policy			
8	General authority to issue ordinary shares for cash			
9	To authorise the company secretary to action all ordinary and special resolutions			
SPECIAL RESOLUTIONS		**FOR**	**AGAINST**	**ABSTAIN**
1	Approval of non-executive directors' remuneration			
2	Share repurchases by Trellidor and its subsidiaries			
3	Inter-company financial assistance			
4	Financial assistance for the subscription and/or purchase of shares in the Company or a related or inter-related company			

Signed at ______________________________ on the __________ of ______________________________ 2023

Signature(s) ______________________________

Assisted by (where applicable) ______________________________ (state capacity and full name)

Each Trellidor shareholder is entitled to appoint one or more proxies (who need not be a shareholder of the Company) to attend, speak and vote in place of that shareholder at the AGM. Please read notes on the next page.

Form of Proxy (continued)

NOTES

Certificated and own-name dematerialised shareholders are advised that they must complete a form of proxy for certificated and own-name dematerialised shareholders in order for their vote/s to be valid.

1. The form of proxy must only be used by certificated ordinary shareholders or dematerialised ordinary shareholders who hold dematerialised shares with “own name” registration.
2. Dematerialised shareholders are reminded that the onus is on such shareholder to communicate with their CSDP or broker.
3. A shareholder entitled to participate in and vote at the AGM may insert the name of a proxy or the names of two alternative proxies of the shareholder’s choice in the space provided, with or without deleting “the Chairman of the AGM”. The person whose name stands first on the form of proxy and who participates in the AGM will be entitled to act as proxy to the exclusion of such proxy(ies) whose names follow.
4. A shareholder is entitled to one vote on a show of hands and, on a poll, one vote in respect of each share held. A shareholder’s instructions to the proxy must be indicated by inserting the relevant number of votes exercisable by the shareholder in the appropriate box(es). Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting as he/she deems fit in respect of all the shareholder’s votes.
5. A vote given in terms of an instrument of proxy shall be valid in relation to the AGM notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the shares in respect of which the proxy is given, unless notice as to any of the aforementioned matters shall have been received by the registrars not less than forty-eight hours before the commencement of the AGM.
6. The Chairman of the AGM may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.
7. The completion and lodging of this form of proxy will not preclude the relevant shareholder from participating in the AGM, should such shareholder wish to do so.
8. Documentary evidence establishing the authority of a person signing the form of proxy in a representative capacity must be attached to this form of proxy, unless previously recorded by the Company or unless this requirement is waived by the Chairman of the AGM.
9. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered with the Company.
10. Where there are joint holders of shares:
    - any one holder may sign the form of proxy; and
    - the vote(s) of the senior shareholders (for that purpose seniority will be determined by the order in which the names of shareholders appear in the Company’s register of shareholders) who tender a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).
11. The Chairman of the AGM may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with these notes, provided that, in respect of acceptances, the Chairman is satisfied as to the manner in which the shareholder concerned wishes to vote.
12. Forms of proxy should be lodged with, posted by mail, or emailed to Computershare Investor Services Proprietary Limited:

Hand deliveries to:
Computershare Investor Services Proprietary Limited
Rosebank Towers, 15 Biermann Avenue
Rosebank, 2196

Postal deliveries to:
Computershare Investor Services Proprietary Limited
Private Bag X9000
Saxonwold, 2132

Email deliveries to:
proxy@computershare.co.za

Proxies are to be received by no later than 15:00 on 5 December 2023 (or 48 hours before any adjournment of the AGM which date, if necessary, will be notified on SENS). Any form of proxy not delivered to the transfer secretaries by this time may be handed to the Chairman of the AGM at any time before the appointed proxy exercises any shareholder rights at the AGM, subject to the transfer secretary verifying the form of proxy and proof of identification before any shareholder rights are exercised.

13. Any alteration or correction made to this form of proxy, other than the deletion of alternatives, must be initialed by the signatory(ies).

Electronic Participation Form

ELECTRONIC PARTICIPATION IN THE TRELLIDOR HOLDINGS LIMITED VIRTUAL ANNUAL GENERAL MEETING TO BE HELD ON 7 DECEMBER 2023

The annual general meeting

- Shareholders or their duly appointed proxies who wish to participate in the annual general meeting via electronic communication ("Participants"), must apply to the Company's meeting scrutineers, The Meeting Specialist Proprietary Limited ("TMS"), to do so by either delivering the form below ("the application") to JSE Building, One Exchange Square, 2 Gwen Lane, Sandown, 2196; posting it, at the risk of the Participant, to PO Box 62043, Marshalltown, 2107; or emailing it to proxy@tmsmeetings.co.za, to be received by no later than 15:00 on Tuesday, 5 December 2023.

- Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with 'own name' registration, should contact their Central Securities Depository Participant ("CSDP") or broker in the manner and time stipulated in their agreement with their CSDP or Broker:
  – to furnish them with their voting instructions; and
  – in the event that they wish to participate in the meeting, to obtain the necessary authority to do so.

- Participants will not be able to vote during the annual general meeting. All votes need to be submitted via proxy as per the notice of AGM.

- Each shareholder, who has complied with the requirements below, will be contacted between Tuesday, 5 December 2023 and Thursday, 7 December 2023 via email/mobile with a unique link to allow them to participate in the virtual annual general meeting.

- The cost of the Participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone service provider.

- The cut-off time, for administrative purposes, to participate in the meeting will be 13:00 on Thursday, 7 December 2023.

- The Participant's unique access credentials will be forwarded to the email/cell number provided below.

Application form

Name and surname of shareholder	
Name and surname of shareholder representative (if applicable)	
ID number of shareholder or representative	
Email address	
Cell number	Telephone number
Name of CSDP or Broker (if shares are held in dematerialised format)	
SCA number/Broker account number or own name account number	
Number of shares	
Signature	Date

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

Terms and conditions for participation at the Trellidor Holdings Limited annual general meeting to be held on 7 December 2023 via electronic communication:

- The cost of dialing in using a telecommunication line/webcast/web-streaming to participate in the annual general meeting is for the expense of the Participant and will be billed separately by the Participant's own telephone service provider.

- The Participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies Trellidor Holdings Limited and its directors/employees/company secretary/transfer secretary/service providers/advisors against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/ she will have no claim against Trellidor Holdings Limited and its directors/employees/company secretary/transfer secretary/service providers/advisors, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the annual general meeting.

- Once the Participant has received the link, the onus to safeguard this information remains with the Participant.

- The application will only be deemed successful if this application form has been fully completed and signed by the Participant and delivered or e-mailed to TMS at proxy@tmsmeetings.co.za

Shareholder name: ______________________ Signature: ______________________

Date: ______________________

General Information

GENERAL INFORMATION OF THE COMPANY TO SUPPORT THE RESOLUTIONS PROPOSED IN THE NOTICE OF AGM

The following information is required by the Listings Requirements with regard to the resolution granting a general authority to the Company and its subsidiaries to repurchase shares in the Company (Special resolution number 2).

The Listings Requirements require the following disclosures, as set out below:

- Major beneficial shareholders of the Company — Page 41
- Share Capital of the Company — Page 41

Material change

Other than the facts and developments reported on in the annual financial statements and in this document of which this notice forms part, there have been no material changes in the affairs or financial position of the Company and the group since the date of signature of the audit report for the financial year ended 30 June 2023 and up to the date of this notice.

Directors' responsibility statement

The directors whose names are given on pages 51 to 53 of this document, collectively and individually accept full responsibility for the accuracy of the information given in this notice and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the notice contains all information required by law and the Listings Requirements.

Statement by the Board in respect of repurchases of shares

1. The Directors of the Company or its subsidiaries will only utilise the general authority to repurchase shares of the Company, as set out in special resolution number 2, to the extent that the Directors, after considering the maximum number of shares to be purchased, are of the opinion that the position of the Group would not be compromised as to the following:

    - The Company and the Group's ability in the ordinary course of business to pay its debts for a period of 12 months after the date of this notice of AGM and for a period of 12 months after the repurchase.

    - The consolidated assets of the Company and the Group (fairly valued) will, at the time of this notice of AGM and at the time of making such determination and for a period of 12 months thereafter, be in excess of the consolidated liabilities of the Company and Group (fairly valued). The assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited annual financial statements of the Group.

    - The ordinary capital and reserves of the Company and the Group after the repurchase will remain adequate for the purpose of the business of the Group for a period of 12 months after this notice of AGM and after the date of the share repurchase.

    - The working capital available to the Group after the repurchase will be sufficient for the Group's ordinary business purposes for a period of 12 months after the date of this notice of the AGM and for 12 months thereafter and/or after the date of the repurchase.

    - The Directors have passed a resolution authorising the repurchase, resolving that the Company has satisfied the solvency and liquidity test as defined in the Companies Act and resolving that, since the solvency and liquidity test was applied, there have been no material changes to the financial position of the Group.

Summarised Consolidated Audited Financial Statements

Summarised Consolidated Audited Financial Statements

Director's Report

Directors' interests in shares

As at 30 June 2023, the directors of the company held direct and indirect beneficial interests in its issued ordinary shares, as set out below:

Interest in shares

	2022		2021	
Directors	Direct	Indirect	Direct	Indirect
TM Dennison	8 819 342	-	8 819 342	-
MC Olivier	-	1 884 333	-	1 884 333
JB Winship	-	1 642 039	-	1 642 039
DJR Judge	405 785	5 300	405 785	5 300
	9 225 127	3 531 672	9 225 127	3 531 672

There have been no changes in beneficial interests that occurred between the end of the reporting period and the date of this report.

Directors' interests in contracts

During the financial year, no contracts were entered into which directors or officers of the group had an interest in and which significantly affected the business of the group.

Directors' emoluments and service contracts

The executive directors have service contracts with the company which include a three-month notice period. The non-executive directors enter a formal letter of appointment on acceptance of their board position.

During 2022, loans were advanced to two directors of the group for the purchase of shares in the company. No further loans were granted during 2023.

Loans advanced to directors and the directors' emoluments are disclosed in notes 9 and 37 of the annual financial statements.

Interests in subsidiaries

Details of the group's interest in subsidiaries are presented in note 7.

Borrowing powers

In terms of the Memorandum of Incorporation, the borrowing powers of the group are unlimited. However, all borrowings by the group are subject to board approval.

Litigation statement

The group becomes involved from time to time in various claims and lawsuits incidental to the ordinary course of business.

The directors are not aware of any other legal or arbitration proceedings apart from the previous dispute disclosed in note 21, that may have or had in the previous 12 months, a material effect on the group's financial position.

Insurance

The group has appropriate insurance cover against crime risks as well as professional indemnity. This cover was assessed and confirmed by the Audit, Risk and Compliance Committee and the board.

Promotion of Access to Information Act

There were no requests for information lodged with the company in terms of the Promotion of Access to Information Act, No 2 of 2000.

Governance

The board remains aligned with the King IV recommendations and continues to explore the six capitals (financial, manufactured, human, intellectual, natural, and social and relationship) and link them appropriately into the strategy.

Special resolutions

No additional special resolutions were passed during the 2023 financial year other than those passed at the company's Annual General Meeting.

Going concern

The group is required to maintain and monitor dividend, interest and debt cover ratios in terms of its agreements with its financiers. As reported in our interim results, financial performance at the time was adequate in maintaining our covenant ratios despite the increased debt. As at 30 June 2023, driven primarily by the decrease in financial performance during F23 H2, the group's debt to EBITDA ratio (excluding IFRS 16) of 5.1x, breached the 2.0x debt to EBITDA covenant set by the lenders. In addition, total senior debt service cover of 0.8 breached the covenant of 1.2.

The board, in preparing the financial results, has performed a detailed going concern assessment which includes the group's projected performance for a period of 12 months from 1 July 2023. This performance is based on detailed operating plans prepared by the executive and approved by the board.

In addition, these plans have been presented to the group's lenders as part of their ongoing monitoring of our debt levels. Once the lenders have received the signed annual financial statements, they will perform their annual review and assess the significance of the breaches. The lenders have advised that they will consider the financial performance, whether the entity is loss making, understand the proposed rectification plan as a way forward, the proactive approach by the group in rectifying the breach, and whether or not any legal proceedings have been instituted against the group by other funders in determining whether or not the breaches are material.

Given that the group continues to be profit making, despite the underperformance, have provided the financial and operational plans to rectify the breaches and there are no legal proceedings that have been instituted against the group, the board is confident the lenders will condone the covenant breaches.

In preparing the operational and financial plans, the group took into account its existing strategy of improving profitability, which will also ensure that the current breached covenants are regularised, by implementing, inter alia, the following:

- Addressing the factors that impacted the financial performance in F23 H2 including strategic product positioning and price reviews being implemented in Trellidor through F24 Q2;
- Fulfillment of a significant manufacture and supply contract of roller shutters in the UK. Initial orders have already been received and the project is expected to be completed during F24 Q3;
- Overhead levels will be maintained in line with inflation through F24 after the investment in selling capacity in F23.

In addition, the board has mandated the executive team to investigate opportunities to materially reduce the debt levels by the end of F25.

Given the significant uncertainty regarding the continued weak South African economy and the related impact on the consumer, in preparing the going concern assessment and to mitigate against this uncertainty, below inflationary growth projections in revenue was used as the base for the South African related turnover. The directors consider this to be appropriate in the context of the economy and after considering these factors have concluded that the group will continue to trade as a going concern for at least 12 months from the date of this report.

As at 30 June 2023, the group and company lender's had been made aware of the potential covenant breaches, in terms of the facility agreement. The extent of the breaches and the consequences to the group and company can only be established once the lenders have completed their annual assessment referred to above. As required by IAS 1 Presentation of Financial Statements, due to the covenant breaches, the related loans have been reclassified as current as at 30 June 2023 notwithstanding that they are long-term. Once the lenders have condoned the covenant breaches and the abovementioned strategies have produced the results expected, the group will have the unconditional right to defer settlement of the liability for at least twelve months after the reporting period and the loans can be reclassified to non-current.

The directors are of the opinion that the group and company have adequate resources to continue operating for the foreseeable future and that it is appropriate to adopt the going concern basis in preparing the group and company's financial statements.

Events after the reporting period

Details of all material events occurring between the reporting date and the date of authorising the annual financial statements have been disclosed in note 39 to the annual financial statements.

Auditors

With effect from 9 November 2022, PKF Durban was appointed as the auditor for the current year in accordance with the Companies Act of South Africa.

At the Annual General Meeting, the shareholders will be requested to approve the appointment of PKF Durban as the independent external auditors of the group and company and to confirm R Boulle as the designated lead audit partner for the 2024 financial year.

Secretary

The company secretary is P Nel.
- Postal and business address: 71 Cotswold Drive, Westville, 3629.

Date of authorisation for issue of financial statements

The annual financial statements have been authorised for issue by the directors on 26 September 2023. No authority was given to anyone to amend the annual financial statements after the date of issue.

Commentary

INTRODUCTION

Trellidor Holdings Limited ("the Company") together with its subsidiaries ("the Group") comprises the Trellidor, Taylor and NMC businesses.

Trellidor is the market leading manufacturer of custom-made barrier security products, distributed via a dedicated and skilled, branch and franchise network operating throughout South Africa, Africa and the UK.

Taylor is a major manufacturer and distributor of custom-made blinds, decorative and security shutters in South Africa and parts of Africa with a particularly strong presence in the Western Cape. NMC is an importer and distributor of premium cornicing and skirting products throughout South Africa and neighbouring countries.

OPERATING ENVIRONMENT

As expected, the operating environment for the Group remained challenging throughout the financial year ended 30 June 2023 due to both demand and supply related issues.

Against a backdrop of increased interest rates, Government's failure to deliver services such as water and electricity, and a generally weak economy, the market for Trellidor's products in South Africa has been constrained. Where physical security was previously a priority spend for households in South Africa, this is not necessarily the case in the current environment. Furthermore, the subdued sales of residential property, most prominently in Gauteng, and the growing preference for estate living have also had a negative impact on sales of Trellidor's traditional product range.

Cost pressures due to rising inflation combined with revenue weakness have reduced margins in parts of the Group. In the UK, retail sector spend was focused on in-store shop fitting in response to proposed regulation changes and as a result project spend in security related areas was lower compared to prior years.

OVERVIEW

Group revenue for the year decreased by 2.1% to R502.0 million (F22: R513.2 million) driven by weak demand in South Africa and the reduction in project related revenue in the UK, which was partly offset by significant growth in the rest of Africa.

The Group's gross profit margin of 38.5% was in line with the previous financial year (F22: 38.4%). However, maintaining the Group's gross profit margin has not compensated for lower sales, resulting in a R3.9 million reduction in Group profitability compared to the prior year. Taylor and NMC delivered improved gross profit margins during the year which were offset by a margin decline in Trellidor.

Overheads increased by 9.1% (R14.8 million) due to investment in sales and marketing resources and initiatives, which was in line with the strategy to own distribution in the main centres and replace sales capacity lost during Covid in an effort to drive growth in the Trellidor business. Sales relating to the replacement of lost capacity did not materialise in 2023.

Net interest cost rose by 81.3% (R7.5 million) as a result of increases in the prime lending rate coupled with an increase in the Group's debt level, due primarily to the costs of the adverse Labour Appeal Court judgment received in April 2022 ("Labour Court Judgement"), which saw the order for reinstatement of 42 employees with full backpay and benefits from 2017.

The net result of the above factors is a Group profit after tax of R3.5 million for F23 (F22: R0.3 million) and a basic earnings per share ("EPS") of 3.7 cents (F22: 0.4 cents). Adjusting for the provision of the costs of the Labour Court Judgement raised in the financial year ended 30 June 2022, the EPS of 3.7 cents in the current year compares to an adjusted F22 EPS of 25.0 cents and R23.8 million profit after tax.

Cash from operations remained flat at R39.0 million for the year before the costs of implementing the Labour Court Judgement of R31.8 million (F22: R39.1 million). The net investment in working capital of R8.5 million during the year is a significant improvement from the investment of R25.1 million at half year, which was supported by a R7.7 million reduction in inventory levels during F23 H2.

The Group has interest-bearing liabilities of R121.5 million (F22: R96.4 million) which incurred R13.6 million (F22: R6.4 million) of net interest for the financial year ended 30 June 2023 excluding lease liabilities. The Group generated a free cash flow of R21.4 million which together with the additional debt raised and an increased utilisation of the Group's overdraft facility, was applied to:

- Implement the Labour Court Judgement (R31.8 million);
- Purchase the Hillcrest franchise (R0.8 million); and
- Repay debt capital and interest (R28.0 million).

SEGMENTS

TRELLIDOR

Revenue for F23 increased by 0.9% to R329.6 million (F22: R326.6 million) which was affected by weak performance in South Africa and the UK where revenues declined by 2.4% and 4.4% respectively. These declines were offset by the strategy implemented in the rest of Africa yielding better results, with revenues in this market growing by 31.2%.

Trellidor's gross profit margin decreased to 41.9% (F22: 44.2%) primarily because of increased labour costs post the reinstatement of employees in terms of the Labour Court Judgement and the inflationary increases of fixed and semi-variable costs which were not fully recovered given the weak revenue.

Overheads in Trellidor increased 17.9% (R18.5 million). A significant proportion of the above inflation increase in overhead was applied to bolstering the selling capacity in the UK and Gauteng branch and the absorption of the Trellidor Hillcrest and Cape Town franchises during the period. In addition, there was also additional investment in the strategy to grow the commercial segment of the market compared to previous year. Sales relating to the increase in operating capacity in Trellidor did not materialise in 2023 but, as noted below, there is a high degree of visibility in material sales growth in the UK for 2024. With the marginal increase in revenue, the decrease in gross profit margins and the under-recovery of fixed and semi-variable overheads, Trellidor's operating profit before interest decreased to R15.9 million (F22: R40.9 million excluding the provision related to the Labour Court Judgement).

Despite the challenges faced in the period, the Trellidor business generated cash from operating activities of R40.9 million excluding the costs related to the Labour Court Judgement (F22: R28.4 million).

TAYLOR

Although revenue for F23 decreased by 9.6% to R140.2 million (F22: R155.0 million) because of softer revenue in Gauteng specifically, improved sales mix and production efficiencies have resulted in the gross profit margin increasing to 28.9% (F22: 25.0%). Under the new management team, operating costs were also well managed, decreasing by 9.1% from F22.

The improved gross profit margins and reduction in overheads, has resulted in Taylor's operating profit before interest increasing to R4.0 million (F22: operating loss of R5.4 million) which is a significant improvement given the current operating climate.

Cash generation has improved significantly from F22 with R5.8 million generated from operating activities in F23. Investment in net working capital of R7.9 million was significantly improved from the investment of R13.9 million at half year. The strategy to stabilise the Taylor business is progressing well.

NMC

Revenue for the year increased by 3.4% to R33.4 million (F22: R32.3 million) achieved through selling price increases in response to higher cost of imported goods. The gross profit margin for F23 improved to 43.7% (F22: 43.2%).

A restructuring of the business following the segregation of NMC from Taylor, which included the recruitment of additional sales and marketing resources to drive market penetration and grow market share, resulted in a decrease in operating profit in F23 to R3.2 million (F22: R6.2 million). The investment in additional resources is expected to achieve the intended results in F24.

Cash generation has come under pressure because of lower earnings and logistical challenges which resulted in an increase in inventory levels. As a result, cash generated by operations in F23 decreased to R3.3 million compared to cash generated in F22 of R6.2 million. The investment in working capital has stabilised during F23 Q4 and cash generation is expected to improve through F24.

COVENANTS

The Group is required to maintain and monitor dividend, interest and debt cover ratios in terms of its agreements with its financiers. As reported in our interim results, financial performance at the time was adequate in maintaining our covenant ratios despite the increased debt. As at 30 June 2023, driven primarily by the decrease in financial performance during F23 H2, the Group's debt to EBITDA ratio (excluding IFRS 16) of 5.1x, breached the 2.0x debt to EBITDA covenant set by the Group's primary lender. In addition, total senior debt service cover of 0.8 breached the covenant of 1.2.

The board of directors of the Company ("Board"), in preparing the financial results, has performed a detailed going concern assessment which includes the Group's projected performance for a period of 12 months from 1 July 2023. This performance is based on detailed operating plans prepared by the Group's executive team and approved by the Board.

In addition, these plans have been presented to the Group's lender as part of its ongoing monitoring of the Group's debt levels. Once the lender has received the signed annual financial statements, it will complete its annual review and assess the significance of the breaches. The lender has advised that it will consider the following factors in determining whether or not the breaches are material: the Group's financial performance; whether the entity is loss making; the proposed rectification plan as a way forward; the proactive approach by the Group in rectifying the breach; and whether or not any legal proceedings have been instituted against the Group by other funders.

Given that the Group continues to be profit making, despite the underperformance; that the Board has provided the lender with financial and operational plans to rectify the breaches; and the fact that no legal proceedings have been instituted against the Group, the Board is confident that the lender will condone the covenant breaches.

In preparing the operational and financial plans, the Group took into account its existing strategy of improving profitability, which will also ensure that the current breached covenants are regularised, by implementing the following:

- Addressing the factors that impacted the financial performance in F23 H2 including strategic product positioning and price reviews being implemented in Trellidor through F24 Q2;
- Fulfilment of a significant manufacture and supply contract of roller shutters in the UK. Initial orders have already been received and the project is expected to be completed during F24 Q3; and
- Overhead levels will be maintained in line with inflation through F24 after the investment in selling capacity in F23.

In addition, the Board has mandated the executive team to investigate opportunities to materially reduce the debt levels by the end of F25.

Given the significant uncertainty regarding the continued weak South African economy and the related impact on the consumer, in preparing the going concern assessment and to mitigate against this uncertainty, below Inflationary growth projections in revenue were used as the base for the South African related turnover. The Board considers this to be appropriate in the context of the economy and after considering these factors have concluded that the Group will continue to trade as a going concern for at least 12 months from the date of this report.

As at 30 June 2023, the Group's and Company's lender has been made aware of the potential covenant breaches, in terms of the facility agreement. The extent of the breaches and the consequences to the Group and the Company can only be established once the lender has completed its annual assessment referred to above.

As required by IAS 1 Presentation of Financial Statements, due to the covenant breaches, the related loans have been reclassified as current liabilities as at 30 June 2023 notwithstanding that they are long-term. Once the lender has condoned the covenant breaches and the abovementioned strategies have produced the results expected, the Group will have the unconditional right to defer settlement of the liability for at least twelve months after the reporting period and they can be reclassified as non-current liabilities.

DIVIDEND

The Group's dividend policy is to consider an interim and a final dividend in respect of each financial year taking into account debt covenant requirements. Depending on the need to retain funds for expansion or operating purposes, the Board may pass on the declaration of dividends.

Given the current operating environment, weak financial performance and the current debt levels, the Board has deemed it prudent not to declare a final dividend in respect of the 12 months ended 30 June 2023.

Once gearing has stabilised consideration will be given by the Board as to the application of excess cash to share buybacks and the payment of a dividend, after investment in growth opportunities that achieve the Group's targeted return on invested capital have been assessed.

PROSPECTS

Despite the challenges faced in the financial year ended 30 June 2023 and an expectation that the weak economic conditions negatively impacting household's discretionary spend will remain prevalent into the next financial year, the Board has reviewed the Group's strategies and is satisfied that they remain appropriate and that if diligently executed will, over time, generate significant shareholder value.

These include significantly reducing debt levels, continued focus on unlocking demand in the rest of Africa, the opportunity available in certain commercial sectors for some of our specialised product ranges, the broadening of the UK market, the investments made in sales and marketing capabilities bearing fruit, and the sustained focus on the management of costs.

In support of these strategies, the prospects for the forthcoming year include:

- Trellidor's UK business has been awarded a significant contract to manufacture security products through to F24 H1, and has started supplying against orders received;
- In an effort to further improve the Group's profitability, Trellidor will focus on restoring margins;
- Market segmentation in South Africa will continue with an established B2B team targeting the commercial and retail sectors;
- While product innovation remains a key strategy for both Trellidor and Taylor no new products are anticipated to be launched through F24 and focus will be on bedding down the products recently introduced;
- The Group will focus on rebuilding the franchise selling capacity in South Africa through economic support and investment in training facilities and material to facilitate the hiring and retention of quality new sales recruits;
- The Trellidor owned and managed branches in three of the major cities in South Africa continue to show positive results. The further acquisition of one of the Cape Town franchises, namely Milnerton, which was executed in July 2023 will provide additional scale; and
- Taylor's management team will be focusing on incremental market share growth in Gauteng through increased brand visibility and active engagement, support, lead allocation and training with the trade network through F24.

AUDITOR'S REPORT

The summarised consolidated financial results have been extracted from the audited consolidated annual financial statements of the Group for the financial year ended 30 June 2023 but is itself not audited. The annual financial statements from which this report is extracted have been audited by PKF Durban on which they expressed an unmodified opinion. A copy of the consolidated annual financial statements for the year ended 30 June 2023, together with the audit report is available for inspection at the Company's registered office and are available on the Company's website, at www.holdings.trellidor.co.za.

The directors take full responsibility for the preparation of the summarised report and that the financial information has been correctly extracted from the underlying audited consolidated annual financial statements. The consolidated annual financial statements were approved by the Board on 26 September 2023. Information included under the heading "Prospects" and any reference to future financial information included in the summarised financial results have not been audited or reviewed. Shareholders are therefore advised that in order to obtain a full understanding of the nature of the auditor's engagement they should obtain a copy of their report with the accompanying audited consolidated annual financial statements from the Company's registered office.

WEBINAR

Shareholders are advised that the Company will be hosting a webinar at 10:00 on Thursday, 28 September 2023 to present the financial results for the financial year ended 30 June 2023 to the market. Please refer to the webinar registration link in the short-form SENS announcement released on the morning of 28 September 2023.

TM Dennison
Chief Executive Officer
26 September 2023

Statement of Financial Position

for the year ended 30 June 2023

	Notes	Audited 30 June 2023 R'000	Audited 30 June 2022 R'000
Assets			
Non-current assets			
Property, plant and equipment		68 982	59 929
Right-of-use assets ('RoU assets')		40 624	42 235
Goodwill	3	59 380	55 795
Intangible assets		46 444	43 654
Loans receivable		6 456	3 253
Deferred tax		16 694	16 166
		238 580	**221 032**
Current assets			
Loans receivable		4 791	3 369
Inventories	8	127 992	122 030
Trade and other receivables		48 769	55 296
Current tax receivable		2 981	3 331
Cash and cash equivalents		7 391	13 522
		191 924	**197 548**
Total assets		**430 504**	**418 580**
Equity and liabilities			
Equity			
Equity attributable to equity holders of the parent			
Stated capital		401	401
Reserves		1 219	5 034
Retained income		172 818	162 412
		174 438	167 847
Non-controlling interest		(1 213)	(985)
		173 225	**166 862**
Liabilities			
Non-current liabilities			
Lease liabilities		29 782	31 234
Other financial liabilities	9	-	80 906
Deferred tax		1 604	764
		31 386	**112 904**
Current liabilities			
Lease liabilities		10 211	10 262
Bank overdraft		32 626	21 423
Other financial liabilities	9	121 505	15 508
Trade and other payables	10	58 923	58 366
Current tax payable		394	772
Provisions	11	2 234	32 483
		225 893	**138 814**
Total liabilities		**257 279**	**251 718**
Total equity and liabilities		**430 504**	**418 580**

Statement of Profit or Loss and other Comprehensive Income

for the year ended 30 June 2023

	Notes	Audited 30 June 2023 R'000	Audited 30 June 2022 R'000
Revenue	5	502 300	513 234
Cost of sales		(308 916)	(315 991)
Gross profit		**193 384**	**197 243**
Other operating income		7 373	8 091
Movement in credit loss allowance	6	(796)	149
Other operating expenses		(178 017)	(163 234)
Labour court settlement provision expense	11	-	(32 058)
Operating profit (loss)		**21 944**	**10 191**
Investment income		1 468	941
Finance costs		(18 232)	(10 185)
Profit (loss) before taxation		**5 180**	**947**
Taxation		(1 705)	(607)
Profit (loss) for the year	6	**3 475**	**340**
Other comprehensive income:			
Items that may be reclassified to profit or loss			
Exchange differences on translating foreign operations		2 889	(905)
Total comprehensive income (loss) for the year		**6 364**	**(565)**
Profit (loss) attributable to:			
Owners of the parent		3 629	418
Non-controlling interest		(154)	(78)
		3 475	**340**
Total comprehensive income (loss) attributable to:			
Owners of the parent		6 592	(393)
Non-controlling interest		(228)	(172)
		6 364	**(565)**
Earnings (loss) per share for the period attributable to the owners of the parent			
Basic and diluted earnings per share (cents)	7	3.70	0.40

Statement of Changes in Equity

for the year ended 30 June 2023

	Stated capital R'000	Foreign currency translation reserves R'000	Share-based payment reserve R'000	Total reserves R'000	Retained income R'000	Total attributable to equity holders of the Group R'000	Non-controling interests R'000	Total equity R'000
Balance at 01 July 2021	**401**	**(932)**	**6 777**	**5 845**	**169 928**	**176 173**	**2 935**	**179 108**
Profit for the year	-	-	-	-	419	419	(78)	341
Other comprehensive income	-	(811)	-	(811)	-	(811)	(94)	(905)
Total comprehensive income for the year	**-**	**(811)**	**-**	**(811)**	**419**	**(392)**	**(172)**	**(564)**
Change in ownership interest - control not lost	-	-	-	-	2 539	2 539	(3 747)	(1 208)
Dividends	-	-	-	-	(10 473)	(10 473)	-	(10 473)
Balance at 01 July 2022	**401**	**(1 743)**	**6 777**	**5 034**	**162 413**	**167 847**	**(984)**	**166 863**
Profit for the year	-	-	-	-	3 629	3 629	(154)	3 475
Other comprehensive income	-	2 963	-	2 963	-	2 963	(74)	2 888
Total comprehensive loss for the year	**-**	**2 963**	**-**	**2 963**	**3 629**	**6 591**	**(228)**	**6 363**
Transfer between reserves	-	-	(6 777)	(6 777)	6 777	-	-	-
Balance at 30 June 2023	**401**	**1 220**	**-**	**1 220**	**172 819**	**174 438**	**(1 212)**	**173 226**

Statement of Cash Flows

for the year ended 30 June 2023

	Audited 30 June 2023 R'000	Audited 30 June 2022 R'000
Cash flows from operating activities		
Cash generated from operations	7 224	39 127
Interest income	1 468	941
Finance costs	(17 715)	(10 029)
Tax paid	(2 525)	(11 304)
Net cash from operating activities	**(11 548)**	**18 735**
Cash flows from investing activities		
Purchase of property, plant and equipment	(6 452)	(9 941)
Proceeds on sale of property, plant and equipment	1 649	556
Purchase of other intangible assets	(4 367)	(2 640)
Business combination	(837)	(9 500)
Proceeds from sale of intangible assets	–	–
Advances of loans receivable	–	–
Receipts from loans receivable	1 763	2 090
Net cash (used in)/from investing activities	**(8 244)**	**(19 435)**
Cash from financing activities		
Proceeds from other financial liabilities	31 683	36 194
Repayment of other financial liabilities	(17 781)	(20 920)
Repayment of loans from minority	–	(4 376)
Acquisition of minority shareholding	–	(1 208)
Repayment of lease liabilities	(11 854)	(11 484)
Dividends paid	–	(10 473)
Net cash (used in)/from financing activities	**2 048**	**(12 267)**
Total cash movement for the year	(17 744)	(12 967)
Cash at the beginning of the year	(7 901)	5 179
Effect of exchange rate movement on cash balances	410	(113)
Total cash at end of the year	**(25 235)**	**(7 901)**

Notes to the Financial Results
for the year ended 30 June 2023

1. Basis of preparation

The summarised consolidated audited results for the year ended 30 June 2023 (results for the year) have been prepared in accordance with framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, the Companies Act of South Africa and the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council. The report contains the information required by International Accounting Standard (IAS) 34: Interim Financial Reporting and are in compliance with the Listings Requirements of the JSE Limited.

The accounting policies as well as the methods of computation used in the preparation of the results for the year ended 30 June 2023 are in terms of IFRS and are consistent with those applied in the audited financial statements for the year 30 June 2022. The Group's directors are responsible for the preparation and fair presentation of the summarised consolidated annual results. These results have been compiled under the supervision of the Chief Financial Officer, DJR Judge CA(SA).

2. Business combinations

The Group accounts for business combinations using the acquisition method of accounting. The cost of the business combination is measured as the aggregate of the fair values of assets given, liabilities incurred or assumed, and equity instruments issued. Costs directly attributable to the business combination are expensed as incurred.

Any contingent consideration is included in the cost of the business combination at fair value as at the date of acquisition. Subsequent changes to the assets, liability or equity which arise as a result of the contingent consideration are not affected against goodwill, unless they are valid measurement period adjustments. Otherwise, all subsequent changes to the fair value of contingent consideration that is deemed to be an asset or liability is recognised in either profit or loss.

The acquiree's identifiable assets, liabilities and contingent liabilities which meet the recognition conditions of IFRS 3 Business combinations are recognised at their fair values at acquisition date. Contingent liabilities are only included in the identifiable assets and liabilities of the acquiree where there is a present obligation at acquisition date.

On acquisition, the acquiree's assets and liabilities are reassessed in terms of classification and are reclassified where the classification is inappropriate for group purposes. This excludes lease agreements whose classification remains as per their inception date.

Goodwill is determined as the consideration paid less the fair value of the identifiable assets and liabilities of the acquiree. Goodwill is not amortised but is tested on an annual basis for impairment. If goodwill is assessed to be impaired, that impairment is not subsequently reversed.

Business combination during the year - Trellidor Hillcrest franchise

On 01 July 2022, the Group acquired the Trellidor Hillcrest franchise in KwaZulu-Natal, which will form an integral part of the Trellidor network. This franchise, in conjunction with the other owned franchise, will be managed as owned Trellidor branches with the expectation of improving service delivery in these regions and improve efficiency to the end user.

Goodwill of R2.0 million from the acquisition consist largely of market awareness of the brand that has been created by the previous franchise owner. Goodwill is not deductible for Income tax purposes.

	Audited 30 June 2023 R'000
FAIR VALUE OF ASSETS ACQUIRED AND LIABILITIES ASSUMED:	
Property, plant and equipment	463
Loans payable	(1 561)
Warranty provision	(100)
Goodwill	2 035
	837
ACQUISITION DATE FAIR VALUE OF CONSIDERATION PAID	
Cash	(837)

3. Goodwill

Goodwill includes the Taylor and NMC acquisition goodwill, which has a carrying value of R24.0 million and R10.6 million respectively (2022: R24 million and R10.6 million respectively), the Trellidor UK acquisition goodwill, with a carrying value of R9.6 million (2022: R7.6 million), and the Trellidor RSA franchise acquisitions with a carrying value of R13.2 million (2022: R11.2 million), which management has tested for impairment during the year and based on the results of the test performed, no impairment was identified. In assessing future income, management has considered the assumptions relating to sustainable growth.

	Opening balance R'000	Additions through business combinations R'000	Foreign exchange movements R'000	Total R'000
AS AT 30 JUNE 2023				
Goodwill	55 795	2 035	1 550	59 380
AS AT 30 JUNE 2022				
Goodwill	46 773	8 937	85	55 795

4. Segment information

The group has four reportable segments that are used by the Chief Executive Officer, as chairman of the executive committee. These operating segments are differentiated and identified by the products they manufacture and distribute, the services they provide and the markets they operate in.

During the year under review, the Taylor and NMC operations were separated in an effort to enhance the operating effectiveness of each operation. As a result, Taylor's comparative figures below have been restated from prior year to exclude NMC.

These reportable segments as well as the products, services and geographical area from which each of them derives revenue are set out below:

REPORTABLE SEGMENT	PRODUCTS AND SERVICES
Trellidor	Trellidor is the market leading manufacturer of custom-made barrier security products, distributed via a dedicated and skilled franchise and branch network operating throughout South Africa, Africa and the UK.
Taylor	Taylor, which has a strong presence in the Western Cape, is a major manufacturer and distributor of custom-made blinds and decorative and security shutters.
NMC	NMC is an importer and distributor of cornicing and skirting products.
Holdings	Management of the group treasury function and receives management fee income.

Notes to the Financial Results continued

for the year ended 30 June 2023

4. Segment information (continued)	Trellidor R'000	Taylor R'000	NMC R'000	Holdings R'000	Internal R'000	Consolidated R'000
AS AT 30 JUNE 2023						
South Africa	242 188	135 969	32 672	33 755	(34 353)	410 231
Rest of Africa	49 951	4 200	774	-	-	54 925
Rest of World	37 504	-	-	-	(360)	37 144
REVENUE BY LOCATION	**329 643**	**140 169**	**33 446**	**33 755**	**(34 713)**	**502 300**
Security products	327 651	-	-	-	-	327 651
Decorative products	1 114	140 169	33 446	-	(958)	173 771
Management fee	-	-	-	14 816	(14 816)	-
Royalty income	878	-	-	-	-	878
Dividends	-	-	-	9 000	(9 000)	-
Interest income	-	-	-	9 939	(9 939)	-
REVENUE BY SOURCE	**329 643**	**140 169**	**33 446**	**33 755**	**(34 713)**	**502 300**
EBITDA	**37 989**	**17 041**	**4 804**	**18 184**	**(36 469)**	**41 549**
PROFIT/(LOSS) BEFORE TAX	**8 973**	**(991)**	**1 783**	**11 082**	**(15 666)**	**5 181**
Reconciling items:						
Net finance cost	(9 376)	(9 187)	(1 536)	(7 077)	10 413	(16 763)
Depreciation	(6 239)	(854)	(88)	(25)	-	(7 206)
Depreciation of RoU assets	(3 776)	(7 443)	(1 370)	-	1 057	(11 532)
Amortisation	(292)	(549)	(27)	-	-	(868)
Other disclosable items:						
Movement in ECL allowance	(792)	(52)	48	(374)	374	(796)
Taxation	(1 757)	1 490	(238)	(1 200)	-	(1 705)
Employee costs	(91 031)	(36 908)	(6 146)	(7 480)	-	(141 565)
Advertising	(22 503)	(4 386)	(920)	-	-	(27 809)
SEGMENT ASSETS	**335 961**	**166 330**	**24 256**	**184 767**	**(280 810)**	**430 504**
Non-current asset additions	30 080	2 801	4 653	54	(4 137)	33 451
SEGMENT LIABILITIES	**(247 195)**	**(121 742)**	**(18 884)**	**(76 210)**	**206 752**	**(257 279)**

Segment assets include foreign non-current assets in Ghana of R2.8 million and R14.1 million in the UK.

In terms of security products the factory throughput of our traditional Trellidor type products made up 65% (2022: 56%), the burglar bars 2% (2022: 2%), the security screens 14% (2022: 17%), the Rollerstyle product set 7% (2022: 13%) and the aluminium louvre shutters contributed 12% (2022: 12%).

The factory throughput of decorative products were made of 49% (2022: 51%) of aluminium shutters, PVC shutters contributed 9% (2022: 9%), blind range 40% (2022: 38%) and timber shutters 2% (2022: 2%).

Sales of the NMC product set were made up of 58% (2022: 64%) of cornices, 34% (2022: 26%) of skirtings, 3% (2022: 3%) of wall panels, and 5% (2022: 6%) in glue scales.

From a South African perspective, the factory throughput of Trellidor product can be split into two key areas, Main Centres, being Durban, Cape Town, Johannesburg and Pretoria, which contributed 38% (2022: 35%), and the Outlying Regions, or the rest of South Africa, which made up 36% (2022: 39%). The rest of Africa contributed 15% (2022: 13%) and the rest of world contributed 11% (2022: 13%).

In terms of Taylor, Johannesburg contributed 16% (2022: 21%), Cape Town 82% (2022: 75%) and rest of world 2% (2022: 4%) to factory throughput. Johannesburg contributed 51% (2022: 59%), Cape Town 23% (2022: 17%) and Durban 26% (2022: 24%) of NMC's sales.

4. Segment information (continued)

	Trellidor R'000	Taylor R'000	NMC R'000	Holdings R'000	Internal R'000	Consolidated R'000
AS AT 30 JUNE 2022 - RESTATED						
South Africa	248 113	152 414	32 335	38 043	(38 800)	432 105
Rest of Africa	38 073	2 601	-	-	-	40 674
Rest of World	40 455	-	-	-	-	40 455
REVENUE BY LOCATION	**326 641**	**155 015**	**32 335**	**38 043**	**(38 800)**	**513 234**
Security products	324 463	-	-	-	-	324 463
Decorative products	1 343	155 015	32 335	-	(757)	187 936
Management fee	-	-	-	13 941	(13 941)	-
Royalty income	835	-	-	-	-	835
Dividends	-	-	-	19 000	(19 000)	-
Interest income	-	-	-	5 102	(5 102)	-
REVENUE BY SOURCE	**326 641**	**155 015**	**32 335**	**38 043**	**(38 800)**	**513 234**
EBITDA	**19 347**	**2 932**	**7 829**	**24 036**	**(24 881)**	**29 263**
PROFIT/(LOSS) BEFORE TAX	**5 618**	**(12 011)**	**5 833**	**20 951**	**(19 444)**	**947**
Reconciling items:						
Net finance cost	(4 258)	(6 648)	(398)	(3 064)	5 124	(9 244)
Depreciation	(6 180)	(1 410)	(206)	(21)	-	(7 817)
Depreciation of RoU assets	(3 117)	(6 394)	(1 374)	-	313	(10 573)
Amortisation	(173)	(491)	(18)	-	-	(682)
Other disclosable items:						
Movement in ECL allowance	327	(143)	(36)	438	(438)	149
Employee costs	(86 838)	(39 647)	(4 441)	(7 819)	-	(138 745)
Taxation	(4 876)	1 655	-	(1 114)	3 725	(609)
Advertising	(20 967)	(6 491)	(669)	-	-	(28 127)
SEGMENT ASSETS	**226 290**	**163 457**	**27 190**	**154 485**	**(152 841)**	**418 581**
Non-current asset additions	21 054	38 530	718	35	-	60 338
SEGMENT LIABILITIES	**(148 189)**	**(139 840)**	**(7 713)**	**(55 809)**	**99 832**	**(251 718)**

Segment assets include foreign non-current assets in Ghana of R2.9 million and R11.5 million in the UK.

Notes to the Financial Results continued
for the year ended 30 June 2023

5. Disaggregation of revenue from customers

	Audited 30 June 2023 R'000	Audited 30 June 2022 R'000
Revenue from source type	502 300	513 234
Sale of security products	327 651	324 463
Sale of decorative products	173 771	187 936
Royalty income	878	835
Revenue by geographical location	502 300	513 234
South Africa	409 871	432 105
Rest of Africa	54 925	40 674
Rest of World	37 504	40 455
Revenue recognised by timing of transfer		
Point in time – delivery date	502 300	513 234

6. Operating profit before interest and taxation

	Audited 30 June 2023 R'000	Audited 30 June 2022 R'000
Operating profit before interest for the year is stated after accounting for the following, amongst others :		
Advertising	27 809	28 127
Amortisation on intangible assets	867	682
Auditor's remuneration	2 334	2 042
Cartage	9 182	8 722
Commission	9 576	9 804
Consulting fees	3 034	4 100
Movement on ECL allowance	796	(149)
Depreciation on RoU asset	11 532	10 573
Depreciation on property, plant and equipment	7 206	7 817
Gas, electricity and water	8 782	7 994
Labour court settlement provision expense	-	32 058
Loss on exchange differences	2 446	801
Short-term employee benefits	141 565	133 661
Net profit on disposal of fixed assets	(42)	33
Net loss on lease modification	15	-
Net loss on disposal of intangible assets	707	-

-

7. Inventories

	Audited 30 June 2023 R'000	Audited 30 June 2022 R'000
Raw materials	112 913	116 748
Work in progress	2 244	2 028
Finished goods	8 950	4 519
Goods in transit	10 678	4 625
	134 785	**127 920**
Provision for obsolescence	(6 792)	(5 890)
	127 993	**122 030**

8. Other financial liabilities

	Audited 30 June 2023 R'000	Audited 30 June 2022 R'000
FNB – Holdings Facility	37 728	46 428
FNB – Holdings Facility 2	34 628	7 033
FNB – Innovations Facility	8 014	9 917
FNB – Property Finance	30 544	33 036
FNB – Property Finance 2	10 591	-
	121 505	**96 414**

9. Trade and other payables

	Audited 30 June 2023 R'000	Audited 30 June 2022 R'000
Financial instruments		
Trade payables	24 930	25 829
Accrued expenses	7 814	5 082
Non-financial instruments		
Amounts received in advance	10 483	11 619
Provisions - audit fee, leave pay and bonus	9 708	8 308
VAT	1 699	2 647
Other payroll accruals	4 289	4 882
	58 923	**58 366**

Notes to the Financial Results continued

for the year ended 30 June 2023

10. Provisions

	Opening balance R'000	Additions R'000	Utilised during the year R'000	Total R'000
AS AT 30 JUNE 2023				
Labour Court judgement	32 058	1 265	(31 781)	1 542
Product Warranties	428	263	-	691
	32 486	**1 528**	**(31 781)**	**2 233**

A dispute, which has previously been disclosed, relating to former employees who were dismissed by the company during the 2013 financial period. On 17 April 2020 the Labour Court delivered its judgement in respect of the dismissal dispute and found that the dismissal of certain employees was substantively fair but the dismissal of certain "night shift employees" was substantively unfair The judgement ordered reinstatement of the 42 night shift employees and limited back-pay from 1 January 2017. Leave to Appeal the judgement was filed and was subsequently denied.

On 7 September 2020, the Judge President was petitioned for leave to appeal and on 9 November 2020 the petition was granted. The Labour Appeal Court upheld the judgement in February 2022 and as result a provision for the backpay, restructuring costs and legal fees was provided for in the prior financial year.

The board of directors received notice of the Constitutional Court's order, dated 21 October 2022, in terms of which leave to appeal the Labour Appeal Court decision, was refused. Following the ruling, the company engaged with the former employees and initiated an onboarding process. This process was conducted during November 2022 during which period 41 employees presented themselves for work. Following this process, 30 employees have returned to work and 11 opted to take a package in full and final settlement of the judgement. The returning employees have been integrated into the workforce without any notable disruption to production.

11. Earnings per share

	Audited 30 June 2023 R'000	Audited 30 June 2022 R'000
Profit attributable to ordinary shareholders	**3 475**	**419**
Adjusted for:		
Profit on disposal of property, plant and equipment	**(31)**	**(24)**
Gross amount	(42)	(33)
Tax effect	11	9
Loss on disposal of intangible assets	**516**	**-**
Gross amount	707	-
Tax effect	(191)	-
HEADLINE EARNINGS	**3 960**	**395**

		Audited 30 June 2023 '000	Audited 30 June 2022 '000
Number of shares in issue		95 210	95 210
Weighted and diluted weighted average number of ordinary shares in issue during the period		95 210	95 210
Earnings and diluted earnings per share	(cents)	3.7	0.4
Headline and diluted headline earnings per share	(cents)	4.2	0.4

12. Capital Risk Management

The Group's financial capital is derived from a number of sources including our franchise network and retained earnings. Financial capital is managed through long-and short-term borrowings (interest-bearing debt), effective management of cash and capital allocation, franchise distribution model and strong working capital management.

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. Capital adequacy and liquidity are managed by monitoring the return on invested capital (ROIC), net debt to EBITDA ratios and debt to equity ratio. There was no change to what the entity manages as capital or the strategy for capital maintenance from the previous year.

The Group is required to maintain and monitor dividend, interest and debt cover covenants in terms of its loan agreements with its lenders. As at 30 June 2023, driven primarily by the decrease in financial performance during F23 H2, the Total Senior Debt to EBITDA ratio (excluding IFRS 16) of 5.1x, breached the 2.0x covenant and the Total Senior Debt Service Cover ratio of 0.8 breached the 1.2 covenant.

The other covenants were in line being the Total Senior Debt to Shareholder's Interest ratio with a result of 61% against a covenant of 100% and the Loan to the Market Value of the Property (LTV) ratio of 58% against a 85% covenant (using a directors valuation of the property in the absence of the lender's valuation as required by the loan agreement).

The board, in preparing the financial results, has performed a detailed going concern assessment which includes the Group's projected performance for a period of 12 months from 1 July 2023. This performance is based on detailed operating plans prepared by the executive and approved by the board.

In addition, these plans have been presented to the Group's lender as part of their ongoing monitoring of our debt levels and covenants. Once the lender has received the signed annual financial statements, they will perform their annual review and assess the significance of the covenant breaches. The lender has advised that in determining whether or not the breaches are material to them, they will consider the financial performance (whether the entity is loss making), understand the presented proposed rectification plan as a way forward, the proactive approach by the Group in rectifying the breaches, and whether or not any legal proceedings have been instituted against the Group by other funders.

Given that the Group continues to be profit making, despite the underperformance, has provided the lender with financial and operational plans to rectify the breaches and there are no legal proceedings that have been instituted against the Group, the board is confident the lender will condone the covenant breaches.

In preparing the operational and financial plans, the Group took into account its existing strategy of improving profitability, which will also ensure that the current breached covenants are regularised, by implementing, inter alia, the following:

- Addressing the factors that impacted the financial performance in F23 H2 including strategic product positioning and price reviews being implemented in Trellidor through F24 Q2;
- Fulfilment of a significant manufacture and supply contract of roller shutters in the UK. Initial orders have already been received and the project is expected to be completed during F24 Q3; and
- Overhead levels will be maintained in line with inflation through F24 after the investment in selling capacity in F23.

In addition, the board has mandated the executive team to investigate opportunities to materially reduce the debt levels by the end of F25.

As at 30 June 2023, the Group and Company lender's had been made aware of the potential covenant breaches, in terms of the facility agreement. The extent of the breaches and the consequences to the Group and Company can only be established once the lender has completed their annual assessment referred to above. As required by IAS 1 Presentation of Financial Statements, due to the covenant breaches, the related loans have been reclassified as current as at 30 June 2023 notwithstanding that the loans are long-term. Once the lender has condoned the covenant breaches and the abovementioned strategies have produced the results expected, the Group will have the unconditional right to defer settlement of the liability for at least twelve months after the reporting period and the loans can be reclassified to non-current.

13. Going Concern

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

After factoring in the loan covenant breaches disclosed in note 12, the directors considered the operational plans referred to in note 12 to be appropriate in the context of the economy, have assessed that the group and company have adequate financial resources to continue to trade as a going concern for at least 12 months from the date of this report.

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

Shareholder Information

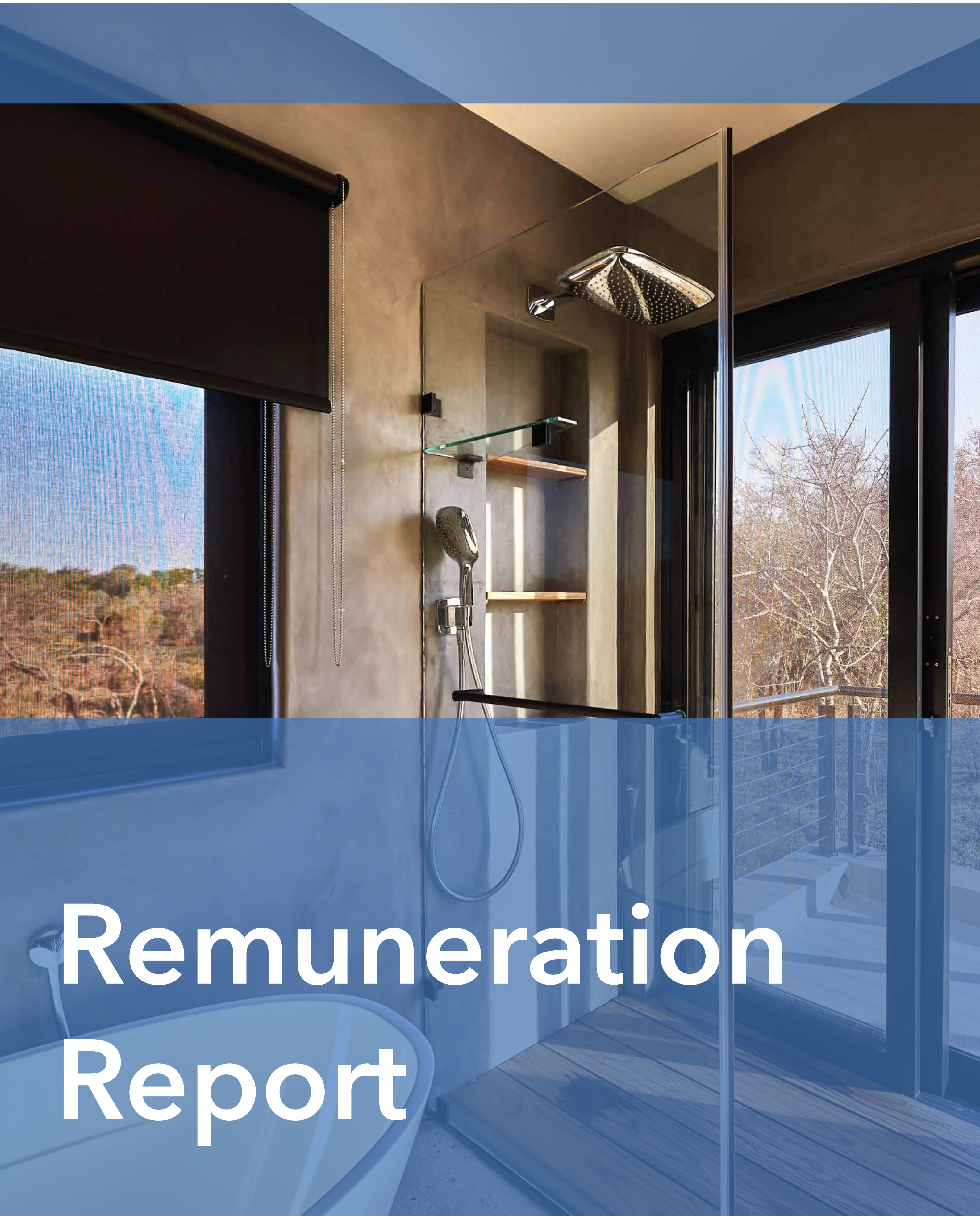
Shareholder Analysis

Shareholder type	Number	Shareholding	%
Non- public shareholders	6	14 546 396	15.28
• Directors and associates of the company - direct holding	3	9 673 811	10.16
• Directors and associates of the company - indirect holding	3	4 872 585	5.12
Public shareholders	3 217	80 663 424	84.72
	3 223	95 209 820	100
Fund managers with a shareholding greater than 5% of issued shares			
Mazi Asset Management Proprietary Limited	29	11 791 984	12.39
Aylett and Co. Proprietary Limited	4	9 944 649	10.44
Peresec Prime Brokers Proprietary Limited	1	6 952 104	7.28
Fortuna Investments Holdings Proprietary Limited	1	6 373 399	6.83
	35	35 062 136	36.94
Beneficial shareholders with a holding greater than 5% of issued shares			
Government Employees Pension Fund	1	4 444 819	4.67

	Number of shares 2023	2022
Authorised		
No par value shares	5 000 000 000	5 000 000 000
Issued		
Reconciliation of number of shares issued:	**95 209 820**	**95 209 820**
Opening balance as at 1 July	95 209 820	95 209 820
Shares repurchased and cancelled	-	-
Closing balance as at 30 June	95 209 820	95 209 820

Shareholder Diary

Financial year-end	30 June 2023
Announcement of annual results	28 September 2023
Integrated annual report made available	27 October 2023
Annual general meeting	7 December 2023
Announcement of interim results FY2024	Mid March 2024



Remuneration Report

Remuneration Report

The Remuneration Committee ("Remco") Chairman's letter

This is the remuneration report of Trellidor Holdings Limited ("Trellidor"), in line with the King IV guidelines it outlines the philosophy, policy and the implementation details of the remuneration of the executive directors, executive management, and non-executive directors, and at a high level, the rest of the employees of the Trellidor Holdings Group ("Group").

Committee responsibilities

The Remco fulfils the role of governing remuneration related matters, as delegated to it by the board of directors. The roles and responsibilities of the Remco are determined and approved by the Board, as explained, and detailed in the corporate governance section of Trellidor's integrated annual report, which deals with Board Committee structures and responsibilities.

The Committee is an independent and objective body, which is responsible for advising on, and then on the Board's behalf overseeing and monitoring the implementation of the Group's remuneration policy.

It is tasked with ensuring that directors and executives are remunerated fairly and responsibly and to this end the Committee reviews the mix of remuneration, bonuses and incentives (both short- and long- term), thereby ensuring alignment of total remuneration with the needs of the business's short- and longer-term objectives.

Key responsibilities of the Committee are to:

- review the Group's remuneration policy, which is presented annually for a non-binding advisory shareholder vote at the Annual General Meeting ("AGM");
- oversee the implementation of the remuneration policy;
- review and approve the annual remuneration packages of the executive directors and senior executives, including annual cash-settled incentive schemes, ensuring they are appropriate and in line with the remuneration policy;
- recommend fees for the non-executive directors to the shareholders;
- issue guidelines for general salary increases across the Group;
- in conjunction with the Transformation, Social, Ethics and Sustainability Committee review the human capital management practices in place with reference to key focus areas and those specifically required by South African labour legislation;
- annually review the Committee's Charter and recommend amendments thereto as required;
- undertake an annual assessment of the effectiveness of the Committee and report these findings to the Committee and the Board. A formal evaluation is done every two years; and
- review the remuneration report and disclosure of directors' remuneration that accompanies the Trellidor's Annual General Meeting Notice and appears in the Group's integrated annual report.

To fulfil its remuneration responsibilities, the Committee has unrestricted access to any information required from any employee and, if necessary, to obtain external legal or other independent professional advice. The Group's remuneration policy and remuneration implementation report are tabled at the AGM for non-binding advisory votes by shareholders.

During the period under review, the Remuneration Committee ("Remco") comprised four independent non-executive directors: John Winship (Committee Chairman, part year), Ralph Patmore and Mark Olivier and myself Stuart Bird (Committee Chairman, part year). John stepped down as the Committee Chair and as a non-executive director of the Group at the annual general meeting, held on 9 November 2022, whereafter I was appointed as the Committee Chairman. The CEO and CFO attend meetings by invitation.

The Committee's Charter requires the Committee to meet twice annually, with additional meetings if required. The Committee has scheduled a meeting to take place prior to each quarterly Board meeting for the past year. Attendance at Committee meetings is set out in the Corporate Governance Report. The formal Remuneration Committee Charter sets out the Committee's responsibilities. The Charter is reviewed annually to ensure compliance with King IV, the JSE Listings Requirements and the Companies Act, and to incorporate relevant best practice developments.

The Board assesses the effectiveness of the Committee annually and formally evaluates the Committee every two years. Having completed the formal evaluation in 2022 it will be completed again in the 2024 financial period in line with the evaluation cycle. The informal assessment and evaluation by the borad this year found that the Remuneration Committee has duly completed its responsibilities during the year, in accordance with its Charter and is functioning effectively.

Shareholder engagement

The Group presented its remuneration policy and implementation report to shareholders for non-binding advisory votes at its annual general meeting ("AGM") on 9 November 2022.

The non-binding vote in respect of the remuneration policy was 82.84% (2021: 95.08%) for and 17.16% (2021: 4.92%) against.

The non-binding vote in respect of the implementation report was 82.84% (2021: 95.08%) for and 17.16% (2021: 4.92%) against.

In the event that either the Trellidor remuneration policy (as contained in Part 1 of this report) or the remuneration implementation report (as contained in Part 2 of this report), or both, are voted against by 25.0% or more of voting rights exercised by shareholders on such votes the Remco will take the following steps as a minimum:

- An engagement process to ascertain the reasons for dissenting votes.
- Appropriately address legitimate and reasonable objections raised, which may include amending the remuneration policy or clarifying or adjusting the remuneration governance and/or processes.

Where practical, the Remco continues to constructively engage with dissenting as well as other shareholders on remuneration matters.

The executive directors remained unchanged during the year. The executive directors together with the greater executive management team remain committed to and focused on the Group strategy and its implementation. The Group Strategy and results are set out in the Chairman's Report which forms part of the Integrated Report. As a consequence of the poor operating environment, as detailed in the Chairman's Report, neither SIT's nor LTI's accrued in terms of the Group's Remuneration Policies.

As in the prior year, the STI and Cash LTI scheme, as detailed and explained in the Policy section, has remained unchanged. During the year the final Share Option LTI awards expired with no benefits accruing to the share option scheme. The Share Option LTI scheme will not be renewed.

The focus of the Remuneration Committee of the Board ("Remco") for next year continues to be on ensuring that the STI and LTI drive the desired behaviors to achieve the short- and longer-term objectives aligned to stakeholders' interests as well as continuing to implement best practice protocols in accordance with the remuneration policy principles.

We believe the objectives of the remuneration policy are being achieved. If identified and where possible improvements in the report, policies and practices to ensure better alignment with the Group, shareholder, and stakeholder interests, will be undertaken.

The Remco is satisfied with the Group's application of both the requirements of King IV and the JSE Listings Requirements.

I would like to take this opportunity to thank the members of the Remco for their support over this reporting period.

Stuart Bird
Remco - Chairman

PART 1: OVERVIEW OF THE REMUNERATION POLICY

Non-binding advisory vote on remuneration policy

This remuneration policy is subject to an advisory vote by shareholders at the forthcoming AGM.

Remuneration philosophy

The philosophy is to align remuneration with the strategy, mission, vision, and values of the Group by applying a total reward approach to pay. The intent is to attract, motivate and retain the right skills and talent for the Group to meet its desired outcomes whilst considering various stakeholders' perspectives.

The policy aims to establish a balance between fixed and variable pay (short- and long-term incentives) which rewards and motivates superior performance. The policy aims to ensure an appropriate level of equity, transparency, and consistency across the Group.

Key principles of the remuneration policy
In designing a remuneration policy which is fair, transparent and responsible, Trellidor considered the following factors:

- remuneration which motivates executive management to achieve the business strategy and targets;
- remuneration which creates a strong, performance-oriented environment for executive management and all employees;
- remuneration which drives and rewards executives and all employees fairly based on their performance, and which ensures alignment between executive management and shareholder interests to create shareholder value;
- remuneration of executive management which is fair and reasonable in the context of overall employees;
- remuneration which attracts, motivates and aims to retain high-caliber talent while keeping within market benchmark pay levels; and
- remuneration which promotes an ethical culture and responsible corporate citizenship.

Elements of remuneration

The remuneration structure for the executives and selected managers consists of the following elements:

1. Total Guaranteed Pay (TGP)

TGP on a cost-to-company basis consisting of, inter alia, a base salary, contributions to pension and/or provident funds, medical aid, group life and income disability. Travel allowances and/or the use of a company vehicle form part of agreed, cost to company remuneration where justified.

Trellidor regularly conducts benchmarking studies to establish appropriate remuneration levels and practices to ensure fair, transparent, and responsible remuneration for all staff including management. Trellidor makes use of market surveys to conduct remuneration benchmarking for all staff.

2. Variable pay

Short-Term Incentive (Annual Incentive): Participation is for executives and selected managers. The incentive is linked to the financial performance of the Company and individual performance. The committee retains the overall discretion to review and moderate any calculated STI to avoid unintended outcomes, as well as to modify and amend the design of the scheme from time-to-time as it sees fit.

Cash Long-Term Incentive (Cash Incentive): Participation is for executives. The incentive is linked to the financial performance of the Company. The committee retains the overall discretion to review and moderate any calculated LTI to avoid unintended outcomes, as well as to modify and amend the design of the scheme from time-to-time, as it sees fit.

The Share Option Long-Term Incentive (Share Scheme): In the form of share options for selected key employees. The Share Incentive Scheme is governed by the Share Incentive Trust, whose trustees are two of the non-executive directors, currently Ralph Patmore and John Winship.

Shareholders have approved a maximum share option allocation of 10 000 000 shares and with the maximum to any individual of 5 000 000 shares. No new tranches have been issued after the initial two allocations and this share option scheme will not be renewed after the final tranches have vested.

The table overleaf sets out the elements of the Trellidor remuneration design and how they link to Company performance and strategy:

Remuneration Report (continued)

Remuneration element	Key features	Eligibility	Link to strategy
Total Guaranteed pay	Total Guaranteed pay is the fixed remuneration which comprises both a cash element and benefits. These benefits are inclusive of pension and/or provident funds, medical aid, group life and income disability. Where justified a travel allowance and/or use of a company vehicle may be structured as part of the remuneration.	All employees	Attraction, retention and recruitment of talented executives and competent employees to drive business performance.
Short-Term Incentive Scheme	The primary objective of the bonus scheme is to serve as a short-term incentive designed to motivate and reward the participants for achieving the annual goals set at the beginning of the year. The STI provides executives and senior managers with the opportunity to earn an annual bonus dependent on Group and individual performance. The factors taken into consideration when making payments are: • annual financial results relative to target; and • individual performance against key performance indicators (KPIs). The STI pool is capped as follows: 6% of earnings before interest and tax (EBIT) before provision for incentive provided that the pool is less than or equal to the growth in EBIT over the prior year. ROIC must be 18% or more for any pool to be created. This is a hurdle/ gatekeeper. In addition, each individual participant will have a maximum short-term incentive payment based on the following: • CEO - 100 % of TGP • CFO and senior executives - 60% of TGP • Other participants - 40% of TGP Allocation of the pool is determined using the following: • Group Financial targets - 33.33% • Individual KPIs - 33.33% • Remco discretion - 33.33% Individual KPIs: based on assessment rating of the individual where: 0 = unacceptable = 0% 1 = progress made toward measure = 50% 2 = acceptable performance= 100% 4 = above expectation = 125%	Executives and key employees #	To reward successful achievement of Company targets and personal performance. The financial measures used are: • Earnings before Interest and Tax (EBIT) • Return on Invested Capital (ROIC) calculated as follows: (EBIT - effective tax) / (Audited opening balance of operating invested capital - final dividends declared not paid) ROIC hurdle of 18% or more ensures that a minimum rate of return is provided for shareholders before the participants pool accumulates. The ROIC hurdle was reduced to 12% for the F21 financial year to take into consideration the impact of Covid-19 on the economy but reverted to 18% for F22. EBIT, higher than the previous year, is directly related to the growth strategy and sharing an amount in excess of the hurdle ensures only above target performance is rewarded. Financial measures linked to Company and business units drives performance linked to an individual's area of focus. The individual KPIs for each executive and selected manager cascaded from the Group scorecard aligns all participants with the strategy. The Remco discretionary 33.33% provides Remco the opportunity to reward individuals who, over and above the other measures, have performed above expectation. In the event that there is no incentive pool, the Remco may award, at its sole discretion, one or more individuals a bonus up to a maximum of 20% of total guaranteed pay (TGP) for that individual in recognition of their exceptional performance.
Share Option Long-Term Incentive Scheme (Share Incentive Scheme)	The primary objective of the Share Incentive Scheme is to incentivise and retain key employees by awarding options in Trellidor shares. These options vest in four equal tranches on the second, third, fourth and fifth anniversaries of the option award date, with each tranche having to be exercised by the participant within a 30-day period (unless extended at the discretion of the Board), thereafter, failing which such options lapse.	Executives and key employees #	To drive the long-term strategic business priorities of the Group. The original Share Incentive Scheme had its final vesting in October 2021 and the subsequent award has its fifth vesting in October 2022. The original Share Incentive Scheme completed its vesting options and no subsequent awards have been or will be issued in its place. This scheme will be phased out.
Cash Long-Term Incentive (Cash Based)	The primary objective of the Cash Incentive is to incentivise and retain key employees by deferring and distributing cash incentives over a 3 year period. The LTI provides executives and key senior managers with the opportunity to receive a bonus over an extended period dependent on Group financial performance. The factors taken into consideration when making payments are: • annual financial results; • minimum shareholder return; and • the individual participant remaining employed by the Group The LTI pool is capped at 2.4% of earnings before interest and tax (EBIT) before any incentive provided that the pool is less than or equal to the growth in EBIT over the prior year. ROIC must be 18% or more for any pool to be created. This is a hurdle/gatekeeper. The annual pool is divided between the participants and vests in equal instalments over the following three year period, provided that the participant remains an employee as at the vesting date. Allocation of the pool is determined at the discretion of REMCO.	Executives and key employees #	To reward successful achievement of Company targets and retain key employees. The financial measures used are: • Earnings before Interest and Tax (EBIT) • Return on Invested Capital (ROIC) calculated as follows: (EBIT - effective tax)/(Audited opening balance of operating invested capital - final dividends declared not paid) ROIC hurdle of 18% or more ensures that a minimum rate of return is provided for shareholders before the participants pool accumulates. The ROIC hurdle was reduced to 12% for the F22 financial year to take into consideration the impact of Covid-19 on the economy but reverted to 18% for F22. EBIT, higher than the previous year, is directly related to the growth strategy and sharing an amount in excess of the hurdle ensures only above target performance is rewarded. Financial measures linked to Company and business units drives performance linked to an individual's area of focus. In the event that there is no incentive pool, no LTI will be payable.

 # Non-executive directors do not participate.

Executive and prescribed officers' contracts

Employment agreements are in place for the executive directors, Terry Dennison and Damian Judge. These employment agreements include standard termination and other provisions for contracts of this nature. Similar employment contracts are in place for the other senior executives.

Termination policy

In the event of termination, the Company has the discretion to allow the relevant employee to either work out their notice or to pay the TGP for the stipulated notice period in lieu of notice. Furthermore, the rules of the various plans clearly outline termination provisions under different circumstances, as set out below:

Plan	Voluntary, resignation, dismissal	Retirement, ill-health disability	Retrenchment and death
STI	Automatic forfeiture of award for current year.	Award is pro-rated.	Award is pro-rated.
Share Incentive Scheme	All unvested awards shall be forfeited in their entirety and will lapse immediately on the date of termination.	If the participant retires, falls ill or is disabled prior to the vesting date, they shall remain entitled to the same rights and obligations for the next 12 months as if they remained employed by the Company. Any rights and obligations after the 12 month period lapse.	If the participant is retrenched or dies prior to the vesting date, they or the executor/legal representative shall remain entitled to the same rights and obligations for the next 12 months as if they remained employed by the Company. Any rights and obligations after the 12 month period lapse
Cash LTI	All unpaid cash-awards shall be forfeited in their entirety and will lapse immediately on the date of termination.	If the participant retires, falls ill or is disabled prior to payment date, they shall remain entitled to the same cash-awards for the next 12 months as if they remained employed by the Company. Any cash-awards payable after the 12 month period lapse.	If the participant is retrenched or dies prior to the payment date, they or the executor/ legal representative shall remain entitled to the same cash-awards for the next 12 months as if they remained employed by the Company. Any cash-awards payable after the 12 month period lapse

Non-executive directors' remuneration

In reviewing the fees for non-executive directors, the Board, assisted by the Committee, makes recommendations on the fees payable to the non-executive directors taking into consideration fees paid to non-executive directors of comparable companies and the importance attached to the retention and attraction of high-caliber individuals as non-executive directors.

As required by the Companies Act the remuneration of non-executive directors will be presented for a binding vote by a special resolution at the AGM at least every second year. The table below sets out the non-executive directors' fees template for the Board and Committees.

In assessing whether or not the fees should be escalated, the remuneration and nomination committee have taken into consideration the Group's current position.

	2023		Proposed 2024	
	Annual fee Rand	Per meeting fee Rand	Annual fee Rand	Per meeting fee Rand
Board Chairman	52 840	41 105	52 840	41 105
Director	46 960	29 365	46 960	29 365
Audit, Risk and Compliance Committee				
Chairman	-	35 225	-	35 225
Member	-	23 490	-	23 490
Remuneration and Nominations Committee				
Chairman	-	17 620	-	17 620
Member	-	11 740	-	11 740
Social and Ethics Committee				
Chairman	-	11 740	-	11 740
Member	-	8 810	-	8 810

It is proposed to reflect a 0 percentage increase for 2024 on the 2023 financial year fees. These 2024 fees will be proposed to the shareholders at the Annual General Meeting on 7 December 2023. Fees exclude Value Added Tax.

Note that:
1. No fees are paid to any invitees to the Board or committee meetings.
2. The executive directors are not paid any fees for their membership and/or attendance at the Board or committee meetings.

PART 2: IMPLEMENTATION REPORT

Shareholders will be requested to cast a non-binding advisory vote on the remuneration implementation report as contained in this part 2 of the Remuneration Report.

In this part of the report, details are provided of the remuneration paid to executive and non- executive directors for the financial year ended 30 June 2023. The Remco considers these payments are in line with Company's remuneration policy.

Non-executive director fees*

2023	Directors' fees Rands	Total Rands
MC Olivier	370 728	370 728
JB Winship	168 580	168 580
RB Patmore	364 910	364 910
SI Bird	336 255	336 255
	1 240 473	1 240 473
2022		
MC Olivier	356 011	356 011
JB Winship	323 135	323 135
RB Patmore	344 985	344 985
SI Bird	-	-
	1 024 131	1 024 131

** These fees are approved at the AGM and the increased fee is paid from the quarter following the AGM.*

Guaranteed package increases

In determining the guaranteed package increases for the CEO, CFO and Prescribed Officers for F22, the Remco considered relevant market survey data from various publicly available market surveys. The remuneration for executives is benchmarked against companies of comparable size and complexity with reference to market capitalisation, revenue, profitability, and number of employees.

For F23 the committee approved an average increase of 6.00% (F22: 8.7%) for the CEO, CFO and the other Group executive.

Single figure of remuneration

The total remuneration of executive directors and prescribed officers on a single figure basis, as required by King IV is shown below:

2023	Guaranteed package Rand	STI(2)	Cash LTI(1)	LTI(3)	Total remuneration Rand
TM Dennison	3 783 276	-	106 000	-	3 889 276
DJR Judge	2 481 667	-	106 000	-	2 587 667
	6 264 943	-	212 000	-	6 476 943

2022	Guaranteed package Rand	STI(1)	Cash LTI(1)	LTI(3)	Total remuneration Rand
TM Dennison	3 572 317	-	106 000	-	3 678 317
DJR Judge	2 347 906	140 000	106 000	-	2 593 906
PWE Rawson	2 636 336	-	106 000	-	2 742 336
	8 556 559	140 000	318 000	-	9 014 559

(1) For the purpose of this report, this is the amount approved by the board of directors. For the purpose of the financial statements it is the amount accrued for at year-end before approval.

(2) STI awards made for the year were based on the discretion of the remuneration committee due to the Group not achieving targeted performance

(3) The Cash LTI award relates to the 2nd tranche of the F21 award. No Cash LTI awards were made in F22 due to the Group not achieving targeted performance.

Short-term incentive payments for F23

There was no growth in EBIT over the prior year, therefore no incentive pool was created for F23. No discretionary STI awards were made at Remco's discretion.

Share options Long-term incentive payments for F23

On 18 October 2016, 5 060 984 options were awarded to key employees of the Group. Further options totaling 1 830 920 were approved for award on 18 October 2017 to key employees of the Group.

No further awards were made or will be made under this scheme. For further details refer to the Annual Financial Statements on the company website, holdings.trellidor.co.za.

This brought the total options awarded to 6 891 904. Shareholders have approved a maximum share option allocation of 10 000 000 shares with the maximum to any individual of 5 000 000 shares.

The final vesting of the options was in October 2022 and as the options were underwater, zero value vested and the options expired. Options totaling 43 157 vested and expired in October 2022.

Cash Long-term incentive payments for F23

The incentives were determined using the Cash LTI scheme as presented in the Policy section. In F21 the ROIC hurdle target was achieved along with growth in EBIT and therefore an incentive payment pool was created. As result the second LTI distribution was made in line with the 2.4% cap of earnings before interest and tax (EBIT) before STI and LTI provision and the pool did not exceed the growth in EBIT over the prior year. In F23 the ROIC hurdle target was not achieved and there was no growth in EBIT and therefore no incentive payment pool was created for this period .

Directors' CVs

Directors' CVs

Executive Directors

Terence Mark Dennison* (56)

Group CEO | *CA(SA) ("Terry")*

Date of appointment: 1 June 2002
Listed company directorships: 1
Committee: Remuneration (I), Nomination (I), AR&CC (I), SETCOM (I)

B * * *

**Invitees to committee meeting*

Previous sectoral experience
Manufacturing - 25 years (Executive) | Agri-processing – 6 years | Agriculture – 6 years

Terry joined the Company as financial director in 1999 and has fulfilled the position of chief executive officer since 2001. Prior to his time at the Company, Terry was the deputy general manager of an agricultural company owned by the Commonwealth Development Corporation. Terry qualified with KPMG as a chartered accountant in 1992.

Terry's directorships and interests are declared as follows:

Entity Name	Beneficial/non-beneficial & indirect/direct	Role
Trellidor Holdings Limited	Direct beneficial	Executive Director
Trellicor Proprietary Limited	None	Executive Director
Trellidor Proprietary Limited	None	Executive Director
Trellidor Innovations Proprietary Limited	None	Executive Director
Trellidor Retail Proprietary Limited	None	Executive Director
Trellidor UK Limited	None	Executive Director
Really Secure Company UK Limited	None	Executive Director
Trellidor Décor Proprietary Limited	None	Executive Director
Ligit Props 101 Proprietary Limited	Direct beneficial	Director

Damian James Robert Judge* (40)

Group CFO | *CA(SA)*

Date of appointment: 1 March 2019
Listed company directorships: 1
Committee: Remuneration (I), Nomination (I), AR&CC (I), SETCOM (M)

B * *

**Invitees to committee meeting*

Previous sectoral experience
Manufacturing - 12 years (Executive)

Acted in the position of financial director for a period of 7 years split between two privately held companies.

Damian's directorships and interests are declared as follows:

Entity Name	Beneficial/non-beneficial & indirect/direct	Role
Trellidor Holdings Limited	Direct beneficial	Executive Director
Trellicor Proprietary Limited	Non-beneficial	Executive Director
Trellidor Proprietary Limited	Non-beneficial	Executive Director
Trellidor Innovations Proprietary Limited	Non-beneficial	Executive Director
Trellidor Retail Proprietary Limited	Non-beneficial	Executive Director
Trellidor UK Limited	Non-beneficial	Executive Director
Really Secure Company UK Limited	Non-beneficial	Executive Director
Trellidor Décor Proprietary Limited	Non-beneficial	Executive Director
Judge Family Trust	Non-beneficial	Trustee
Philip Nicolas Rolfe Trust	Non-beneficial	Independent Trustee
The Durban High School Foundation Trust	Non-beneficial	Independent Trustee
Judgement Properties Pty Ltd	Non-beneficial	Executive Director

B **Trellidor Holdings Board**
Terry Dennison (CEO), Damian Judge (CFO), Mark Olivier (Chairman), Ralph Patmore (lead independent) and Stuart Bird.

Committee Chair

Sub-Committees

Audit, Risk and Compliance Committee

Remuneration and Nomination Committee

Social and Ethics Committee
(Also referred to as the Transformation, Social, Ethics and Sustainability Committee)

Directors' CVs (continued)

Independent Non-Executive Directors

Ralph Bruce Patmore (71)

Independent non-executive Director

BComm (Wits), MBL (SBL), Stanford Executive Programme (Stanford University - USA) CD (SA) - IOD Accredited Associate of the Institute for Independent Business International

Date of appointment: 28 October 2015 (date of listing)
Listed company directorships: 3
Committees: Remuneration (M), Nomination (M), AR&CC (C), SETCOM (M)

B

Previous sectoral experience
NED experience - 13 years | Manufacturing - 23 years (Executive & Non-executive) | Building and Construction - 33 Years (Executive & Non-Executive)

Ralph co-founded and was instrumental in the listing of Iliad Africa Limited, a building material supply company, which he led as chief executive officer until his retirement in 2008. Prior to that he was the managing director of the manufacturing division of Group Five Limited (1988 to 1997), the managing director of M&B Pumps Proprietary Limited, a company within the Malbak Group, supplying clean water surface and submersible pumps to the market (1984 to 1987), as well as the managing director of Exchange Engineering Proprietary Limited, a company within the Unihold Limited group, involved in metal forging and in the manufacturing of mining safety critical lifting equipment.

Ralph's directorships and interests are declared as follows:

Entity Name	Beneficial/non-beneficial & indirect/direct	Role
Trellidor Holdings Limited	None	Director
Trellidor Group Share Incentive Trust	None	Independent Trustee
Lull Storm Trading Proprietary Limited	None	Director
Calgro M3 Holdings Limited	None	Director
Zelpy 1977 Proprietary Limited	None	Director
Mustek Limited	None	Director
Universal Coatings Proprietary Limited	None	Director
South African Industrial Group Proprietary Limited	None	Director
BeyondCovid NPC	None	Director

Stuart Ian Bird (64)

Independent non-executive Director

CA (SA)

Date of appointment: 1 June 2022
Listed company directorships: 2
Committees: Remuneration (C), Nomination (M), AR&CC (M), SETCOM (C)

B

Previous sectoral experience
Retail 25 years | Property 4 years | Manufacturing 6 years.

Stuart joined the Trellidor Board on 1 June 2022. He comes with a strong retail background with his history in managing retail businesses. He held various auditing and accounting-focused positions in his early career and was appointed as the financial director of Hub Trading Company, previously a division of Mr Price Group Limited, in 1993, whereafter he was promoted to managing director in 1999. In 2001, he joined Mr Price Apparel (a division of Mr Price Group Limited), as the deputy managing director and took over as managing director in 2002. He was appointed as deputy chief executive officer of Mr Price Group Limited in 2010 and was promoted to chief executive officer in 2011, in which position he remained until his retirement in 2018.

Stuarts' directorships and interests are declared as follows:

Entity Name	Beneficial/non-beneficial & indirect/direct	Role
Trellidor Holdings Limited	None	Director
Lighthouse Capital Limited	None	Director
Resilient REIT Limited	None	Director
Stuart Bird Family Trust	None	Trustee
Sandra Bird Family Trust	None	Trustee

Independent Non-Executive Directors (continued)

Mark Cyril Olivier (54)

Chairman | *CA(SA)*

Date of appointment: 26 October 2006
Listed company directorships: 4
Committees: Remuneration (M), Nomination (C), AR&CC (M), SETCOM (M)

Previous sectoral experience
Private equity - 18 years | Asset management - 18 years | Property - 18 years | Corporate finance - 28 years

Mark, who has been the Company's chairman since 2006, has over 27 years' experience in managing debt, property and private equity assets and providing corporate finance and strategic advice, predominantly to public companies in the United Kingdom. Prior to founding Hibridge Capital (a London-based boutique private equity and advisory business) in 2003, Mark was a shareholder and employee of Hawkpoint Partners, which was the management buy-out of NatWest Markets' corporate finance business.

Mark worked for BoE Limited where he served on the executive committee of the group's international business. Mark also worked at KPMG (London) as a manager. Following the sale of Hibridge Capital in 2015, Mark has acted as a non-executive director on several company boards. Mark is currently the chairman of African Rainbow Capital Investments Limited, an investment holding company listed on the Main Board of the JSE, focused on investing in financial services businesses and acquiring majority or significant minority interests in non-financial services businesses.

He is also the independent Non-executive Director and Chairman of Lighthouse Properties plc, a publicly listed retail real estate company in the UK and Europe. He was previously Chairman of Rockcastle Global Real Estate Company Limited since inception and prior to its merger with NEPI. Mark was also Chairman of a China- and retail-focused real estate company managed by Blackstone Inc. and Macquarie Asset Management prior to its disposal.

Mark is a qualified Chartered Accountant with extensive banking and corporate finance experience.

The board has again applied its mind, as recommended by King IV practice recommendations 7.29 and 7.30 (d) to the independance of Mark Olivier who has served as non-executive director since 2006, and is comfortable that he remains independent.

Mark's directorships and interests are declared as follows:

Entity Name	Beneficial/non-beneficial & indirect/direct	Role
Trellidor Holdings Limited	Indirect beneficial	Director
Compagnie Immobiliere Limited (CIL)	Indirect beneficial	Director
The Thistle Trust	Beneficiary	Beneficiary
LJC Shipping Limited	Indirect beneficial	Director
Newgen Ventures Limited	Indirect beneficial	Director
Affordable Property Investments Limited	Indirect beneficial	Director
African Rainbow Capital Investments Limited	Indirect beneficial	Director
Lighthouse Properties plc	Indirect beneficial	Director

B **Trellidor Holdings Board**
Terry Dennison (CEO), Damian Judge (CFO), Mark Olivier (Chairman), Ralph Patmore (lead independent) and Stuart Bird.

Committee Chair

Sub-Committees

Audit, Risk and Compliance Committee

Remuneration and Nomination Committee

Social and Ethics Committee
(Also referred to as the Transformation, Social, Ethics and Sustainability Committee)

Corporate Information

Trellidor Holdings Limited
(Registration number 1970/015401/06)
20 Aberdare Drive, Phoenix Industrial Park,
Durban
(PO Box 20173, Durban North 4016)
Share Code: TRL
ISIN: ZAE000209342
("Company" or "Group")

Directors of Trellidor
MC Olivier (Chairman) #
TM Dennison (Chief Executive Officer)
DJR Judge (Chief Financial Officer)
RB Patmore (Lead Independent) #
SI Bird #

Independent non-executive

Company Secretary
P Nel
(BComm ACIS)
71 Cotswold Drive
Westville, 3629

Registered office
20 Aberdare Drive Phoenix Industrial Park,
Durban, 4001
(PO Box 20173, Durban North, 4016)

Date of incorporation
23 November 1970

Place of incorporation
South Africa

Auditors
PKF Durban
2nd Floor
12 on Palm Boulevard
Gateway
Durban, 4319
(PO Box 1858, Durban, 4000)

Corporate sponsor
PSG Capital (Pty) Ltd
(Registration Number 2006/015817/07)
1st Floor, Ou Kollege Building,
35 Kerk Street,
Stellenbosch, 7600
(PO Box 7403, Stellenbosch, 7599)

and

Suite 1105, 11th floor,
Sandton Eye Building,
126 West Street,
Sandton, 2196
(PO Box 650957, Benmore, 2010)

Transfer Secretaries
Computershare Investor Services (Pty) Ltd
(Registration Number 2004/003647/07)
Rosebank Towers, 15 Biermann Avenue,
Rosebank, 2196
(Private Bag X9000, Saxonwold, 2132)

Notes

TRELLIDOR®
THE ULTIMATE CRIME BARRIER

TAYLOR
BLINDS & SHUTTERS Est.1959

nmc DESIGN ELEMENTS

Providing our customers with **peace of mind**, by keeping them safe, by supplying products that continue to put the **protection** of customers, their families and their assets first is at the **centre of everything we do.**

PROUDLY SOUTH AFRICAN®

holdings.trellidor.co.za