THE TRELLIDOR GROUP

TRELLIDOR HOLDINGS LIMITED
(REGISTRATION NUMBER 1970/015401/06)

INTEGRATED ANNUAL REPORT

FOR THE YEAR ENDED 30 JUNE 2024

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.**

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About this report

This is the company's ninth integrated annual report since listing on the JSE on 28 October 2015. The report covers the operational activities and financial performance of the group for the year from 1 July 2023 to 30 June 2024. It is aimed primarily at our shareholders (current and potential) and aims to provide an account of our investment strategy and the operational, financial, economic, social and environmental performance of our assets.

In this report, we endeavour to provide a transparent and balanced appraisal of the material issues that faced our business during the year under review and that impacted our ongoing ability to create value.

Corporate information

The group's executive directors are CEO, Terry Dennison and CFO, Damian Judge. The Group's independent non-executive Chairman is Kevin Hodgson.

They can be contacted via Trellidor at 20 Aberdare Drive, Phoenix Industrial Park, Durban, Tel: +27 31 508 0800.

For additional contact details please refer to page 86 of this report. The group welcomes feedback and any suggestions for the company's future reports. Please forward any comments to: investor.relations@trellidor.co.za.

Basis of preparation

This report was prepared in accordance with the requirements of the South African Companies Act, No. 71 of 2008, as amended ("Companies Act"), the JSE Listings Requirements, the principles and recommended practices of the King IV Report on Corporate Governance for South Africa, 2016 ("King IV") (Copyright™ and trademarks are owned by the Institute of Directors in South Africa NPC and all of its rights are reserved) and the International Integrated Reporting Framework.

It strives to:

- provide a transparent and balanced appraisal of the material issues that faced our business during the year under review;
- provide in an integrated manner, an account of the financial and non- financial performance of the group; and
- address the material issues, risks and opportunities faced by the group in the normal course of business as well as the group's governance, social and environmental responsibilities to create value, in the short, medium and long term for each of its identified stakeholders.

The group's integrated annual report contains a summary extract of the annual financial statements.

The integrated annual report, as well as the comprehensive annual financial statements for the financial year ended 30 June 2024, are available on the company's website at holdings.trellidor.co.za.

Assurance

The company's external auditor, PKF Durban, have provided assurance on the annual financial statements and expressed an unqualified audit opinion.

The financial statements have been prepared under the supervision of Damian Judge the CFO of the group.

The content of the integrated annual report has been reviewed by the Board but has not been externally assured.

Forward-looking statements

This report may include certain forward-looking statements concerning the group's strategy, financial conditions, growth plans and expectations which have not been reviewed or audited by the external auditors.

These involve inherent risks and uncertainties and, if one or more of these risks materialise, or should the underlying assumptions prove incorrect, actual results may be different from those anticipated.

Forward-looking statements apply only as of the date on which they are made, and the company does not undertake any obligation to update or revise any of them, whether as a result of new information, future events or otherwise.

No assurance can therefore be given that these views will prove to be correct and no representation or warranty expressed or implied is given as to the accuracy or completeness of such views.

Statement of responsibility

The Audit, Risk and Compliance Committee and the Board acknowledge their responsibility in ensuring the integrity of this integrated annual report, and the accurate extraction of the financial results.

Kevin Hodgson
Chairman

Terry Dennison
CEO

Ralph Patmore
Chairman Audit, Risk and Compliance Committee

TRELLIDOR HOLDINGS LIMITED

("Trellidor", "the Company" or "Group")
Registration number: 1970/015401/06
JSE share code: TRL
ISIN: ZAE000209342

Group Overview

Group Overview

Salient Points

Revenue for the year	**R565.8 million** (2023: R502.3 million)
Headline earnings per share	**36.1 cents** (2023: 4.2 cents)
Net Cash from operations for the year	**R51.1 million** (2023: R20.2 million (excl. Labour Appeal Court settlement))
Net Debt as at 30 June 2024	**R115.7 million** (2023: R146.7 million)

Who is the Trellidor Group

The Trellidor Group has a **proven track record** in the physical barrier security, window coverings and door opening solutions. Comprising two main trading brands, **Trellidor and Taylor**, we have become the **leading manufacturer of custom-made solutions** with an extensive franchise, distributor and branch network that spans **South Africa, Africa, and the United Kingdom**

OUR CORE VALUES

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.

OUR DEFINITION OF VALUE

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.

OUR VALUE CREATION STRUCTURE

TRELLIDOR HOLDINGS LIMITED

The JSE listed entity and ultimate investment company of the Group. The driver of overall Group strategies, capital allocation and investor relations.

TRELLIDOR (PTY) LTD.
100%

Property investment arm of the Group. Currently owns the Trellidor Factory premises and a Cape Town Showroom.

TRELLICOR (PTY) LTD.
100%

Market leading manufacturer of custom-made barrier security Trellidor products and corporate branches distributed via a dedicated and skilled branch and franchise network operating throughout South Africa, Africa, and the United Kingdom.

TRELLIDOR INNOVATIONS (PTY) LTD.
100%

Incorporates Taylor, a manufacturer and distributor of custom-made blinds, decorative and security shutters.

TRELLIDOR UK LTD.
100%

UK investment arm of the Group.

TRELLIDOR DECOR (PTY) LTD.
100%

Incorporates NMC an importer and distributor of cornicing and skirting products.

TRELLIDOR RETAIL (PTY) LTD.
100%

Currently owns and operates the Trellidor branches in Durban, Cape Town and Johannesburg. The retail arm of the local Trellidor business unit.

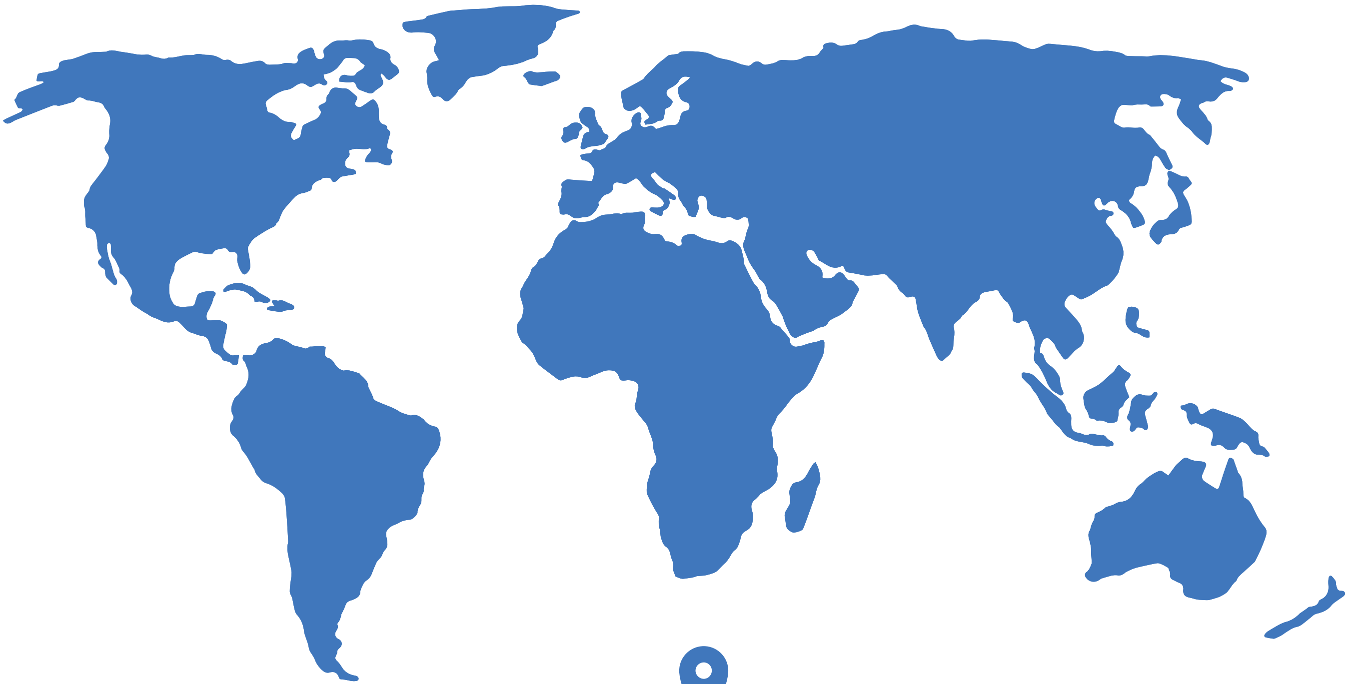
TRELLIDOR GHANA LTD.
85%

A Group owned and operated branch in Ghana which includes a trim shop operation for efficient speed to market of custom-made products.

REALLY SECURE COMPANY UK LTD.
100%

A Group owned and operated branch in UK which includes a trim shop operation for efficient speed to market of custom-made products.

Our Brands



Australia
Botswana
DRC
Ethiopia
Ghana

Israel
Kenya
Lesotho
Malawi
Mauritius

Mozambique
Mayotte
Nigeria
Namibia
Reunion

Rwanda
Seychelles
eSwatini
South Africa
Tanzania

Uganda
United Kingdom
Zambia
Zimbabwe

TRELLIDOR GROUP IS REPRESENTED IN
24
COUNTRIES

TRELLIDOR HAS
51
RSA FRANCHISES

TRELLIDOR HAS
5
BRANCHES

TRELLIDOR
THE ULTIMATE CRIME BARRIER

Trellidor, brand strong in South Africa, is a name synonymous with sliding door security and is a leading manufacturer of barrier security products. The national and international distribution footprint sets Trellidor apart from its competitors.

NMC HAS
3
BRANCHES

nmc DESIGN ELEMENTS

NMC Belgium, manufactures cornices, dado rails, skirtings and polystyrene mouldings which are designed for a wide variety of interior and exterior architectural applications and are distributed under license in Africa by Trellidor Decor through dedicated branches in Cape Town, Johannesburg and Durban.

TAYLOR HAS
2
BRANCHES

TRELLIDOR FRANCHISES
48
DISTRIBUTING TAYLOR

TAYLOR
BLINDS & SHUTTERS Est 1959

Taylor Blinds and Shutters is a manufacturer of made-to-measure Blind, Shutter and Screen solutions for window and door covering needs. Taylor also offers expert installation and after sales service to clients across South Africa with dedicated branches in Cape Town and Johannesburg.

Our Leadership Board of Directors

Terence Mark Dennison* (57)

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

Damian James Robert Judge* (41)

Group CFO | *CA(SA)*

Stuart Ian Bird (65)

Independent non-executive Director | *CA(SA)*

Kevin Graham Hodgson (54)

Independent non-executive Director | *CA(SA)*

**Invitees to committee meeting*

Ralph Bruce Patmore (72)

Lead Independent | *BComm (Wits), MBL (SBL)*

Trellidor Holdings Board

Terry Dennison (CEO), Damian Judge (CFO), Kevin Hodgson (Chairman), Ralph Patmore (lead independent) and Stuart Bird.

The Trellidor Board of directors are committed to upholding the highest standards of good governance by working towards the realisation of four key governance outcomes: ethical culture, good performance, effective control and legitimacy.

Detailed CVs are available at holdings.trellidor.co.za

 # as at time of this report

Sub-Committees

Audit, Risk and Compliance Committee

Assists the Board in discharging its duties relating to the management of financial and other risks, the safeguarding of assets, internal controls and the preparation of accurate financial reporting and statements in compliance with all applicable accounting standards, legal requirements and corporate governance.

Remuneration and Nominations Committee

The Committee has an independent role, operating as an overseer and a maker of recommendations to the Board that are fair and reponsible for its consideration and final approval regarding the nomination, appointment and remuneration of directors, executives and senior management.

Social and Ethics Committee

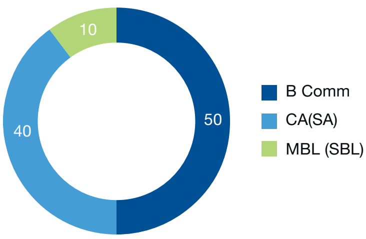
(Also referred to as the Transformation, Social, Ethics and Sustainability Committee)

Develops strategies that empower the Group to make meaningful and measurable positive impact in the South African Community by prioritising socially and ethically conscious business practices and promoting equal opportunity and fairness for all citizens in the broader South African Community.

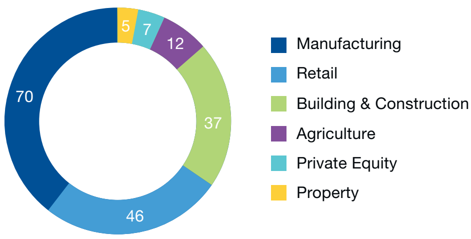
Committee Chair

Trellidor Skills, Tenure and Sectoral Experience

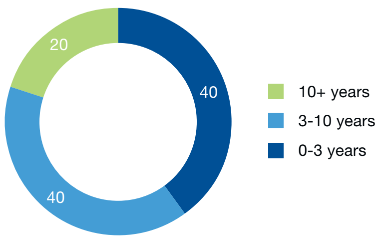
Education (%)



Sectoral Experience (Years)



Tenure (%)



How the Group Creates Value

How the Group Creates Value

Our Definition of Value

Positive growth drivers

- Strong cash generation enables reinvestment into the business
- Proven track record of high margin and profitable operations
- Skilled and experienced management teams to execute strategies across the Group
- Established and valuable brands supported by quality products
- An ongoing focus on continuous improvement of efficiencies and performance

Diversified geographies and product offering

- Well positioned in both South Africa, Africa and the UK
- Products distributed through a wide network of franchises and distributors across the globe
- A unique national distribution network for Trellidor and Taylor products
- Competitors tend to be regionally focused lacking country-wide distribution
- Dedicated product development teams focused on innovation of new and existing products

Strong market position

- Dominant market position in South Africa
- Premium custom-made products increase the barriers to entry and avoid the low margin commodity sector
- Internationally accredited manufacturing facilities with additional capacity to meet growing demand
- Member of Proudly SA

Our Growth Strategy

Internal organic stability and growth is our key strategic objective and it is one we pursue with a long-term view of increasing shareholder value. Further to this, expanding our African and UK footprint by pursuing growth opportunities optimising our operational efficiency, investing in our franchisees through training interventions, supported by a dedicated internal sales capacity, reviewing and adding to our product offering through in-house innovation, and targeting the RSA commercial and retail market sector. Our long-term view is supported by short-term objectives that are designed to aggregate in realising the long-term goal of restoring and growing shareholder returns.

TRELLIDOR

Africa Growth

African Growth Focus continues with a dedicated team tasked with increasing revenue from existing markets and identifying and establishing presence in new territories. Marketing initiatives support these endeavours. Volatility is prevalent in African markets and broadening our base provides growth opportunity and stability in revenue.

UK Growth

While our UK business has benefited from high levels of project work in F24 and into F25, it is recognised that these projects are erratic in nature and lead to volatility in Revenue. Growth opportunity in the UK has been identified and Trellidor UK is focused on:

- *Further increasing the number of large corporates where our products are specified with resultant increased revenue opportunity and,*
- *Establishing a wider footprint servicing the smaller business and residential markets regionally.*

Volume growth is targeted through increasing the number of customers served.

Trellidor RSA organic stability and growth

Ensuring that our sales and distribution network is operating as effectively as possible and that we have the human capacity to develop sales opportunities in new markets. Steps taken include:

- *Sales and product training, both in-person and digitally continue to be rolled out across the franchise network.*
- *Community focused marketing activations being implemented on a regular basis by the franchise network.*
- *Active recruitment of selling personnel to restore selling capacity nationally, both through corporate owned branches and the franchise network.*
- *Establishing a sub-distributor model to enhance the existing franchise geographic footprint.*

RSA Business to Business Growth (B2B)

While Trellidor has traditionally conducted B2B through the franchise network, an opportunity exists to enhance this trade through establishing stronger relationships with corporates, large developers and built-environment professionals.

Dedicated resources have been deployed to develop these relationships further and facilitate increased trade.

Product gaps that have been identified in meeting this market's needs will be filled through in house product development.

TAYLOR

For the past couple of years focus has been on restoring the Taylor proposition to the distribution market, which requires quality product at the right price within acceptable delivery times.

The manufacturing metrics of the Taylor business have been established to achieve the targets above as well as enhancing the margins after taking into account the key variable costs of the business. Taylor is now competitively positioned to enhance offtake from existing distributors, as well as being attractive to new distributor opportunities.

Taylor is a well-established and desirable brand in the Western Cape and surrounds, and is increasingly known in other parts of the country and neighbouring territories. This coupled with class leading delivery times and quality should enable the business to re-establish previously achieved sales volumes. With the Western Cape leading the recovery in property values and attracting levels of property development not seen elsewhere in the country, this opportunity is enhanced further.

NMC

NMC, being a distributor of premium quality cornice, skirting and wall panel products, is closely aligned to the construction industry, which has suffered from the weak macro-economic environment locally in the past few years.

Investment in selling capacity through the past year, was designed to enable NMC to increase its sales distribution network geographically and position the business for any improvement in the construction industry. Marketing activity has also been increased through alignment to the Trellidor and Taylor investments into engagement with the built-environment professionals which will facilitate the introduction and specification of

NMC products into development projects.

These growth strategies have been considered in the context of the Group's current Balance Sheet position. Core to enhancing longer term stability as well as increased profitability, remains the further reduction of debt with a corresponding reduction in interest expense. Growth strategies are thus considered without major capital investment, and will be implemented through marginal overhead investment, in an environment of rigorous cost focus.

An Analysis of our Capitals

Financial Capital

Our financial capital is derived from a number of sources including borrowings and retained income.

- Long-and short-term borrowings (interest-bearing debt)
- Effective management of cash and capital allocation
- Strong working capital management

Intellectual Capital

Our intellectual capital includes our tacit know-how and industry experience. This enables us to develop a diversified array of products and services to differentiate ourselves through an industry-leading business model.

- Strong, well-known brands in South Africa
- Growing brand awareness in Africa and overseas
- Research and development team with extensive experience and innovative ideas
- Ongoing market research
- ISO 9001: 2015 certification
- International certification on selected products
- Patented products and components
- Regulatory compliance

Human Capital

Our human capital is the life-blood of the business, comprising the human resources and labour that steer and drive the business.

- Properly constituted board and sub-committees with appropriate skills, experience and independence
- Strict compliance with the Occupational Health and Safety Act, No. 85 of 1993
- Skilled installers
- Strong and effective marketing team
- Ongoing investment in training at in-house manufacturing facilities
- Provision of training for franchisees
- Fair and reasonable remuneration

Social and Relationship Capital

Our social and relationship capital are the strategic relationships and links we have with our internal and external operating environment, enabling us to pool a range of resources to execute our strategy.

- Well established franchisees and distributors
- Strong relationship with major suppliers
- Corporate social investment such as supporting schools, orphanages (community-based facilities)
- Consideration of environmental impact

Manufactured Capital

Our physical assets provide both the tangible resources we need to conduct our business and infrastructure to house our operations to generate our products and services.

- Modern manufacturing facilities in Durban and Cape Town producing steel, aluminum and textile products
- Assembly plants in Africa and the United Kingdom
- Manufacture to customer order
- Gas fired ovens

Natural Capital

We make use of various natural resources to optimally conduct our operations in a way that pursues our strategy. These natural resources make up our natural capital which we use in a diligent and sustainable way.

- Environmental initiatives
- Electricity consumption decreased through the installation of solar power generation
- Focus on reducing CO2 greenhouse gas emissions
- Adherence to high quality standards of waste water

Business Model

Our two main operating segments, **Trellidor** and **Taylor** have unique processes in producing **premium barrier security, blinds and shutters.**

Capital inputs

- Financial Capital
- Intellectual Capital
- Human Capital
- Social and Relationship Capital
- Manufactured Capital
- Natural Capital

Our set of capital inputs enable optimal conditions for the group to create market-leading, custom-made products throughout our business activities.

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Our Brands

TRELLIDOR
THE ULTIMATE CRIME BARRIER

Trellidor is one of the strongest brands in South Africa and is a name synonymous with sliding door security.

Trellidor's strong brand commands a premium on pricing for its products. The Trellidor brand is built on its reputation for trusted, high-quality security products and exceptional service. Trellidor's production process takes place from its modern manufacturing plant in Durban where customer orders are tracked end-to-end using a bespoke ordering system.

TAYLOR
BLINDS & SHUTTERS Est 1959

Taylor Blinds and Shutters is a leader in the window and door covering market. Innovation, quality and service are the pillars of the business.

Taylor's blinds and shutters are produced at its 8 000m manufacturing plant in Cape Town. Customer orders are tracked using a bespoke ordering system and products are produced in industry leading time. Inovation, quality and service are the pillars of the business.

nmc DESIGN ELEMENTS

NMC South Africa was established in 1999 and is the exclusive importer of NMC Products.

Process

Trellidor: Roll forming → Fabricating → Powder coating → Assembly → Packaging

Taylor: Design → Manufacturing → Marketing → Distribution → Servicing

NMC: Importing → Distribution → Servicing

Our business model is underpinned by a strong appreciation for the interrelated parts of our value creation process, including;

Products	Distribution	Capital inputs

Barrier Security

Traditional Trellidor
Mesh Security
Aluminium Roller Shutters
Window Security
Aluminium Louvre Shutters
Sectional Overhead Doors

see page 33

Trellidor has a well-established, loyal and extremely effective branch and franchise network with the unique capacity to design, measure and install custom-made Trellidor products country wide.

Blinds and Shutters

Aluminium Louvre Shutters
PVC Louvre Shutters
Timber Louvre Shutters
Blinds

see page 36

Taylor has an accomplished distribution network that services various parts of the Western and Southern Cape, with strong distribution channels emerging in Gauteng. It continues to develop a channel through the Trellidor franchise network.

NMC Products

Closed-cell Polystyrene
Polyurethane Decorative Moulding

see page 38

NMC distributes their products out of branches in Johannesburg, Durban and Cape Town, with the majority of the distribution out of Johannesburg.

Agile risk management
see page 22

Strong strategic focus
see page 18

Stakeholder inclusivity
see page 23

Financial Capital
Intellectual Capital
Human Capital
Social and Relationship Capital
Manufactured Capital
Natural Capital

see page 19

Risk and Opportunities

Material matters	Risks	Mitigations	Opportunities
Economic climate	The continued negative economic pressures both macro and micro within South Africa will impact the consumer for an extended period, and limiting our ability to achieve top line growth and maintain GP margins. Prolonged challenging economic conditions impact negatively on smaller owner-managed business, like many of our existing franchises.	Geographic spread assists with diversifying and reducing impact of microeconomic factors, with a focus on increasing our volumes in the rest of Africa and the United Kingdom ("UK"). We continue to manage negative economic pressures by remaining focused on maintaining GP margins and returns. Broad product range targets middle to upper income consumers and the commercial sector, mitigating pressure in any single market segment.	Trellidor has established an African footprint, achieved with limited capital investment, through appointing a network of franchisees. Through the continued development and appointment of franchisees in new African territories we reduce our exposure to a single economy and increase demand for production to service multiple countries. The UK franchise presents an opportunity to expand sales in the region, with both existing and new commercial customers, as well as private customers.
Maintaining competitiveness	Trellidor is the leading brand in barrier security and sets the standard in its field. In an ever-changing global environment, maintaining this position is an ongoing challenge.	The successful development and launching of new products that meet and enhance the group's brands and meet new market demands that can be manufactured and distributed by the group's existing resources.	Leveraging off our substantial franchise and distribution network, both locally and internationally, our market research ensures we have a thorough understanding of the competitive landscape and informs our product innovation landscape.
Foreign exchange	The group remains reliant on imported raw materials for a number of product sets and therefore is potentially, exposed to currency fluctuation risk.	Mitigation of foreign exchange risk by "self-hedging" where possible using foreign currency sales to generate foreign currency required to fund imported materials. In businesses where "self-hedging" is not available forward exchange contracts are utilised to manage the impact of fluctuating exchange rates.	Growth in sales volumes in the UK and Africa increases the "self-hedging" mitigation.

Our Stakeholders

Trellidor's relationships are critical to its ability to **create value and enhance the business' sustainability. The Group seeks to engage all stakeholders productively and proactively** on all material issues, and in doing so identify and address opportunities and risks. Trellidor regularly engages with the stakeholder groups described in the table below.

Stakeholder	Key issues for stakeholders	Key issues for Trellidor	How we communicate
Investors	• Stable investment performance • Risk management • Ability to execute on strategy • Profitability and ROI (share price and dividends) • Cash generation • Corporate governance • Growth prospects • Transparent leadership • Sustainability	• Access to capital • Support and feedback	• Annual and interim results announcements • SENS announcements • Annual General Meeting • One-on-one meetings communicating non-price sensitive information • Investor presentations at results roadshows • Integrated annual report • Website and emails • Social media presence on LinkedIn
Funders	• Capital management • Sustainability • Profitability • Cash generation • Liquidity and solvency • Corporate governance and compliance • Risk management	• Access to debt • Favourable rates	• Agreed reporting frameworks • Annual and interim results announcements • Regular meetings • Integrated annual report • SENS announcements
Employees and trade unions	• Job security and sustainability • Fair remuneration • Personal growth and development • Employment equity and diversity • Skills development • Safe and healthy working conditions • Bargaining Council agreement	• Committed, energised and stable workforce • Upholding standards and brand value • Labour relations • OHS Act compliance	• Agreed reporting frameworks • Regular feedback meetings • Union meetings • Integrated annual report • Training programmes • Employment equity consultation • Bargaining Council agreement
Suppliers	• Timely payment • Sales volumes • Fair business practices	• Reliable supply of materials • Consistent quality	• Fair business practices • Regular meetings with key suppliers
Franchisees	• Security of supply • Pricing, marketing, training and technical support	• Upholding standards and brand value	• One-on-one meetings • Conferences • Training seminars
Customers	• Quality • Reliability • Service levels	• Customer satisfaction and loyalty	• Marketing • Franchisees • Product brochures • Digital quoting and ordering systems
Government and regulators	• Employment equity • Environmental impact • Health and safety • Taxation • Adherence to the JSE Listings Requirements, King IV and company legislation • Skills development	• Continued operations and investment	• Regulatory returns • SENS announcements • Engagement as required

Chairman's report

KEVIN GRAHAM HODGSON

My primary responsibility since being appointed to the Trellidor board in December 2023, has been to understand and address the substantial erosion in shareholder value that has taken place since the company's listing on the JSE.

The macro-economic environment that has existed for the past five years has been well documented; the slowdown in the economy, the Covid pandemic, poor levels of investment in the construction industry and low levels of consumer sentiment have not been an easy environment for businesses such as Trellidor.

An array of poor decisions made by the previous board of the company have also contributed to the fact that shareholders have lost two thirds on their investment since listing in 2015.

These include:

- The listing on the JSE - the investment thesis proposed to shareholders was compelling but upon reflection none of the objectives for listing have been achieved and the company was left without a shareholder of reference to assist and support the development of a small business such as Trellidor.

- The Taylor business - the rationale for the acquisition was and still is appropriate and has the potential to add value and scale to Trellidor. However the lack of strategic and management oversight resulted in the Taylor business not achieving the same level of profitability since becoming part of the group.

- Contingent liability - the labour dispute that pre-dated the listing became a finite cash loss to the business in 2022. No provision was made for this potential liability at the time of the listing and current shareholders have been left with the consequences.

- Capital Management - the introduction of gearing to fund the Taylor acquisition-coupled with a generous dividend policy and a share buy-back program resulted in a stressed balance sheet. The addition of the labour dispute culminated in the company breaching its banking covenants in June 2023.

- Corporate structure - the requirements associated with operating in a public environment and the stated strategy of growing the company resulted in the introduction of a corporate management structure. This additional overhead never produced a return for shareholders.

The current board has acknowledged that the business should have responded more swiftly to the changes in the environment. The CEO's report and section 3.1 of the Integrated Report will cover the strategies to restore shareholder value.

During the past year a dramatic improvement in the balance sheet was achieved through the generation of R71,1 million in cash from improved working capital management and the strong performance of the UK division. This has placed the company in a position from which it can pursue a process of restoring value to shareholders.

I would like to thank my fellow board members and the executive management of the business for their contribution during the past year.

Kevin Hodgson
Chairman

Value Outcomes

Value Outcomes

CEO's Report

TERRY DENNISON

DOMESTIC MARKET OVERVIEW

Challenges

The market domestically remains weak with high interest rates and constrained disposable income dampening demand.

Supply chain challenges still exist but seem to have stabilised. While port performance has improved and seemingly has momentum to improve further, import lead times remain extended, and this puts pressure on inventory levels.

Metal prices appear to have peaked, and we are now seeing some reduction in metal prices on forward orders.

Wage negotiations in the Metal Industry were successfully concluded in May 24, without any industrial action. The agreement is for a new three-year term to June 2027.

Positives

The national and provincial elections were peacefully concluded in May, and the new Government of National Unity seems to have been well received and tangible change is being felt.

Load shedding has been suspended and predictions are for that to endure through the summer months at least. The first interest rate cut of 0.25% has been implemented, which while small signals the beginning of a rate cut cycle. Inflation is under control and within SARB targets and the Rand is strengthening against the US dollar. Hopefully these factors will drive the first green shoots of an improving local economy.

INTERNATIONAL MARKET OVERVIEW

Review

Our African markets showed growth in F24 with a strong H2 performance. This growth was however constrained by foreign exchange shortages in certain countries.

The UK has had an excellent year, driven primarily by significant project work successfully executed during the year. A portion of this work extends into F25.

Opportunities

The opportunity for sustainable and less volatile growth in the UK has been identified and resources are in place to develop this market further.

Focus on Africa will continue on a low capital, low risk basis.

GROUP OVERVIEW

Challenges

During the period under review the Group faced two significant challenges:

- Declining revenue in the domestic market; and
- Elevated opening debt levels as at 30 June 2023, at higher interest rates.

Results

With reference to the above, the following was achieved:

- Revenue from international markets increased to R173.0 million; and
- Net debt was reduced from R146.7 million to R115.7 million driven by increased profitability and improvements in working capital.

GROUP OUTLOOK

We recognise that the domestic market will continue to face macro-economic challenges for some time despite the more positive outlook. Accordingly, our strategies remain focused on:

- Continuing to reduce the current level of debt in the Group aided by the restructure of our debt facilities implemented in September 2024.
- Further improving working capital management,
- Rigorous cost control, including the implementation of a cost reduction program in the Trellidor business,
- Optimising revenue generation domestically, and
- Leveraging revenue growth opportunities abroad.

> *"The opportunity for sustainable and less volatile growth in the UK has been identified and resources are in place to develop this market further.*
>
> *Focus on Africa will continue on a low capital, low risk basis."*

APPRECIATION

The Group has endured an incredibly challenging time over the last few years, with both external and internal factors weighing on results. December 2023 saw a change on our Board with Mark Olivier resigning and Kevin Hodgson being appointed to the Board. I would like to express my appreciation to the Board in particular, who have provided sage guidance, reviewed our strategic outlook with a goal of restoring shareholder value, and facilitated improved shareholder engagement.

Further I thank our shareholders, executives, managers, employees, franchisees and their staff and our other stakeholders for their support and commitment to the Group through the past year.

Terry Dennison
Group CEO

CFO's Report

DAMIAN JUDGE

GROUP RESULTS

Group revenue for the year increased by 12.6% to R565.8 million (2023: R502.3 million) driven by the strong performance in the UK which offset weaker demand in RSA. Operating profit increased to R62.5 million (2023: R21.9 million) and profit after tax increased to R34.7 million (2023: R3.5 million), translating into headline earnings per share of 36.1 cents (2023: 4.2 cents).

Stablising the balance sheet and reducing debt was the major focus area for the group during F24. Net debt was reduced by R31.0m, from R146.7 million to R115.7 million, driven by increased profitability and improvements in Taylor's working capital.

A debt restructure process commenced during F24 which was finalised early into F25 and which will further reduce debt servicing cost through the course of the year. Debt levels do however remain elevated and as result the board has resolved not to declare a final dividend.

Net cash generated from operations improved by 153.0% to R51.1 million (2023: R20.2 million excluding the Labour Appeal Court settlement).

TRELLIDOR

Revenue for the year increased by 22.6% to R404.2 million (2023: R329.6 million), driven by a strong performance in the UK division, which offset the weak demand in South Africa. As result operating profit increased to R57.8 million (2023: R15.9 million).

TAYLOR

Demand in the market for Taylor's decorative products was muted. Revenue for the year decreased by 5.0% to R133.2 million (2023: R140.2 million). Operating profit decreased to R2.5 million (2023: R3.0 million excluding the gains from the sale of the NMC business unit).

NMC

Similarly, NMC's revenue for the year decreased by 11.1% to R29.7 million (2023: R33.4 million) and operating profit decreased to R0.9 million (2023: R3.3 million).

BORROWINGS

Shareholders are referred to the SENS announcement on 16 November 2023, where we advised that the primary lender to the Group, completed its credit review and condoned the covenant breaches as at 30 June 2023, without amending the existing financial covenants or imposing any additional covenants or conditions.

The Group's Debt/Equity ratio improved from 70% at the end of F23 to 49% as at 30 June 2024, which is back in line with F21 levels. Interest cover has improved from F23 levels and will continue to improve following the debt restructure and the reduction in interest rates.

Given the improved financial performance and reduced net debt levels, the financial covenants were well within required levels as at 30 June 2024.

ANNUAL REVIEW

The accounting policies applied in the preparation of the consolidated financial statements are in terms of IFRS and are consistent with those accounting policies applied in the preparation of the previous consolidated annual financial statements.

Consideration has also been given to the risks involved in the business, results of internal audit reviews, the size of the business and the nature of transactions and we are satisfied that the internal controls in place are adequate to address the key risks in the business.

CONCLUSION

In conclusion, although positive strides have been made during F24, we continue to focus on a further reduction in debt levels, and rigourous cost control to ensure the Group is well placed to maximise returns for shareholders with any improving top line.

Damian Judge
Group CFO

How Trellidor Creates Value

Trellidor supplies our network of branches and franchisees with a range of high quality custom-made security and home improvement products for installation. We leverage our manufacturing capability, intellectual property, experience, skills and support infrastructure to ensure our products are market leaders.

The Trellidor brand

Trellidor's strong brand commands a premium on pricing for our products. The Trellidor brand is built on our reputation for delivering trusted, high-quality security products and exceptional service. The Trellidor is brand strong in South Africa and is a name synonymous with sliding door security.

Brand awareness in Africa is growing along with our sustained expansion across the continent. Innovation, quality and service are the pillars of the business.

Trellidor products are produced at its modern manufacturing plant in Durban where customer orders are tracked end-to-end using a bespoke ordering system. The manufacturing process includes roll forming, fabricating, powder coating, assembly and packaging. Production processes are ISO 9001:2015 certified.

Manufacturing

Trellidor products are manufactured to each customer's specification. In South Africa products are delivered by outsourced road logistic services to the franchisee.

Trellidor's Ghanaian subsidiary operates an assembly plant that services West Africa, shortening lead times, and reducing duties and transport costs. Franchisee owned and operated assembly shops service markets in the rest of Africa. The branch in the United Kingdom operates an assembly plant that services the whole of the UK and Ireland.

Products

Trellidor offers non-commodity, custom designed, manufactured and installed barrier security products, residential security solutions include door, window, patio, safe zone and gated estate approved barrier products. Products for commercial customers include specialist retail and office barriers.

Trellidor's leading research and development team ensures that product offerings are constantly evolving to meet current market demands, incorporating new technology and materials.

Products and components are patented where possible and selected products are certified by the London based Loss Prevention Certification Board (LPCB), which sets Trellidor apart from local competitors.

Marketing and sales

Trellidor manages the national marketing and advertising campaigns across all media and determines the strategy for local marketing and advertising campaigns in conjunction with each franchisee and branch. The majority of leads are generated through existing customer relationships and a high percentage are converted to orders.

Installation and after sale service

The franchise and branches conduct installations on orders they generate. All product and installations include a three to five year warranty that is serviced by the franchisee or branch.

Footprint

A national distribution footprint in South Africa sets Trellidor apart from its competitors, who tend to be more focused on urban areas. This footprint positions the Company to take advantage of growing demand for high quality, respected security solutions across the country. Trellidor is also well placed to service the growing African economies.

Trellidor Product Range

TRADITIONAL TRELLIDOR

BURGLAR GUARDS

SECURITY SCREENS

ROLLER SHUTTERS

Trellidor Product Range

LOUVRE SHUTTERS

SECTIONAL OVERHEAD DOORS

How Taylor Creates Value

The Brands

Taylor Blinds and Shutters was founded in 1959 and specialises in designing, manufacturing, marketing, distributing and servicing a wide range of blinds and shutters and is a leader in the window and door covering market in South Africa.

Innovation, quality and service are the pillars of this business.

Manufacturing

Taylor blinds and shutters are produced at its 8,000m2 manufacturing plant in Cape Town.

Customer orders are tracked using a bespoke ordering system and products are produced in industry leading time. The products are manufactured from the highest quality material and fittings, much of which are imported.

Products

Taylor offers high quality custom-made blind and shutter products that are aesthetically pleasing and often specified by architects and interior decorators.

The blinds offered are venetian, roller, woven and verticals. Shutters offered are timber, Thermowood® (wood substitute) as well as aluminium security shutters.

All Taylor blinds and shutter products are built around the three pillars of innovation, quality and service.

Distribution

Taylor has a well-established, loyal distribution network and customers for both the blinds and shutters are concentrated in the Western and Southern Cape, and Gauteng.

Geographic growth opportunities exist and continues to be of strategic importance for the Group with expansion through the Trellidor franchise network on certain Taylor products.

Marketing and Sales

Marketing and advertising spend focuses on creating growing awareness for Taylor's products and brands. Continued innovation is targeted to keep products up-to-date and desirable to our markets.

Marketing spend encompasses all key communication channels where we aim to drive fresh, modern and innovative messaging.

Installation and After Sales Service

Branches in Cape Town and Johannesburg, supported by a network of skilled distributors, design and install products to customer specifications.

Installation is a key factor in delivering a top-quality solution and cements the overall quality and customer centric ethos. Taylor offers installation training to all our distributors on a regular basis. A dedicated customer service department deals with all after sales service and warranty requirements.

All Taylor products are backed by warranties and serviced by the branch and distributor network

Taylor Product Range

SHUTTERGUARD®

HURRICANE SHUTTERS

THERMOWOOD® SHUTTERS

WOVEN BLINDS

WOODEN VENETIAN BLINDS

ALUMINIUM VENETIAN BLINDS

VERTICAL BLINDS

ROLLER BLINDS

TIMBER SHUTTER

OUTDOOR BLINDS

SHUTTERSTYLE

How NMC Creates Value

The Brand
NMC South Africa was established in 1999 as the exclusive importer of the Belgium-based world leader in the production of closed-cell polystyrene and polyurethane decorative moldings, such as cornices, dado rails and skirting. NMC South Africa has the distribution rights for South Africa and several countries in sub-Saharan Africa.

Manufacturing
All NMC cornices and mouldings distributed in Soutrh Africa are imported under agreement from NMC Belgium where the products are manufactured.

Stock is held in the key centres of Johanees-burg, Durban, and Cape Town.

Products
NMC distributes imported decorative mouldings for a wide variety of interior and exterior architectural applications focusing on cornices and skirtings.

All NMC products are built around the three pillars of innovation, quality and service.

Distribution
NMC distributes their products out of branches in Johannesburg, Durban and Cape Town, with the majority of the distribution out of Johannesburg. Wholesalers form a large part of the route to market in the outlying regions.

Marketing and Sales
Marketing spend encompasses all key communication channels where we aim to drive fresh, modern and innovative messageing.

Installation & After Sales Service
Installation is a key factor in delivering a top-quality solution and cements the overall quality and customer centric ethos. NMC offers insatallation training to all our distributors on a regualr basis. A dedicated customer service department deals with all after sales service and warranty requirements.

NMC Product Range


CORNICES


DADO RAILS


SKIRTINGS


POLYSTYRENE MOULDINGS

How the Group is Governed

How the Group is Governed

Corporate Governance Report

Social and Ethics Committee Report

Remuneration Report

Corporate Governance Report

Governance structure at the date of this report

TRELLIDOR HOLDINGS BOARD

Terry Dennison (CEO) ^
Damian Judge (CFO) ^
Kevin Hodgson (Chairman) $
Ralph Patmore (Lead Independent) $
Stuart Bird $

BOARD SUB-COMMITTEES

Audit, Risk and Compliance Committee

Ralph Patmore C
Kevin Hodgson
Stuart Bird

Remuneration and Nominations Committees

Kevin Hodgson (Nominations) C
Ralph Patmore
Stuart Bird (Remuneration) C

Social and Ethics Committee

Stuart Bird C
Kevin Hodgson
Ralph Patmore
Damian Judge

Attendance at meetings during the financial year

Attendees at meetings	Board +	Audit, Risk and Compliance	Remuneration and Nominations	Social and Ethics
Kevin Hodgson [2]	2(2)	2(2)	1(1)	1(1)
Ralph Patmore	5(5)	4(4)	2(2)	2(2)
Terry Dennison	5(5)	4(4)#	2(2)#	2(2)#
Damian Judge	5(5)	4(4)#	2(2)#	2(2)
Stuart Bird	5(5)	4(4)	2(2)	2(2)
Mark Olivier [1]	3(3)	2(2)	1(1)	1(1)

Invitee to the committee/board | $ Independent Non-executive director | C Chairman of particular committee | ^ Executive director | + Includes 1 special Board meeting

[1] Resigned from the board on 7 December 2023

[2] Appointed to the Board of 14 December 2023

Meeting attendance

The Board and committee meetings were held quarterly in line with the Group's financial reporting cycle. All directors attended all the meetings of the Board and the committees on which they served during the 2024 financial year. In addition, one special Board meeting was held. The details are reflected in the schedule above.

Expertise

The Board together with the Nominations Committee have assessed the expertise of the directors and are comfortable with the Board and Committee members' level of expertise as well as with the Committee compositions.

Board composition

As evidenced below, the Board has the appropriate balance of knowledge, skills, experience, diversity, and independence to discharge its governance role and responsibilities objectively and effectively. The diversity in membership experience creates value by promoting better decision-making and effective governance. The diversity of experience set out over the page reflect the composition of the Board as at the date of this report.

Board committees

Audit, Risk and Compliance Committee – AR&CC

Remuneration and Nominations Committees – REMCO

Transformation, Social, Ethics and Sustainability Committee – SETCOM

Chairman of particular committee – C

Diversity of expertise

Policy: To create an experienced Board with the appropriate balance of knowledge and skills in areas relevant to the Group.

Name	Education	Tenure	Previous Sectoral Experience	
Kevin Hodgson[$]	CA(SA)	Appointed 14/12/2023	Retail Building & Construction Private equity	- 20 years - 3 years - 7 years
Ralph Patmore[$]	BCom, MBL	Appointed 28/10/2015	Manufacturing Building & Construction NED experience	- 24 years (Executive & Non-executive) - 34 years (Executive & Non-Executive) - 14 years
Stuart Bird[$]	CA(SA)	Appointed 01/06/2022	Retail Manufacturing Property	- 26 years (Executive) - 7 years - 5 years
Terry Dennison[^]	BCom CA(SA)	Appointed 01/06/2002	Manufacturing Agri-processing Agriculture	- 26 years (Executive) - 6 years - 6 years
Damian Judge[^]	BCom CA(SA)	Appointed 01/03/2019	Manufacturing	- 13 years (Executive)

[$] independent non-executive | [^] executive

Note: Mark Olivier was a member of the Audit, Risk and Compliance Comittee, a member of the Social and Ethics Committee, Chairman of the Nomination Committee and a member of the Remuneration Committee untill he resigned from the Board of Trellidor at the AGM on 7 December 2023.

Meeting attendance

The position of the Board remains unchanged in terms of their approach to governance and how governance is managed.

The Board members continue to accept responsibility as the custodians of corporate governance within the Group and are therefore accountable to stakeholders for the provision of value-enabling governance. The Board is constituted, in terms of the Company's Memorandum of Incorporation, of a majority of independent non-executive directors who bring diversity to Board deliberations and create sustained value by constructively challenging management.

Trellidor continues to be committed to upholding the highest standards of ethics and good governance while pursuing wealth and value creation for its stakeholders. This process encompasses a stakeholder inclusive approach which includes timely, relevant, and meaningful reporting to shareholders and other stakeholders providing a proper and objective perspective of the Company and its activities. The members of the Board act with independence of mind and in a manner that they believe is reasonable, accountable, fair, and transparent.

The Board remains the focal point of good governance and exercises sound judgement and leadership with integrity, guided by principles of responsibility, accountability, fairness, and transparency. The Board assessed the application of the principles set out in King IV and continues to strive towards achieving the four desired governance outcomes, namely ethical culture, good performance, effective control, and legitimacy. The relevant recommended practices associated with each principle are applied to give effect to that principle. The Company's King IV application register is available at holdings.trellidor.co.za. The Board remains committed to continuously improving governance and continues, on an ongoing basis, to review its governance practices in line with updated recommended practice notes to fully meet the requirements of King IV.

In line with its Code of Ethics, the Company continues to promote the highest standards of ethical behaviour among all persons involved in the Group's operations. This is upheld by the Board and is communicated to employees. The Code provides detailed guidance as to their ethical conduct and they are required to adhere to the Code in all daily interactions.

The Company's zero-tolerance policy in respect of the committing or concealment of fraudulent acts by employees, contractors, or suppliers remains in place. Trellidor's employees and directors accept that any breach of the code of ethics exposes them to the possibility of disciplinary action, which could result in the termination of employment or office.

As part of the Board's commitment to best practices in corporate governance and in order to ensure application and compliance with King IV and relevant laws, regulations and responsible corporate citizenship, mechanisms, and policies, which are appropriate to the Company's business, are in place. The Board reviews these from time to time.

By continuing to uphold the highest possible corporate governance standards, Trellidor is comfortable that it provides its stakeholders with confidence that it is a well- governed and well-conducted business.

The formal steps taken by the directors are summarised on the following pages.

Corporate Governance Report (continued)

Trellidor Board

Composition	The Board at the time of issuing this report consisted of two executive directors and three non-executive directors, all of whom are independent. The Board has ensured that there is an appropriate balance of power and authority on the Board, such that no one individual or block of individuals can dominate the Board's decision-making. The non-executive directors are individuals of caliber and credibility and have the necessary skills and experience to bring judgement to bear, independently of management, on issues of strategy formulation, performance management, resources planning and allocation, transformation, diversity and employment equity, standards of conduct and other important decisions. The Board has applied its mind, as recommended by King IV, practice recommendations 7.29 and 7.30(d), to the independence of Kevin Hodgson and is comfortable that he is independent and that he brings valuable expertise and experience to the Board. Although not required but in the interest of enhanced governance, in 2017, the Board appointed a lead independent non-executive director. This position remains unchanged and Ralph Patmore continues as the lead independent non-executive director. The non-executive directors are required to sign a formal letter of appointment, in which they confirm their commitment to the Board and any committees they may be appointed to. An overview of each director's age and experience is set out on page 12 and 43 of this integrated annual report, with their detailed CVs on the Company's website at holdings.trellidor.co.za.
Frequency of meetings	Board meetings are held at least quarterly, with additional meetings convened when circumstances necessitate. The Board met five times prior to the end of the financial year. These were the four standard quarterly meetings, and one special meeting.
Roles and responsibilities	The Chairman, Kevin Hodgson, is an independent non-executive director whose role is separate from that of the CEO, Terry Dennison. Their roles and responsibilities have been clearly defined and are distinct to ensure checks and balances in terms of decision-making. The Chairman is considered to be independent in terms of King IV. Damian Judge is appointed as the Group's full time financial director. The Chairman provides independent Board leadership and guidance, facilitates suitable deliberation on matters requiring the Board's attention and ensures the efficient operation of the Board as a unit. Ultimate control of the Group rests with the Board of directors and the Board is responsible for setting the strategic direction of the Group, and although still responsible for, it has delegated to the CEO and executive management the responsibility for the implementation of the Group's strategy and the day-to-day operational decisions and business activities. The Board is also responsible for key policies and for approving financial objectives and targets. The Board, as a whole, continues to act as the focal point for and custodian of the Company's corporate governance, ensuring that Trellidor is a responsible corporate citizen in light of the impact its operations might have on the environment and the society in which it operates. The Board is also responsible for identifying and managing the Group's risks. The Board has analysed these risks and agreed their tolerance levels. The ongoing management of these risks is addressed by the Audit, Risk, and Compliance Committee and the executive directors. The Board is of the view that the risk management processes that are in place effectively assist in managing the Group's risks. A risk assessment, identifying the various risks together with the associated mitigating measures has been completed and the major material risks as well as identified opportunities, appear on page 22 of this integrated annual report. The Board operates according to a Board Charter, which is available at holdings.trellidor.co.za. The Charter ensures compliance with the principles of King IV and relevant legislation. It sets out the powers of the Board and provides a clear division of responsibilities and the accountability of Board members, both collectively and individually. The information needs of the Board are reviewed annually and directors have unrestricted access to all Company information, records, documents, and property to enable them to discharge their responsibilities sufficiently. Efficient and timely methods of informing and briefing Board members prior to Board meetings are in place and in this regard key risk areas, key performance areas and non-financial aspects relevant to the Company have been identified and continue to be monitored. Directors are provided with information in respect of key performance indicators, variance reports and industry trends.
Evaluation	The Board has agreed that in order to improve its effectiveness, regular evaluations (formally every two years) of the Board, individual directors, Board Committees, and the Chairman are conducted. Appropriate measures are taken to address any weaknesses highlighted through the evaluation processes. On completion of the latest formal evaluation for the current reporting period, it was found that the Board has duly completed its responsibilities in accordance with its Charter. The Board together with the Nominations Committee has considered the results of the evaluation together with the current composition of both the Board and its various committees as well as the independence of the non-executive directors and believe that the Board members bring a wealth of industry and financial experience with the non-executive directors remaining independent. The Board is comfortable that the size and composition of the Board and the various Committees is appropriate for the size of the Company. In summary the Board confirmed that it is comfortable with both the performance and composition of the Board of Directors and of the individual Board sub-committees. Directors' and officers' liability insurance is provided by the Company. This cover is reviewed annually.

Appointments to the Board

There is both a formal Diversity Policy# and Board Appointment Policy in place and appointments to the Board follow a formal and transparent process, and are considered by the Board as a whole following the recommendation of the Nominations Committee. In this way the Board ensures that it has the right balance of skills, experience, background, independence, and business knowledge necessary to discharge its responsibilities. The appointments are subject to confirmation by the shareholders at the Annual General Meeting. They are free from dominance of any one particular shareholder.

The Board, in conjunction with the Company Secretary and Sponsors, has established a formal orientation programme which will enable any incoming directors to familiarise themselves with the Company's operations, senior management and its business environment, and to induct them in their fiduciary duties and responsibilities. New directors with no or limited board experience would, as part of their induction, receive development and education to inform them of their duties, responsibilities, powers, and potential liabilities.

All non-executive directors will be subject to retirement by rotation and re-election by shareholders at least once every three years in accordance with the Memorandum of Incorporation.

Meetings of the Board and Committees are formally minuted; these include any meetings at which appointment of directors is discussed and/or confirmed.

Directors' personal interests and conflict of interest

The Board has determined a policy for detailing the manner in which a director's interest in transactions is declared and the interested director's involvement in the decision-making process. This policy is followed by all directors.

A full list of directors, their shareholdings, additional directorships and any potential conflicts of interest is maintained, considered at each Board and Committee meeting, and reconfirmed annually with directors. Directors are required to recuse themselves from any discussion and decision in which they may have a material financial interest.

Dealing in securities by the directors

The Group has adopted a policy that regulates dealings in the Group's securities by directors, Group employees and their associates, as required by and in line with the JSE Listings Requirements. In addition, Trellidor maintains a closed period from the end of a financial reporting period to the date of publication of the financial results, any period while the Company is trading under cautionary announcement and at any other time deemed necessary by the Board. Directors, Group employees and their associates are not permitted to deal in the Group's securities during these closed periods.

The trading policy is managed by the Company Secretary with the persons authorised to clear directors for trading in open periods being the Chairman and, in his absence, (or in the case of any potential conflict) the lead independent director.

Board committees and delegation of authority

The Board delegates certain functions to well-structured committees. These committees assist the Board by giving detailed attention to certain of the Board's responsibilities and they operate within defined written terms of reference/charters, as well as within the Group's approved delegation of authority framework.

The Board determines and amends, as necessary, the scope and responsibilities of the committees, as well as the appointment of new committee members.

The Board has approved a delegation of authority framework, which delegates certain responsibilities and/or decisions to the Executive and the Board Committees while retaining authority, where appropriate, at Board level.

The framework in addition to delegating authority, also defines authority limits. The delegated responsibilities in terms of certain functions to the Audit, Risk and Compliance Committee, the Remuneration and Nominations Committee and the Transformation, Social, Ethics and Sustainability Committee remain unchanged.

The Board remains conscious of the fact that such delegation of duties is not an abdication of their Board member responsibilities.

The Board continues to maintain effective control. The various committees' terms of reference / charters and the authority framework are reviewed at least annually.

External advisers and executive directors who are not members of specific committees are invited to attend committee meetings by invitation, if deemed appropriate by the relevant committee. These invitees are not entitled to any fees for their attendance at these meetings.

The Chairman continues to provide leadership to the Board in all deliberations ensuring independent input and oversees its efficient operation.

While the CEO reports directly to the Board, the CEO and CFO continue to be responsible for proposing, updating, implementing, and maintaining the strategic direction of Trellidor as well as ensuring controlled operations. In this regard, they are assisted by senior management of the Group.

\# The Board approved and adopted a Broader Diversity Policy in line with the JSE Listings Requirements and assesses factors such as gender, skill set, race, integrity, age, field of knowledge and experience. A copy is available on the Group's website holdings.trellidor.co.za

Corporate Governance Report (continued)

Trellidor Board

Audit, Risk and Compliance Committee

Composition	Three members Ralph Patmore (Chairman), Kevin Hodgson, and Stuart Bird, all of whom are independent non-executive directors. The Chairman of the Board is a member of the Committee. Despite this being contrary to the recommendations of King IV, the Board is of the opinion that Mr Hodgson is sufficiently independent to discharge his duties as a member of the Committee. Members contribute extensive financial expertise and experience as well as knowledge of Trellidor.
Frequency of meetings	Committee meetings are held at least quarterly, with additional meetings convened when circumstances necessitate. The committee met four times prior to the end of the financial year with all of the members present at each meeting.
Responsibilities	The committee's primary objective is the provision to the Board of additional assurance regarding the efficacy and reliability of the financial information used by the directors to assist them in the discharge of their duties. The committee has and will continue to provide satisfaction to the Board that adequate and appropriate financial and operating controls are in place, that significant business, financial and other risks have been identified and are being suitably managed, and that satisfactory standards of governance, reporting and compliance are in operation. Refer to further detail in the committee report on page 64. The committee operates according to a Charter, which is available at holdings.trellidor.co.za. The Committee confirms that it has fulfilled its responsibilities in terms of its charter, for the period under review.

Nominations Committee#

Composition	Three members Kevin Hodgson (Chairman), Ralph Patmore and Stuart Bird, all of whom are independent non-executive directors. Members contribute extensive expertise and experience as well as knowledge of Trellidor.
Frequency of meetings	Committee meetings are held at least bi-annually, with additional meetings convened when circumstances necessitate. The committee met twice prior to the end of the financial year. All of the members were present at each meeting.
Responsibilities	The Nominations Committee is responsible for assisting the Board with the appointment of directors by making appropriate recommendations in this regard. It is responsible for reviewing the Board composition and structures, including the size and composition of the various Board Committees, and considering whether there is an appropriate split between executive, non-executive and independent directors. It is responsible for the appropriate induction and training of directors and conducting performance reviews of the Board and various Board Committees. It is also responsible for ensuring the proper and effective functioning of the Board and assists the Chairman in this regard. This includes the consideration of succession planning in respect of the executive directors and senior management. A formal succession plan has been presented to, and has been approved by, the committee and recommended to and approved by the board. In the event of a vacancy the committee will consider candidates, in line with both the Board Appointment Policy and the Group's Diversity Policy, on merit, against objective criteria and with due regard for the potential benefits of diversity at Board level. The committee will continue to discuss and annually agree on all measurable targets for achieving diversity on the Board. The committee operates according to a Charter, which is available at holdings.trellidor.co.za. The Committee confirms that it has fulfilled its responsibilities in terms of its charter, for the period under review. *# The Remuneration and Nominations Committees meet jointly, the Chairmanship changes to address Nominations and Remuneration matters separately.*

Remuneration Committee#

Composition	Three members Stuart Bird (Chairman), Ralph Patmore and Kevin Hodgson, all of whom are independent non-executive directors. Members contribute extensive expertise and experience as well as knowledge of Trellidor.
Frequency of meetings	Committee meetings are held at least bi-annually, with additional meetings convened when circumstances necessitate. The committee met twice prior to the end of the financial year with all of the members present at each meeting.
Responsibilities	The Remuneration Committee is constituted as a committee of the Board for the purposes of considering executive and non-executive director's remuneration. It also appraises the performance of the CEO and CFO at least annually. The committee further has the responsibility and authority to consider and make recommendations to the Board on, inter alia, the Remuneration Policy of the Company, the payment of performance bonuses, executive remuneration, short, medium, and long-term incentive schemes, and employee retention schemes. The committee uses external market surveys and benchmarks to determine executive directors' remuneration and benefits as well as non-executive directors' fees. Refer to further detail in the Remuneration Committee report on page 54. The committee operates according to a Charter, which is available at holdings.trellidor.co.za. The Committee confirms that it has fulfilled its responsibilities in terms of its charter, for the period under review.

 # The Remuneration and Nominations Committees meet jointly, the Chairmanship changes to address Nominations and Remuneration matters separately.

Social and Ethics Committee

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

Composition	Four members, Stuart Bird (Chairman), Kevin Hodgson, Ralph Patmore and Damian Judge, which comprise three independent non-executive directors and one executive director. Members contribute extensive expertise and experience and knowledge of Trellidor.
Frequency of meetings	Committee meetings are held at least bi-annually, with additional meetings convened when circumstances necessitate. The committee met twice prior to the end of the financial year with all of the members present at each meeting.
Responsibilities	The Committee's responsibilities encompass monitoring, measuring and regulating the impacts of the Group on its material stakeholders and environments, having regard to any relevant legislation, other legal requirements and prevailing codes of best practice, in respect of social and economic development, good corporate citizenship (including the promotion of equality, prevention of unfair discrimination, the environment, health and public safety, and the impact of the Company's activities and of its products or services), consumer relationships and labour and employment issues. Ethical standards, in dealings with all stakeholder Groups, including suppliers, customers, business partners, government, communities and society at large, are in place and their ongoing implementation is monitored by the committee. Although management is tasked with overseeing the day-to-day operational sustainability of their respective areas of business, and reporting thereon to the committee, the Board retains ultimate responsibility. The committee also takes responsibility for advising the Board on all relevant aspects that may have a significant impact on the long-term sustainability of the Group and which influence the Group's triple bottom-line reporting. The committee will also draw to the Board's attention any other matters within its mandate and also reports to the shareholders at the Company's Annual General Meeting. In order to carry out its functions, the committee is entitled to request information from any directors or employees of the Company, attend and be heard at shareholders' meetings, and receives notices in respect of such meetings. Refer to further detail in the committee report on page 50. The committee has fulfilled its mandate as prescribed by the Regulations to the Companies Act and that there were no instances of material non-compliance to disclose. The committee operates according to a Charter, which is available at holdings.trellidor.co.za. The Committee confirms that it has fulfilled its responsibilities in terms of its charter, for the period under review.

Corporate Governance Report (continued)

Employment equity

The Group is compliant with the requirements of the Employment Equity Act. A summary of the Employment Equity Plan, submitted to the Department of Labour is tabled below.

Race	Male	Female	Total
African	135	76	211
Indian	63	25	88
Coloured	92	66	158
White	40	22	62
Total	**330**	**189**	**519**

The Employment Equity Reports have a different cut-off period to the year under review.

Broad-based Black Economic Empowerment Annual Compliance Report

The JSE requires a listed company to publish its report on its compliance with section 13(G)(2) of the Broad-Based Black Economic Empowerment Act, No. 53 of 2003, as amended (the "B-BBEE Act"), that it provides to the B-BBEE Commission, in the prescribed form, a report on its compliance with broad- based black economic empowerment.

Trellidor is compliant with both the JSE Listings Requirements and section 13(G)(2) of the B-BBEE Act and is in the process of having the relevant documentation finalised. A copy of the relevant documents are available on the Company's website, holdings.trellidor.co.za. The Group continues with its strategy to improve its B-BBEE scorecard.

King IV Compliance Review and Application Register

The Board endorses the Code of Corporate Practices and Conduct as contained and recommended in King IV and the JSE Listings Requirements. The details of the King IV gap analysis, together with the ongoing progress that has been made, are recorded in the application register, which is included together with the King IV Report on the Trellidor website, holdings.trellidor.co.za.

The Board remains comfortable that all the relevant gaps identified have either been addressed or are well progressed in terms of being addressed.

For the 2024 financial year, the Board hereby confirms that the Company has applied the principles of King IV and explained the application of the relevant recommended practices to achieve the principles.

The Board continues to strive to ensure that the material interests of all the Company's stakeholders are protected and that adherence to the principles of good corporate governance espoused by King IV remains a commitment of the Group.

It is the intention of all directors that the principles of integrity and the highest ethical standards are upheld by all who serve the Company and its stakeholders.

The Board is satisfied that appropriate governance structures exist and are operational within the Company, and it has implemented the procedural recommendations that have emanated from King IV as well as appropriate legislation.

Governance documents available on the Company's website:

- Board and committee charters.
- Chairman's charter.
- Lead independent director charter.
- Director trading, external communication confidentiality policy.
- Declaration of interest policy.
- King IV Report and application register.
- Ethics and code of conduct policy.
- Board appointment policy.
- Broader Diversity policy.
- Form B-BBEE 1 lodged with B-BBEE Commission.
- SENS announcements.
- PAIA Manual.
- POPI Policy.

Independent advice

All independent non-executive directors have unrestricted access to management and all Company information and resources, as well as to the Company Secretary, the Group's external and internal auditors. Further, all directors are entitled to seek independent professional advice, at the Group's expense, on any matters pertaining to the Group as they deem necessary. The information needs of the Board are reviewed annually.

Company Secretary

The Company Secretary advises the Board of any relevant regulatory changes and/or updates. In addition, she provides a central source of guidance to the Board, individual directors, and sub-committees on how to discharge their responsibilities in the best interests of the Company as well as on matters of ethics and good corporate governance.

The Company Secretary attends all Board and committee meetings and is responsible for overseeing the preparation in advance of comprehensive agendas and meeting packs. Further, responsibility lies with her for overseeing the accurate recording and dissemination of the minutes of these meetings.

This includes any meetings at which appointment of directors is discussed and/ or confirmed. Whenever deemed necessary she also reviews the rules and procedures applicable to the conduct of the affairs of the Board.

If necessary, she involves the JSE Sponsor and other experts in this regard to ensure that the directors have adequate information to discharge their responsibilities efficiently.

The Company Secretary, Paula Nel, a suitably qualified, competent and experienced Company Secretary, has been appointed and appropriately empowered to fulfill duties and provide assistance to the Board. The Company Secretary is an independent contractor and not a director or employee of the Company. She has an arm's length relationship with the Board, who can also remove her from office.

The Company Secretary is subject to an annual evaluation by the Board. Having completed the evaluation process, the Board is satisfied with the expertise, experience, competence, and qualifications of the Company Secretary and confirms that the relationship between the Board and the Company Secretary remains at arm's length.

Information and technology ("IT") governance

The Board is ultimately responsible for information and technology governance. The risks and controls over information and technology assets and data are reviewed and monitored by the Audit, Risk and Compliance Committee.

The Information and technology functions of the Group are outsourced, where appropriate, to approved external service providers. The risks regarding the security, back-up, conversion and update of the information and technology systems are continually assessed, reviewed, and monitored by the Audit, Risk and Compliance Committee. Disaster recovery plans are regularly reviewed as disruptions to critical management information could have an impact on continuing operations.

Information and technology governance is an integral part of the Company's approach to governance. Executive management is tasked with managing IT risks, with oversight from the committee.

The Board is mindful of the importance of safeguarding Company information and intellectual capital and ensures that appropriate technology architecture is maintained to protect information. Executive management, with the committee's oversight, ensure effective management of IT resources and facilitates achieving the Company's strategic objectives.

The committee together with the Board review opportunities for improved efficiencies and value that technology can add to the business. Equally, they are conscious of risks that may affect the security of classified information and intellectual capital.

The CFO is responsible for IT and has the appropriate levels of knowledge and experience and interacts regularly with the committee on IT governance matters.

Promotion of access to information Act ("PAIA")

There were no requests for information lodged with the Group in terms of the Promotion of Access to Information Act, No 2 of 2000 as amended. The PAIA manual is available on the Company's website. holdings.trellidor.co.za

Protection of Personal Information Act ("POPIA")

The Board is comfortable that Group remains POPIA compliant. The POPIA policy is available on the Company's website holdings.trellidor.co.za.

Internal control framework

The Board is responsible for the Group's systems of internal control and risk management. The Audit, Risk and Compliance Committee assist in this regard. Together they evaluate the adequacy and effectiveness of internal control systems and processes, and monitor whether internal control recommendations have been implemented. The internal control framework together with the required assurance is formally documented and annually reviewed by the Audit, Risk and Compliance Committee.

The systems are designed in such a way as to manage rather than eliminate risk and to safeguard and maintain accountability of the Group's assets. This will assist in identifying and curtailing significant fraud, potential liability, loss, and material misstatement while ensuring compliance with applicable statutory laws and regulations.

Internal audit

The internal audit function is outsourced to an external service provider and the responsibilities of the internal auditors are set out in a written charter approved by the board. For the period under review BDO were the internal auditors.

Internal audit is an independent, objective assurance and consulting activity established to support and improve the Group's operations. It follows a systematic, disciplined approach to evaluate and improve the adequacy and effectiveness of risk management, control and governance processes. The Audit, Risk and Compliance Committee oversees the internal audit function and agrees their annual combined internal audit plan and scope of work.

The Group's internal audit activities are co-ordinated by the Group CFO and they have unrestricted access to the Group CEO and Audit Committee chairman.

Internal audit has confirmed that nothing has come to its attention to indicate that there was any material breakdown in the system of internal or financial control in the group during the year. This conclusion is based on the internal audit work it performed in terms of the approved combined internal audit plan for the year, the scope of work, the results of evaluations and the overall audit opinion ratings for the audited areas, together with feedback on follow-up audits.

External audit

The external auditors are responsible for reporting on whether the financial statements are fairly presented in compliance with IFRS, and their audit to this end includes an assessment of internal controls. The preparation of the annual financial statements remains the responsibility of the Board.

The Audit, Risk and Compliance Committee meets regularly with the external auditors and in this way ascertains their efficacy and independence.

Recommendations thereon are then made to the Board. The responsible audit partners rotate in accordance with legislation and audit firm requirements. PKF Durban have settled in as the auditors, having now completed their second year. As a rule, the Board does not engage the external auditors for any tax compliance or for assistance with company secretarial duties. Where the external auditors are appointed for non-audit services, the Board assisted by the Audit, Risk and Compliance Committee ensures that there is a strict separation of divisions in order to maintain independence.

Combined assurance

The group has adopted a combined assurance model, which model ensures:

- The completeness of the group-wide inherent risk profile;
- That key mitigation factors and processes are documented and aligned to the group's risk management model; and
- An adequate level of assessment of the control environment by assurance providers, both internal and external.

The combined assurance model aligns with the group's integrated governance model, with key assurance provider roles overlapped, which strengthens the robustness of assurance across key elements. The model is reviewed on an annual basis by the Audit, Risk and Compliance Committee.

Legal compliance

The Company Secretary, together with the Group's JSE Sponsor, monitors compliance with the recommendations set out in King IV, as well as the requirements of the JSE Listings Requirements and the Companies Act.

Legal and legislation-related matters are addressed at each Board meeting and, specifically, new legislation which affects the Company is discussed in detail. The process of compliance with relevant legislation is managed by the Company and is monitored by the Audit, Risk and Compliance Committee. During the past financial year, no instances of material non-compliance were noted, and no judgments, damages, penalties, or fines were recorded or levied against Trellidor, its directors or employees for non-compliance with any legislation.

The Group directors have confirmed that, to the best of their knowledge, the Group
i) complied with the provisions of the Companies Act of South Africa, and
ii) operated in accordance with its Memorandum of Incorporation, during the year under review.

Social and Ethics Committee Report

TRELLIDOR believes that the livelihood of individuals can be improved through corporate initiatives which enable access to education and which support employment equity, enterprise development and preferential procurement. The information below constitutes the report of the Social and Ethics Committee ("committee") in accordance with the requirements of the Companies Act, in respect of the F24 financial year of Trellidor Holdings Limited. As reported on page 42, the Committee comprises Kevin Hodgson, Ralph Patmore, Stuart Bird and Damian Judge. The chairman during the reporting period being Stuart Bird.

ENVIRONMENTAL FOCUS AREAS

GREENHOUSE GAS EMISSIONS

Trellidor has a C-Suite-led Environmental Sustainability Committee ("subcommittee"), which feeds into the Social and Ethics Committee.

The subcommittee oversees the implementation of the environmental sustainability roadmap, and ensures there is ongoing:

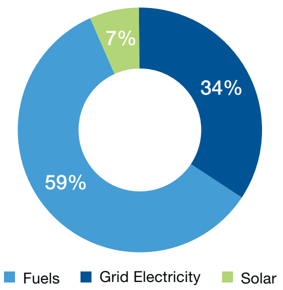
- Development and tracking of goals, targets, and environmental audits;
- Improvements in resource-efficiency performance and financing of initiatives;
- Monitoring of low-carbon drivers and climate-change adaptation; and
- Reduction of environmental risks in the supply chain.

During the reporting period, the subcommittee focused on establishing the group's Scope 1 and 2 emissions for F23 and F24. Total Scope 1 and 2 emissions in F24 were 2,141 tCO2e (F23: 2,586 tCO2e). Of this, 60% (F23: 70%) was Scope 2 emissions which are emissions associated with purchased electricity and the balance was Scope 1 emissions which are emissions associated with the use of fossil fuels in our operations. The Trellidor business unit contributed 80% (F23: 82%) of the total group's emissions. Taylor's operations made 17% (F23: 17%) of the emissions with NMC making up the balance.

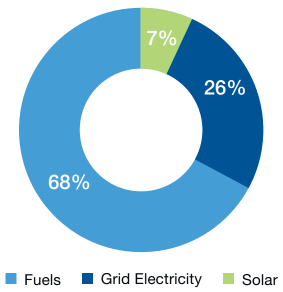
Total emissions decreased by 1.8% owning to additional manufacturing and powder coating equipment commissioned in Trellidor for the production of two new products and increased sales and installation capacity in main centres which includes additional vehicles.

Total energy consumption in F24 was 18,616 GJ (F23: 18,960 GJ). Of this, 26% was grid electricity (F23: 34%), 68% (F23: 59%) was fuels such as diesel, petroleum and liquefied petroleum gas, and 7% (F23: 7%) of renewable energy generated by solar installed at our Durban production facility.

F23 Energy consumption breakdown



F24 Energy consumption breakdown



SOCIAL FOCUS AREAS

MEMBER OF PROUDLY SOUTH AFRICAN

During the year the group continued its membership with Proudly South African (PSA) enabling the Trellidor and Taylor locally manufactured products to carry the iconic Proudly South African logo.

As members of PSA we contribute towards the work the organisation does in promoting and developing local businesses and products. These activities include:

- Business sector forums which present the case for local procurement to business owners.
- Public sector procurement forums which focus on the roles and responsibilities of supply chain and procurement officials from all 3 tiers of government and SOEs in respect of the PPPFA and on our tender monitoring system.

- Sector specific forums which focus on sectors in distress or those that offer the greatest number of direct as well as indirect job opportunities.
- The implementation and ongoing support of an online shopping platform dedicated to locally produced products (www.rsamade.co.za).

The hosting of the annual Buy Local Summit and; Expo which showcases PSA member companies and specifically recruits procurement departments of various public and private organisations to interact with its members.

WORKPLACE AND EMPLOYMENT TRANSFORMATION AND EMPLOYMENT EQUITY

At Board level, in respect of Board appointments, the Group has adopted a Diversity Policy which is followed in conjunction with the Board Appointment Policy when considering any future Board appointments.

From an employee perspective, the Group is compliant with the Employment Equity Act. The detail is set out on page 48 of the Integrated Annual Report.

EMPLOYEE EDUCATION AND DEVELOPMENT

LEARNER EDUCATION AND TRAINING

Further Education and Training Certificate: Marketing Management NQF Level 4 2023-2024

Two cohorts of employees were enrolled in this NQF level 4 sales and marketing qualification in 2023 and have now reached their completion date. Full funding was received from MERSETA for all ten learners. The first group of 6 employees were existing employees working in sales and installation in the Retail branches.

The second cohort were originally cadets on a 6-month contract, and the learnership offered a mechanism to retain them for a further 12 months.

National Certificate: Business Advising Operations NQF Level 6 2022-2024

Learners who graduated from the NQF 5 Management learnership in 2021 requested to continue their studies with a NQF level 6 qualification. Management agreed to subsidise 33% of the cost towards their studies on the basis that learners proceed with on-line studies, in their own time. This learnership was taken up by five of the learners.

National Certificate: Production Technology NQF Level 3 2024-2025

Trellidor has extended the opportunity for eight persons with disabilities who were already in the company from 2023-2024 to progress to the next level of the Production Technology group of qualifications. They completed the NQF2 level in April 2024, and in June 2024 commenced the NQF3 level.

Whilst continuing to gain work experience in the factory, they will cover content such as logistics, quality control, production planning, assembling and finishing goods, inventory management, basic maintenance and safety, health and environmental procedures. The candidates attend class on-site one day a week and work at the Trellidor production plant three days a week.

National Certificate: Generic Management: NQF Level 5 2024-2025

In June 2024 we commenced a new intake of ten employees on the NQF Level 5 Management qualification. The candidates are those who graduated from the Level 4 Management qualification in 2023, along with three additional employees.

It is good to see the long-term plan on upskilling these individuals come to fruition. They did not initially qualify for the NQF5 qualification due to not having completed Matric. Trellidor allowed them to gain their Matric equivalent by completing the NQF4 Management course, thus bridging them to the higher qualification.

They will cover concepts such as conflict management, team empowerment, strategic planning, performance management, risk management, coaching, leadership, financial and operational manag.

Social and Ethics Committee Report
(continued)

PROTOCOLS ON DECENT WORK AND WORKING CONDITIONS

The Group has an explicit and detailed Safety, Health, Environment, Risk and Quality (SHERQ) Policy, including Covid-19 related regulations, and a SHERQ team who are dedicated to ensuring its implementation, monitoring and compliance.

Monthly Health and Safety Committee meetings are held to receive feedback regarding SHERQ and to allow the committee to respond accordingly.

Health and Safety performance (accidents, illnesses etc.) is measured and reported on regularly. Successful completion of annual audits ensure that the Trellidor Durban production processes are ISO 9001:2015 certified.

The Group encourages business relationships with suppliers, who pursue sound employment equity and black economic and empowerment programs.

SOCIAL AND ECONOMIC DEVELOPMENT PROJECTS

During the year, the Trellidor group responded to its social and economic development responsibilities by focusing on its flagship school sports initiative, being the support of the Durban High School's hockey program through the DHS Foundation. The DHS Foundation is committed to the development and upliftment of Durban High School ("DHS") through partnership with the school community of Old Boys, parents, staff, and learners.

In terms of upliftment, in F24 DHS produced 32 (F23: 31) Kwa-Zulu Natal Hockey representatives of which 84% (F23: 81%) of these boys were from previously disadvantaged backgrounds. We aim to ensure the continued growth of DHS as a centre of excellence, learning and opportunity.

Our overall contribution to social economic initiatives remained steady at R300,000 in both F23 and the current year, of which 100% was invested in Arts, Sport and Culture. This spend ensured that we maintained our B-BBEE rating.

Trellidor sponsorship of the Durban High School 1 st Team Hockey.

GOVERNANCE FOCUS AREAS

PROCUREMENT

The Group encourages business relationships with suppliers, who pursue sound employment equity and black economic and empowerment programs.

The Group promotes the development of black-owned businesses and is proactively putting in place initiatives that it anticipates will assist it in improving its B-BBEE rating. This included financial support to the value of R1,200,000 (F23: R1,200,000) by way of interest-free loans and working capital funding.

The Group continues to seek opportunities to sustainably increase its participation in enterprise development. The Trellidor business model has assisted in the development of over 51 franchises in South Africa and 18 in Africa.

CUSTOMER DATA SECURITY AND PRIVACY

An external service provider manages all IT services within the Group. Their service level agreement ensures that the Group's IT systems and data are managed to ensure compliance with world class standards.

An IT Policy that governs both system use and data storage is in place and all employees are required to ensure compliance with the policy and its practices.

Users gain access to systems with an authenticated username and password. Confidential paperwork is sent offsite to an accredited Service provider who deals with the storage and where required destruction of documents in terms of industry standards.

The Group's compliance in terms of the Protection of Personal Information Act (POPIA) is monitored in line with the recommendations of the Act.

PREVENTION OF UNFAIR DISCRIMINATION

The Committee regularly reviews the various policies and procedures that management have put in place which ensure the prevention of unfair discrimination.

The Board, the Committee and management do not support and/or tolerate any behavior that is deemed or perceived to be discriminatory in any way.

TAX COMPLIANCE

Through its tax principles, internal policies, Group tax committee, expert tax consultants and actions, Trellidor is committed to being a socially responsible corporate fiscal citizen. In addition, numerous self-audits were requested by SARS for Trellidor and Taylor. These were performed and submitted with no amended assessments being issued. The Group pursues a long-term sustainable tax strategy with a focus on compliance with national and international tax laws and regulations.

In their 2024 Quarterly Compliance Confirmation, all Managing Directors/General Managers confirmed that there were no violations of applicable tax laws in their entities. A reasonable tax strategy with active management of tax matters ensures that the Group pays a fair share of tax in each of the 3 countries where it operates. During the year the Group paid R624,637 (F23: R2,525,029) in income tax of which R98,877 (F23: 2,337,935) was in South Africa.

ETHICS

As reported in the Governance section of this report, the adopted Code of Ethics underpins both the Board and employees conduct and behavior so as to ensure that they uphold the highest standard of ethics.

Committee Oversight

In accordance with its mandate, the Committee met twice during the year under review. Attendance at Committee meetings is set out on page 42 of the Integrated Annual Report.

The committee confirms that it has fulfilled its mandate as prescribed by the Companies Regulations to the Companies Act and that there were no instances of material non-compliance to disclose.

The Committee is satisfied that Trellidor is fulfilling its social and ethical obligations as a good corporate citizen as well as having fulfilled its statutory duties. The Committee will continue to make enhancements to its reporting and align its strategic focus areas with SDGs that are significant to the Group.

Stuart Bird
Chairman

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: Kevin Hodgson (part year), Ralph Patmore, Mark Olivier (part year) and myself Stuart Bird (Committee Chairman). Mark stepped down from the Committee and as a non-executive director of the Group at the annual general meeting, held on 7 December 2023, whereafter Kevin was appointed on 14 December 2023 as an independent non-executive director and as a member of the Committee. 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 met twice in 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 evaluation and assessment this year, it was 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 7 December 2023.

The non-binding vote in respect of the remuneration policy was 99.98% (2022: 82.84%) for and 0.02% (2022: 17.16%) against.

The non-binding vote in respect of the implementation report was 99.98% (2022: 82.84%) for and 0.02% (2022: 17.16%) 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 Group’s improved performance, as detailed in the Chairman‘s Report, both the STI and the Cash LTI accrued in terms of the Group’s Remuneration Policies.

The 2024 STI and Cash LTI scheme will not renewed for 2025. The 2025 STI program has been presented below and the LTI is in the process of being reviewed with the primary objective of aligning this incentive with increasing shareholder value.

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. As highlighted above, 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

Remuneration Report (continued)

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 (STI): 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.

The 2024 STI scheme will not be renewed and the 2025 STI has been presented below.

2024 Long-Term Incentive (Cash LTI): 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 2024 incentive will not be renewed for 2025 and is in the process of being reviewed with the primary objective of aligning this incentive with increasing shareholder value.

The table overleaf sets out the elements of the Trellidor remuneration design and how they link to Company performance and strategy Effective for the year ending 30 June 2024:

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. 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.
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. 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.

The table overleaf sets out the elements of the Trellidor remuneration design and how they link to Company performance and strategy effective for the year ending 30 June 2025:

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 financial and strategic goals set at the beginning of the year aligned to increasing shareholder value. 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). Each individual participant will have a maximum short-term incentive payment based on the following: • CEO and CFO – 33.3 % of TGP • Senior executives - 25.0% of TGP	CEO, CFO and senior executive #	To reward successful achievement of Company targets and personal performance. The financial targets used are: • Headline Earnings Per Share (HEPS) for the CEO/CFO. • Relevant business units financial target for the other senior executives. HEPS is directly related to the growth strategy and increasing shareholder value. Financial measures linked to Company and business units drives performance linked to an individual's area of focus. The individual KPIs for the CEO, CFO and senior executives cascaded from the Group scorecard aligns all participants with the strategy. In the event that there is no incentive payable, the Remco may award, at its sole discretion, one or more individuals a bonus for that individual in recognition of their exceptional performance.
Cash Long-Term Incentive (Cash Based)	The Remuneration committee is in the process of developing a Long-Term Incentive aligned to increasing shareholder value which will be presented once finalised.	CEO, CFO and senior executive #	To reward successful achievement of increased shareholder value.

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.
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.

	2024		Proposed 2025	
	Annual fee Rand	Per meeting fee Rand	Annual fee Rand	Per meeting fee Rand
Board Chairman	52 840	41 105	55 482	43 160
Director	46 960	29 365	49 308	30 833
Audit, Risk and Compliance Committee				
Chairman	-	35 225	-	36 986
Member	-	23 490	-	24 665
Remuneration and Nominations Committee				
Chairman	-	17 620	-	18 501
Member	-	11 740	-	12 327
Social and Ethics Committee				
Chairman	-	11 740	-	12 327
Member	-	8 810	-	9 251

It is proposed to reflect a 5 percentage increase for the 2025 financial year on the 2024 financial year fees (there was no increase effected for 2024, the fees were retained the same as for 2023). These 2025 fees will be proposed to the shareholders at the Annual General Meeting on 5 December 2024. 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 2024. The Remco considers these payments are in line with Company's remuneration policy.

Non-executive director fees*

2024	Directors' fees Rands	Total Rands
MC Olivier	176 160	176 160
JB Winship	-	-
RB Patmore	364 420	364 420
SI Bird	317 100	317 100
KG Hodgson	176 160	176 160
	1 033 840	1 033 840
2023		
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

** 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 F24, 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 F24 the committee approved an average increase of 6.0% (F23: 6.0%) 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. 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.

2024	Guaranteed package Rand	STI	Cash LTI	Total remuneration Rand
TM Dennison	4 011 252	760 000	158 000	4 929 252
DJR Judge	2 629 224	283 000	158 000	3 070 224
	6 640 476	1 043 000	316 000	7 999 476

2023	Guaranteed package Rand	STI	Cash LTI	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

Short-term incentive payments for F24

The incentives were determined using the STI scheme as presented in the Policy section. The financial target allocation was paid in full, the KPI allocation was moderated based on individual performance and no remco discretion was allocated.

Cash Long-term incentive payments for F24

The incentives were determined using the LTI scheme as presented in the Policy section.

Annual Financial Results

Annual Financial Results

Audit, Risk and Compliance Committee Report

The information below constitutes the report of the Audit, Risk and Compliance Committee (committee) in respect of the year under review, as required by the Companies Act of South Africa, for the Trellidor Holdings Limited Group.

The committee is an independent statutory committee and, in addition to having specific statutory responsibilities to the shareholders in terms of the Companies Act, also assists the board through advising and making submissions on financial reporting, oversight of the risk management process and internal financial controls, the external and internal audit functions, information and technology governance, as well as the statutory and regulatory compliance of the company.

Terms of reference/charter

The committee has adopted a formal charter which has been approved by the board and which has also been incorporated in the Board charter.

The charter sets out the committee's responsibilities and it is reviewed annually to confirm compliance with King IV™ and the Companies Act and to ensure the incorporation of further best practice developments.

*King IVTM (Copyright and trademarks are owned by the Institute of Directors in Southern Africa NPC and all of its rights are reserved).

1. Membership

During the reporting period, the committee comprised four independent non-executive directors. Three of whom served on the committee throughout the period, and the fourth MC Oliver who retired 07 December 2023, in line with his retirement from the Trellidor Board, at the Annual General Meeting. The CEO, CFO and representatives from the external and internal auditors attend the committee meetings by invitation only. The external and internal auditors have unrestricted access to the committee.

At the date of this report, the committee comprised the following directors:

Name	Period served
RB Patmore (Chairman)	28 October 2015 - current
KG Hodgson	14 December 2023 - current
SI Bird	01 June 2022 - current
MC Olivier	28 February 2016 - Resigned 07 December 2023

The nomination committee and the board are satisfied that these members have the requisite knowledge and experience as set out in Section 94(5) of the Companies Act and Regulation 42 of the Companies Regulations, 2011. They have also considered and are comfortable with the committee composition. On the recommendation of the nomination committee, the reappointment of committee members will be a matter for consideration by shareholders at the forthcoming Annual General Meeting.

The company secretary is the secretary of this committee.

RB Patmore, representing the committee, attends the Annual General Meeting to answer any questions relating to matters within the committee's ambit.

2. Meetings

The committee performs the duties required of it by Section 94(7) of the Companies Act by holding meetings with the key role players on a regular basis and by the unrestricted access granted to the external auditor.

Four scheduled meetings of the committee were held during the financial year, this being in accordance with its charter, King IV and the Companies Act.

The committee meets with external audit and the Chairman with internal audit and external audit without the presence of management at least once per annum.

A formal evaluation of the committee is completed every two years by the board whilst an assessment of its effectiveness is completed every year by the committee itself. The evaluation was completed in 2024 and will be completed again in the 2026 financial period in line with the evaluation cycle. The assessment was completed this year together with the formal evaluation and the committee was found to be effective and to have duly completed and discharged all its responsibilities in accordance with its written terms of reference.

3. Responsibilities

In the execution of its statutory duties relating to the financial year under review, the committee:

- Reviewed the principles, policies and practices adopted in the preparation of the financial statements of the group to ensure that the financial statements of the group and any other formal announcements relating to the financial performance complied with all statutory and regulatory requirements as was required;
- Ensured that the consolidated interim, consolidated final financial statements of the group and the separate financial statements of the company, in respect of the first six-month period and the full financial period, complied with all statutory and regulatory requirements;
- Nominated and recommended the appointment of the external auditors PKF Durban to the shareholders at the Annual General Meeting, under section 90 of the Companies Act; a registered auditor who, in the opinion of the committee, is independent;

- Determined the auditor's terms of engagement, and approved their fees;
- Ensured that the appointment of the auditor complied with the provision of the Companies Act, and any other legislation relating to the appointment of auditors;
- Determined the nature and extent of any non-audit services performed by the external auditors and ensured that these were kept to a minimum;
- Pre-approved any proposed agreement with the auditors for the provision of non-audit services to the company or group;
- Reviewed the group's compliance with applicable legislation and requirements of regulatory authorities;
- Reviewed the reports of the group's external and internal auditors to ensure the adequacy and effectiveness of the group's financial, operating compliance and risk management controls;
- Received and dealt appropriately with any concerns or complaints, whether from within or outside the company, or on its own initiative, in relation to the matters as set out in the Companies Act;
- Performed duties that are attributed to it by its mandate from the board, the Companies Act, the JSE Listings Requirements and regulatory requirements;
- Considered the JSE's proactive monitoring report as issued in November 2023 and the possible impact on the annual financial statements;
- Approved materiality for the group consolidated financial statements and the company's separate financial statements in terms of IFRS Practice Statement 2 - Making Materiality Judgements;
- Considered proposed changes to the Companies Act, JSE Listings Requirements and King IV.

In addition to its statutory duties, the committee also performed the following duties:

- Annual review of the Committee's Charter;
- Annual review of the group's Internal Audit Charter;
- Reviewed the scope and report provided by the internal auditors;
- Reviewed the effectiveness of the internal financial controls;
- Reviewed the expertise and experience of the CFO, and the finance function;
- Reviewed the group's going concern status; and
- Discussed and addressed the company and group's tax matters.

The committee is satisfied that the internal controls are effective.

4. Risk management

The committee, is responsible for monitoring that management's processes and procedures are adequate to identify, assess, manage, and monitor group-wide risks.

The committee has performed the following duties:

- Overseen risk management by reviewing and approving the key risks facing the group;
- Reviewed the management of risk and monitored compliance effectiveness within the group;
- Assisted the board in its review of the group's risk management and compliance policies; and
- Monitored compliance with the JSE Listings Requirements.

The committee is satisfied that the appropriate risk management processes and policies are in place.

5. External auditor

Independence of external auditors

The committee reviewed the independence of PKF Durban (PKF) as external auditor with R Boulle as the independent individual registered auditor who undertook the audit for the current year. The committee considered all information as required by Section 3.84 and 3.86 of the JSE Listings Requirements in assessing PKF's independence, registration as a Registered Auditor and the ability to perform a quality audit of the group.

After considering the factors below, the committee is satisfied that PKF is independent of Trellidor Holdings Limited and the Group.

This assessment was made after considering the following:

- Confirmation from the external auditors that they, or their immediate family, do not hold any direct or indirect financial interest or have any material business relationship with Trellidor Holdings Limited and/or the Group. The external auditors also confirmed that they have internal monitoring procedures to ensure their independence;
- The current auditors do not, other than in their capacity as external auditors or rendering permitted non-audit services, receive any remuneration or other benefits from Trellidor Holdings Limited and/or the Group;
- The auditor's independence was not impaired by the non-audit services performed having regard to the nature of the non-audit services undertaken and the quantum of the audit fees relative to the total fee base;
- The auditor's independence was not prejudiced as a result of any previous appointment as auditor. Although not yet applicable, an audit partner rotation process is in place in accordance with the relevant legal and regulatory requirements;
- The criteria specified for independence by the Independent Regulatory Board for Auditors (IRBA);
- Information provided by the auditors in terms of the JSE Listings Requirements, Section 3.84 (g)(ii).

The committee confirms that the external auditor has functioned in accordance with its terms of reference for the 2024 financial year.

Audit, Risk and Compliance Committee Report (continued)

External auditors' fees

The committee:

- Approved, in consultation with management, the audit fee and engagement terms for the external auditors for the 2024 financial year.

External auditors' performance

The committee:

- Reviewed and approved the external audit plan, ensuring that material risk areas were included, and that coverage of the significant business processes was acceptable;
- Monitored the effectiveness of the external auditors in terms of audit quality and expertise; and
- Reviewed the external audit reports and management's response and considered their effect on the financial statements and internal financial control.

6. Internal audit

Due to the size of the group, the board does not consider it to be cost-effective to maintain a full-time internal audit function and therefore outsources the internal audit function to BDO.

The group's situation and needs in terms of an internal audit function are reassessed on an annual basis.

7. Annual Financial Statements

The committee has ensured that the group has established appropriate financial reporting procedures and that those procedures are operating, which should include consideration of all entities included in the consolidated group IFRS financial statements, to ensure that it has access to all the financial information of the group to allow the group to effectively prepare and report on the financial statements of the group.

The committee has reviewed the consolidated financial statements of the group and company for the financial year ended 30 June 2024, and is satisfied that they comply, in all material aspects, with the requirements of the Companies Act, IFRS® Accounting Standards, the IFRIC Interpretations issued and effective at the time of preparing these annual financial statements, the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council and the Listings Requirements of the JSE Limited.

These financial statements, have been reviewed and recommended by the committee to the board for approval. The board subsequently approved the annual financial statements and they will be presented at the forthcoming Annual General Meeting in compliance with the Companies Act.

8. Chief Financial Officer and finance function

The committee has considered and is satisfied that after assessing the competence and performance of the CFO, they believe he possesses the appropriate expertise and experience to meet his responsibilities in that position. The committee is also satisfied with the expertise of the financial staff and the adequacy of resources within the finance function. The committee in making these assessments has satisfied itself in terms of paragraph 3.84(g)(i) of the JSE Listings Requirements.

Based on the processes and assurances obtained the committee is of the view that the accounting practices are effective and that appropriate financial reporting procedures exist and are working.

9. Regulatory compliance

The committee has complied with all the applicable regulatory and legal responsibilities.

10. Going concern

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

The committee through its review of the past causes of the loan covenant breaches, the 2025 budget, cash flows, reports and discussions with executive management, reported to the board that it supports management's view that the group, despite ongoing macro-economic challenges, particularly in the domestic market, will continue to operate as a going concern for the foreseeable future. The committee concurred that the consolidated annual financial statements be prepared on the going concern basis.

The committee is not aware of any material changes that may adversely impact the group. The committee is also not aware of any material non-compliance with statutory requirements or of any pending changes to legislation which may affect the group.

11. Integrated Annual Report

The committee will review and comment on the financial information and the disclosure of sustainability issues included in the integrated annual report to ensure that they are reliable and do not conflict with the financial information disclosed in the annual financial statements. The committee will then recommend the approval of the integrated annual report, to the board, which report the board will then formally approve.

12. Subsequent events

The committee has considered the events that have occurred between the date of the financial statements and the date of this report, as disclosed in the subsequent events note to the financial statements. The committee has reviewed this note as well as management's assessment of events and where appropriate provided its input thereto.

13. Complaints and/or concerns

No complaints or concerns were received by the committee on any matters relating to the accounting practices and internal audit of the group, the content or auditing of the consolidated and separate annual financial statements, the internal financial controls of the group or on any other related matter during the year under review.

RB Patmore
Audit, Risk and Compliance Committee Chairman
Durban
26 September 2024

Directors' Approval

Directors' Responsibilities and Approval

The directors are required in terms of the Companies Act of South Africa to maintain adequate accounting records and are responsible for the content and integrity of the consolidated annual financial statements and related financial information included in this report. It is their responsibility to ensure that the consolidated annual financial statements fairly present the state of affairs of the group as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with the IFRS Accounting Standards, the IFRIC Interpretations issued and effective at the time of preparing these consolidated annual financial statements, the requirements of the Companies Act of South Africa, the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council and the Listings Requirements of the JSE Limited. The external auditor is engaged to express an independent opinion on the financial statements.

The consolidated annual financial statements are prepared in accordance with IFRS Accounting Standards, the IFRIC Interpretations issued and effective at the time of preparing these consolidated annual financial statements, the requirements of the Companies Act of South Africa, the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council and the Listings Requirements of the JSE Limited and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the group and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the directors set standards for internal control aimed at reducing the risk of error or loss in a cost-effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the group and all employees are required to maintain the highest ethical standards in ensuring the group's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the group is on identifying, assessing, managing and monitoring all known forms of risk across the group. While operating risk cannot be fully eliminated, the group endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the consolidated annual financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the group's cash flow forecast for the year to 30 June 2025. The assessment has taken into consideration the macro-economic challenges and economic uncertainties the group is expected to face while trading in the evolving economic environment. Based on this review and considering the group's current financial position, the directors are satisfied that the group possesses sufficient resources to sustain its operations for the foreseeable future.

The external auditor is responsible for independently auditing and reporting on the group's financial statements. The financial statements have been examined by the group's external auditor and their report is presented on pages 12 to 14.

The consolidated annual financial statements set out on pages 15 to 62, which have been prepared on the going concern basis, were approved by the board of directors on 26 September 2024 and were signed on their behalf by:

TM Dennison

DJR Judge

Group Chief Executive Officer and Group Chief Financial Officer Responsibility Statement

Each of the directors, whose names are stated below, hereby confirm that:

- The annual financial statements set out on pages 15 to 62, fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS Accounting Standards;
- To the best of our knowledge and belief, no facts have been omitted or untrue statements made that would make the annual financial statements false or misleading;
- internal financial controls have been put in place to ensure that material information relating to the issuer and its consolidated subsidiaries have been provided to effectively prepare the financial statements of the issuer;
- The internal financial controls are adequate and effective and can be relied upon in compiling the annual financial statements. Having fulfilled our role and function as executive directors with primary responsibility for implementation and execution of controls;
- We are not aware of any fraud involving directors; and
- Where we were not satisfied, we disclosed to the Audit, Risk and Compliance Committee and the auditors and deficiencies in the design and operational effectiveness of the internal financial controls, and remediated the deficiencies.

TM Dennison
Chief executive officer
26 September 2024

DJR Judge
Chief financial officer
26 September 2024

Group Secretary's Certification

In terms of Section 88(2)(e) of the Companies Act of South Africa, as amended, I certify that the group and company has lodged with the Companies and Intellectual Property Commission all such returns as are required of a public company in terms of the Act and that all such returns are true, correct and up to date.

P Nel
Company Secretary
26 September 2024

Independent Auditor's Report

The unmodified independent auditor's report can be found on page 12 of the annual financial statements on Trellidor's website holdings.trellidor.co.za Rob Boulle is the designated audit partner responsible for the audit.

Director’s Report

Directors' Responsibilities and Approval

The directors have pleasure in submitting their report on the consolidated annual financial statements of Trellidor Holdings Limited and the group for the year ended 30 June 2024.

1. Nature of business

Trellidor Holdings Limited is an investment holding company incorporated in South Africa. The company’s subsidiaries are engaged in the manufacture and sale of custom-made barrier security products, blinds, decorative and security shutters, and the importing and selling of cornicing/skirting products.

The group operates principally in South Africa, United Kingdom and Ghana.

There have been no material changes to the nature of the group’s business from the prior year.

2. Review of financial results and activities

The consolidated annual financial statements have been prepared in accordance with IFRS Accounting Standards, the IFRIC Interpretations issued and effective at the time of preparing these consolidated annual financial statements, the requirements of the Companies Act of South Africa, the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council and the Listings Requirements of the JSE Limited and the requirements of the Companies Act of South Africa. The accounting policies have been applied consistently compared to the prior year unless stated otherwise.

Overview

During the period under review the Group faced two significant challenges:

- Declining revenue in the domestic market; and
- Elevated opening debt levels as at 30 June 2023, at higher interest rates.

With reference to the above, the following was achieved:

- Revenue from international markets of R173.0 million; and
- Net debt was reduced from R146.7 million to R115.7 million driven by increased profitability and improvements in Taylor’s working capital.

Group revenue for the year increased by 12.6% to R565.8 million (2023: R502.3 million). Operating profit increased to R62.5 million (2023: R21.9 million) and profit after tax increased to R34.7 million (2023: R3.5 million), translating into headline earnings per share of 36.1 cents (2023: 4.2 cents).

Net cash generated from operations was R51.1 million (2023: R20.2 million excluding the Labour Appeal Court settlement), reducing net debt by R31.0 million, or 21.1%.

In Trellidor, revenue for the year increased by 22.6% to R404.2 million (2023: R329.6 million), driven by a strong performance by the UK division, which offset the weak demand in South Africa. As result operating profit increased to R57.8 million (2023: R15.9 million).

Demand in the market for Taylor’s decorative products was muted. Revenue for the year decreased by 5.0% to R133.2 million (2023: R140.2 million). Operating profit decreased to R2.5 million (2023: R3.0 million, excluding the gains from the sale of the NMC business unit).

Similarly NMC’s revenue for the year decreased by 11.2% to R29.7 million (2023: R33.4 million) and operating profit decreased to R0.9 million (2023: R3.3 million).

Full details of the financial position, results of operations and cash flows of the group are set out in these consolidated annual financial statements.

3. Stated capital

Refer to note 14 of the consolidated annual financial statements for further detail of the authorised and issued stated capital.

4. Dividends

The company’s dividend policy is to consider an interim and a final dividend in respect of each financial year. At its discretion, the board of directors may consider a special dividend, where appropriate. Depending on the perceived need to retain funds for expansion or operating purposes, the board of directors may pass on the payment of dividends.

Given the current level of net debt, the board of directors, in line with the Companies Act solvency and liquidity test, have recommended that the company not make any distributions to shareholders for the 2024 financial year end (2023: Rnil). The objective of the board is to revert to paying dividend, once borrowings and gearing levels have normalised.

5. Directorate

The directors in office at the date of this report are as follows:

Directors	Office	Designation	Changes
TM Dennison	Chief Executive Officer	Executive	
DJR Judge	Chief Financial Officer	Executive	
KG Hodgson	Chairman	INED	Appointed 14 December 2023
MC Olivier	Chairman	INED	Resigned 07 December 2023
RB Patmore	Director	INED	
SI Bird	Director	INED	

#INED - Independent non-executive

7. Directors' interests in shares

As at 30 June 2024, the directors of the company held direct and indirect beneficial interests in its issued ordinary shares, as set out below:

Interest in shares

	2024		2023	
Directors	**Direct**	**Indirect**	**Direct**	**Indirect**
TM Dennison	8 919 342	-	8 819 342	-
MC Olivier	-	-	-	1 884 333
DJR Judge	405 985	5 300	405 985	5 300
KG Hodgson	133 069	1 604 711	-	-
	9 458 396	1 610 011	9 225 327	1 889 633

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

7. Directors' interests in contracts

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

8. Directors' emoluments and service contracts

The executive directors have service contracts with the company which include a three-month notice period.

The directors’ emoluments are disclosed in note 28 of the consolidated annual financial statements.

9. Interests in subsidiaries

Details of material interests in subsidiary companies are presented in the consolidated annual financial statements in note 6.

10. 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.

11. Litigation statement

The group becomes involved from time to time in various claims and lawsuits incidental to the ordinary course of business. The group is not currently involved in any such claims or lawsuits, which individually or in the aggregate, are expected to have a material adverse effect on the business or its assets.

12. Insurance and risk management

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.

13. 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.

14. 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.

15. Special resolutions

No additional special resolutions were passed during the 2024 financial year other than those passed at the company's Annual General Meeting.

16. Going concern

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

The directors through their review of the past causes of the loan covenant breaches, the 2025 budget, cash flows, reports and discussions with executive management, reported to the board that it supports management's view that the group, despite ongoing macro-economic challenges, particularly in the domestic market, will continue to operate as a going concern for the foreseeable future. The directors concurred that the consolidated annual financial statements be prepared on the going concern basis.

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

17. 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 30 to the consolidated annual financial statements.

18. Auditors

PKF Durban continued in office as auditors for the company and its subsidiaries for 2024. At the AGM, the shareholders will be requested to reappoint PKF Durban as the independent external auditors of the company and its subsidiaries and to confirm R Boulle as the designated lead audit partner for the 2025 financial year.

19. Secretary

The company secretary is P Nel.

Postal and business address:	71 Cotswold Drive Westville 3629

20. Date of authorisation for issue of financial statements

The consolidated annual financial statements have been authorised for issue by the directors on 26 September 2024. No authority was given to anyone to amend the consolidated annual financial statements after the date of issue.

Statement of Financial Position

for the year ended 30 June 2024

	Notes	Audited 30 June 2024 R'000	Audited 30 June 2023 R'000
Assets			
Non-current assets			
Property, plant and equipment		64 294	68 982
Right-of-use assets ('RoU assets')		35 570	40 624
Intangible assets and Goodwill	3	109 622	105 824
Loans receivable		4 686	6 456
Deferred tax		19 232	16 694
		233 404	**238 580**
Current assets			
Loans receivable		4 771	4 791
Inventories	7	118 203	127 992
Trade and other receivables		60 306	48 769
Current tax receivable		437	2 981
Cash and cash equivalents		11 999	7 391
		195 716	**191 924**
Total assets		**429 120**	**430 504**
Equity and liabilities			
Equity			
Equity attributable to equity holders of the parent			
Stated capital		401	401
Reserves		(3 907)	1 219
Retained income		207 158	172 818
		203 652	174 438
Non-controlling interest		(1 156)	(1 213)
		202 496	**173 225**
Liabilities			
Non-current liabilities			
Lease liabilities		21 784	29 782
Other financial liabilities	8	75 306	-
Deferred tax		2 957	1 604
		100 047	**31 386**
Current liabilities			
Lease liabilities		11 870	10 211
Bank overdraft		28 046	32 626
Other financial liabilities	8	24 298	121 505
Trade and other payables	9	52 158	58 923
Current tax payable		9 665	394
Provisions		540	2 234
		126 577	**225 893**
Total liabilities		**226 624**	**257 279**
Total equity and liabilities		**429 120**	**430 504**

Statement of Profit or Loss and other Comprehensive Income

for the year ended 30 June 2024

	Notes	Audited 30 June 2024 R'000	Audited 30 June 2023 R'000
Revenue	5	565 790	502 300
Cost of sales		(325 444)	(308 916)
Gross profit		**240 345**	**193 384**
Other operating income		8 588	7 373
Movement in credit loss allowance	6	(1 903)	(796)
Other operating expenses		(184 491)	(178 017)
Operating profit		**62 538**	**21 944**
Investment income		2 519	1 468
Finance costs		(20 773)	(18 232)
Profit before taxation		**44 284**	**5 180**
Taxation		(9 575)	(1 705)
Profit for the year		**34 709**	**3 475**
Other comprehensive income:			
Items that may be reclassified to profit			
Exchange differences on translating foreign operations		(5 439)	2 889
Total comprehensive income for the year		**29 270**	**6 364**
Profit attributable to:			
Owners of the parent		34 340	3 629
Non-controlling interest		369	(154)
		34 709	**3 475**
Total comprehensive income attributable to:			
Owners of the parent		29 213	6 592
Non-controlling interest		57	(228)
		29 270	**6 364**
Earnings per share for the period attributable to the owners of the parent			
Basic and diluted earnings per share (cents)	10	36.10	3.70

Statement of Changes in Equity

for the year ended 30 June 2024

	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 2022	**401**	**(1 743)**	**6 777**	**5 034**	**162 413**	**167 846**	**(985)**	**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 income for the year	**-**	**2 963**	**-**	**2 963**	**3 629**	**6 592**	**(228)**	**6 363**
Transfer between reserves	-	-	(6 777)	(6 777)	6 777	-	-	-
Dividends	-	-	-	-	-	-	-	-
Balance at 01 July 2023	**401**	**1 220**	**-**	**1 219**	**172 818**	**174 438**	**(1 212)**	**173 226**
Profit for the year	-	-	-	-	34 340	34 340	369	34 709
Other comprehensive income	-	(5 127)	-	(5 127)	-	(5 127)	(312)	(5 439)
Total comprehensive loss for the year	**-**	**(5 127)**	**-**	**(5 127)**	**34 340**	**29 213**	**57**	**29 270**
Transfer between reserves	-	-	-	-	-	-	-	-
Balance at 30 June 2024	**401**	**(3 907)**	**-**	**(3 907)**	**207 158**	**203 651**	**(1 156)**	**202 496**

Statement of Cash Flows

for the year ended 30 June 2024

	Audited 30 June 2024 R'000	Audited 30 June 2023 R'000
Cash flows from operating activities		
Cash generated from operations	71 115	7 224
Interest income	1 404	1 468
Finance costs	(20 768)	(17 715)
Tax paid	(625)	(2 525)
Net cash from operating activities	**51 126**	**(11 548)**
Cash flows from investing activities		
Purchase of property, plant and equipment	(2 442)	(6 452)
Proceeds from disposal of property, plant and equipment	200	1 649
Purchase of other intangible assets	(2 324)	(4 367)
Business combination	(1 978)	(837)
Receipts from loans receivable	296	1 763
Net cash from investing activities	**(6 248)**	**(8 244)**
Cash from financing activities		
Proceeds from other financial liabilities	–	31 683
Repayment of other financial liabilities	(21 902)	(17 781)
Repayment of lease liabilities	(13 060)	(11 854)
Net cash from financing activities	**(34 962)**	**2 048**
Total cash movement for the year	9 916	(17 744)
Cash at the beginning of the year	(25 235)	(7 901)
Effect of exchange rate movement on cash balances	(728)	410
Total cash at end of the year	**(16 047)**	**(25 235)**

Notes to the Financial Results
for the year ended 30 June 2024

1. Basis of preparation

The summarised consolidated audited results for the year ended 30 June 2024 (results for the year) have been prepared in accordance with framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS Accounting Standards), 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 2024 are in terms of IFRS Accounting Standards and are consistent with those applied in the audited financial statements for the year 30 June 2023. 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.

Goodwill is determined as the consideration paid less the fair value of the identifiable assets and liabilities of the acquiree.

Business combination during the year - Trellidor Milnerton franchise

On 01 September 2023, the Group acquired the Trellidor Milnerton franchise in Cape Town, 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 R3.2 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 2024 R'000
FAIR VALUE OF ASSETS ACQUIRED AND LIABILITIES ASSUMED:	
Property, plant and equipment	185
Inventories	118
Trade and other payables	(244)
Loans payable	(1 281)
Goodwill	3 200
	1 978
ACQUISITION DATE FAIR VALUE OF CONSIDERATION PAID	
Cash	(1 978)

3. Goodwill

Goodwill includes the Taylor and NMC acquisition goodwill, which has a carrying value of R24.0 million and R10.6 million respectively (2023: R24.0 million and R10.6 million respectively), the Trellidor UK acquisition goodwill, with a carrying value of R8.8 million (2023: R9.2 million), and the Trellidor RSA franchise acquisitions with a carrying value of R16.4 million (2023: R13.2 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 2024				
Goodwill	59 380	3 200	(362)	62 218
AS AT 30 JUNE 2023				
Goodwill	55 795	2 035	1 550	59 380

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.

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 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 2024

4. Segmented information (continued)

	Audited at 30 June 2024 R'000	Audited at 30 June 2023 R'000
Revenue		
Trellidor	404 229	329 643
Taylor	133 192	140 169
NMC	29 651	33 446
Holdings	26 753	33 755
Inter segment elimination	(28 035)	(34 713)
	565 790	**502 300**
Operating profit before interest and tax		
Trellidor	57 846	15 893
Taylor	2 537	* 8 196
NMC	924	3 319
Holdings	1 392	18 159
Inter segment elimination	(161)	(23 623)
	62 538	**21 944**
Reconciling items		
Net finance costs	(18 254)	(16 763)
Profit before tax	**44 284**	**5 181**
EBITDA		
Trellidor	69 589	26 200
Taylor	11 846	17 041
NMC	2 456	4 804
Holdings	1 424	18 184
Inter segment elimination	(1 225)	(24 680)
	84 090	**41 549**
Total assets		
Trellidor	257 907	243 197
Taylor	144 014	166 330
NMC	24 827	24 257
Holdings	171 639	184 768
Inter segment elimination	(169 266)	(188 047)
	429 121	**430 505**
Reconciling items		
Cash and cash equivalents	11 999	7 391
Deferred tax	19 232	16 694
Total as per statement of financial position	**429 121**	**430 505**

Segment assets include foreign non-current assets in Ghana of R1.45 million (2023: R2.8 million) and R14.1 million (2023: R14.1 million) in the UK.

* Includes R5.2 million profit from disposal of NMC.

5. Disaggregation of revenue from customers

	Audited 30 June 2024 R'000	Audited 30 June 2023 R'000
Revenue from source type	565 790	502 300
Sale of security products	401 380	327 651
Sale of decorative products	163 194	173 771
Royalty income	1 216	878
Revenue by geographical location	565 790	502 300
South Africa	392 762	410 231
Rest of Africa	55 256	54 925
Rest of World	117 771	37 144
Revenue recognised by timing of transfer		
Point in time – delivery date	565 790	502 300

Revenue from one customer of Trellidor Business Unit represents approximately R87.5 million of the Group's total revenue.

6. Operating profit before interest and taxation

	Audited 30 June 2024 R'000	Audited 30 June 2023 R'000
Operating profit before interest for the year is stated after accounting for the following, amongst others :		
Advertising	26 157	27 809
Amortisation on intangible assets	1 246	867
Auditor's remuneration	2 419	2 334
Cartage	8 648	9 182
Commission	10 106	9 576
Consulting fees	2 892	3 034
Movement on ECL allowance	1 903	796
Depreciation on RoU asset	12 962	11 532
Depreciation on property, plant and equipment	7 217	7 206
Gas, electricity and water	9 198	8 782
Impairment of fixed assets	127	-
Loss on exchange differences	(830)	2 446
Short-term employee benefits	145 640	141 565
Net profit on disposal of fixed assets	(92)	(42)
Net loss on lease modification	(876)	15
Net loss on disposal of intangible assets	-	707

Notes to the Financial Results continued
for the year ended 30 June 2024

7. Inventories

	Audited 30 June 2024 R'000	Audited 30 June 2023 R'000
Raw materials	107 802	112 913
Work in progress	1 720	2 244
Finished goods	7 976	8 950
Goods in transit	6 778	10 678
	124 276	**134 785**
Provision for obsolescence	(6 073)	(6 793)
	118 203	**127 992**

8. Other financial liabilities

	Audited 30 June 2024 R'000	Audited 30 June 2023 R'000
FNB – Holdings Facility 1	28 293	37 728
FNB – Holdings Facility 2	27 220	34 628
FNB – Innovations Facility	5 979	8 014
FNB – Property Finance 1	28 134	30 544
FNB – Property Finance 2	9 978	10 591
	99 604	**121 505**

9. Trade and other payables

	Audited 30 June 2024 R'000	Audited 30 June 2023 R'000
Financial instruments		
Trade payables	14 033	23 215
Foreign exchange contract	2 570	1 716
Accrued expenses	4 268	7 814
Non-financial instruments		
Amounts received in advance	11 489	10 483
Leave pay and bonus accruals	11 587	8 733
Accrued expenses	1 098	992
VAT	1 536	1 699
Other payroll accruals	5 577	4 271
	52 158	**58 923**

10. Earnings per share

	Audited 30 June 2024 R'000	Audited 30 June 2023 R'000
Profit attributable to ordinary shareholders	**34 340**	**3 475**
Adjusted for:		
Profit on disposal of property, plant and equipment	**(67)**	**(31)**
Gross amount	(92)	(42)
Tax effect	25	11
Impairment of property, plant and equipment, and intangible assets	127	-
Loss on disposal of intangible assets	**-**	**516**
Gross amount	-	707
Tax effect	-	(191)
HEADLINE EARNINGS	**34 400**	**3 961**

		Audited 30 June 2024 '000	Audited 30 June 2023 '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)	36.1	3.7
Headline and diluted headline earnings per share	(cents)	36.1	4.2

Shareholder Information

Shareholder Analysis

Shareholder type	Number	Shareholding	%
Non- public shareholders	5	11 068 407	11.62
• Directors and associates of the company - direct holding	3	9 458 396	9.93
• Directors and associates of the company - indirect holding	2	1 610 011	1.69
Public shareholders	3 364	84 141 413	88.38
	3 369	95 209 820	100
Fund managers with a shareholding greater than 5% of issued shares			
Mazi Asset Management Proprietary Limited	29	11 127 542	11.69
Aylett and Co. Proprietary Limited	6	8 464 031	8.89
Peresec Prime Brokers Proprietary Limited	1	7 119 275	7.48
	36	26 710 848	28.06
Beneficial shareholders with a holding greater than 5% of issued shares			
Government Employees Pension Fund	1	4 444 819	4.67

	Number of shares	
	2024	2023
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

HISTORICAL REVIEW	2016	2017	2018	2019	2020	2021	2022	2023	2024
Revenue	313.4 mil	525.4 mil	539.0 mil	515.0 mil	421.5 mil	518.3 mil	513.2 mil	502.3 mil	565.8 mil
Operating Profit	72.4 mil	102.3 mil	91.9 mil	69.2 mil	-8.5 mil	62.5 mil	10.2 mil	21.9 mil	62.5 mil
EBITDA	82.0 mil	114.0 mil	103.5 mil	81.2 mil	11.6 mil	85.3 mil	29.3 mil	41.5 mil	84.1 mil
HEPS cents	50.3 cps	59.2 cps	54.3 cps	40.1 cps	13.8 cps	40.8 cps	0.4 cps	4.2 cps	36.1 cps
Per Share total dividend	25.0 cps	30.0 cps	27.2 cps	20.2 cps	8.0 cps	21.0 cps	0.0 cps	0.0 cps	0.0 cps
Net Cash from operations	51.7 mil	62.3 mil	68.1 mil	43.3 mil	37.0 mil	70.5 mil	19.7 mil	20.2 mil	51.1 mil
Net Debt	63.0 mil	80.9 mil	65.9 mil	70.2 mil	82.9 mil	81.1 mil	104.3 mil	146.7 mil	115.7 mil

Shareholder Diary

Financial year-end	30 June 2024
Integrated annual report made available	29 October 2024
Announcement of interim results FY2025	March 2025
Announcement of annual results	27 September 2024
Annual general meeting	5 December 2024

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
KG Hodgson (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

The Place, 1st Floor
1 Sandton Drive
Sandhurst
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)

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