# MultiChoice Group Limited
# Summary consolidated financial statements and notice of annual general meeting

for the year ended 31 March 2024

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### Overview

The financial year to 31 March 2024 (FY24) saw the culmination of four years of strategic planning, with MultiChoice Group (MultiChoice or the group) now fully operational in its three core segments, namely video entertainment (linear broadcasting and streaming video on demand), interactive entertainment (sports betting and igaming), and fintech (payments, financial services and insurance). Showmax, SuperSportBet and Moment all launched successfully during the year, showing strong initial user traction.

On the back of inflationary pricing across our markets and in a year that included the premiere of *Shaka Illembe* and four World Cup events, the group was able to deliver positive organic revenue growth of 3% despite the severity of the macro and consumer headwinds impacting the business. The group also outperformed on cost optimisation once again, delivering ZAR1.9bn in cost savings against an initial target of ZAR0.8bn (and a revised target of ZAR1.0bn), and tactically reducing set-top box subsidies by ZAR1.5bn YoY.

As a result of management's timely interventions, the group delivered FY24 segmental profitability in line with its guidance, with margins in South Africa in the mid-twenties range (>26%), Rest of Africa increasing trading profit to ZAR1.3bn (48% YoY growth), Showmax posting trading losses of ZAR2.6bn which came in below the ZAR3.0-4.0bn guided range, and Irdeto delivering a trading margin of 23%.

Volatile and weaker local currencies, power challenges in markets like South Africa, and a weak consumer environment due to rising inflation and high interest rates have created an extremely challenging environment for the group's customers and operating segments. Nonetheless, to navigate the current economic downturn and position the business for future upside, the group will further accelerate its cost saving programme (with a target of ZAR2.0bn for FY25) and reduce capital outlays, prioritise customer retention, leverage popular sports renewals, develop its local content pipeline further and leverage promising traction in its new platforms and services.

### Headline figures

Subscriber growth is typically more muted in a year that follows the FIFA World Cup, but FY24 came in below trend as the subscriber base declined YoY in the face of a deteriorating macro and consumer environment. Despite the typical resilience of pay-TV in a downturn, many of our would-be customers cannot afford to consistently pay for our product or choose not to subscribe when power availability is unreliable.

The group has largely focused on its 90-day subscriber metric since listing in order to provide shareholders and market observers with a subscriber metric that looks through the monthly volatility in the subscriber base. However, management is increasingly managing the business on the basis of active subscribers to optimise retention and activity rates from month-to-month in a low growth environment. As a result, the group is focusing and commenting on active subscribers rather than 90-day active subscribers but will continue to disclose both metrics for continuity.

The group's 9% decline in active subscribers was mainly due to a 13% decline in the Rest of Africa business as mass-market customers in countries like Nigeria had to prioritise basic necessities over entertainment, while the South African business showed more resilience with a 5% decline. Showmax, which re-launched in February, is showing encouraging early traction – it delivered record single-month growth in March 2024, with the paying subscriber base growing 16% from the migrated base at relaunch to year-end.

Despite a disciplined approach by the group towards inflation-led pricing, the combination of foreign exchange headwinds and a lower subscriber base resulted in a net decline in group revenues of 5% to ZAR56.0bn (+3% organic). Subscription revenues were 7% lower (+2% organic) and advertising revenues followed a similar trend (-7% reported, +3% organic), both impacted by the weaker naira. Irdeto delivered 17% topline growth, boosted by a weaker ZAR against the USD (+7% organic). The DStv Insurance business maintained strong momentum, with premiums up 35%.

Weaker subscriber trends and foreign exchange pressures flowed through to group trading profit which was down 21% to ZAR7.9bn (+24% organic). The commencement of the Showmax investment cycle reduced the group's trading profit by ZAR1.4bn. Nonetheless, the group was able to generate positive operating leverage on the back of a 3% organic increase in revenues against a 1% organic decrease in operating expenses.

Adjusted core headline earnings, the board's revised measure of the underlying performance of the business which now includes losses on cash remittances after tax and minorities, declined by 20% to ZAR1.3bn as higher realised hedging gains and a narrower gap between the official and parallel naira rates in FY24 relative to the prior year were more than offset by weaker trading profitability.

Despite taking significant steps to control costs and protect cash flows, the increased cash flow investment in Showmax, notably through ZAR1.4bn in additional trading losses and ZAR1.7bn in platform technology advances, and the impact of weaker currencies on profitability resulted in the group's free cash flow declining by 79% to ZAR589m. Other cash flow movements included a 4% decline in capex due to tighter capital allocation, offset by a 6% increase in finance lease repayments due to foreign exchange, and an 8% increase in cash taxes paid due to a higher top-up payment required in South Africa versus FY23.

The group remitted USD184m from Nigeria during FY24 (FY23: USD132m) at a weighted average rate of NGN1044:USD (FY23: NGN684:USD). In the process, it incurred remittance losses of USD59m (ZAR1.1bn), compared to USD132m (ZAR2.4bn) in FY23, when there was a greater divergence between the official and parallel exchange rates. The group held USD39m in cash in Nigeria at year-end, down from USD104m at end FY23, a consequence of consistent focus on remitting cash and the impact of translating the balance at the weaker NGN.

Net interest costs increased by ZAR350m to ZAR1.4bn as a result of a higher average debt balance in FY24, following the draw down of the second tranche of the term loan of ZAR4bn in October 2023.

The group's share of equity-accounted losses increased by 23% to ZAR0.6bn. This increase was due to higher net losses in KingMakers, driven by the impact of a weaker NGN and the launch of the SuperSportBet operations in South Africa, and the inclusion of the group's share of equity-accounted losses from Moment, which became operational during FY24.

The group held ZAR7.3bn in cash and cash equivalents at 31 March 2024, and retained access to ZAR4.1bn in undrawn group borrowing facilities. The group's ZAR12.0bn term loan is now fully drawn down, with total group net debt including transponder leases of ZAR16.5bn at the end of the year representing a leverage ratio of 1.53x (FY23: 1.08x) and an interest coverage ratio of 7.95x (FY23: 12.76x).

As at 31 March 2024, the group's hedge position provided cover of around nine months of its USD exposures, at an average forward rate of 18.75.

The group incurred a number of non-cash charges during the year including ZAR4.6bn in losses on the translation of non-quasi inter-group loans between MultiChoice Africa Holdings B.V. and MultiChoice Nigeria Limited, a ZAR1.2bn impairment charge on the group's Technology Modernisation programme, and the recognition of the ZAR2.7bn fair value of the Comcast put option relating to its 30% shareholding in Showmax (estimated in terms of *IFRS 9 – Financial instruments*). This has left the group with a negative equity balance of ZAR1.1bn at year-end. This has no impact on the liquidity of the group.

## Operational Performance Review

### General entertainment content (M-Net)

MultiChoice remains the largest producer of original content on the African continent, which is notable at a time when international streamers and broadcasters are slowing down or stopping local content production in our markets to prioritise sustainable streaming economics in their core markets. The group produced in excess of 6 500 hours of local content in FY24, while continuing to license some of the best international content available globally through long-term content partners.

Six years in the making, Shaka Ilembe was the highlight of the year, launching on Mzansi Magic in June 2023 to become Africa's biggest TV series. Filmed entirely on location in South Africa, Shaka Ilembe was created through the skills and contributions of over 8 000 people. The premiere episode attracted over four million views and comfortably ranked as the year's top-performing show, obtaining an audience share of over 45% in its time slot.

Other developments for the M-Net team during the year included:
- Navigating the US actors' and writers' strikes, which delayed some studio productions, with M-Net leveraging strategic choices, strong selections and precise scheduling to support loyal audiences.
- Strengthening our in-house production department, including post-production services (trailer creation, online and offline editing, final mixing and subtitling), content optimisation, and centralised dubbing services across linear and streaming platforms.
- Airing three successful co-productions on linear, namely *Reyka* season 2, *Devil's Peak* and *White Lies*, which were produced in collaboration with international partners at Fremantle, Canal +, and Abacus Distribution and BBC Studios-owned Lookout Point.
- Airing a further three co-productions on our streaming platform, namely *Spinners, Original Sin: My Son The Killer,* and *Catch Me a Killer.*
- Adapting the first local version of global hit *The Bridge* to create a breakout reality success in *Die Brug* on kykNET, delivering record live and Catch Up audiences from October 2023.
- Launching regionally focused telenovelas for the mid-market such as *Umkhokha: The Curse and Gqeberha: The Empire* as the multi-award winning *The River* ended its six-year run, having spawned regional adaptations in Kenya, Angola and Nigeria.
- Introducing fresh talent and engaging mass-market customers with DStv Access's inaugural original telenovela, *Sibongile & The Dlaminis.*
- Extending the group's focus on local content channels by introducing Maaddii Abol in Ethiopia, Pearl Magic Loko in Uganda and Maningue Magic Kool in Mozambique, while also producing content in Africa's fourth most spoken language, Oromo.
- Delivering captivating unscripted hit series like *Mutale Mwanza, Divas & Hustlas* and *Kampala Crème,* as well as scripted series such as *Zari, Kuga Munu, Junior Drama Club, Damalie,* and *10 Tamanga Street* on our East and Southern African group-owned channels.

While the group continues to invest behind its content portfolio, content spend measurement is embedded in all decision-making. This ensures ROI and cost per minute appropriateness and consistency across platforms, efficient windowing strategies, and also supports contract renegotiations and cost savings initiatives. Key management, staffing structures and processes were reviewed and refreshed during the year, while Showmax's content needs are all now catered for centrally through the new Content Hub, which was formed to optimise resource allocation.

### Sports content (SuperSport)

SuperSport's headline broadcasts during the year included the men's Rugby World Cup in France, the men's Cricket World Cup in India, a second world-class SA20 season in South Africa, AFCON, the FIFA Women's World Cup in New Zealand and Australia, as well as the women's Netball World Cup in Cape Town. The latter two events were showcased across DStv and GOtv under the broader flagship "Here for Her" campaign.

The FY24 renewal cycle was a busy one, with several renewals or extensions secured, including the UEFA Champions League, La Liga, SA Rugby, the men's and women's IPL, Tour De France, World Athletics Championships, ICC Cricket tournaments and Indian cricket, the PGA Tour and Open Championship Gold, the US Open tennis and the UFC.

Highlights from SuperSport's packed FY24 production schedule included:
- The broadcasting of 34 490 live events during the year (FY23: 24 899).
- A dramatic series of victories enabled the Springboks to win the Rugby World Cup for the fourth time and set the stage for the Chasing the Sun 2 documentary. The event itself reached more than 8.5m linear viewers on SuperSport channels (+88% vs. 2019) and 0.8m unique users on DStv Stream.
- A semi-final match between Nigeria and South Africa in AFCON, with 3.6m viewers tuning in; the highest on SuperSport to date.
- Cricket World Cup tournament viewership surpassing internal targets, with the 2023 iteration attracting 4.1m viewers, an increase of 47% compared to 2.8m in the 2019 World Cup.
- The SA20 cricket tournament seeing the first ever UHD originated broadcast in Africa, with the SA20's average linear audience up 23% YoY.
- The 2023 Netball World Cup being successfully delivered by a 120 all-female production crew, as a world first, including in-house training for the eight months leading up to the showpiece.
- The Comrades Marathon showing an 81% increase in its linear audience (OTT +13%), with the event available for viewing across all packs, including DStv Access.
- The successful production and broadcast of the ICC Women's T20 World Cup during 2023, as well as the India 2023/2024 cricket tour to South Africa.

# Executive review of our performance continued

SuperSport Schools more than doubled its registered user base in FY24, up from 375 000 in FY23 to 794 000 by the end March 2024. The fast-growing platform displayed more than 49 000 hours of live programming across 43 different sports codes, 900 school sport festivals and events, more than 1 100 schools, and over 14 500 teams. SuperSport Schools also achieved a major milestone by delivering the first fully automated, AI-produced, live linear television broadcasts for DStv Channel 216 at the Jenny Orchard Invitational Basketball tournament.

On the technical front, the introduction of internet protocol technology (IP 1) to our outside broadcast (OB) vans allowed us to create a cinematic, full-frame, wireless electronic news gathering camera for SA20. A second internet protocol technology OB van (IP 2) was added to SuperSport's fleet in February 2024, with the world-class and UHD-ready OB van completing its first production in April 2024 during a DStv Premiership match between SuperSport United and Polokwane City.

Similarly to the general entertainment business, SuperSport continues its efforts to retain and extend rights to popular sports, while renewing rights deals at competitive but sustainable rates.

## South Africa Pay-TV (MultiChoice South Africa)

The South African economy continues to endure severe economic pressure, with consumers under financial distress due to the cost-of-living squeeze from high inflation and interest rates. Consistent loadshedding through FY24 created an environment where customers without backup power were reluctant to subscribe to our service due to the uncertainty of whether they would be able to watch. The net effect was increased pressure on subscriber numbers, activity and viewership, with active subscribers down 5% to 7.6m at year-end.

In terms of subscriber mix, the premium customer tier (which includes the Premium and Compact Plus bouquets) declined by 8%, with the Premium bouquet remaining far more stable than Compact Plus given focused retention efforts and the progression in the Premium base towards a more stable core cohort of subscribers. The Compact base, much like the Compact Plus base, is most exposed to the challenges in the macro-economic environment with the mid-market customer tier down 9% as a result. Having delivered consistent growth in recent years, the mass market tier declined by 2%, due to pressure in the Family base, as well as the impact of loadshedding and reduced decoder subsidies.

Given the challenging environment, the South African leadership team prioritised customer retention and cash generation during the year through the following initiatives:

- Shifted focus from 90-day active subscribers to active subscribers, with volatility in the base managed more pro-actively and leading to flat YoY ARPU's.
- Reintroduced equated subscribers to emphasise subscriber economics, with open windows used to prompt upgrades.
- Grew the contract base 6% YoY.
- More than halved decoder subsidies (-57% YoY or ZAR0.9bn).
- Drove pricing discipline across all offerings, with the average SA price increases of 5.6% following inflation in order to support ARPUs against weaker subscriber activity and ZAR depreciation.
- Stepped up the focus on piracy together with Irdeto, with targeted investments to reduce revenue leakage and a greater emphasis on public awareness and education.
- Continued the drive towards operational efficiencies to protect margins by removing a further R1.0bn in costs, including content cost savings, ongoing process improvement and vacancy freezes, as well as an overall reduction in discretionary spend.
- Relaunched DStv Stream with a new look and feel and seamless sign-up journey (closing active base up 3x on FY23), launched Extra Stream to support customers (similar in size to DStv Stream at year-end), and drove the uptake of DStv Internet fixed-wireless LTE (active base up almost 2x on FY23).

Although a 3% decline in subscription revenues weighed on the segment's total revenues (-2% to ZAR33.6bn), the above interventions, coupled with flat ARPUs as inflationary pricing offset mix and activity pressures, enabled the group to meet its mid-twenties margin guidance for South Africa with a trading margin of 26.2%.

### Advertising

South African TV advertising revenues came under pressure from the impact of weak macro trends on marketing budgets and TV ratings, and ongoing competitive pressures from digital online channels. Despite these challenges and given strong organic growth in advertising sales in the Rest of Africa, the DStv Media Sales team delivered organic growth of 3% by leveraging popular sports events, bringing in new clients to TV via its small and medium enterprise initiatives, and driving uptake of the group's digital and OTT advertising channels and innovative solutions such as dynamic ad insertion. Reported advertising revenues were down 7% given translation headwinds from a weak naira.

### Insurance

NMSIS, the group's insurance business, maintained strong growth momentum. Benefiting from a refined go-to-market process for its new products, in-force policies grew by more than 0.5m to 3.3m at year-end. Gross written premiums were up 35%, reaching almost ZAR1bn, while profit after tax increased ~50% YoY to close to ZAR0.3bn. NMSIS launched a device care plan in December 2023, which provides customers with a comprehensive maintenance plan for their full decoder environment, while the group's non-device lines have grown quickly to approach ~30% of the total book at end FY24.

## Rest of Africa Pay-TV (MultiChoice Africa)

FY24 presented the toughest set of macro-economic conditions for the Rest of Africa business since 2016. The official and parallel naira exchange rates reached peaks of N1600:1USD and N1900:USD respectively in February 2024, with several other African markets also experiencing extreme foreign exchange depreciation. This resulted in a translation impact for the segment's USD revenues of 32%. High double-digit inflation in many of the group's core markets has led to immense pressure on customer spending power. This, combined with the benefit of the FIFA World Cup and Nigerian elections in the FY23 base, resulted in the active subscriber base falling by 1.2m to 8.1m at end FY24.

## Executive review of our performance continued

Pressure at the bottom end of the market, where subscribers have been most affected by the negative macro conditions, contributed to an improved subscriber mix in FY24, with the premium tier down 9%, the mid-market tier up 13% on the back of focused retention activities and the mass-market down 20%.

Against this challenging backdrop, RoA sought to mitigate the financial impact by supporting ARPUs through:

- Maintaining strict pricing discipline, implementing price increases at or around inflation, including early price increases in Tanzania and Ghana and two price increase in Nigeria to track inflation that exceeded 30%.
- Launching Supa+, a higher-tier GOtv package that includes sport content such as the English Premier League at a higher price point, and Familia Mais (Family Plus) in Angola with a stronger content offering to encourage customer upgrades.
- Launching DStv Stream across all markets, selling through fixed broadband telcos and direct-to-consumer, and GOtv Stream as a supplementary rather than stand-alone service.

As a result of the positive change in the mix and the impact of the business interventions mentioned above, ARPUs improved by 13% on an organic basis. Foreign exchange weakness resulted in a 10% reduction in reported ARPUs. With Rest of Africa revenues up 10% in organic terms, but down 13% on a reported basis to ZAR19.7bn, the segment implemented extraordinary measures to reduce costs and shift focus from subscriber growth to profitability and cash flows in the short term:

- Investment in decoder subsidies was scaled back significantly (-46% YoY or ZAR1.3bn), leading to lower volumes but better-quality new customers. The lower investment was due to increasing selling prices on boxes, unbundling satellite dishes from decoders and selling each separately, unbundling content (e.g. one month's "free" subscription) from decoders, and the further renegotiating of decoder prices with suppliers.
- Cost savings of over ZAR400m were driven by content savings in general entertainment, sports, free-to-air and third-party channels, by reducing marketing in markets like Nigeria and Angola, and by delaying non-critical spend and hiring.

These interventions enabled the Rest of Africa business to increase trading profit by 48% YoY to ZAR1.3bn in FY24. In terms of regional operational performance:

- **Western:** the Nigerian economy and consumers faced persistent challenges through FY24. The removal of fuel subsidies, sharp currency depreciation with the official naira halving in value, inflation climbing to over 30%, and higher emigration of the middle and upper class drove an 18% YoY decline in active subscribers (FY23: +13%), and reduced Nigeria's contribution to Rest of Africa revenues from 44% to 35%. Ghana saw a similar subscriber trend given an inflation rate that is still above 20%.
- **Eastern:** these markets remain highly competitive, particularly in the DTT segment, where lower end subscribers were most impacted by macro pressure. On the back of macro challenges, active subscribers closed down 7% YoY (FY23: +3%). Ethiopia performed well, while the pressure on the Kenyan shilling, down 17%, necessitated two price increases which brought the total increase for the year to 9%.
- **Porto:** this region followed a similar trend to Eastern, with active subscribers down 8% (FY23: +7%). The Angolan kwanza was under significant pressure, with the average rate 70% weaker and the business having to manage static pricing due to delays in regulatory approval for price increases.
- **Southern:** reported a 10% decline in active subscribers YoY (FY23: +6%). Zimbabwe performed well, whereas Zambia was impacted by high inflation, power shortages, delays in salary payments to government employees and a 20% weakening of the Zambian kwacha which necessitated an additional price increase mid-way through the year.

### Sub-Saharan Africa SVOD (Showmax)

FY24 represented a pivotal year for Showmax. Having officially concluded the partnership with Comcast in April 2023, the long-awaited relaunch took place in February 2024. The launch included several notable achievements:

- Launching across 44 markets in sub-Saharan Africa, initially focusing marketing efforts on South Africa and Nigeria, with markets like Kenya and Ethiopia to follow in FY25.
- Transitioning the entire tech stack to Peacock's world-class platform (which is 4K/HDR and ATMOS ready) and customising it for localised requirements e.g. support for low-bandwidth devices and data-saving options and functionality.
- Migrating ~100% of the eligible customer base to the new Showmax platform, with 88% these accounts reactivated in the seven weeks to year-end.
- Closing the Showmax 1.0, Diaspora and Pro offerings with minimal net impact on the year-end base.
- Relaunching the General Entertainment lean back and mobile offerings with a significant ramp-up in local content alongside NBCUniversal's leading international slate.
- Launching the new English Premier League mobile-only package, offering Africa's 250m+ Premier League fans affordable access to 380 live games annually, plus bespoke content.
- Rebranding and reinvigorating the Showmax brand and logo, with a new app look and feel.
- Finalising local partnerships with leading telcos (e.g. MTN in South Africa), banking and retail partners to support distribution.
- Localising pricing in nine core markets, with compelling new price points across its footprint.
- Delivering a record number of monthly subscriber adds in March 2024, with the base growing by 16% from relaunch to year-end.

Alongside local content from M-Net, Mzansi Magic, Africa Magic and Maisha Magic, Showmax ramped up its local content in FY24, streaming 59 original movies and series in SA, Nigeria, Kenya and Ghana (FY23: 48), of which 14 were released post February 2024 to support the Showmax relaunch. Popular shows that drove up viewership included *Tracking Thabo Bester, Koek, The Mommy Club, Youngins, Red Ink, Adulting, Outlaws* and *Real Housewives of Durban* in South Africa, *Cheta'm, Real Housewives of Lagos, Dead Serious, Wura* and *Flawsome* in Nigeria, and *Single Kiasi* and *Second Family* in Kenya.

Showmax revenues for the year grew by 22% (+22% organic) to ZAR1.0bn, while trading losses increased to ZAR2.6bn. These losses came in below the expected range of ZAR3.0-4.0bn, with some opex and depreciation shifting into FY25 given the February 2024 launch, and FY25 likely to see incremental trading losses on FY24 given a full-year of operational costs. As noted previously, 30% of Showmax's funding needs will be contributed by Comcast group companies.

## Executive review of our performance continued

### Technology (Irdeto)

Strong execution enabled Irdeto to grow market share and deliver a 7% organic increase in revenue through external customers across video entertainment, gaming and connected transport, while reported revenues grew by 17% due to the USD to ZAR translation benefit. Disciplined cost management supported a 23% trading margin, despite one-off restructuring costs during the year.

Internal revenues generated from group companies reduced year-on-year primarily because FY23 was marked by higher than usual shipment and subscriber volumes due to the FIFA World Cup. The reduction of decoder subsidies in the linear business during FY24 also had an effect.

Key highlights during the year included:

- Becoming the largest provider of managed security for video services globally for the first time, with a 22% market share compared to 20% and 18% for the next two largest operators (per Omdia).
- Further strategic wins such as a new managed services agreement with Foxtel in Australia.
- Increasing the size of the commercial and residential piracy teams in South Africa, investing in technology solutions to further safeguard DStv Stream content, and improved public awareness through programmes with Partners Against Piracy.
- Consolidating its streaming aggregation platform services under the “Irdeto Experience”, which offers a holistic solution to deploy OTT and hybrid video platforms at reduced total cost and time to market.
- Launching Unbotify (focused on behavioural biometric analysis for bot detection in video games using AI) and Watermarking (protecting game builds from leaks by overlaying an invisible watermark to the game pre-release) in its gaming division.
- Shipping its first keyless solutions to leading customers, including one of the largest fleet operators in the US market, resulting in the connected transport division’s revenues more than doubling YoY.

### Sports betting and interactive entertainment (KingMakers)

Although BetKing Nigeria was negatively impacted by poor macro-economic conditions, KingMakers delivered a robust performance in terms of organic growth and operational execution. Key performance outcomes in FY24 included the following:

- Drove further growth in the online business in Nigeria, with monthly active online users up 37% YoY and online gross gaming revenues up 26% YoY in constant currency.
- Delivered organic growth in total gross gaming revenue of 5% YoY, but reported revenue of USD147m, came in 26% lower than FY23 due to the impact of the weaker naira.
- Launched new products into Nigeria, notably BetKing Casino and BetKing FootballGO, a virtual football sportsbook service.
- Delivered positive EBITDA of USD2m, up marginally YoY, with a net loss of USD40m as a result of foreign exchange losses.
- Retained a cash balance of USD113m at end December 2023 (or USD108m at parallel rates).

Following a beta launch in December 2023, KingMakers fully launched the SuperSportBet business in South Africa in January 2024, with the platform experiencing strong user uptake. With SuperPicks and the PlayBook preview show already live in South Africa on SuperSport, we have pushed pre-game shows and live feed integration to leverage the SuperSport platform in driving uptake and engagement on SuperSportBet. SuperSportBet features a fully-fledged sportsbook and casino product suite, as well as virtual and other igaming products. User uptake has been further supported by our official betting partnership with local soccer clubs, Kaizer Chiefs and Orlando Pirates.

### Fintech (Moment)

After being founded during FY23, Moment officially launched its operations in FY24. Moment played a vital role in the Showmax relaunch, stepping up to fill a critical payments gap by facilitating payments across a large footprint. Not only did it provide significant bespoke solutions to optimise flows for the Showmax platform, but in January 2024 Moment also began taking on MultiChoice’s payment volumes for DStv at scale.

To date, Moment has:

- Started taking local and cross border card payments in 44 Showmax markets.
- Begun processing DStv payments in South Africa, already accounting for >30% of payment volumes.
- Secured critical licenses in South Africa, with licensing underway in other core markets.
- Built an extensive pan-African network that will be enabled for MultiChoice across FY25.
- Joined real-time payment networks in 18 countries, including South Africa, and is currently piloting instant payment and account activation for DStv with beta users.
- Launched completed partnership agreements with MultiChoice Group entities.

MultiChoice, along with other founding backers, contributed to Moment’s Seed+ funding round in the group’s fourth quarter of FY24. Moment raised an additional USD USD22m of funding in the round which closed in May 2024, with MultiChoice contributing USD8m of the ~USD19m received as of end March 2024. New external participants in the round placed a post-money valuation on the business of USD82m. MultiChoice owned a 29.6% full-diluted stake as at year-end.

### Other disclosures

#### Technology Modernisation programme

The Group has been on a multi-year Technology Modernisation (Tech Mod) programme aimed at upgrading the Group's digital, customer, billing, payments, partnerships and data capabilities. To date, it has successfully developed and implemented four of the six core Tech Mod modules, being an Automated Digital Marketing module to support improved customer value management journeys and automated campaigns, a business Partnership module, a DStv for Business module and a Field Sales and Services module to support improved customer experience and data collection in Rest of Africa.

The Tech Mod programme as a whole has, however, been overtaken by an extremely challenging consumer, macro-economic and foreign exchange rate environment which has necessitated a change in business requirements. A complete refocus of the business on profitability and cash generation has triggered a major cost and capex review. As part of this process, management have recently conducted an in-depth review of the costs to successfully complete and implement the remainder of the Tech Mod programme against the strategic, operational and financial needs of the group. As the time, costs and management focus to complete the remaining Tech Mod modules was deemed to be too high for the business to absorb in the current environment and, taking into account the functionality of the group's current technology stack and plans to incorporate partner technologies and AI and automation in the business, the group has opted to discontinue the programme.

This decision has resulted in the group booking an impairment charge of R1.2bn in FY24 against the capitalised cost of this project, represented mainly by the cost of project architects, software developers, project managers, software testers, consultants and other project specialists over the project period. The project also has onerous contracts, against which the group has raised a provision of R136m at year-end.

### Nigeria non-quasi inter-group loan

The material depreciation of the NGN through the course of FY24 has resulted in an increase in foreign exchange translation losses on the non-quasi equity component of the USD-denominated inter-group loan between MultiChoice Africa Holdings B.V. and MultiChoice Nigeria Limited. These losses, which are non-cash in nature, amounted to ZAR4.6bn in the consolidated income statement (FY23: ZAR2.4bn).

### Nigeria tax settlement

In February 2024, the group announced that it had reached a settlement with the Nigerian Federal Inland Revenue Service (FIRS) in relation to the tax assessments raised in April 2021 on MultiChoice Nigeria Limited (MCN) and in June 2021 on MultiChoice Africa Holdings BV (MAH).

The parties (FIRS, MCN and MAH) concluded a 'without prejudice or precedent' agreement in full and final settlement of all matters in dispute. In terms of the agreement, MCN and MAH agreed to pay a total tax amount of NGN35.4bn (~USD37.3m), to be offset against the security deposits and good faith payments previously made.

## Share transactions

During FY24, the group repurchased 5.3m shares in the market worth ZAR482m at an average share price of ~ZAR91 per share. These shares will be allocated for future share incentive awards and will not be cancelled by the group. At the end of March 2024, a total of 1.9m shares at an average price of ~ZAR116 per share remain unallocated for future use.

## Subsequent events

### Canal+ mandatory offer

The group entered into a Cooperation Agreement with Groupe Canal+ SA (Canal+) in relation to Canal+'s mandatory offer for the group. This followed a ruling by the Takeover Regulation Panel (TRP) of South Africa, which required Canal+ to pursue a mandatory offer after it acquired an interest of more than 35% in MultiChoice Group.

In relation to the mandatory offer:

- Canal+ submitted an offer of R125 per share in cash (an earlier non-binding intention to offer of R105 was rejected).
- MultiChoice Group constituted an independent board of directors, which appointed The Standard Bank of South Africa Limited as an independent expert (IE) to review the terms of the offer and express a "fair and reasonable" opinion as required by the Takeover Regulations. The opinions are contained in the Combined Offer Circular mentioned below.
- Following the posting of a Firm Intention Announcement (FIA) on 8 April 2024, the Combined Offer Circular was distributed on 4 June 2024. In the intervening period, Canal+ increased its shareholding in the group from 35.01% to 45.20%.

## Dividend

In view of the group's commitments under the Cooperation Agreement with Canal+, as published in the Combined Offer Circular on 4 June 2024, the question of a dividend declaration does not arise for FY24.

## Outlook

The group has acted quickly to optimally position the business to weather the foreign exchange crisis that has developed across its core markets, while simultaneously ensuring that its long-term strategic initiatives are not compromised. In the short term, the group has prioritised cash generation over growth.

Given ongoing uncertainty around economic recovery across the globe and the group's operating footprint and the opportunity to further "right-size" the business for a changing consumer environment, the group has accelerated its a multi-year cost reduction programme with the target for FY25 increased to ZAR2bn. These targets have been embedded in the group's budgets and within the personal objectives of key executives to drive delivery.

The group will also continue its efforts to drive growth in focused areas, notably Showmax, Moment, SuperSportBet, DStv Insurance, DStv Internet and DStv Stream, while working hard to retain its DStv and GOtv customers and support their activity rates through FY25.

## Directorate

The group appointed two new directors to the board during FY24, with their elections approved by shareholders at the group's 2023 AGM. Andrea Zappia and Debbie Klein bring deep international pay-TV and SVOD experience to the board, and their appointments are in line with the nomination committee's strategy to continually refresh the board and ensure that it has the requisite experience and diversity of skills and thinking to support the business in a rapidly changing video entertainment environment. Their contributions to both the MultiChoice Group and Showmax boards since joining have been invaluable.

The group also announced in September 2023 that its chairman at the time, Imtiaz Patel, would be stepping down from his role in April 2024. Elias Masilela succeeded Imtiaz as chairman with effect from 23 April 2024. Imtiaz will continue to provide support and advice to the board and the group executive team through a consulting agreement to ensure that the group does not lose out on his expertise and experience. The Board thanks Mr Patel for his extraordinary service and sacrifices during his tenure as Chair and wishes Mr Masilela every success in his new role.

## Corporate social responsibility

As a level 1 B-BBEE rated business, the group continues to play its role as a responsible corporate citizen. ESG targets have formally been included in long-term incentives for management to heighten the focus on sustainability and governance in the group. These objectives include external measures, as well as targets where the group can use its platform to make a real difference on the African continent. These targets include supporting the local broadcasting industry, development of woman's and schools' sports and supporting global initiatives in Africa such as the Earthshot Prize.

The group continues to provide investment into the MultiChoice Innovation Fund to support local entrepreneurs, and into the Sports Development Trust, which largely invests in sporting infrastructure in disadvantaged areas. FY24 saw further investment of ZAR267m (FY23: ZAR209m) into the two trusts.

## Preparation of the summary consolidated financial statements

The preparation of the summary consolidated financial statements was supervised by the group's chief financial officer, Mr Tim Jacobs CA(SA).

The group operates in 50 countries in sub-Saharan Africa through MultiChoice (excluding markets outside of Africa through Irdeto's global presence), resulting in significant exposure to foreign exchange volatility (largely due to revenues earned in local African currencies against a meaningful proportion of the cost base being US dollar denominated). This can have a material impact on reported revenue and trading profit metrics, as well as core headline earnings given the group's hedging activities, and adjusted core headline earnings given losses on cash remittances in the Nigerian market.

Where relevant in this report, amounts and percentages have been adjusted for the effects of foreign currency to better reflect underlying trends and sustainable operational performance. These adjustments (non-International Financial Reporting Standards (IFRS) performance measures) are quoted in brackets as organic, after the equivalent metrics reported under IFRS (organic results also exclude acquisitions and disposals when applicable). A reconciliation of additional non-IFRS performance measures (certain revenue, cost and trading profit metrics in constant currency, excluding the effects of changes in the composition of the group and excluding the impact of non-recurring and/or non-operational items from the group's sustainable operational performance, core headline earnings and adjusted core headline earnings and free cash flow, together with certain measures used in the calculation of debt and operating leverage ratios, being net debt, EBITDA, revenue YoY organic % change and operating expenses YoY organic % change) to the equivalent IFRS metrics is provided in note 14 of these summary consolidated financial statements. These non-IFRS performance measures constitute pro forma financial information in terms of the JSE Limited Listings Requirements.

The group's external auditor has not reviewed or reported on forecasts included in the summary consolidated financial statements. The audit report of the group's external auditor is included on page 23 and the reasonable assurance reports on non-IFRS measures are included on pages 27 and 29. The auditor's report does not necessarily report on all the information contained in the summary consolidated financial statements. Shareholders are therefore advised that, in order to obtain a full understanding of the nature of the auditor's engagement, they should obtain a copy of the auditor's report together with the full consolidated annual financial statements, available on the group's website at http://www.investors.multichoice.com/annual-results and at its registered office.

On behalf of the board

| | |
|---|---|
| **Elias Masilela** | **Calvo Mawela** |
| *Chair* | *Chief executive officer* |

# Summary consolidated income statement

for the year ended 31 March 2024

| | Note | 2024 ZAR'm | 2023 ZAR'm | % change |
|---|---|---|---|---|
| **Revenue**[1] | 2 | **54 999** | 58 424 | (6) |
| Cost of providing services and sale of goods[1, 2] | | **(29 251)** | (32 193) | (9) |
| **Insurance service result** | | **589** | 473 | |
| Insurance revenue[1] | 2(a) | **969** | 717 | |
| Insurance service expense[1] | | **(380)** | (244) | |
| Selling, general and administration expenses[3] | | **(18 371)** | (16 615) | 11 |
| Net impairment loss on trade receivables | | **(200)** | (24) | |
| Other operating (losses)/gains – net | 5 | **(686)** | 92 | |
| **Operating profit** | | **7 080** | 10 157 | (30) |
| Interest income | 4 | **640** | 449 | |
| Interest expense | 4 | **(1 999)** | (1 458) | |
| Net foreign exchange translation losses | 4 | **(5 592)** | (5 580) | |
| Share of equity-accounted results[4] | | **(588)** | (477) | |
| Impairment of equity-accounted investments | 6 | **(164)** | (1 998) | |
| Other losses | 5 | **(83)** | (172) | |
| **(Loss)/profit before taxation** | 5 | **(706)** | 921 | >(100) |
| Taxation[5] | | **(3 442)** | (3 841) | |
| **Loss for the year** | | **(4 148)** | (2 920) | (42) |
| **Attributable to:** | | | | |
| Equity holders of the group | | **(3 974)** | (3 478) | |
| Non-controlling interests | | **(174)** | 558 | |
| | | **(4 148)** | (2 920) | (42) |
| Basic and diluted loss for the year (ZAR'm) | | **(3 974)** | (3 478) | (14) |
| Basic loss per ordinary share (SA cents) | 3 | **(935)** | (815) | (15) |
| Diluted loss per ordinary share (SA cents) | 3 | **(935)** | (815) | (15) |

1 *In order to comply with IFRS 17 disclosure requirements, prior year revenue and cost of providing services and sale of goods has been restated in order to separately disclose insurance revenue and insurance service expense.*

2 *The decrease in the cost of providing services and sale of goods is primarily due to the group's cost savings programme including a strategic decision to reduce decoder subsidies during FY24.*

3 *The increase in selling, general and administration expenses is primarily due to adverse foreign exchange effects and additional Showmax operating costs (note 10).*

4 *The increased losses from the group's share of equity accounted results was primarily due to an increase in the loss after tax from KingMakers. This was mainly due to foreign exchange losses on the extraction of cash from Nigeria and the depreciation of the naira against the USD which adversely impacted BetKing Nigeria's financial performance.*

5 *The effective tax rate has decreased from the prior year primarily due to a loss before tax for the year resulting from increased foreign exchange losses on intergroup loans with MultiChoice Nigeria Limited (note 4) (in respect of which deferred tax assets were not raised).*

# Summary consolidated statement of comprehensive income

for the year ended 31 March 2024

| | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|
| **Loss for the year** | **(4 148)** | (2 920) |
| **Total other comprehensive income for the year:** | | |
| Exchange gains arising on translation of foreign operations[1, 2, 3] | **1 638** | 2 373 |
| Hedging reserve[1] | **(19)** | 1 513 |
| – Net fair value gains[4] | **429** | 2 259 |
| – Hedging reserve recycled to the income statement[4] | **(433)** | (257) |
| – Net tax effect of movements in hedging reserve[5] | **(15)** | (489) |
| **Total comprehensive (loss)/income for the year** | **(2 529)** | 966 |
| **Attributable to:** | | |
| Equity holders of the group | **(2 326)** | 923 |
| Non-controlling interests | **(203)** | 43 |
| | **(2 529)** | 966 |

1 *These components of other comprehensive income may subsequently be reclassified to the summary consolidated income statement during future reporting periods.*

2 *Relates to the translation of Rest of Africa, Technology and Showmax segments, which have a USD reporting currency.*

3 *The movement relates primarily to the ZAR depreciation against the USD from a closing rate of ZAR17.79 in FY23 to ZAR18.93 in FY24. This movement is recognised in other reserves on the summary consolidated statement of changes in equity.*

4 *The movement relates primarily to the ZAR depreciation against the USD from a closing rate of ZAR17.79 in FY23 to ZAR18.93 in FY24, a lower overall notional value of hedging contracts and an increase in the achieved average hedge rate on cash flow hedges from ZAR15.69 in FY23 to ZAR18.71 in FY24.*

5 *The movement relates to tax on net fair value gains/losses recognised in the South Africa segment as detailed in footnote 4 above which are taxed at 27%. Fair value gains/losses in the Rest of Africa segment, which offset the fair value gains/losses in South Africa, are non-taxable.*

# Summary consolidated statement of financial position

as at 31 March 2024

| | Note | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | **22 695** | 24 586 |
| Property, plant and equipment[1] | | **10 247** | 12 129 |
| Goodwill and other intangible assets[2] | | **4 496** | 5 351 |
| Investments and loans | | **374** | 357 |
| Investment in associates and joint ventures | 6 | **4 564** | 4 876 |
| Amounts due from related parties | 9 | **87** | 71 |
| Derivative financial instruments | | **–** | 6 |
| Platform technology advances[3] | | **1 476** | 247 |
| Deferred taxation | | **1 451** | 1 549 |
| **Current assets** | | **20 841** | 23 024 |
| Inventory[4] | | **1 435** | 890 |
| Programme and film rights | | **6 117** | 6 246 |
| Trade and other receivables[5] | | **5 835** | 6 864 |
| Amounts due from related parties | 9 | **–** | 4 |
| Derivative financial instruments[6] | | **179** | 1 479 |
| Cash and cash equivalents | | **7 275** | 7 541 |
| Assets held for sale | 12 | **317** | – |
| **Total assets** | | **43 853** | 47 610 |
| **Equity and liabilities** | | | |
| **Equity reserves attributable to the group's equity holders** | | **4 907** | 9 717 |
| Share capital | | **454** | 454 |
| Other reserves | | **(11 706)** | (9 613) |
| Retained earnings | | **16 159** | 18 876 |
| Non-controlling interests | | **(5 975)** | (4 372) |
| **Total equity** | | **(1 068)** | 5 345 |

| | Note | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|---|
| **Non-current liabilities** | | **24 262** | 19 570 |
| Lease liabilities | | **9 101** | 10 747 |
| Long-term loans[7] | | **12 043** | 8 046 |
| Derivative financial instruments[6] | | **2 801** | 142 |
| Deferred taxation[8] | | **317** | 635 |
| **Current liabilities** | | **20 532** | 22 695 |
| Lease liabilities | | **2 642** | 2 355 |
| Short-term loans | | **–** | 375 |
| Programme and film rights | | **5 256** | 5 060 |
| Provisions | | **287** | 225 |
| Accrued expenses and other current liabilities[9] | | **8 918** | 10 816 |
| Derivative financial instruments[6] | | **24** | 41 |
| Taxation liabilities[10] | | **3 405** | 3 823 |
| Liabilities directly associated with assets held for sale | 12 | **127** | – |
| **Total equity and liabilities** | | **43 853** | 47 610 |

[1] *Decrease relates primarily to current year depreciation and the impact of the naira depreciation against the USD from a closing rate of NGN464.50 in FY23 to NGN1 308.00 in FY24.*

[2] *Decrease relates primarily to the impairment of information technology software as part of the group's periodic asset review process, and follows a strategic decision to discontinue the group's technology modernisation project.*

[3] *During FY24, additional advances were provided by the group to NBCUniversal Media, LLC in order to customise the Peacock TV LLC's technology stack (note 10) for use in the Showmax business.*

[4] *Increase relates primarily to lower sales volumes following a strategic decision to reduce decoder subsidies during FY24, as well as higher net realisable values due to increased decoder selling prices.*

[5] *Decrease relates to the utilisation of tax security deposits paid in FY23 and FY22, following the settlement of tax matters with the Nigerian federal inland revenue service (FIRS).*

[6] *Movements relate primarily to the execution of fewer forward exchange contracts in the current year. The increase in non-current derivative financial instrument liabilities relates to the recognition of a put option liability for the right held by NBCUniversal Media, LLC to sell its minority stake in Showmax to MultiChoice at a predetermined date in the future (note 8).*

[7] *In FY23, the group (through MultiChoice Group Treasury Services Proprietary Limited) concluded a ZAR12.0bn syndicated term loan to fund the group's working capital requirements. In FY23, ZAR8.0bn of this loan had been drawn down. During October 2023, the group completed the second drawdown amounting to ZAR4.0bn. The loan has a five-year term and bears interest at three-month JIBAR +1.44%. The capital portion will be settled via bullet payments five years from each of the drawdown dates.*

[8] *Decrease in deferred tax liabilities mainly due to the release of hedging reserves.*

[9] *Decrease relates primarily to accruals settled during FY24 in relation to the preparation of the new Showmax platform launched in the last quarter of FY24 (note 10), settlement of FY23 FIFA World Cup related stock liabilities, lower stock orders in the current year and the impact of the naira depreciation against the USD from a closing rate of NGN464.50 in FY23 to NGN1 308.00 in FY24.*

[10] *Decrease relates primarily to a decrease in uncertain tax positions in the Rest of Africa segment along with the impact of the naira depreciation against the USD from a closing rate of NGN464.50 in FY23 to NGN1 308.00 in FY24.*

# Summary consolidated statement of changes in equity

for the year ended 31 March 2024

| | Share capital ZAR'm | Other reserves[1] ZAR'm | Retained earnings ZAR'm | Non-controlling interests ZAR'm | Total equity ZAR'm |
|---|---|---|---|---|---|
| **Balance at 1 April 2022** | 454 | (14 175) | 24 673 | (2 876) | 8 076 |
| Loss for the year | – | – | (3 478) | 558 | (2 920) |
| Other comprehensive income | – | 4 401 | – | (515) | 3 886 |
| **Total comprehensive income for the year** | – | 4 401 | (3 478) | 43 | 966 |
| Treasury shares disposed[2] | – | 238 | (238) | – | – |
| Hedging reserve basis adjustment[3] | – | (77) | – | (22) | (99) |
| Share-based compensation movement | – | – | 492 | – | 492 |
| Purchase of shares for group share schemes[4] | – | – | (109) | – | (109) |
| Other share-based compensation movements[5] | – | – | (49) | – | (49) |
| Dividends declared[6,7] | – | – | (2 415) | (1 517) | (3 932) |
| **Balance at 1 April 2023** | **454** | **(9 613)** | **18 876** | **(4 372)** | **5 345** |
| Loss for the year | **–** | **–** | **(3 974)** | **(174)** | **(4 148)** |
| Other comprehensive income | **–** | **1 648** | **–** | **(29)** | **1 619** |
| **Total comprehensive loss for the year** | **–** | **1 648** | **(3 974)** | **(203)** | **(2 529)** |
| Treasury shares acquired[8] | **–** | **(482)** | **–** | **–** | **(482)** |
| Treasury shares disposed[2] | **–** | **280** | **(280)** | **–** | **–** |
| Hedging reserve basis adjustment[3] | **–** | **(497)** | **–** | **(150)** | **(647)** |
| Share-based compensation movement | **–** | **–** | **543** | **–** | **543** |
| Recognition of put option liability[9] | **–** | **(3 042)** | **–** | **–** | **(3 042)** |
| Purchase of shares for group share schemes[4] | **–** | **–** | **(80)** | **–** | **(80)** |
| Transaction with non-controlling interest[10] | **–** | **–** | **1 074** | **(1 074)** | **–** |
| Transactions with non-controlling interest[11] | **–** | **–** | **–** | **1 223** | **1 223** |
| Dividends declared[6] | **–** | **–** | **–** | **(1 399)** | **(1 399)** |
| **Balance at 31 March 2024** | **454** | **(11 706)** | **16 159** | **(5 975)** | **(1 068)** |

1 *Other reserves include treasury shares, the hedging reserve, fair value reserve and foreign currency translation reserve.*
2 *During the current and prior year, treasury shares were utilised to settle the group's share-based compensation benefits.*
3 *Relates to the basis adjustment net of tax gains of ZAR163m (FY23: ZAR3m tax losses) on other reserves and tax gains of ZAR49m (FY23: ZAR1m tax losses) on non-controlling interests on programme and film right assets as content comes into licence.*
4 *Primarily relates to the settlement of share-based compensation benefits.*
5 *Relates to the closure of the Irdeto 2012 SAR scheme during FY23.*
6 *Non-controlling interests dividends relate primarily to dividends paid to Phuthuma Nathi (PN).*
7 *Dividends declared exclude dividends related to treasury shares held by the group. The group declared a gross dividend of 565 SA cents per listed ordinary share in respect of FY22.*
8 *During FY24, the group acquired a further 5.3m treasury shares at an average price of ZAR91 per share to fund future RSU share awards. As at 31 March 2024, the group holds 17.7m (FY23: 14.8m) treasury shares at an average purchase price of ZAR101 (FY23: ZAR107) per share.*
9 *During FY24, the group recognised a put option liability for the right held by NBCUniversal Media, LLC to sell its minority stake in Showmax to MultiChoice at a predetermined date in the future (note 8).*
10 *Relates to a dilution of MultiChoice Africa Holdings. B.V.'s interest in MultiChoice Angola Limitada from 100% to 70% due to local shareholding requirements. MultiChoice Angola Limitada had a negative net asset value of Kz158.5bn (ZAR3.6bn) and there was no carrying value related to the non-controlling interest in MultiChoice Angola Limitada prior to this transaction. This transaction resulted in an increase of ZAR1.1bn in retained earnings and a decrease of ZAR1.1bn in non-controlling interest (note 11).*
11 *Relates to NBCUniversal Media, LLC equity contributions into Showmax (note 10).*

# Summary consolidated statement of cash flows

for the year ended 31 March 2024

| | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|
| **Cash flows from operating activities** | | |
| **Cash generated from operating activities** | 8 062 | 9 981 |
| Interest income received | 599 | 289 |
| Interest costs paid | (1 791) | (1 069) |
| Dividends received from equity-accounted investment | 12 | – |
| Settlement of share-based compensation awards[1] | – | (59) |
| Taxation paid | (3 659) | (3 396) |
| **Net cash generated from operating activities** | 3 223 | 5 746 |
| **Cash flows from investing activities** | | |
| Property, plant and equipment acquired | (517) | (690) |
| Proceeds from sale of property, plant and equipment | 6 | 14 |
| Intangible assets acquired | (658) | (545) |
| Proceeds from sale of intangible assets | 15 | 15 |
| Decrease in margin deposits[2] | – | 225 |
| Investment in associate | (151) | (202) |
| Loans to Enterprise Development Trust beneficiaries | (8) | (46) |
| Repayment of Enterprise Development Trust loans | 13 | 12 |
| Loan to equity-accounted investment[3] | (14) | – |
| Cash received from other investments and loans | – | 30 |
| Other movements in investments and loans[4] | 19 | (87) |
| **Net cash utilised in investing activities** | (1 295) | (1 274) |
| **Cash flows from financing activities** | | |
| Proceeds from long and short-term loans raised[5, 6] | 4 001 | 12 906 |
| Repayments of long and short-term loans[6, 7, 8] | (382) | (8 512) |
| Repayments of lease liabilities | (2 188) | (1 978) |
| Repurchase of treasury shares | (482) | – |
| Purchases of shares for group share schemes[9] | (95) | (109) |
| Transactions with non-controlling interest | 1 223 | – |
| Dividends paid by holding company | – | (2 415) |
| Dividends paid by subsidiaries to non-controlling shareholders[10] | (1 399) | (1 517) |
| **Net cash generated from/(utilised in) financing activities** | 678 | (1 625) |
| Net movement in cash and cash equivalents | 2 606 | 2 847 |
| Foreign exchange translation adjustments on cash and cash equivalents[11] | (2 555) | (1 461) |
| Cash and cash equivalents at the beginning of the year | 7 541 | 6 155 |
| Cash and cash equivalents classified as held-for-sale | (317) | – |
| **Cash and cash equivalents at the end of the year** | 7 275 | 7 541 |

1 *Relates to the settlement paid to employees due to the closure of the Irdeto 2012 SAR scheme in FY23.*

2 *Margin deposits on Nigerian futures hedging instruments that are not highly liquid and have maturities of greater than three months on initial recognition. During FY23, all margin deposits matured.*

3 *During October 2023, Irdeto B.V. (Irdeto) concluded a convertible loan agreement with Bidstack Group PLC. The loan bears interest at 10% per annum and has a final repayment date of 31 December 2026.*

4 *In FY23, the group made an additional USD5m (ZAR87m) investment in Trust Machines SPV LLC applications and platforms (note 8).*

5 *In FY23, the group (through MultiChoice Group Treasury Services Proprietary Limited) concluded a ZAR12.0bn syndicated term loan to fund the group's working capital requirements. In FY23, ZAR8.0bn of this loan had been drawn down. During October 2023, the group completed the second drawdown amounting to ZAR4.0bn. The loan has a five-year term and bears interest at three-month JIBAR +1.44%. The capital portion will be settled via bullet payments five years from each of the drawdown dates.*

6 *In FY23, the group utilised short-term banking facilities of ZAR4.9bn. The facilities attracted interest at market related interest rates between 6.4% and 8.3%. The facilities were utilised for working capital purposes. As at 31 March 2023, all these facilities had been settled.*

7 *A ZAR4bn term loan was concluded in FY22 to fund the group's additional investment in KingMakers. The loan had a five-year term and accrued interest at three month JIBAR +1.35%. As at 31 March 2023, this loan had been repaid through an early repayment of ZAR2.3bn and four fixed term repayments totaling ZAR800m during FY23. ZAR900m of this loan was paid during FY22.*

8 *An amortising working capital loan of ZAR1.5bn was concluded in FY21. The loan had a three-year term and bore interest at three-month JIBAR +1.70%. As at 31 March 2024, this loan had been fully settled with ZAR375m paid in FY24 (FY23: ZAR500m).*

9 *Relates to the purchase of group shares, which were used to settle the group's share-based compensation awards.*

10 *Relates primarily to dividends paid to PN, with a lower value in FY24 due to the lower dividend paid by MultiChoice South Africa of ZAR5.5bn compared with ZAR6.0bn in FY23.*

11 *Includes losses of ZAR1.1bn (FY23: ZAR2.4bn) primarily incurred in Nigeria, within the Rest of Africa segment, due to differences between the official rate used by the group for translation and the parallel rate at which cash has been remitted.*

# Segmental review

for the year ended 31 March 2024

| Revenue and trading profit | 2024 ZAR'm Revenue External | 2024 ZAR'm Revenue Inter-segment | 2024 ZAR'm Revenue Total | 2023 ZAR'm Revenue External | 2023 ZAR'm Revenue Inter-segment | 2023 ZAR'm Revenue Total | 2024 ZAR'm Trading profit[1] | 2023 ZAR'm Trading profit[1] |
|---|---|---|---|---|---|---|---|---|
| South Africa | 33 556 | 7 928 | 41 484 | 34 145 | 7 187 | 41 332 | 8 792 | 9 693 |
| Rest of Africa | 19 661 | 193 | 19 854 | 22 680 | 265 | 22 945 | 1 325 | 898 |
| Technology | 1 724 | 1 905 | 3 629 | 1 477 | 1 939 | 3 416 | 396 | 610 |
| Showmax | 1 027 | 294 | 1 321 | 839 | 220 | 1 059 | (2 636) | (1 210) |
| Eliminations | – | (10 320) | (10 320) | – | (9 611) | (9 611) | – | – |
| **Total** | 55 968 | – | 55 968 | 59 141 | – | 59 141 | 7 877 | 9 991 |

[1] *Total group trading profit and Rest of Africa trading profit presented above includes losses of ZARnil (FY23: ZAR76m) related to fair value movements on Nigeria futures contracts as the group discontinued the use of Nigerian futures contracts during FY23.*

| Revenue by nature | 2024 ZAR'm South Africa | 2024 ZAR'm Rest of Africa | 2024 ZAR'm Technology | 2024 ZAR'm Showmax | 2024 ZAR'm Total | 2023 ZAR'm South Africa | 2023 ZAR'm Rest of Africa | 2023 ZAR'm Technology | 2023 ZAR'm Showmax | 2023 ZAR'm Total |
|---|---|---|---|---|---|---|---|---|---|---|
| Subscription fees | 26 362 | 18 026 | – | 850 | 45 238 | 27 294 | 20 522 | – | 839 | 48 655 |
| Advertising | 3 173 | 744 | – | – | 3 917 | 3 266 | 936 | – | – | 4 202 |
| Decoders | 1 066 | 654 | – | – | 1 720 | 994 | 905 | – | – | 1 899 |
| Installation fees | 154 | – | – | – | 154 | 284 | – | – | – | 284 |
| Technology contracts and licensing | – | – | 1 724 | – | 1 724 | – | – | 1 477 | – | 1 477 |
| Insurance premiums | 969 | – | – | – | 969 | 717 | – | – | – | 717 |
| Other revenue | 1 832 | 237 | – | 177 | 2 246 | 1 590 | 317 | – | – | 1 907 |
| **Total external revenue** | 33 556 | 19 661 | 1 724 | 1 027 | 55 968 | 34 145 | 22 680 | 1 477 | 839 | 59 141 |

South Africa and total group revenues disclosed above includes ZAR969m (FY23: ZAR717m) of insurance revenue which has been separately disclosed on the face of the summary consolidated income statement in line with IFRS 17 disclosure requirements.

## Reconciliation of consolidated trading profit to consolidated operating profit

Operating segments are identified on the basis of internal reports about components of the group that are regularly reviewed by the chief operating decision-maker (CODM) in order to allocate resources to the segments and to assess their performance. The CODM has been identified as the executive directors of the group.

Trading profit as presented in the segment disclosure is the CODM and management's measure of each segment's operational performance. A reconciliation of the segmental trading profit to operating profit as reported in the income statement is provided below:

| | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|
| **Trading profit per segmental income statement** | 7 877 | 9 991 |
| **Adjusted for:** | | |
| Interest on transponder leases (note 4) | 484 | 540 |
| Amortisation of intangibles (other than software) | (52) | (50) |
| Other operating (losses)/gains - net (note 5) | (686) | 92 |
| Equity-settled share-based compensation | (543) | (492) |
| Fair value movements on futures contracts[1] | – | 76 |
| **Operating profit per the income statement[2]** | 7 080 | 10 157 |

[1] *Recognised in the Rest of Africa segment.*

[2] *The summary consolidated income statement discloses all reporting items from consolidated operating profit to consolidated profit before taxation.*

# Notes to the summary consolidated financial statements

for the year ended 31 March 2024

## 1. Basis of presentation and accounting policies

The summary consolidated financial statements for the year ended 31 March 2024 are prepared in accordance with the requirements of the JSE Limited Listings Requirements for preliminary reports, and the requirements of the South African Companies Act No 71 of 2008, as amended (the Act) applicable to summary financial statements. The Listings Requirements require preliminary reports to be prepared in accordance with the framework concepts and the measurement and recognition requirements of IFRS® Accounting Standards as issued by the International Accounting Standards Board (IFRS) and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council and to also, as a minimum, contain the information required by *IAS 34 Interim Financial Statements*. The group also subscribes in all its activities to principles of best practice and corporate governance, as set out in the King IV Report on Corporate Governance for South Africa 2016 (King IV™). A copy of the full audited consolidated annual financial statements is available for inspection from the company secretary at the registered office of the group or can be downloaded from the group's website: https://investors.multichoice.com/annual-results.

The summary consolidated financial statements are presented on the going concern basis. While the group is in a negative net asset position as at 31 March 2024, this is primarily due to the recognition of foreign exchange translation losses on the USD-denominated non-quasi equity loans between MultiChoice Africa Holdings B.V. and MultiChoice Nigeria Limited as well as the recognition of a put option liability required to be recognised in terms of *IFRS 9 – Financial instruments*. These transactions are non-cash in nature and if they were excluded it would result in the group being in a positive net asset position. Based on the group's forecasts, cash and cash equivalents as at 31 March 2024 and available facilities, the directors believe the group has sufficient resources to continue as a going concern into the foreseeable future.

The summary consolidated financial statements are presented in South African Rand (ZAR), which is the group's presentation currency, rounded to the nearest million. The summary consolidated statement of financial position was prepared using a closing USD exchange rate at 31 March 2024 of 18.93:1 (31 March 2023: 17.79:1), which has been utilised for the consolidation of the Rest of Africa, Technology and Showmax segments that have a USD presentation currency. The summary consolidated income statement and statement of comprehensive income were prepared using the average USD exchange rate for the year ended 31 March 2024 of 18.76:1 (31 March 2023: 17.14:1).

The summary consolidated financial statements contain information about MultiChoice Group Limited as a group. The individual company annual financial statements have been prepared separately and have been publicly issued on 12 June 2024. The individual company annual financial statements are available on the company's website, www.multichoice.com, and at the registered office of the company.

The summary consolidated financial statements do not include all the notes normally included in a set of consolidated annual financial statements. Accordingly, this report is to be read in conjunction with the full consolidated annual financial statements for the year ended 31 March 2024.

The group has adopted all new and amended accounting pronouncements issued by the International Accounting Standards Board that are effective for financial years commencing 1 April 2023. None of the amendments had a material effect on the group's summary consolidated financial statements.

The summary consolidated financial statements have been prepared on the historical cost basis adjusted for the material effects of inflation where entities operate in hyperinflationary economies as required by *IAS 29 Financial Reporting in Hyperinflationary Economies*. The economy of Ghana was assessed to be hyperinflationary effective 31 December 2023. During FY24, management performed an assessment on the impact of the initial application of hyperinflationary accounting for MultiChoice Ghana. Based on this assessment management have applied their judgement and have concluded that the application of *IAS 29* did not have a material impact on the summary consolidated financial statements and therefore no adjustments have been made related to hyperinflationary accounting for the year ended 31 March 2024.

Trading profit includes the finance cost on transponder lease liabilities and the derivative profit or loss impact relating to economic hedges (i.e. futures) against foreign currency movements, but excludes the amortisation of intangible assets (other than software), impairment/derecognition of assets, equity-settled share-based payment expenses, cash-settled share-based payment expenses on closure of schemes, severance provisions raised and other operating gains/losses.

| | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|
| **2. Revenue** | | |
| Subscription fees[1] | **45 238** | 48 655 |
| Advertising | **3 917** | 4 202 |
| Decoders | **1 720** | 1 899 |
| Installation fees | **154** | 284 |
| Technology contracts and licensing | **1 724** | 1 477 |
| Other revenue[2] | **2 246** | 1 907 |
| | **54 999** | 58 424 |

[1] *Decrease due to a weaker exchange rate environment and lower subscribers, partially offset by inflationary-led price increases in the majority of the group's markets.*

[2] *Other revenue relates primarily to sub-licensing revenue and reconnection fees. Increase relates primarily to higher sub-licensing revenue.*

The following table shows unsatisfied performance obligations resulting from long-term technology contracts, within the technology segment, as at 31 March 2024 and 31 March 2023:

| | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|
| Aggregate amount of the transaction price allocated to long-term technology contracts that are partially or fully unsatisfied | **302** | 111 |

Management expects that 36% of the transaction price allocated to the unsatisfied contracts as of 31 March 2024 will be recognised as revenue during FY25 (ZAR108m) and 32% (ZAR97m) will be recognised as revenue during FY26. The remaining 32% (ZAR97m) will be recognised as revenue in FY27 and thereafter. The amount disclosed above does not include variable consideration which is constrained.

Management expects that 57% of the transaction price allocated to the unsatisfied contracts as of 31 March 2023 will be recognised as revenue during FY24 (ZAR63m) and 23% (ZAR26m) will be recognised as revenue during FY25. The remaining 20% (ZAR22m) will be recognised as revenue in FY26 and thereafter. The amount disclosed above does not include variable consideration which is constrained.

All other technology contracts are for periods of 1 year or less or are billed based on time incurred. As permitted under *IFRS 15*, the transaction price allocated to these unsatisfied contracts is not disclosed and is also not material.

### 2(a) Insurance premiums

Insurance premiums relate to the insurance on decoders of the pay-television subscribers as well as non-device insurance policies such as funeral cover and subscription waiver. The revenue for the insurance premiums is recognised over time, as and when the services are rendered. Premiums are payable in advance.

| | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|
| **Insurance service revenue** | | |
| Insurance revenue[1] | **969** | 717 |

[1] *Disclosed separately to comply with IFRS 17 disclosure requirements.*

| | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|
| **Insurance service expense** | | |
| Incurred claims and other incurred attributable service expenses | **(172)** | (103) |
| Acquisition expenses | **(208)** | (141) |
| **Total insurance service expense** | **(380)** | (244) |
| **Insurance service result** | **589** | 473 |

## 3. Headline earnings

| | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|
| **Basic and diluted loss attributable to equity holders of the group** | (3 974) | (3 478) |
| – Dilution (gain)/loss on partial sale of associate (note 5) | (40) | 13 |
| – Impairment of equity-accounted investments (note 6) | 164 | 1 998 |
| – Impairment of currency depreciation features | 19 | – |
| – Impairment of intangible assets and software not yet available for use (note 5) | 1 282 | – |
| – Profit on sale of intangible assets | (14) | (16) |
| – (Profit)/loss on sale of property, plant and equipment | (2) | 13 |
| – (Reversal of impairment)/Impairment of programme and film rights | (55) | 328 |
| – (Reversal of impairment)/Impairment of property, plant and equipment | (172) | 2 |
| | (2 792) | (1 140) |
| – Total tax effects of adjustments | (151) | (92) |
| – Total non-controlling interest effects of adjustments | (95) | (55) |
| **Headline loss** | (3 038) | (1 287) |
| Basic and diluted headline loss for the year (ZAR'm) | (3 038) | (1 287) |
| Basic headline loss per ordinary share (SA cents) | (715) | (301) |
| Diluted headline loss per ordinary share (SA cents)[1] | (715) | (301) |
| Net number of ordinary shares issued (million) | | |
| – at year-end[2,3] | 425 | 428 |
| – at year-end (including treasury shares)[2] | 443 | 443 |
| – weighted average for the year | 425 | 427 |
| – diluted weighted average for the year[1] | 425 | 427 |

[1] *As at 31 March 2024, 15.8m RSUs have been awarded to employees and remain unvested, however due to the group's FY24 basic and diluted headline loss for the year, the impact of these RSUs is anti-dilutive and therefore these RSUs have been excluded from the diluted weighted average number of ordinary shares for FY24. As at 31 March 2023, 14.0m RSUs were awarded and unvested resulting in an anti-dilutive impact in the prior year.*

[2] *As at 31 March 2024, the group held 17.7m treasury shares which resulted in a decrease in the number of ordinary shares issued (FY23: 14.8m treasury shares).*

[3] *During FY24, an additional 5.3m shares were repurchased by MultiChoice Group Restricted Share Plan Trust (a fellow group company) as part of a share buy-back to fund specific RSU share awards. During FY23, the group transferred 4.5m (with a value of ZAR0.5bn at the date of transfer) of the 10.1m treasury shares purchased by MultiChoice Group Treasury Services Proprietary Limited as part of a general share buyback in FY20 to the MultiChoice Group Restricted Share Plan Trust (a fellow group company) to fund the awards made to date under the group's RSU scheme. 2.4m (FY23: 2.1m) RSUs were exercised during the year which reduced the number of treasury shares held by the group at 31 March 2024.*

## 4. Interest (expense)/income

| | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|
| **Interest expense** | | |
| Loans and overdrafts[1] | (1 021) | (511) |
| Leases[2] | (546) | (577) |
| Other[3] | (432) | (370) |
| | (1 999) | (1 458) |

[1] *FY24 relates primarily to interest on working capital term loans of ZAR966m (FY23: ZAR110m). FY23 also includes interest on short-term banking facilities of ZAR202m and on the KingMakers term loan of ZAR197m.*

[2] *Relates primarily to transponder leases of ZAR484m (FY23: ZAR540m).*

[3] *Relates primarily to interest accrued on actual and potential exposures to revenue authorities in the Rest of Africa of ZAR127m (FY23: ZAR149m) and the discounting of liabilities in relation to programme and film rights of ZAR248m (FY23: ZAR203m).*

| | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|
| **Interest income** | | |
| Loans and bank accounts | 424 | 256 |
| Other | 216 | 193 |
| | 640 | 449 |

A significant portion of the group's operations are exposed to foreign exchange risk. The table below presents the net loss from this foreign exchange exposure and incorporates the effects of qualifying forward exchange contracts that hedge this risk:

| | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|
| **Net loss from foreign exchange translation and fair value adjustments on derivative financial instruments** | | |
| On translation of non-quasi equity loans[1] | (4 633) | (1 657) |
| On translation of assets and liabilities[2] | 305 | (610) |
| Losses on cash remittances[3] | (1 084) | (2 353) |
| On translation of transponder leases[2] | (531) | (1 654) |
| Gains on translation of forward exchange contracts[4] | 1 937 | 2 097 |
| Losses on translation of forward exchange contracts[4] | (1 586) | (1 403) |
| Net foreign exchange translation losses | (5 592) | (5 580) |

[1] *Increase primarily relates to foreign exchange translation losses on USD-denominated non-quasi equity loans between MultiChoice Africa Holdings B.V. and MultiChoice Nigeria Limited. This follows the depreciation of the NGN against the USD from a closing rate of NGN464.50 in FY23 to NGN1 308.00 in FY24.*

[2] *Movement primarily relates to ZAR depreciation against the USD from a closing rate of ZAR17.79 in FY23 to ZAR18.93 in FY24.*

[3] *Includes losses within the Rest of Africa segment, due to differences between the official Nigerian naira rate used by the group for translation and the Nigerian parallel rate at which cash has been remitted. The group achieved an average extraction rate of NGN1 044:USD (FY23: NGN684:USD) during FY24.*

[4] *The movement relates primarily to the ZAR depreciation against the USD from a closing rate of ZAR17.79 in FY23 to ZAR18.93 in FY24, a lower overall notional value of hedging contracts and a higher achieved average hedge rate.*

| | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|
| **5. Profit before taxation** | | |
| In addition to the items already detailed, profit before taxation has been determined after taking into account, *inter alia*, the following: | | |
| **Depreciation of property, plant and equipment** | (2 556) | (2 535) |
| **Amortisation** | (271) | (246) |
| – software | (219) | (196) |
| – other intangible assets | (52) | (50) |
| **Net realisable value adjustments on inventory, net of reversals**[1] | (109) | 111 |
| **Other operating (losses)/gains – net** | | |
| Impairment of intangible assets and software not yet available for use[2] | (1 282) | – |
| Profit/(loss) on sale of property, plant and equipment | 2 | (13) |
| Profit on sale of intangible assets | 14 | 16 |
| Reversal of impairment/(Impairment of) property, plant and equipment | 172 | (2) |
| Impairment of other assets | (2) | - |
| Fair value adjustments (note 8) | 410 | 91 |
| | (686) | 92 |
| **Other losses** | | |
| Acquisition-related costs[3] | (123) | (159) |
| Dilution gain/(loss)[4,5] | 40 | (13) |

[1] *Net realisable value adjustments relate to decoder subsidies in South Africa and the Rest of Africa segments.*

[2] *Relates primarily to the impairment of information technology software as part of the group's periodic asset review process, and follows a strategic decision to discontinue the group's technology modernisation project.*

[3] *Relates to acquisition related project costs incurred by the group on potential as well as successful acquisitions, disposals or partnerships.*

[4] *During FY23, the Questar Auto Technologies board introduced an IFRS 2 share-based payment scheme which resulted in shares being set aside for Questar employees. The introduction of the scheme resulted in the group's shareholding held through Irdeto, diluting from 7.6% to 6.8%.*

[5] *During FY24, the group, along with other founding backers and new investors, contributed to Moment's Seed+ funding round. Following the additional contributions, the group's fully diluted shareholding in Moment increased from 25.5% to 29.6% and the fair value of Moment increased, which ultimately resulted in the group recognising a dilution gain (note 6).*

| | Note | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|---|
| **6. Investment in associates and joint ventures** | | | |
| Investment in associates | (a) | 4 549 | 4 862 |
| Investment in joint ventures | | 15 | 14 |
| | | 4 564 | 4 876 |
| **(a) Investment in associates** | | | |
| Blue Lake Ventures Limited (KingMakers)[1] | | 4 253 | 4 558 |
| Moment Holdings Limited (Moment) | | 224 | 59 |
| Questar Auto Technologies (Questar) | | – | 77 |
| Zendascape Proprietary Limited (AURA) | | 5 | 5 |
| AURA B.V. | | 32 | 30 |
| Bidstack Group PLC (Bidstack) | | – | 110 |
| Africa Cricket Development Proprietary Limited (SA20) | | 35 | 23 |
| | | 4 549 | 4 862 |

[1] *The group considers KingMakers as its only material associate.*

## KingMakers

| | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|
| **Movement in carrying value of KingMakers investment:** | | |
| Opening balance | 4 558 | 5 764 |
| Share of net loss of associate | (391) | (299) |
| Share of other comprehensive loss of associate | (41) | (1) |
| Amortisation of intangible assets identified on acquisition | (160) | (151) |
| Impairment of associate | – | (1 998) |
| Foreign exchange translation adjustment | 287 | 1 243 |
| **Closing balance** | 4 253 | 4 558 |

The group has assessed its KingMakers investment and concluded that no impairment was necessary during FY24.

As at 31 March 2023, the group assessed its investment in KingMakers for impairment. This assessment was due to the notable changes in discount rates applicable to Nigerian and global gaming and technology companies and the sharp increase in parallel foreign exchange rates in Nigeria. Although in local currency the business remained in line with original forecasts, due to a marked increase in discount rates for global gaming companies and the Nigerian operation in particular and the impact of markets which have been exited, the carrying amount of the KingMakers investment exceeded the recoverable amount of ZAR4.6bn (USD256m) and an impairment loss of ZAR2.0bn (USD112m) was recognised in FY23.

## 6. Investment in associates and joint ventures

### Moment

During FY23 a partnership was reached between the group, General Catalyst (one of the world's largest fin-tech investors) and Rapyd (a global fin-tech company operating across 100 countries). An initial USD3.3m (ZAR56m) funding contribution was made into the Moment group which resulted in the group owning a 25.5% stake.

In FY24, the group, along with other founding backers and new investors, contributed to Moment's Seed+ funding round. Moment raised an additional USD19m of funding as at 31 March 2024, with the group contributing USD8m (ZAR151m), and new external participants placing a post- money valuation on the business of USD82m. The additional contribution by the group resulted in an increase in ownership from 25.5% to 29.6% on a fully diluted basis.

Moment was assessed to be an associate based on the group's board representation (1 of 4 directors) and was initially measured at cost.

### Questar

During FY24, the group assessed its investment in Questar for impairment. This assessment was due to the company being in a loss-making position and forecasting these losses to continue. Following the assessment, the group determined that the carrying value of the investment exceeded the recoverable amount of USDnil and an impairment loss of USD3.5m (ZAR66m) was recognised.

Questar was assessed to be an associate based on the group's board representation (1 of 8 directors) and was initially measured at cost.

### Bidstack

In FY23, the group (through Irdeto) acquired 12.1% of the equity (13.5% of the voting rights) of Bidstack Group PLC for GBP5m (ZAR118m). During FY24, Bidstack shares were suspended on the London Stock exchange and the company went into administration. The group assessed its Bidstack investment and concluded that the investment should be fully impaired, resulting in an impairment loss of USD5m (ZAR98m).

Bidstack was assessed to be an associate based on the group's board representation (1 of 8 directors) and was initially measured at cost.

## 7. Commitments and contingent liabilities

Commitments relate to amounts for which the group has contracted, but that have not yet been recognised as obligations in the summary consolidated statement of financial position.

| | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|
| **Commitments** | | |
| – Capital expenditure[1] | 6 | 166 |
| – Programme and film rights[2] | 48 463 | 42 650 |
| – Decoders | 1 396 | 1 521 |
| – Lease commitments | 26 | 15 |
| – Peacock platform fees[3] | 6 825 | – |
| – Other[4] | 3 188 | 3 519 |
| | 59 904 | 47 871 |

[1] *Decreased primarily due to the renegotiation and cancellation of contracts.*

[2] *Increased due to multi-year renewals of major sports and general entertainment rights in the current year.*

[3] *At 31 March 2024 the group, through Showmax, had entered into a contract with Peacock TV LLC (Peacock) for the use of a Showmax branded version of the Peacock content streaming platform. In addition, Peacock will also provide managed services to facilitate and support Showmax's use of this platform. The group has a seven-year commitment in respect of this contract.*

[4] *These service contracts are for transmission services, computer and decoder support services, access to networks and contractual relationships with customers, suppliers and employees.*

The group operates a number of businesses in jurisdictions where taxes may be payable on certain transactions or payments. The group continues to seek relevant advice and works with its advisers to identify and quantify such tax exposures. The group's current assessment of possible but unlikely withholding and other tax exposures, including interest and potential penalties, amounts to approximately ZAR0.5bn (FY23: ZAR0.4bn). No provision has been made as at 31 March 2024 for these possible exposures.

## 8. Fair value of financial instruments

The group's activities expose it to a variety of financial risks such as market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk.

Fair values are determined using observable and non-observable inputs, which reflect the market conditions in their expectations of future cash flows related to the asset or liability at 31 March 2024.

The fair values of the group's financial instruments that are measured at fair value are categorised as follows:

| Financial instrument | Fair value 2024 ZAR'm | Fair value 2023 ZAR'm | Valuation method | Level in fair value hierarchy |
|---|---|---|---|---|
| **Financial assets** | | | | |
| Investments held at fair value through profit or loss (Trust Machines SPV, LLC) | **253** | 237 | Based on the latest value internally measured by the investee | Level 3 |
| Investments held at fair value through profit or loss | **24** | 22 | Unit trusts comprising of quoted prices in a public market | Level 2 |
| Forward exchange contracts | **163** | 1 408 | Fair value derived from forward exchange rates that are publicly available | Level 2 |
| Futures contracts | **11** | 28 | Quoted prices in a public market | Level 1 |
| Currency depreciation features | **5** | 42 | Discounted cash flow techniques | Level 3 |
| Interest rate swap | **–** | 7 | Present value of the estimated future cash flows based on observable yield curves | Level 2 |
| **Financial liabilities** | | | | |
| Put option liability | **2 712** | – | Discounted cash flow techniques | Level 3 |
| Forward exchange contracts | **26** | 41 | Fair value derived from forward exchange rates that are publicly available | Level 2 |
| Derivative option | **87** | 142 | Monte Carlo Simulation option pricing model | Level 3 |

The following table shows a reconciliation of the group's material level 3 financial instruments:

| | Financial asset | Financial liabilities | |
|---|---|---|---|
| | Investments held at fair value through profit or loss (Trust Machines SPV, LLC) ZAR'm | Put option liability ZAR'm | Derivative option ZAR'm |
| **Balance at 1 April 2022** | 146 | – | (182) |
| Additions | 87 | – | – |
| Fair value (losses)/gains recognised in the income statement (note 5) | (29) | – | 80 |
| Foreign exchange gains recognised in the income statement (note 5) | 33 | – | – |
| Foreign exchange losses recognised in other comprehensive income | – | – | (40) |
| **Balance at 1 April 2023** | **237** | **–** | **(142)** |
| Additions | **–** | **(3 042)** | **–** |
| Fair value gains recognised in the income statement (note 5) | **–** | **524** | **64** |
| Foreign exchange gains/(losses) recognised in the income statement (note 5) | **16** | **(194)** | **–** |
| Foreign exchange losses recognised in other comprehensive income | **–** | **–** | **(9)** |
| **Balance at 31 March 2024** | **253** | **(2 712)** | **(87)** |

## 8. Fair value of financial instruments continued

During FY24, the group concluded a partnership with Comcast NBCUniversal. The shareholders agreement includes a put option that permits NBCUniversal to put its 30% shareholding in Showmax Africa Holdings Limited to the group at a predetermined date in the future. The put option is exercisable on the seventh anniversary of the launch date and, if exercised, the group would be required to pay the aggregate price equal to the fair market value of Showmax Africa Holdings Limited shares. The put option was initially measured at fair value and subsequently measured at fair value through profit or loss. The recognition of the put option liability does not factor in any probability of exercise and is an accounting adjustment that is required by *IFRS 9* as applicable when a parent company has exposure to a put option over a minority stake in a subsidiary entity. The key inputs used in the discounted cash flow valuation included a weighted average cost of capital (WACC) and a perpetuity growth rate (PGR). A 1% increase in the WACC rate would result in the put option liability decreasing by ZAR486m, while a 1% decrease in the WACC rate would result in the put option liability increasing by ZAR569m. A 0.5% decrease in the PGR would result in the put option liability decreasing by ZAR117m, while a 0.5% increase in the PGR would result in the put option liability increasing by ZAR125m.

The net movement in FY24 in the value of the fair value of the put option since initial recognition on 4 April 2023 has been primarily driven by the following factors:

- The use of a higher blended WACC (+150bps) and lower blended PGR -50bps) due to changes in underlying market inputs and changes in methodology by moving the valuation from an external service provider to in-house in the group.
- The incorporation of the latest Showmax three-year budget and ten-year business plan, including more conservative exchange rate assumptions.
- A weaker ZAR against the USD on translation of the USD put option liability at year-end than the rate applicable on initial recognition.

During FY23, the group made an additional USD5m (ZAR87m) investment in Trust Machines SPV, LLC (Trust Machines) applications and platforms. The investment was made with terms consistent with the original capital investment of USD10m in FY22 and this was considered as an investment in equity. The additional acquisition transaction was effective on 5 July 2022. The group initially measured the investment at fair value and subsequently measured it at fair value through profit or loss. As at 31 March 2024, the valuation technique and significant inputs driving fair value determination remained unchanged from 31 March 2023 and the investment had a fair value of ZAR253m (USD13m) (FY23: ZAR237m (USD13m).

Currency depreciation features relate to clauses in content acquisition agreements that provide the group with protection in the event of significant depreciation of the group's functional currency relative to the currency of the content acquisition agreement. The fair value of currency depreciation features is measured through the use of discounted cash flow techniques. Key inputs used in measuring fair value include the terms and benchmark rates contained in content acquisition agreements and average spot exchange rates prevailing at the relevant measurement dates.

In FY22, as part of the additional acquisition of shares in KingMakers, 10% of the shares in KingMakers were issued to the KingMakers share scheme. This resulted in the group reducing its shareholding to 18% (before the acquisition transaction was finalised). The subscription was for an amount of USD11m on loan account to the KingMakers share scheme. The loan account will be due and payable after 10 years. The only source of return for the ESOP will be through the shareholding in KingMakers. The only security on the loan for the group are the KingMakers shares themselves that have been issued. Management assessed the transaction and concluded that the substance is that the group issued an instrument with a similar profile as an option instrument and therefore accounted for the transaction as such. The derivative option liability was initially measured at fair value and subsequently measured at fair value through profit or loss. As at 31 March 2024, the derivative option liability had a fair value of USD4.6m (ZAR87m) (FY23: USD8.0m (ZAR142m)). The key inputs in using the Monte Carlo Simulation included the fair value of KingMakers of USD439.7m (ZAR8.3bn) (FY23: USD500m (ZAR8.9bn)), a volatility of 46.19% (FY23: 50.9%) and a dividend yield of 5% (FY23: 5%). The group used the USD overnight index swap (OIS) curve to determine the risk-free rate. A 20.5% (FY23: 24%) increase or decrease in the fair value of KingMakers would result in the option liability increasing or decreasing by USD1.4m or ZAR27m (FY23: USD2.5m or ZAR44m). A 5% decrease in the volatility rate would result in the option liability decreasing by USD0.4m or ZAR7.4m (FY23: USD0.4m or ZAR6.7m), a 5% increase in the volatility rate would result in the option liability increasing by USD0.4m or ZAR6.7m (FY23: USD0.4m or ZAR6.6m).

The carrying values of all other financial instruments are considered to be a reasonable approximation of their fair values.

## 9. Related party transactions and balances

During FY24, the group received advertising and sponsorship revenue of ZAR54m (FY23: ZAR118m) from KingMakers. This revenue has been recognised by the group in advertising revenue (note 2).

There have been no significant changes to related party balances in the current year.

The group did not enter into any other material related party transactions during FY24 other than key management remuneration and directors remuneration as disclosed below.

| | 2024 ZAR'm | 2023 ZAR'm |
|---|---|---|
| **Key management remuneration** | | |
| **Consolidated** | | |
| Short-term employee benefits | **214** | 264 |
| Long-term post-employment benefits | **14** | 15 |
| Share-based payment charge | **128** | 175 |
| **Remuneration paid to key management** | **356** | 454 |
| **Non-executive directors** | | |
| Directors' fees | **66** | 35 |

**Key management remuneration and participation in share-based incentive plans**

**For shares listed on a recognised stock exchange as follows:**

1 233 647 (FY23: 1 239 386) MCG shares were allocated during the 2024 financial year and an aggregate of 3 131 259 (FY23: 3 837 684) MCG shares were allocated and unvested as at 31 March 2024.

**For share appreciation rights (SARs) and other schemes in unlisted companies as follows:**

4 125 (FY23: 7 864) Irdeto RSUs were allocated during the 2024 financial year and an aggregate of 24 945 (FY23: 27 283) Irdeto RSUs were allocated and unvested as at 31 March 2024.

362 956 (FY23: 28 912) Phantom Performance Shares were allocated during the 2024 financial year and an aggregate of 621 748 (FY23: 258 792) Phantom Performance Shares were allocated and unvested as at 31 March 2024.

32 782 (FY23: nil) Showmax RSUs were allocated during the 2024 financial year and an aggregate of 32 782 (FY23: nil) Showmax RSUs were allocated and unvested as at 31 March 2024.

## 10. MultiChoice and Comcast's NBCUniversal partnership

During FY23, the group entered into an agreement to form a new partnership with Comcast Corporation, through its subsidiary NBCUniversal Media, LLC (NBCUniversal). The transaction closed and was effective on 4 April 2023.

This new Showmax group (Showmax Africa Holdings Limited) is 70% owned, and controlled, by MultiChoice and 30% owned by NBCUniversal. The total subscription price for the sale of 30% of the existing Showmax business was an amount of USD29m (ZAR536m), which was received on 4 April 2023 and contributed into Showmax on this date. This subscription price is recognised in non-controlling interests in the summary consolidated statement of changes in equity. The group accounts for Showmax as a subsidiary due to having the majority of voting rights and 100% board representation.

During FY24, in order to fund the working capital requirements of Showmax, Showmax Africa Holdings Limited received a pro rata USD36m (ZAR687m) in equity funding from NBCUniversal. This funding is recognised in non-controlling interests in the summary consolidated statement of changes in equity.

## 11. MultiChoice Angola Limitada dilution of interest

In FY20, to comply with local shareholder requirements, MultiChoice Africa Holdings B.V. Group (MAH) entered into a quota sale and purchase agreement with an outside third-party. Under this agreement, MAH granted the third-party a loan to buy 30% equity. The loan was repayable over five years and there was no security against the loan other than the 30% equity. Until the loan is fully repaid, the third- party does not have control over the equity and only upon full repayment of the loan would the 30% equity be held by the third-party in his own name.

During FY24, the third-party settled the loan in full and 30% of MultiChoice Angola Limitada's equity was transferred to the third-party. As a result, MAH's effective interest in MultiChoice Angola Limitada as at 31 March 2024 decreased from 100% to 70%. On the date of loan settlement, MultiChoice Angola Limitada had a negative net asset value of Kz158.5bn (ZAR3.6bn) and there was no carrying value related to the non-controlling interest in MultiChoice Angola Limitada prior to this transaction and no further cash consideration was received. This transaction resulted in an increase of ZAR1.1bn in retained earnings and a decrease of ZAR1.1bn in non-controlling interest.

## 12. NMS Insurance Services (SA) Limited – Disposal group held for sale

In FY24, MultiChoice Proprietary Ltd (MultiChoice), a subsidiary of MultiChoice South Africa Holdings Ltd (MCSAH) and ultimate holding company Multichoice Group Limited (MCG) received a formal offer from a reputable South African insurance company to buy a 60% shareholding in the group's insurance business, NMS Insurance Services (SA) Ltd (NMSIS). The MultiChoice board accepted this offer, subject to due diligence and regulatory approvals.

As at 31 March 2024, MultiChoice expects the sale to be concluded within six months after year-end and the disposal group was classified as held-for-sale in terms of *IFRS 5 Non-current Assets Held for Sale and Discontinued Operations*.

On reclassification of the assets and liabilities to held-for-sale, the group performed an assessment on the fair value of the assets and liabilities and no impairment was required.

## 13. Subsequent events

### Canal+ mandatory offer

The group entered into a Cooperation Agreement with Groupe Canal+ SA (Canal+) in relation to Canal+'s mandatory offer for the group. This followed a ruling by the Takeover Regulation Panel (TRP) of South Africa, which required Canal+ to pursue a mandatory offer after it acquired an interest of more than 35% in MultiChoice Group.

In relation to the mandatory offer:

- Canal+ submitted an offer of R125 per share in cash (an earlier non-binding intention to offer of R105 was rejected).
- MultiChoice Group constituted an independent board of directors, which appointed The Standard Bank of South Africa Limited as an independent expert (IE) to review the terms of the offer and express a "fair and reasonable" opinion as required by the Takeover Regulations. The opinions are contained in the Combined Offer Circular mentioned below.
- Following the posting of a Firm Intention Announcement (FIA) on 8 April 2024, the Combined Offer Circular was distributed on 4 June 2024. In the intervening period, Canal+ increased its shareholding in the group from 35.01% to 45.20%.

### Changes to the MultiChoice Group board

On 11 September 2023, shareholders were advised that Mr Imtiaz Patel was stepping down from the MultiChoice Group board of directors (the board) with effect from 31 March 2024 and Mr Elias Masilela would replace Mr Patel as Chair with effect from 1 April 2024.

Following this announcement, on 2 April 2024, shareholders were informed that the board had reached an agreement with Mr Patel to remain on as Chair in light of the Canal+ transaction. Effective 1 April 2024, Mr Elias Masilela, the designated Chair at the time, would become the Deputy Chair of the board and the lead independent director (LID) in place of Mr Jim Volkwyn, who would be stepping down as LID but remain on the board as a non-executive director.

Following MultiChoice Group and Canal+ entering into a Cooperation Agreement and issuing a firm intention announcement, the board and Mr Patel agreed that it was an appropriate time for Mr Masilela, the Deputy Chair at the time, to be appointed as Chair and for Mr Patel to step down from the board with effect from 23 April 2024.

### Heritage Bank Nigeria

On 3 June 2024, the Central Bank of Nigeria (CBN) revoked the licence of Heritage Bank PLC with immediate effect. This action was necessary due to the bank's breach of section 12(1) of the Banks and Other Financial Act 2020 (the act). The Nigeria Deposit Insurance Corporation has been appointed as the liquidator of the bank in terms of the act.

As at 31 March 2024, the group had NGN33.7bn (ZAR488m) in deposits with Heritage Bank. Subsequent to year-end the balance has reduced to NGN31.6bn (ZAR400m) largely through cash remittances. The group will allow the process to follow due course and will engage with the liquidator to ensure that a reasonable and fair outcome is achieved.

### Other

There have been no other events that occurred after the reporting date that could have a material impact on the summary consolidated financial statements.

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# Independent auditor's report on the summarised consolidated financial statements

To the Shareholders of MultiChoice Group Limited

## Opinion

The audited summarised consolidated financial statements of MultiChoice Group Limited, contained in the accompanying summarised report, which comprise the summary consolidated income statement, summary consolidated statement of comprehensive income, summary consolidated statement of financial position as at 31 March 2024, summary consolidated statement of changes in equity and summary consolidated statement of cash flows for the year then ended, and related notes, are derived from the audited consolidated financial statements of MultiChoice Group Limited for the year ended 31 March 2024.

In our opinion, the accompanying summarised consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements, in accordance with the requirements of the JSE Limited Listings Requirements for summarised reports, as set out in note 1 to 13 of the summarised consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summarised financial statements.

## Summarised consolidated financial statements

The summarised consolidated financial statements do not contain all the disclosures required by International Financial Reporting Standards and the requirements of the Companies Act of South Africa as applicable to Annual Financial Statements. Reading the summarised consolidated financial statements and the auditor's report thereon, therefore, is not a substitute for reading the audited consolidated financial statements and the auditor's report thereon.

## The audited consolidated financial statements and our report thereon

We expressed an unmodified audit opinion on the audited consolidated financial statements in our report dated 12 June 2024. That report also includes the communication of key audit matters. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period.

## Directors' responsibility for the summarised consolidated financial statements

The directors are responsible for the preparation of the summarised consolidated financial statements in accordance with the requirements of the JSE Limited Listings Requirements for summarised reports, set out in note 1 to the summarised consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summarised financial statements.

## Auditor's responsibility

Our responsibility is to express an opinion on whether the summarised consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements based on our procedures, which were conducted in accordance with International Standard on Auditing (ISA) 810 (Revised), Engagements to Report on Summary Financial Statements.

*Ernst & Young Inc.*

**Ernst & Young Inc.**
Director: CE Trollope
Registered Auditor

12 June 2024
Johannesburg, South Africa

A member firm of Ernst & Young Global Limited.

## 14. Non-IFRS performance measures and pro forma information

The group has presented certain revenue, cost and trading profit metrics in constant currency, excluding the effects of changes in the composition of the group and excluding the impact of non-recurring and/or non-operational items from the group's sustainable operational performance, core headline earnings, adjusted core headline earnings and free cash flow, together with certain measures used in the calculation of debt ratios, being net debt and EBITDA (EBITDA is measured on a 12-month basis between 1 April 2023 and 31 March 2024 and represents earnings before interest, taxes, depreciation and amortisation) (the "non-IFRS performance measures" or the "pro forma financial information"). Certain of these non-IFRS performance measures are considered to be *pro forma* financial information in terms of the JSE Listings Requirements and are, consequently, compiled in terms thereof and the Guide on Pro Forma Financial Information, issued by SAICA, and are the responsibility of the board of directors and are presented for illustrative purposes. *Pro forma* financial information presented on a non-IFRS basis has been extracted from the information underlying the group's consolidated annual financial statements, the quality of which the board is satisfied with.

Shareholders are advised that, due to the pro forma nature of the non-IFRS performance measures and the fact that it has been extracted from the information underlying the group's consolidated annual financial statements, they may not necessarily fairly present the group's financial position, changes in equity, results of operations or cash flows.

The non-IFRS performance measures have been prepared to illustrate the impact changes in foreign exchange rates, material changes in the composition of the group from corporate merger and acquisition activity and excluding the impact of non-recurring and/or non-operational items from the group's sustainable operational performance, core headline earnings, adjusted core headline earnings and free cash flow, together with certain measures used in the calculation of debt ratios, being net debt and EBITDA for the year ended 31 March 2024. The following methodology was applied in calculating the non-IFRS performance measures:

1. Foreign exchange/constant currency adjustments have been calculated by adjusting the current year's results to the prior year's average foreign exchange rates, determined as the average of the monthly exchange rates for that year. The constant currency results, arrived at using the methodology outlined above, are compared to the prior period's actual IFRS results. The relevant average exchange rates (relative to the South African Rand) used for the group's most significant functional currencies, were US dollar (FY24: 18.76; FY23: 17.14); Nigerian Naira (FY24: 46.68; FY23: 25.49); Angolan Kwanza (FY24: 42.13; FY23: 27.02); Kenyan Shilling (FY24: 7.79; FY23: 7.12) and Zambian Kwacha (FY24: 1.17; FY23: 1.03).
2. Adjustments made for changes in the composition of the group (or mergers and acquisitions) relate to acquisitions and disposals of subsidiaries. For mergers, the group composition adjustments include a portion of the prior year results of the entity with which the merger took place. There were no changes in the composition of the group during the respective reporting periods.
3. Excluding the impact of non-recurring and/or non-operational items from the group's sustainable operational performance, core headline earnings, adjusted core headline earnings and free cash flow.
4. The net debt: EBITDA ratio has been calculated as net debt of ZAR16.5bn divided by rolling 12-month EBITDA of ZAR10.8bn. Net debt has been calculated on 31 March 2024 as total interest-bearing debt, including transponder leases, less cash and cash equivalents. EBITDA is measured on a 12-month basis between 1 April 2023 and 31 March 2024 and represents earnings before interest, taxes, depreciation and amortisation.

The pro forma financial information has been reported on by the group's auditors. Their reporting accountant's reasonable assurance reports thereon are included on pages 27 and 29.

## 14. Non-IFRS performance measures and pro forma information continued

The adjustments to the amounts reported in terms of IFRS that have been made in arriving at the non-IFRS performance measures are presented in the tables below:

### 14.1 Non-IFRS measures: key performance indicators

| As at 31 March | 2023 Reported | 2024 Currency impact | 2024 Organic growth | 2024 Reported | YoY % change | YoY organic % change |
|---|---|---|---|---|---|---|
| **Subscribers ('000)**[1] | 17 306 | n/a | (1 621) | 15 685 | (9) | (9) |
| South Africa | 8 016 | n/a | (409) | 7 607 | (5) | (5) |
| Rest of Africa | 9 290 | n/a | (1 212) | 8 078 | (13) | (13) |
| **ARPU (ZAR)**[2] | | | | | | |
| Blended | 239 | (23) | 13 | 229 | (4) | 5 |
| South Africa | 290 | – | – | 290 | – | – |
| Rest of Africa | 192 | (43) | 24 | 173 | (10) | 13 |
| **90-day active subscribers ('000)**[3] | 23 508 | n/a | (2 574) | 20 934 | (11) | (11) |
| South Africa | 9 305 | n/a | (754) | 8 551 | (8) | (8) |
| Rest of Africa | 14 203 | n/a | (1 820) | 12 383 | (13) | (13) |
| **90-day active ARPU (ZAR)**[2] | | | | | | |
| Blended | 179 | (17) | 8 | 170 | (5) | 4 |
| South Africa | 256 | – | (2) | 254 | (1) | (1) |
| Rest of Africa | 126 | (28) | 15 | 113 | (10) | 12 |

[1] *Subscriber numbers are a non-IFRS unaudited operating measure of the actual number of paying subscribers at the end of the respective period, regardless of the type of programming package to which they subscribe.*

[2] *ARPU represents a non-IFRS unaudited operating measure of the average revenue per subscriber (or user) in the business on a monthly basis. The group calculates ARPU by dividing average monthly subscription fee revenue for the period (total subscription fee revenue during the period divided by the number of months in the period) by the average number of subscribers during the period (the number of subscribers at the beginning of the period plus the number of subscribers at the end of the period, divided by two). Subscription fee revenue includes Access fees and BoxOffice rental income but excludes decoder insurance premiums and reconnection fees which are disclosed as other revenue in terms of IFRS.*

[3] *Defined as all subscribers that have an active primary/principal subscription within the 90-day period on or before reporting date.*

### 14.2 Pro forma information: group financial including segmental analysis

| Year ended 31 March | 2023 IFRS ZAR'm | 2024 Currency impact ZAR'm | 2024 Organic growth ZAR'm | 2024 IFRS ZAR'm | YoY % change | YoY organic % change |
|---|---|---|---|---|---|---|
| **SEGMENTAL RESULTS** | | | | | | |
| **Revenue**[1] | 59 065 | (5 031) | 1 934 | 55 968 | (5) | 3 |
| South Africa | 34 145 | – | (589) | 33 556 | (2) | (2) |
| Rest of Africa[1] | 22 604 | (5 177) | 2 234 | 19 661 | (13) | 10 |
| Technology | 1 477 | 144 | 103 | 1 724 | 17 | 7 |
| Showmax | 839 | 2 | 186 | 1 027 | 22 | 22 |
| **Trading profit** | 9 991 | (4 535) | 2 421 | 7 877 | (21) | 24 |
| South Africa | 9 693 | – | (901) | 8 792 | (9) | (9) |
| Rest of Africa | 898 | (4 339) | 4 766 | 1 325 | 48 | >100 |
| Technology | 610 | (125) | (89) | 396 | (35) | (15) |
| Showmax | (1 210) | (71) | (1 355) | (2 636) | >(100) | >(100) |

[1] *Total group revenue and Rest of Africa revenue presented above includes losses of ZARnil (FY23: ZAR76m) related to fair-value movements on Nigeria futures contracts as the group discontinued the use of Nigerian futures contracts during FY23.*

| Year ended 31 March | 2023 IFRS ZAR'm | 2024 Currency impact ZAR'm | 2024 Organic growth ZAR'm | 2024 IFRS ZAR'm | YoY % change | YoY organic % change |
|---|---|---|---|---|---|---|
| **REVENUE AND COSTS BY NATURE** | | | | | | |
| **Revenue** | 59 065 | (5 031) | 1 934 | 55 968 | (5) | 3 |
| Subscription fees[1] | 48 579 | (4 514) | 1 173 | 45 238 | (7) | 2 |
| Advertising | 4 202 | (432) | 147 | 3 917 | (7) | 3 |
| Decoders | 1 899 | (211) | 32 | 1 720 | (9) | 2 |
| Technology contracts and licensing | 1 477 | 144 | 103 | 1 724 | 17 | 7 |
| Insurance premiums | 717 | – | 252 | 969 | 35 | 35 |
| Other revenue | 2 191 | (18) | 227 | 2 400 | 10 | 10 |
| **Operating expenses** | 49 074 | (496) | (487) | 48 091 | (2) | (1) |
| Content | 20 896 | 690 | (592) | 20 994 | – | (3) |
| Decoder purchases | 6 553 | 99 | (2 447) | 4 205 | (36) | (37) |
| Staff costs[2] | 6 171 | (62) | 645 | 6 754 | 9 | 10 |
| Sales and marketing | 3 053 | (108) | 175 | 3 120 | 2 | 6 |
| Transponder costs | 2 454 | 60 | (66) | 2 448 | – | (3) |
| Other[3] | 9 947 | (1 175) | 1 798 | 10 570 | 6 | 18 |

[1] *Subscription fees presented above includes losses of ZARnil (FY23: ZAR76m) related to fair-value movements on Nigeria futures contracts as the group discontinued the use of Nigerian futures contracts during FY23.*

[2] *Excludes equity-settled share-based payment expense.*

[3] *Increase relates primarily to additional Showmax operating costs which include the costs of the new Showmax platform.*

## 14. Non-IFRS performance measures and pro forma information continued

### 14.3 Non-IFRS measures: core headline earnings and adjusted core headline earnings

**Reconciliation of headline earnings to core headline earnings and adjusted core headline earnings**

Core headline earnings excludes non-recurring and non-operating items – we believe this is a useful measure of the group's sustainable operating performance. However, core headline earnings is not a defined term under IFRS and may not be comparable with similarly titled measures reported by other companies.

Given the ongoing disconnect between the official naira rate, which is used for reporting purposes, and the unofficial parallel naira rate, which is the rate at which cash is remitted from Nigeria, the board has taken the decision to introduce an adjusted core headline earnings measure to include the impact of the losses on cash remittances post tax and minorities in an earnings measure.

| | 2024 ZAR'm | 2023 ZAR'm | % change |
|---|---|---|---|
| **Headline loss attributable to shareholders (IFRS)** | **(3 038)** | (1 287) | |
| Adjusted for (after tax effects and non-controlling interests):[1] | | | |
| – Amortisation of other intangible assets[2] | **192** | 181 | |
| – Acquisition-related costs | **91** | 116 | |
| – Equity-settled share-based payment expense | **471** | 381 | |
| – Foreign currency losses and fair value adjustments | **3 458** | 3 938 | |
| – Realised gains on foreign exchange contracts | **1 014** | 205 | |
| **Core headline earnings (ZAR'm)** | **2 188** | 3 534 | (38) |
| Core headline earnings per ordinary share issued (SA cents) | **515** | 828 | (38) |
| Diluted core headline earnings per ordinary share issued (SA cents)[3] | **495** | 801 | (38) |

[1] *Based on information underlying the summary consolidated financial statements of the group for the years ended 31 March 2024 and 2023.*

[2] *Includes ZAR160m (FY23: ZAR151m) related to the amortisation of intangible assets identified based on the final purchase price allocation fair-values on acquisition of KingMakers in FY22 and FY21.*

[3] *As at 31 March 2024, 15.8m RSUs have been awarded to employees and remain unvested resulting in a dilutive impact in the current year (FY23: 14.0m awarded). The diluted weighted average number of ordinary shares issued for FY24 was 442m (FY23: 441m).*

| | 2024 ZAR'm | 2023 ZAR'm | % change |
|---|---|---|---|
| **Core headline earnings (ZAR'm)** | **2 188** | 3 534 | (38) |
| Adjusted for: | | | |
| Losses on cash remittances (net of tax effects and non-controlling interests) | **(859)** | (1 877) | |
| **Adjusted core headline earnings (ZAR'm)** | **1 329** | 1 657 | (20) |
| Adjusted core headline earnings per ordinary share issued (SA cents) | **313** | 388 | (19) |
| Diluted adjusted core headline earnings per ordinary share issued (SA cents)[1] | **301** | 376 | (20) |

[1] *As at 31 March 2024, 15.8m RSUs have been awarded to employees and remain unvested resulting in a dilutive impact in the current year (FY23: 14.0m awarded). The diluted weighted average number of ordinary shares issued for FY24 was 442m (FY23: 441m).*

### 14.4 Non-IFRS measures: free cash flow

**Reconciliation of cash generated from operating activities to free cash flow**

| | 2024 ZAR'm | 2023 ZAR'm | % change |
|---|---|---|---|
| **Cash generated from operating activities** | **8 062** | 9 981 | (19) |
| Adjusted for: | | | |
| – Lease repayments[1] | **(2 672)** | (2 518) | |
| – Net capital expenditure | **(1 154)** | (1 206) | |
| – Investment income | **12** | – | |
| – Taxation paid | **(3 659)** | (3 396) | |
| **Free cash flow** | **589** | 2 861 | (79) |

[1] *Includes the capital portion of all lease repayments and only interest on leased transponders.*

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# Independent auditor's assurance report on the compilation of constant currency *pro forma* financial information included in the summary consolidated financial statements for the year ended 31 March 2024

## To the Directors of MultiChoice Group Limited

### Report on the Assurance Engagement on the Compilation of Constant Currency *Pro forma* Financial Information Included in the Summary Consolidated Financial Statements for the year ended 31 March 2024

We have completed our assurance engagement to report on the compilation of constant currency pro forma financial information of MultiChoice Group Limited and its subsidiaries (collectively, the "**Group**"), by the directors.

The constant currency pro forma financial information, as set out in the 26 page Summary Consolidated Financial Statement for the year ended 31 March 2024 consists of the conversion of the segmental results and revenue and costs by nature to a constant currency (collective, the "C**onstant Currency *Pro forma* Financial Information**"). The applicable criteria on the basis of which the directors have compiled the Constant Currency Pro forma Financial Information are specified in the JSE Limited ("**JSE**") Listings Requirements and described in note 14 on page 24 of the Summary Consolidated Financial Statements for the year ended 31 March 2024.

The Constant Currency Pro forma Financial Information has been compiled by the directors to illustrate the impact of converting revenue, trading profit, revenue by nature, operating expenses to a constant currency by adjusting the current year's results with the prior year's average foreign exchange rates, determined as the average of the monthly exchange rates for that year (collectively, the "**Constant Currency *Pro forma* Adjustments**"). As part of this process, information about the Group's consolidated financial performance has been extracted by the directors from the Group's consolidated annual financial statements for the year ended 31 March 2024, on which an auditor's report was issued on 12 June 2024.

## Directors' responsibility for the constant currency *pro forma* financial information

The directors are responsible for compiling the Constant Currency Pro forma Financial Information on the basis of the applicable criteria specified in the JSE Listings Requirements and described in the 26 page Summary Consolidated Financial Statements for the year ended 31 March 2024.

## Our independence and quality management

We have complied with the independence and other ethical requirements of the Code of Professional Conduct for Registered Auditors issued by the Independent Regulatory Board for Auditors (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality, and professional behaviour. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*.

The firm applies International Standard on Quality Management 1 (ISQM 1) *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* which requires the firm to design, implement and operate a system of quality management, including documented policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

## Independent auditor's responsibility

Our responsibility is to express an opinion about whether the Constant Currency *Pro forma* Financial Information has been compiled, in all material respects, by the directors on the basis specified in the JSE Listings Requirements and described in the 26 page Summary Consolidated Financial Statements for the year ended 31 March 2024 based on our procedures performed.

We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Constant Currency Financial Information Included in a Prospectus*, which is applicable to an engagement of this nature, issued by the International Auditing and Assurance Standards Board. This standard requires that we plan and perform procedures to obtain reasonable assurance about whether the Constant Currency *Pro forma* Financial Information has been compiled, in all material respects, on the basis specified in the JSE Listings Requirements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Constant Currency *Pro forma* Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Constant Currency *Pro forma* Financial Information.

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The purpose of Constant Currency *Pro forma* Financial Information included in a Summary Consolidated Financial Statements for the year ended 31 March 2024 solely to illustrate the impact of the Constant Currency *Pro forma* Adjustments or event on unadjusted financial information of the Group as if the conversion to a constant currency had occurred for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the conversion to a constant currency would have been as presented.

A reasonable assurance engagement to report on whether the Constant Currency *Pro forma* Financial Information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the Constant Currency *Pro forma* Financial Information provides a reasonable basis for presenting the significant effects directly attributable to the Constant Currency *Pro forma* Adjustments and to obtain sufficient appropriate evidence about whether:

- The related Constant Currency *Pro forma* Adjustments give appropriate effect to those criteria; and
- The Constant Currency *Pro forma* Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

Our procedures selected depend on our judgment, having regard to our understanding of the nature of the Group, the Constant Currency *Pro forma* Adjustments in respect of which the Constant Currency *Pro forma* Financial Information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the Constant Currency *Pro forma* Financial Information.

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

## Opinion

In our opinion, the Constant Currency *Pro forma* Financial Information has been compiled, in all material respects, on the basis of the applicable criteria specified in the JSE Listings Requirements and described in the 26 page Summary Consolidated Financial Statements for the year ended 31 March 2024.

Ernst & Young Inc.

**Ernst & Young Inc.**
Director: CE Trollope
Registered Auditor

12 June 2024
Johannesburg, South Africa

## Appendix A:

*Our procedures were performed in respect of the Constant Currency* Pro forma *Financial Information as contained in the currency impact column on page 25 of the Summary Consolidated Financial statements for the year-ended 31 March 2024.*

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# Independent auditor's assurance report on the compilation of organic growth *pro forma* financial information included in the summary consolidated financial statements for the year ended 31 March 2024

## To the Directors of MultiChoice Group Limited

### Report on the Assurance Engagement on the Compilation of Organic Growth *Pro forma* Financial Information Included in the Summary Consolidated Financial Statements for the year ended 31 March 2024

We have completed our assurance engagement to report on the compilation of organic growth *pro forma* financial information of MultiChoice Group Limited and its subsidiaries (collectively, the "**Group**"), by the directors.

The organic growth *pro forma* financial information, as set out on pages 24 to 26 of the Summary Consolidated Financial Statements for the year ended 31 March 2024, consists of the organic growth of the segmental results, revenue and costs by nature and related notes (collectively, the "**Organic Growth *Pro forma* Financial Information**"). The applicable criteria on the basis of which the directors have compiled the Organic Growth Pro forma Financial Information are specified in the JSE Limited ("**JSE**") Listings Requirements and described in note 14 on page 24 of the Summary Consolidated Financial Statements for the year ended 31 March 2024.

The Organic Growth *Pro forma* Financial Information has been compiled by the directors to the impact of changes in the composition of the Group's organic growth and excluding the impact of non-recurring and/or non-operational items from the group's sustainable operational performance for the year ended 31 March 2024. As part of this process, information about the Group's financial position, and financial performance has been extracted by the directors from the Group's financial statements for the year ended 31 March 2024, on which an auditor's report was issued on 12 June 2024.

## Directors' responsibility for the organic growth *pro forma* financial information

The directors are responsible for compiling the Organic Growth *Pro forma* Financial Information on the basis of the applicable criteria specified in the JSE Listings Requirements and described in note 14 on page 24 of the Summary Consolidated Financial Statements for the year ended 31 March 2024.

## Our independence and quality management

We have complied with the independence and other ethical requirements of the Code of Professional Conduct for Registered Auditors issued by the Independent Regulatory Board for Auditors (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*.

The firm applies International Standard on Quality Management 1 (ISQM 1) *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* which requires the firm to design, implement and operate a system of quality management, including documented policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

## Independent auditor's responsibility

Our responsibility is to express an opinion about whether the Organic Growth *Pro forma* Financial Information has been compiled, in all material respects, by the directors on the basis specified in the JSE Listings Requirements and described in note 14 on page 24 of the Summary Consolidated Financial Statements for the year ended 31 March 2024 based on our procedures performed.

We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Organic Growth Financial Information Included in a Prospectus,* which is applicable to an engagement of this nature, issued by the International Auditing and Assurance Standards Board. This standard requires that we plan and perform procedures to obtain reasonable assurance about whether the Organic Growth *Pro forma* Financial Information has been compiled, in all material respects, on the basis specified in the JSE Listings Requirements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Organic Growth *Pro forma* Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Organic Growth *Pro forma* Financial Information.

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The purpose of Organic Growth *Pro forma* Financial Information included in the Summary Consolidated Financial Statements for the year ended 31 March 2024, is to illustrate how the unadjusted financial information of the entity has been impacted by the adjustments, as described in the basis of preparation.

A reasonable assurance engagement to report on whether the Organic Growth *Pro forma* Financial Information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the Organic Growth *Pro forma* Financial Information provides a reasonable basis for presenting the significant effects directly attributable to the adjustments made and to obtain sufficient appropriate evidence about whether:

- The related *pro forma* adjustments give appropriate effect to those criteria; and
- The Organic Growth *Pro forma* Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

Our procedures selected depend on our judgment, having regard to our understanding of the nature of the Group, and the adjustments made in respect of which the Organic Growth *Pro forma* Financial Information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the Organic Growth *Pro forma* Financial Information.

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

## Opinion

In our opinion, the Organic Growth Pro forma Financial Information has been compiled, in all material respects, on the basis of the applicable criteria specified in the JSE Listings Requirements and described in Note 14 on page 24 of the Summary Consolidated Financial Statements for the year ended 31 March 2024.

Ernst & Young Inc.

**Ernst & Young Inc.**
Director: CE Trollope
Registered Auditor

12 June 2024
Johannesburg

# Our board of directors

## Mohamed (Imtiaz) Ahmed Patel 60

**Outgoing non-executive chair**

**Qualifications:** HDipEdu

**Appointed** 6 December 2018
**Stepped down** 23 April 2024

Imtiaz was previously the CEO of the Naspers Group Limited (Naspers) video entertainment segment, CEO of the MultiChoice South Africa Group, MultiChoice South Africa and SuperSport International. He was awarded the prestigious Naspers Phil Weber Award in 2009. Prior to that, he was the director of professional cricket at the United Cricket Board of South Africa. He has a Higer Diploma in Education from Wits, completed the executive PMD programme offered by the University of Cape Town's Business School, and completed the senior executive programme at Harvard Business School.

**Other boards:** Moment Holdings and Blue Lake Ventures

## Elias Masilela 60

**Incoming independent non-executive board chair**

**Qualifications:** BSocSci (Economics and Statistics) and MSc (Economic Policy and Analysis)

**Appointed** 6 December 2018 and elected as board chair with effect from 23 April 2024

Elias previously served as the CEO of the Public Investment Corporation Limited until June 2014, the head of policy analysis at Sanlam Limited and the deputy director general at the National Treasury. Until the end of March 2024, he was also the chair of Sanlam, chair of Ingagaru Investments, BuMa Investment Holdings and Capital Harvest. Elias is a former board member of the South African Reserve Bank, Government Employees Pension Fund and United Nations Global Compact, among others. He holds a Bachelor of Social Science in Economics and Statistics from the University of Swaziland and a Master's in Economic Policy and Analysis from Addis Ababa University.

**Other boards:** Sanlam, Alternative Prosperity, Brightlights Learning, Buma Consulting, Buma Investment Holdings, Capital Harvest, DNA Economics EP Investments, Ingagaru Holdings, Ingagaru Investments, Seed Foundation and Strate

## Adv Kgomotso Ditsebe Moroka 70

**Independent non-executive director**

**Qualifications:** BProc and LLB

**Appointed** 6 December 2018

Kgomotso is a senior counsel and member of the Johannesburg Bar. Until recently, she held non-executive directorships at Standard Bank Group Limited and Netcare Limited. Kgomotso serves as trustee of the Nelson Mandela Children's Fund, Hospital and the Apartheid Museum. She also served as the chair of M-Net's Phuthuma Futhi Trust. She holds a Baccalaureus Procurationis from the University of the North and an LLB from Wits.

**Other boards:** Elandsdrift Farms; Glocentric Property Fund, Kalagadi Manganese, Mentoprox, Nelson Mandela Children's Hospital, Phuthuma Futhi, Phuthuma Nathi and the South African Apartheid Museum

## John James (Jim) Volkwyn 66

**Independent non-executive director**

**Qualifications:** CA(SA) and BCom (Hons)

**Appointed** 6 December 2018

Jim has held a number of senior roles within MultiChoice and Naspers, including, the role of CEO of the Naspers's global video entertainment segment, before retiring in 2014. He holds a Bachelor of Commerce (Honours) from the University of Cape Town and is a chartered accountant (CA) (SA).

**Other boards:** Swartberg Private Wildlife Estate Land Owners Association

## Louisa Stephens 47

**Independent non-executive director**

**Qualifications:** BBusSc (Finance), CA(SA) and CD(SA)

**Appointed** 6 December 2018

Louisa serves on the boards of a number of listed and unlisted companies. She serves as a director of Netcare Limited, Scancom PLC (MTN Ghana), Strate Proprietary Limited, and the Institute of Directors in South Africa NPC. She previously served as a director of Royal Bafokeng Platinum Limited, African Bank Limited, South Ocean Holdings Limited and AFGRI Limited, and held management positions as chief investment officer of Circle Capital Ventures, general manager: finance investments at Nozala Investments, and fund manager of the uMnotho Fund at the National Empowerment Fund. She holds a Bachelor of Business Science and BCom Honours (Accounting), and is a CA(SA) and chartered director (CD)(SA).

**Other boards:** Legae Property, Netcare Limited, NMS Insurance, Prime Select, Scancom Plc (MTN Ghana), Strate, and the Institute of Directors in South Africa

## Christine Mideva Sabwa 51

**Independent non-executive director**

**Qualifications:** BCom (Accounting), Certified Public Accountant of Kenya

**Appointed** 14 May 2019

Christine has a strong background in accounting and her experience spans numerous industries, including financial services, telecommunications (digital finance) and insurance. Over the past 28 years, she has gained experience in auditing, accounting, special investigations, revenue assurance, risk management, banking, governance and digital finance. With a successful career in financial services across consulting, insurance and banking, Christine worked for Standard Bank South Africa where she served as a senior manager, overseeing the strategic finance and tax function of operations in 15 African countries. She is the managing partner at Sabwa and Associates based in Nairobi, servicing financial advisory needs of clients in Kenya.

**Other boards:** ABSA Kenya, Archievers Limited, Britam Life Assurance Company (Kenya), Eclof Kenya, Green Fountains, Imani Capital, OIC, Sabwa and Associates, Shalom Group of Hospitals, and Yengo International.

## Dr Fatai Adegboyega Sanusi 62

**Independent non-executive director**

**Qualifications:** MBBS, FRCOG

**Appointed** 5 July 2019

Fatai is a senior consultant in the United Kingdom National Health Service, serving in this position for 21 years at West Hertfordshire NHS Trust. He has many years of experience in governance and risk management at board level. He is active in education and training and served as a training director. He was a clinical director on many management committees including financial, future planning and nomination committee appointing consultants. He is a Fellow of the Royal College in England. Fatai holds a Bachelor of Medicine and Bachelor of Surgery from the University of Lagos.

**Other boards:** None outside of the group

## James Hart du Preez 65

**Independent non-executive director**

**Qualifications:** CA(SA) and CD(SA)

**Appointed** 1 April 2021

James is a CA(SA) who was admitted as a partner of PricewaterhouseCoopers Inc (PwC) in 1996. As the clients and markets development leader for PwC Africa, he was responsible for digital marketing, advertising, sponsorships and business development. James served on the PwC – Europe, Middle East and Africa Business Development Board from 2010 to 2019. He retired from PwC in June 2019. James consulted for Citadel Wealth Management in a business development and marketing capacity. He is a CD(SA) of the Institute of Directors in South Africa NPC. He is also a chartered marketer (SA) with the Marketing Association of South Africa.

**Other boards:** Phuthuma Nathi

## Deborah Klein 55

**Independent non-executive director**

**Qualifications:** B Bus Sci Advanced Management Programme (Harvard Business School)

**Appointed** 1 September 2023

Deborah's background spans commercial brand, marketing, communications, corporate social responsibility and human resources. She was previously the Group Chief Marketing, Corporate Affairs and People Officer at Sky. Her remit included brand reputation, internal and external communications including social media, and public affairs. She also led Sky's corporate social responsibility programme, including its commitment to reach net zero carbon by 2030, and Sky's human resources strategy and function. Her focus has been on driving digital transformation, using new platforms and social media to engage customers and employees. She was previously Chief Executive Europe and Asia Pacific at The Engine Group, an integrated marketing services business, and earlier in her career worked in Strategy and Insight at Saatchi & Saatchi and Nielsen.

**Other boards:** Guardian Media Group, Nationwide Building Society and Xyon Healthcare.

## Andrea Zappia 60

**Independent non-executive director**

**Qualifications:** BSc (economics)

**Appointed** 1 September 2023

Andrea has been a senior executive at Sky for over 20 years. In his last role Andrea was the Executive Vice President and Chief Executive Officer New Markets and Businesses for the Sky Group. His responsibilities included SkyNews/SkyTG24 and, until a few months ago, SkyStudios, which he helped setup and lead, including the creation of SkyStudios Elstree. He has led the creation of SkyShowtime, a joint venture between Sky and Paramount Global JV, in which he served as the chairman up until 2023. He is chairman of MCH Group (the Swiss Company that owns ArtBasel) and a long-term board member of EssilorLuxottica. He started his career at the multinational Procter&Gamble company, where he held the post of European Group Marketing Manager. From 1996 to 2001, he was Global Sales and Marketing Director for Ferrari and Maserati. In 2003, he joined Sky Italia, where he held various executive positions before holding the post of CEO from 2011 to 2019.

**Other boards:** EssilorLuxottica and MCH Group

## Calvo Phedi Mawela 48

**Chief Executive Officer**

**Qualifications:** BSc Eng (Electrical)

**Appointed** 6 December 2018

Calvo was the CEO of MultiChoice South Africa after holding office as the group executive: policy and regulatory affairs for the MultiChoice Group. He previously held positions as a professional engineer at Sentech and broadcasting spectrum manager at ICASA. He also served in several ministerial advisory task teams, including the Digital Migration Working Group, Digital Dzonga and the Information and Communications Technology Policy Review Panel. He also served as a commissioner to the Presidential Commission on Fourth Industrial Revolution. He holds a Bachelor of Science in Electrical Engineering from the University of KwaZulu-Natal (previously University of Durban-Westville), a Management Advancement Programme Postgraduate Diploma from Wits Business School, a Postgraduate Diploma in Economics for Competition Law from King's College, London and Strategic IQ: Creating Smarter Corporations Certificate from Harvard Business School.

**Other boards:** Blue Lake Ventures and Phuthuma Nathi

## Timothy Neil (Tim) Jacobs 55

**Chief Financial Officer**

**Qualifications:** HDipAcc and CA(SA)

**Appointed** 6 December 2018

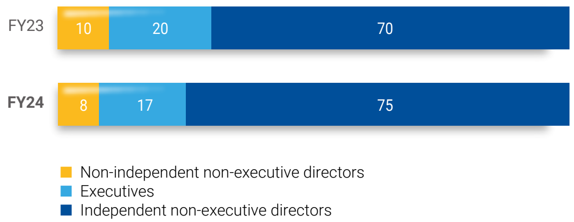
Tim was previously the CEO of MultiChoice Africa and CFO of the Naspers video entertainment segment. He previously held positions as CFO of Nampak Limited, CFO of Transaction Capital Limited and interim CFO of Altron Group. He holds a Bachelor of Commerce, a Higher Diploma in Accounting from Rhodes University and is a chartered accountant CA(SA).

**Other boards:** None outside of the group

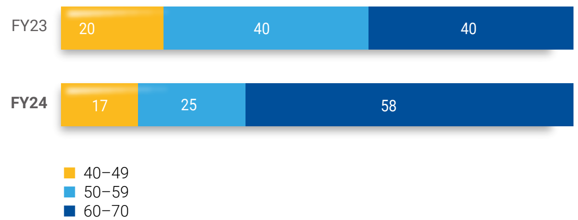
# The board recognises that a balanced board supports value creation.

## Board demographics

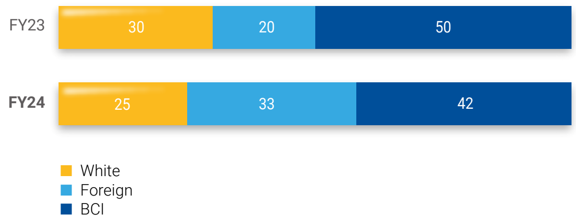
### Director categorisation (%)



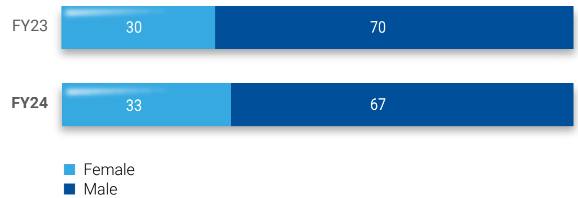

### Age (%)



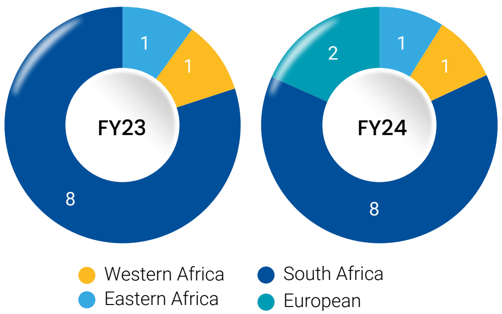

### Race (%)



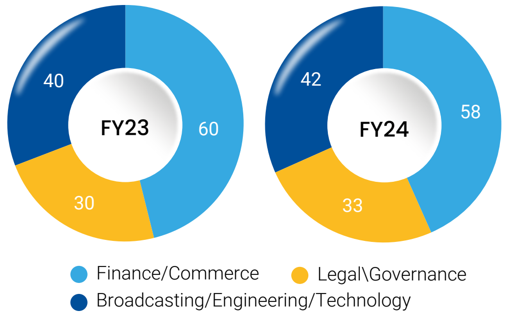

### Gender (%)




### Geographic diversity




### Skills, qualifications and expertise (%)




Notes: The above does not reflect post year-end change.

# Report of the audit committee

**I am pleased to present the report of the audit committee (the committee) for the year ended 31 March 2024 (FY24). The committee submits this report, as required by section 94 of the South African Companies Act No 71 of 2008 (the Act).**

**Louisa Stephens**
Chair: Audit committee

## Members of the audit committee and attendance at meetings

The committee consists of only independent non-executive directors and meets at least three times per year in accordance with its charter. All members act independently, are financially literate, have sound business and financial acumen and comply with all other requirements of section 94 of the Act. The committee has unrestricted access to group information falling within the committee's mandate and liaises with management on the information it requires to carry out its responsibilities.

During FY24, four meetings were held. The internal and external auditors, in their respective capacities as auditors to the group, attended and reported at all formal meetings of the committee. Both internal and external auditors have unrestricted access to the committee through the chair as well as the opportunity at one meeting per year to report to the committee in the absence of management. The chairperson of the board, group CEO, group CFO and group deputy CFO, group company secretary and group general counsel, while not members, attend committee meetings by invitation.

The names of the members who were in office during FY24, and up to the date of this report, and the details of the committee meetings attended by each of the members are reflected below.

| Name | Qualifications | Attendance | Category |
|---|---|---|---|
| L Stephens | BBSc, BCom (Hons), CA(SA), CD(SA) | 4/4 | Independent non-executive (chair) |
| CM Sabwa | BCom (Accounting), CPA(K) | 4/4 | Independent non-executive |
| E Masilela* | BSocSci (Economics and statistics) and MSc (Economic Policy and Analysis) | 4/4 | Independent non-executive |
| JH du Preez | CA(SA), CD(SA) | 4/4 | Independent non-executive |

* *Following his appointment as chair of the board, E Masilela stepped down as a member of the audit committee with effect from 23 April 2024*

The board and the nomination committee unanimously recommend to shareholders at the Annual General Meeting (AGM) that the current committee members, excluding E Masilela, be re-elected.

## Responsibilities

The committee has adopted formal terms of reference, delegated by the board of directors, as set out in its charter.

The committee has discharged its responsibilities in terms of its charter and ascribed to it in terms of the Act through the performance of the following:

### Financial controls

- Review and approve for presentation to and approval by the board, the consolidated annual/summary/abridged financial statements, integrated annual reports, interim and preliminary reports, long form and short form financial results announcements, and any other group press releases with material financial or internal control impacts. These reviews included:
  - > taking appropriate steps to ensure the consolidated annual and interim financial statements were prepared in accordance with IFRS Accounting Standards and in the manner required by the Act.

- > considering and, when appropriate, making recommendations on internal financial controls.
  - > dealing with concerns or complaints on accounting policies, internal audit, the auditing or content of the consolidated annual and interim financial statements, and internal financial controls.
  - > reviewing key audit matters raised by the external auditor and management's response thereto.
  - > reviewing legal matters that could have a significant impact on the consolidated annual financial statements.
  - > compiling a report to be inserted in the consolidated annual financial statements, describing how the audit committee carried out its functions.
- Disclose in the integrated annual report significant matters that the audit committee has considered in relation to the consolidated annual financial statements, and how these were addressed by management.
- Reviewed the ability of the group to continue as a going concern, including the group's dividend recommendation and an analysis of the group's liquidity and solvency and recommend it to the board for approval.

## External Auditor

- Receive all audit reports directly from the external auditor.
- Annually review the external auditor's performance and disclose the committee's views on the quality of the external audit, with reference to audit quality indicators such as those that may be included in inspection reports issued by external audit regulators.
- Evaluate the lead partner of the external auditor, Charles Edgar Trollope, who will be subject to rotation as required by regulations
- Present the committee's conclusions on the external auditor to the board, preceding the annual request to shareholders to approve the appointment of the external auditor.
- Approve the external auditor's terms of engagement and remuneration.
- Evaluate and provide commentary on the external auditor's audit plans, scope of findings, identified issues and reports.
- Develop a policy for the board to approve non-audit services performed by the external auditor. Approve non-audit services provided by the external auditor in accordance with this policy.
- Present the committee's conclusions in respect of the nomination for appointment as external auditors to the MultiChoice Group Limited (MCG) board and consideration of audit firm rotation as required by applicable regulations, preceding the annual request to MCG shareholders to approve the appointment of the external auditors.

## Internal Audit

- Approve and recommend to the board for approval, the internal audit charter, which must be reviewed periodically.
- Oversee the internal audit function and assist the board in fulfilling the following responsibilities:
  - > set the direction for internal audit arrangements needed to provide objective and relevant assurance, thereby contributing to the effectiveness of governance, risk management and control processes.
  - > ensure that arrangements for internal audit provide for the necessary skills and resources to address the complexity and volume of risk faced by the group, and that internal audit is supplemented as required by specialists.
  - > confirm the appointment of the head of the group's internal audit function and periodically review his/her performance.
  - > monitor that internal audit follows an approved risk-based internal audit plan, review the organisational risk profile regularly, and propose adaptations to the internal audit plan accordingly.
  - > ensure internal audit provides a statement annually as to the effectiveness of the group's governance, risk management and control processes.
  - > ensure the internal audit function is subject to an external, independent quality review every four years.
  - > obtain confirmation annually from the head of the group's internal audit function that internal audit conforms to a recognised industry code of ethics and internal auditing standards.
  - > review internal audit and the risk committee's reports to the audit committee.

## Combined Assurance

- Ensure that the arrangements for assurance services are effective in achieving the following objectives:
  - > enabling an effective internal control environment,
  - > supporting the integrity of information used for internal decision-making by management, the board and its committees, and
  - > supporting the integrity of external reports.
- Ensure a combined assurance model is applied which incorporates and optimises the various assurance services and functions so that, taken as a whole, they support the objectives of assurance.
- Ensure that the combined assurance model is designed and implemented to effectively cover the group's significant risks and material matters through a combination of assurance service providers and functions as is appropriate for the group.
- Disclose in the integrated annual report the arrangements in place for combined assurance and the committee's views on its effectiveness.

## Other matters

- Review procedures to ensure that the listing requirements of the Johannesburg Stock Exchange (JSE) are complied with.
- Review practices with reference to the King IV™ Code on Corporate Governance and make specific disclosures recommended by the code.
- Monitor compliance with board-approved group levels of authority.
- Establish procedures for the receipt, retention and treatment of complaints received on accounting, internal control, auditing matters, risk management and management of other fraudulent activities, including procedures for confidential, anonymous reporting by employees.
- Annually evaluate the performance and appropriateness of the expertise and experience of the chief financial officer and the finance function and disclose the results in the integrated annual report.
- Evaluate the effectiveness of risk management, financial controls and governance processes.
- Review audit committee reports and charters of all major subsidiaries, as well as their annual assessment of charter compliance.
- Review the JSE Limited's report on the proactive monitoring of consolidated annual financial statements, as well as other JSE Limited communications directed at audit committees, and ensure correct application in the group's reported financial information.

## Key areas of focus during FY24

The committee's key focus areas during the year included:

- discharging its functions in terms of its charter.
- assessing the impact of changes to accounting standards and the JSE Listings Requirements.
- reviewing implementation of King IV™ recommendations.
- review of material group programme updates.
- focusing regularly on the group's working capital requirements and ensuring that the group continues to operate as a going concern.

- review of the group's treasury risks including illiquid cash, foreign exchange and counterparty risk management.
- oversight and conclusion of the group's audit firm rotation process.
- reviewing at each meeting the accounting for taxation provisions and contingencies.
- reviewing at each meeting the schedule of non-audit services provided by external audit and ensuring compliance with the group policy.
- reviewing financial trading updates prior to release on the SENS.

## Financial statement reporting issues

The committee's main responsibility in relation to the group's financial reporting is to review, with both management and the external auditor, the appropriateness of the consolidated annual and interim financial statements with its primary focus being on:

- the quality and acceptability of accounting policies and practices,
- material areas where significant judgements have been made, along with any significant assumptions or estimates, or where significant issues have been discussed with or challenged by the external auditor, and
- an assessment of whether the consolidated annual and interim financial statements, taken as a whole, are fair and balanced.

The significant judgements, issues and conclusions reached, or actions taken by the committee in relation to the FY24 consolidated annual financial statements are outlined below.

Each of the matters were discussed with the external auditor and, where appropriate, have been addressed as key audit matters in the report on the audit of the consolidated annual financial statements on pages 20 to 26.

| Key audit matter description | How the audit committee addressed the matter |
|---|---|
| **KingMakers valuation** | |
| During our 31 March 2024 year-end audit, MultiChoice's equity accounted investment in Blue Lake Ventures ("KingMakers") was subject to an impairment assessment in accordance with *IAS 36 – Impairment of Assets*. The assessment was triggered by a significant downturn in economic indicators, most notably the depreciation of the Nigerian Naira. This led to an indicator of a decrease in the investment's value, which could result in an impairment loss.<br><br>The company's investment in KingMakers of ZAR4.3bn as at 31 March 2024 represents 10% of total assets.<br><br>The determination of the recoverable amount of the Group's investment in KingMakers relies on the judgement applied and key assumptions made by management in assessing the impact of the Nigerian Naira depreciation on the discounted future cashflows and the judgements applied by management in assessing the discounted future cashflows from the recently launched South African operations.<br><br>The impairment assessment of the investment is based on the difference between the fair value of the investment and the carrying amount at year-end, determined through a sum of the parts fair value valuation model. The following inputs were included:<br>• The discounted cash flows within the valuation model include, the approved and revised budgeted and forecasted 10-year stakes, market and entity growth rates, gross gaming revenues, bonuses and operating cost assumptions, amongst others, of the underlying entities that make up the consolidated Blue Lake Ventures results; and<br>• The growth and discount rates applied in the model consider market, country, sector and entity-specific risks and growth rates, and a combined marketability and minority interest discount is also applied.<br><br>Due to the significant judgements applied and key assumptions made by management in determining the recoverable amount of the Group's investment in KingMakers, this was considered a key audit matter.<br><br>Refer to note 24: Investments in associates and joint venture | This reporting matter was addressed by the audit committee as follows:<br>• Discussion around management's valuation, including the disclosures in the consolidated financial statements around significant management judgements;<br>• Reliance on the review outcomes from management's independent valuation expert and KingMakers management;<br>• Review of the external auditors report, specifically the areas dealing with the work performed around the KingMakers valuation;<br>• Challenging the key impairment indicators and their alignment to the committee's understanding of the group.<br><br>Consequently, the audit committee was satisfied with the approach adopted in the consolidated annual financial statements and the fact that no impairment of KingMakers was necessary. |

| Key audit matter description | How the audit committee addressed the matter |
|---|---|
| **Showmax minority sale to Comcast** | |
| The MultiChoice Group entered into an agreement with Comcast Corporation, through its fully owned subsidiary, NBCUniversal Media. The transaction required significant internal restructuring within the business which resulted in the incorporation of the Showmax holding company (Showmax Africa Holdings Limited) in the United Kingdom. The Showmax Africa Holdings Group consists of Showmax SA, incorporated in South Africa and M-SAT, incorporated in Nigeria. The transaction also resulted in various new agreements being concluded within the Group.<br><br>The transaction resulted in the sale of 30% of Showmax Africa Holdings to NBCUniversal Media for a consideration of ZAR536m. The agreement also stipulates that NBCUniversal Media has the right to sell their 30% stake back to the MultiChoice Group at the end of a 7 year period after launch, which resulted in a put option liability amounting to ZAR3.0bn which has been recognised against equity.<br><br>In line with the legal and contractual terms of the agreement, management determined the Comcast transaction effective date to be on 4 April 2023. At this date initial recognition of the put-option liability took place.<br><br>The value of the put option liability was determined through a discounted cashflow valuation model. Management's model included the following areas of judgement and estimation:<br>• The forecast revenue growth rates in South Africa and Rest of Africa based on forecast subscriber growth, forecast foreign currency impact on the USD valuation model due to local currency billing, cost assumptions, blended effective tax rates for South Africa and Rest of Africa and the weighted average cost of capital.<br>• The growth and tax rates applied in the model include market, country, sector and entity-specific risk adjustments.<br><br>The transaction has complex accounting implications, and the valuation of the put option liability includes significant judgement and assumptions applied by management.<br><br>Significant time has been spent by the audit team and specialist teams (valuations and technical accounting) in assessing the contractual terms and conditions, accounting treatment of the agreement and the valuation of the put option and therefore we consider the transaction to be a key audit matter.<br><br>Refer to note 23: Investment in subsidiaries and note 30: fair value of financial instructions. | This reporting matter was addressed by the audit committee as follows:<br>• Reliance on the accounting technical paper prepared by an independent technical accounting expert;<br>• Reliance on the review outcomes from management's independent valuation expert;<br>• Discussion around management's put option valuation, including the disclosures in the consolidated financial statements around significant management judgements;<br>• Review of the external auditors report, specifically the areas dealing with the work performed around the Showmax valuation.<br><br>Consequently, the audit committee was satisfied with the approach adopted in the consolidated annual financial statements including the valuation of the put option liability. |

## Other reporting matters

The committee has reviewed and is satisfied with the adequacy and effectiveness of accounting policies, financial and other internal control systems, and the financial reporting processes which are operating effectively.

## Internal audit

The committee is responsible for ensuring that the group's internal audit function is independent and has the necessary resources, standing and authority in the group to discharge its duties.

The committee oversees cooperation between internal and external auditors and serves as a link between the board of directors and these functions. The group's head of internal audit reports functionally to the chair of the committee and administratively to the group CFO. An assessment of the effectiveness of the internal audit function, as well as the head of internal audit, is performed annually by the committee. Based on the assessment, the committee is of the opinion that the internal audit function, as well as the head of internal audit, are effective.

## Effectiveness of the group's internal financial controls

The committee reports to the board that it is of the opinion that, based on enquiries made and the reports from the internal and external auditors on findings from the audit of the consolidated annual financial statements, the risk management processes and systems of internal control of the group were effective for the year under review. No material weaknesses in financial controls of the group were reported for the year under review.

## Independence and effectiveness of the external auditor

Ernst & Young Inc. (EY) was the appointed auditor of the group for FY24. The committee believes that EY has observed the highest level of business and professional ethics. The committee is satisfied that EY has, at all times, acted with unimpaired independence.

Details of fees paid to EY are disclosed in note 6 to the consolidated annual financial statements. All non-audit services provided by EY were approved by the committee during the current financial year in accordance with the board-approved policy on non-audit services performed by the external auditor. The audit committee approved the provision of non-audit services that it believes are routine and recurring services that would not impair the independence of EY and are consistent with the principles of the Code of Professional Conduct set by the Independent Regulatory Board for Auditors. Approved services included general consulting advice and tax consulting advice such as tax compliance. Services approved for FY24 amounted to ZAR1.4m (FY23: ZARnil) for tax consulting and ZAR1.9m (FY23: ZARnil) for other services.

During FY24, the committee reviewed representations by EY and, after conducting its own review, confirmed the independence of EY. The quality of the external audit for FY24 was reviewed, focusing on a range of factors considered relevant to audit quality and feedback from EY on their performance against their own objectives. Based on this review, the committee concluded the external audit to be satisfactory.

The partner responsible for the audit is required to rotate every five years. Charles Edgar Trollope has been the audit partner for the last financial year.

The committee, in accordance with paragraph 3.84(g)(iii) of the JSE Listings Requirements, confirms that it assessed the suitability of EY and the designated auditor, Charles Edgar Trollope. The committee, as part of its assessment, requested and reviewed the information detailed in paragraph 3.84(g)(iii) of the JSE Listings Requirements from the external auditor.

## Recommended external auditor for FY25

The committee recommends the reappointment of EY as the external auditor for the group, noting the designated auditor as Charles Edgar Trollope, at the next AGM.

## Confidential meetings

Audit committee agendas provide for confidential meetings between committee members and the internal and external auditors, separately and independently from management.

## Expertise and experience of the group's CFO and the finance function

As required by the King IV™ principle 8 practice 59.f and the JSE Limited Listings Requirements 3.84(g), the audit committee has satisfied itself that the group CFO has the appropriate expertise and experience. In addition, the committee satisfied itself that the composition, experience and skills set of the finance function met the group's requirements. Based on an assessment performed annually, the committee is of the opinion that the finance function, as well as the CFO, is effective.

## Combined assurance

The board does not only rely on the adequacy of the embedded internal control process in the business but considers reports on the effectiveness of risk management activities from the risk committee. The committee ensures that the assurance functions of management as well as internal and external audit are sufficiently integrated and is satisfied that these together are effective for combined assurance. The board obtains assurance through the following:

- Senior management and the risk committee considers the group's risk strategy and policy, along with the effectiveness and efficiency thereof. The risk committee also considers the adequacy of risk management strategies, systems of internal control, risk profiles and legal compliance. The audit committee receives assurance from the risk committee that risk management activities are sufficient and effective.
- Information technology governance is assessed by the committee through reporting at each meeting from the group chief information officer.
- The annual renewal of insurance (including directors' and officers' insurance) is specifically considered together with risk management and the group's external insurance consultants.
- The committee considers the systems of internal control, reviews internal audit reports, and reviews the independence of the auditor, the extent and nature of audit engagements, the scope of work and the external audit reports and findings.
- This committee also reviews the level of disclosure in the consolidated annual financial statements and the appropriateness of accounting policies adopted by management and jointly with the risk committee considers material issues of fraud and reporting on fraud.
- The board reviews the performance of the committee against its charter.

The chair of the committee reports to the board at the board meeting following each committee meeting on matters addressed by the committee at its last meeting.

## Discharge of responsibilities

The committee determined that, during FY24, it had discharged its legal and other responsibilities as outlined in terms of its charter, details of which are included in the full corporate governance report at www.multichoice.com. The board concurred with this assessment.

## Key focus areas going forward

The committee's key focus areas for the next financial year include:

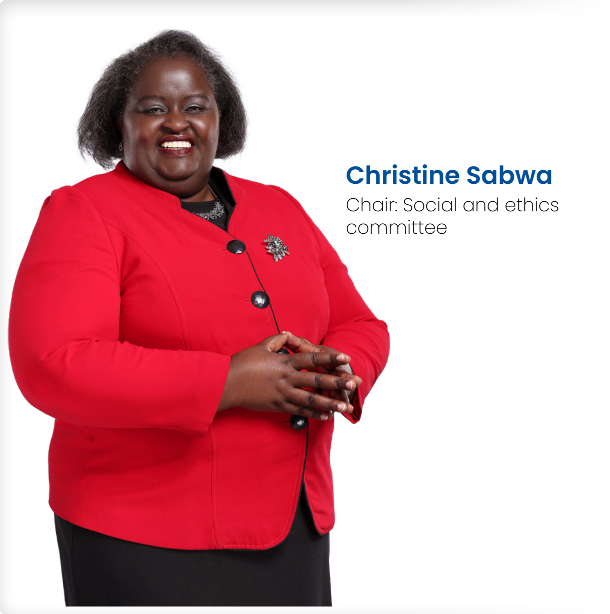
- Discharging its functions in terms of its charter.
- Focusing regularly on the group's working capital requirements and ensuring that the group continues to operate as a going concern.
- Review of the group's treasury risks including foreign exchange and hedging practice, liquidity, management of debt and covenants and counterparty risk management.
- Monitoring the performance and audit quality of external auditors.
- Reviewing at each meeting the management of tax matters together with the accounting for taxation provisions and contingencies.
- Reviewing at each meeting the schedule of non-audit services provided by external audit and ensuring compliance with the group policy.
- Review of material group programme updates including internal audit's assurance assessment thereof.
- Review internal audit updates and any control matters arising from internal audit reviews, including remediation plans from management.
- Review and approve, where necessary, any related party transactions.
- Review of the accounting treatment and financial statement disclosures for any material transactions.

**Louisa Stephens**
*Chair: Audit committee*

12 June 2024

# Social and ethics committee report

**The social and ethics committee (SEC or committee) is a standing committee of the MultiChoice Group board of directors and is constituted in terms of the Companies Act. In accordance with the Companies Act and King IV, the committee presents this report for the financial year ended 31 March 2024 (the reporting period) to stakeholders.**



**Christine Sabwa**
Chair: Social and ethics committee

## Committee members and meeting attendance

In line with best practice, the majority of committee members are non-executive directors. The CEO, Calvo Mawela and the CFO, Tim Jacobs, are members of the committee. The board chair and relevant management attend committee meetings by invitation. In terms of its charter, the committee must meet at least biannually, prior to scheduled meetings of the board. The committee met four times during the reporting period.

The SEC committee's composition and meeting attendance for the reporting period are as follows:

| Name | Attendance |
|---|---|
| Christine Sabwa (chair) | 4/4 |
| Adv Kgomotso Moroka SC | 4/4 |
| Dr Fatai Sanusi | 4/4 |
| Calvo Mawela | 4/4 |
| Tim Jacobs | 4/4 |

100% overall committee attendance rate

## Roles, responsibilities and functioning

The primary purpose of the SEC is to oversee the group's activities regarding sustainable social and economic development initiatives, including CSI, consumer relationships, labour and employment, the promotion of equality, and ethics management (including monitoring forensic investigation matters). The SEC assists the board with monitoring the group's actions and impacts on its stakeholders, including customers, employees, suppliers, shareholders, governments and regulators, and the societies where we operate.

The committee is responsible for ensuring and monitoring compliance with all applicable laws and relevant codes and standards relating to BBBEE, employment equity, environmental management, health and safety, corporate social responsibility, consumer relationships and human resources.

**Additional responsibilities of this committee include:**

- Reviewing, at least every third year, the strategies and policies of the group designed to achieve responsible corporate citizenship;
- Reviewing and approving the group's code of ethics and stakeholder management processes; and
- Reporting to shareholders as required in terms of the Companies Act.

# Social and ethics committee report continued

**Key activities during the reporting period included:**

- Embedding and monitoring compliance with the group's code of ethics and conduct, related management processes and the organisational culture that supports ethical conduct;
- Monitoring whistleblowing and internal speak-ups across the group;
- Monitoring the group's reputational risks and current reputational standing;
- Monitoring the group's transformation (including employment equity and BBBEE verification) and CSI programmes;
- Monitoring the group's sustainable development initiatives (such as the group's environmental programmes) and consumer relationships (including data privacy programmes, compliance with laws and customer satisfaction surveys);
- Evaluating the group's performance in relation to human rights, health and safety and other labour practices;
- Assessing the group's actions in relation to the 10 principles of the United Nations Global Compact (UNGC) – while the MultiChoice Group is not a signatory to the UNGC, it has adopted the 10 principles and monitors compliance against these principles in the areas of human rights, labour, anti-bribery, anti-corruption and the environment;
- Reviewing the group's compliance with its legal compliance frameworks; and
- Monitoring the group's stakeholder engagement processes, stakeholder issues and management responses.

## Future focus areas

Looking ahead, the committee will continue focusing on discharging its responsibilities in terms of its charter and entrenching reporting mechanisms to enhance oversight. Further, the committee will continue to monitor and enhance its corporate citizenship policies and processes.

## Discharge of the committee's responsibilities

With operations across the African continent, the MultiChoice Group understands its social and legal licence to operate depends on the value the business creates for its stakeholders and how it conducts itself. The group's integrated annual report, published annually, demonstrates its commitment to be, and be seen as, a responsible corporate citizen. The integrated annual report also details the value created for each of our stakeholders, the topical issues raised by them and how we addressed these concerns.

We direct the group's stakeholders to the integrated annual report for a holistic understanding of how the business supports sustainable and responsible value creation, specifically the "Creating value", "Sustaining value" and "Governance" chapters of the integrated report.

The committee is satisfied that it has fulfilled its mandate, as set out in Regulation 43 of the Companies Act and in its charter.

As chair of the committee, Christine Sabwa will be available at the group's annual general meeting to be held on 28 August 2024 to respond to any enquiries regarding the statutory obligations of the committee.

**Christine Sabwa**
*Chair: Social and ethics committee*

12 June 2024

# Remuneration report

**In alignment with the requirements of King IV, our remuneration report is divided into three parts**

**1 Chair's letter and background statement**
The Chair's letter and background statement provides context around performance and how this influenced our remuneration decisions

**2 The remuneration policy**
The remuneration policy is a forward-looking section that provides an overview of our remuneration philosophy and policy

**3 The implementation report**
The implementation report is a backward-looking section that discloses the remuneration and performance outcomes of the executive directors based on the FY24 remuneration policy

## Chair's letter and background statement

**Jim Volkwyn**
Outgoing chair of the remuneration committee

### Dear shareholder,

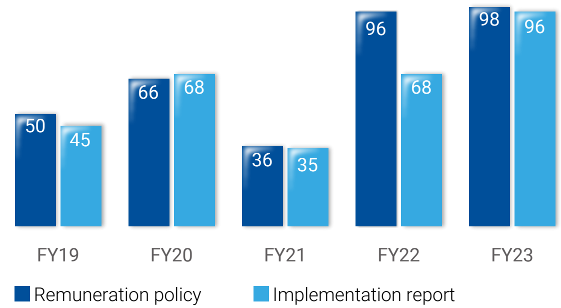
On behalf of the remuneration committee, I am pleased to present our FY24 remuneration report for the MultiChoice Group.

I would like to thank my fellow committee members for their input and our investors for their constructive engagement provided over the years. This open dialogue, together with the changes that followed as a result, has allowed us to obtain the highest level of shareholder support for our remuneration policy and its implementation since listing at the FY23 AGM.

We appreciate the continuous advice from Bowman Gilfillan as the independent adviser to the remuneration committee, which is objective and independent.

As my last year as chair of the remuneration committee, I would like to thank my fellow committee members, Adv Kgomotso Moroka, James du Preez and Debbie Klein for their valuable contributions during the year and wish Debbie all the best as she takes over the role as chair of the remuneration committee.

**Shareholder voting outcomes (%)**




### Key focus areas and decisions taken during FY24

The remuneration committee met four times and is satisfied that it achieved its objectives and complied with its statutory duties. The following key decisions were made:

- Approved the executive committee goals and targets for FY25
- Approved the executive committee FY23 bonus, and FY24 salary increases and share awards
- Approved the non-executive director fees
- Approved the salary increases, bonuses and share awards for all employees
- Approved the PSU, Showmax, Irdeto and PPS measures and targets

## FY24 in review

### Short-term incentives

FY24 has seen a marked weakening of the economic conditions in the majority of the group's markets, including South Africa. This included the material depreciation of certain currencies, general consumer weakness as a result of elevated inflation and high interest rates, as well as power disruptions across several key markets. Nonetheless, as a result of management's interventions, the group was able to deliver on its earnings and free cash flow targets for the year.

FY24 STI outcome

**75.7%**

**Financial metrics**

Revenue
**R56bn**
Target missed

Core HEPS
**R5.15**
Stretch achieved

Free Cash Flow
**R589m**
Stretch achieved

**Subscriber metrics**

South Africa
**(409)**[1]
Target missed

Rest of Africa
**(1 212k)**
Target missed

Showmax
**4% above**
Target achieved

[1] *Excluding the Surprise and Delight promotional campaign*

The committee firmly believes that the outcome of the FY24 STIs is aligned with the financial performance delivered to shareholders. Further details are outlined on page 51.

The table below provides a summary of performance against targets over the past few years.

| Historic STI award outcomes | FY20 | FY21 | FY22 | FY23 |
|---|---|---|---|---|
| Revenue | 🔴 | 🟢 | 🟢 | 🟢 |
| Core headline earnings | 🟡 | 🟢 | 🟢 | 🟡 |
| Free cash flow | 🟢 | 🟢 | 🟢 | 🔴 |
| Subscriber growth – South Africa | 🔵 | 🟢 | 🔴 | 🔵 |
| Subscriber growth – Rest of Africa | 🔴 | 🟢 | 🟢 | 🟢 |
| Showmax user-base growth | 🟢 | 🟢 | 🟢 | 🔴 |
| Insurance policy growth | N/A | N/A | N/A | 🟢 |

🔴 Missed threshold 🟡 Hit threshold 🔵 Hit target 🟢 Hit stretch

## Fair and responsible pay

We continuously monitor the level of pay for all our employees to ensure it is fair and reasonable. We are aware of pending changes in legislation pertaining to remuneration and governance, which are outlined in the amendments to the South African Companies Act 71 of 2008. As we are supportive of a well-governed, effective remuneration system in South Africa that promotes fair remuneration for all employees (including a living wage for employees which fosters job creation, economic growth and a sustainable economy) we raised concerns during the consultation process in relation to proposed changes that do not promote or achieve these aims. In our view, further clarity is required on the proposed amendments, and we are eagerly awaiting a positive outcome and for the changes to be signed into law before implementing any changes ourselves.

In support of our commitment to fair and responsible pay, the following highlights relating to salary increases in FY24 are noted.

Salary increases to non-management were almost **2 times** that given to management

On average ACI females received salary increases of **19%** more compared to white males

Our lowest salary is almost **3 times** the current minimum wage set by government

Over and above salary, STI and LTI, we paid out **R72m** in various vouchers and allowances to all employees

We invested **R168m** in bursaries and training courses to employees

We are proud of the suite of benefits offered to our employees (detailed on page 46).

## Shareholder engagement

To drive future value creation for shareholders, the MultiChoice business strategy is to grow the core video entertainment business and to build a broader ecosystem of technology-driven consumer services.

Given the high level of shareholder support in FY23 for our remuneration policy, our focus in FY24 has been on enhancing our disclosures to demonstrate our commitment to continuous improvement and to align with current market best practice where possible.

Specific issues raised during our interaction with shareholders and our actions to address them were as follows:

| Shareholder issue | Our response |
|---|---|
| Exclusion of cash remittance losses in Nigeria from the definition of core headline earnings (CHE), which impacts both STIs and LTIs | The MCG Audit Committee has amended the definition of CHE to include an adjusted CHE (ACHE) metric that includes gains/losses on cash remittances from RoA countries. This change will be applicable from 1 April 2024 for all STI and LTI awards. No changes will be made retrospectively to the historic awards issued before this date. The performance targets have been updated in line with the new definition as shown on page 47. |
| Appropriateness of including revenue growth as the only metric for measuring investment growth | We continue using revenue growth as the measure for the investment growth target. However, we have included additional disclosure on page 44 so that shareholders can easily make the link between revenue growth, the PPS scheme, profitable growth through scale, as well as achieving positive operating leverage and ultimately acceptable returns on the capital which was invested upfront to drive scale. |
| Inclusion of Nigeria cash remittance metrics in both STIs and LTIs | The Nigeria cash remittance metric will be removed from future LTI awards, but it remains embedded in existing LTIs until FY26. This metric will however be retained for the foreseeable future in the personal STI goals of select executives at a 20% weighting to ensure sufficient focus on this critical element for the business. |
| Inclusion of company-specific ESG targets which are too focused on local content and not clearly linked to CSI initiatives | Additional disclosure has been included on page 44 to clearly show the link between CSI initiatives and our ESG metrics. We have also added a metric linked to our investment into sports development through our sports and enterprise trusts. |
| Unclear what is the impact of impairments (e.g. Kingmakers in FY23) on executives' LTIs | Additional disclosure and narrative on the PPS scheme have been included on page 44 to outline the impact of elements such as impairments on executive incentives. |
| Limited disclosure in relation to pay gap ratios | We continuously monitor pay gap ratios within the organisation and will await the final Companies Amendment Bill before implementing changes to our disclosure. Specific highlights have been outlined on page 108 relating to fair and responsible pay. |
| Likelihood of executives achieving the Minimum Shareholding Requirements (MSR) and implications should requirements not be met | As disclosed on pages 52 and 54, all executive directors have met their MSR targets. (Note: the remedy for non-compliance is for future LTI vestings to automatically be pledged until the MSR targets are met). |

## Long-term incentives

### Nigeria cash remittance metric

In response to feedback received during our various shareholder engagements, which highlighted that Nigeria cash remittance measures are captured in LTI, STI and core HEPS, the remuneration committee decided to remove the metric as an LTI metric going forward. The metric will remain as part of personal STI goals for select key executives at a minimum of 20% weighting to ensure sufficient focus.

The Nigeria cash extraction metric weighting of 10% will be reallocated to the free cash flow ratio metric in line with our key business and strategic focus.

### Investment growth metric

In order to deliver appropriate returns over time on capital deployed, it is critically important for new businesses to gain the required amount of traction, scale and market leadership as quickly as possible. To ensure the required momentum is achieved, an investment growth metric (measured by revenue growth over a three-year period) was introduced for Showmax in FY23.

Revenue was selected as the preferred metric as the top line is typically the first indication of commercial success/traction for a new business. Once these growth companies start to generate profit as a result of their revenue generation, their performance will be measured by including them in the group's adjusted core headline earnings per share metric and they will no longer be included in investment growth metric.

In addition to the investment growth metric, performance in the case of Showmax is also linked to the Showmax Share Scheme. Implemented in FY23, its aim is to align the long-term remuneration of key management with the long-term performance targets of the new Showmax business to ensure the delivery of results that are critical to the group's overall performance. The Showmax performance measures include not only revenue, but also EBITDA, free cash flow and the subscriber base.

For executive directors of MultiChoice, their 25% allocation of awards relating to new growth opportunities will be a blend between the Showmax scheme (10%) and the PPS scheme (15%).

### ESG metrics

We believe that our ESG metrics are appropriately aligned with our group strategy pertaining to Environmental, Social, and Governance metrics and are each supported by the following CSI initiatives:

| ESG metric | CSI initiative |
|---|---|
| Investment in family communities – coverage of school sports | Diski Challenge, Player Transition Programme. Let's Play Schools Sports Fields, SuperSport Schools Sports Fields |
| Enhancement of gender diversity in sports coverage | DStv Netball Schools Challenge (including coaching clinics), "Here for Her" campaign |
| Development of black talent | MultiChoice Talent Factory, MultiChoice Bursary Programme |
| Investment in local content | MultiChoice Talent Factory (including Extended cut), Joburg Film Festival, MultiChoice Namibia and Namibia Film Commission in support of women in film, Zanzibar International Film Festival |
| Contribution to sports development | Sports Development Trust and Enterprise Development Trust |

### PPS scheme

The PPS plan provides select executives involved in driving the group's transformative growth strategy with exposure to the value created as a result of the successful implementation of this strategy over time. Participation in the scheme is limited to executives who play a crucial role in the closing and oversight of the relevant investments. Awards vest over a period of five years on a sliding scale in two equal tranches in years four and five.

A key feature of the PPS plan is the particularly stretching performance conditions that are applied. There is no vesting of awards if portfolio returns are at or below 12.5% per annum and full vesting only occurs at superior returns of 25% per annum. The portfolio returns for each award and the unit value of each award are based on the like for like measurement of the portfolio of assets in place on the award date and four or five years later upon vesting.

The returns for the PPS scheme are measured on the growth in portfolio value. The valuations are performed by an independent third party, while the scheme outputs are also verified by our external auditors. The valuation is calculated based on the initial cost of the investment, which is not reduced to include the impact of any impairments, i.e. required returns need to be generated on the initial amounts of capital deployed. Should the third-party valuation be lower than the initial value of an investment, no returns would be realised on such an investment and the executives participating in the scheme will earn zero on their annual share PPS award allocation. Further information on the 2024 PSU performance measures is detailed on page 49.

## FY25 focus areas

Going forward, we will continue our focus to ensure the group delivers on key strategic objectives, including maintained performance of the core business and achieving scale in exciting growth areas such as Showmax 2.0. We will also ensure that our performance measures remain aligned with the business strategy, that management compensation is fair and that our remuneration policy ultimately drives long-term shareholder value creation.

**Jim Volkwyn**
Outgoing chair of the remuneration committee

# The remuneration policy

## Remuneration philosophy

Our remuneration philosophy is informed by the group's strategy and capital allocation process and enables us to achieve our business objectives. Our commitment to pay for performance aligns with the principle of creating long-term value for our shareholders – it drives our remuneration activities and supports the ownership mentality and spirit of entrepreneurship in our teams around the world.

As far as possible, our pay structure is similar across the business and it exceeds the minimum legal requirements in all the jurisdictions in which we operate. We always endeavour to balance the need to compete globally for the best talent with the need to pay fairly and responsibly. When making executive pay decisions, we consider the individual's performance, the business's performance, the complexity of executives' responsibilities, as well as the growth trajectory and lifecycle of the business unit for which the individual is responsible. Our STIs are aimed at rewarding employees for overperformance in a specific year and are typically capped at a percentage of an employee's salary. Our approach to LTIs strives to ensure executives are invested in driving sustainable performance and shareholder value creation over the long term.

## Benchmarking

We strive to be consistent, offering remuneration packages that help attract and retain the best talent in our market. We consider market practices, our business requirements and the calibre of the individual in our recruitment processes. We benchmark our remuneration using the Old Mutual Remchannel Survey in South Africa and the Mercer Total Remuneration Surveys in the Rest of Africa. For executives, who we sometimes recruit globally, we use the LMO Executive Survey and the Willis Towers Watson Executive Survey. In addition, when appropriate, we use bespoke benchmarking using input from our remuneration adviser.

We target our guaranteed salary at the median of the market, with exceptions based on performance and critical skills. For the executive committee, we benchmark remuneration against the same peer group of companies used for the TSR measure, i.e., Vodacom, MTN, Telkom, Shoprite, Clicks, Bidvest, Discovery, Mr Price and TFG. Our approach to performance incentives is to award STIs below the average of our peer group, but for LTI's to be higher than average. This approach ensures that our blended outcome for our executive committee, including both STI and LTI, is aligned with shareholder interests.

## Malus and clawback

We believe inappropriate conduct should not be rewarded. To protect stakeholders against inappropriate conduct by executives, malus and clawback provisions apply to all variable pay (STI and LTI) for the MultiChoice executive committee. These provisions enable us to recover variable remuneration awards made, based on the occurrence of a trigger event caused by the participant, which led to loss or damage incurred by the group.

Trigger events include, but are not limited to:

- The group or any subsidiary's financial statements having been materially restated
- The executive having deliberately misled the group or any subsidiary, the market and/or the group's shareholders regarding the financial performance or position of the group
- The executive's actions brought the group, subsidiary and/or the executive's business unit into significant disrepute
- The executive's actions amounted to gross misconduct or a material error
- The subsidiary or the business unit in which the executive works having suffered a material risk management or compliance failure
- Any other matter which, in the reasonable opinion of the remuneration committee, is required to be considered to comply with prevailing legal and/or regulatory requirements

Malus will be applied prior to the vesting and/or payment of any STI or LTI. Clawback will be applicable for up to three years after the vesting and/or payment of any STI or LTI.

## Remuneration structure

The group's remuneration structure applies to the group's executive directors and key senior executives. To provide a more comprehensive view, policies applicable either to different levels of employee and/or different geographic areas are included where appropriate.

| | | Purpose and calculation | Calculation | Eligibility | Performance measures | On-target and stretch outcomes | Malus and clawback |
|---|---|---|---|---|---|---|---|
| Guaranteed Pay | Salary | Fixed remuneration with consideration given to specific requirements of the role.<br><br>In South Africa, we follow the local market practice of total cost to company (TCTC) remuneration, which comprises a basic salary plus cash and non-cash benefits. Outside of South Africa, we follow the market practice of base salary plus cash and non-cash benefits. Guaranteed pay is reviewed annually and any increases are typically effective from June each year. | Market conditions, group performance, internal comparability, individual experience, performance and level of responsibility within the organisation are taken into consideration and reviewed annually. | All employees | Individual performance | None | Not applicable |
| | Benefits | Benefits and allowances appropriate to the market and contributing to the wellbeing of employees.<br><br>Comprises a suite of competitive employee benefits that vary across countries as per market practice. Examples include:<br>• Bursaries for employees and families<br>• Wellness benefits such as onsite healthcare and counselling, a gym and a concierge service<br>• Work-life balance leave<br>• A closed medical aid scheme and retirement scheme with competitive benefits<br>• An early childhood development allowance and an onsite crèche<br>• Discounts on DStv subscriptions for employees and up to three family members<br>• Discounts on DStv Internet | Not applicable | All employees | Individual performance | None | Not applicable |
| STI | Bonus/short-term incentive | Annual performance-related incentives motivate executives to achieve short-term strategic, financial and non-financial objectives over a one-year performance period. This ensures remuneration is aligned with the annual business performance and drives long-term shareholder value creation.<br><br>Targets are set at a MultiChoice Group level and at segment/business unit/country level and applied to employees within these respective areas.<br><br>The individual performance measures for each executive director are tailored to their roles and responsibilities, which filter down to the employees in those reporting lines.<br><br>The incentive plan is agreed annually in advance and based on targets that are verifiable and aligned with the specific business unit's annual business plan. | All executive directors have an on-target bonus percentage which is used to calculate the bonus. The on-target bonus percentage will differ for employees according to their roles and responsibilities. The calculation to determine the performance outcome is detailed below:<br><br>TCTC/salary<br>X<br>On-target bonus %<br>X<br>Individual performance % 0% to 110%<br>X<br>Company performance % 0% to 120% | All employees subject to performance criteria | The company performance measures and weightings are set out below: (see table below)<br><br>Performance below threshold results in a 0% payment for the specific measure. Between threshold and stretch, we apply linear progression of the payment from 80% to 120%. The outcome of each measure is capped at 120% of the weighting.<br><br>* *Weighted equally between South Africa, Rest of Africa, and Showmax* | The on-target and maximum STI as a percentage of salary are set out in the table below: (see table below) | Malus and clawback provisions are applicable to the MultiChoice executive committee.<br><br>Refer to page 45 for more detail |

| Performance measure | Weighting |
|---|---|
| Revenue | **20%** |
| Adjusted core headline earnings per share | **20%** |
| Free cash flow | **35%** |
| Subscriber growth* | **25%** |

| | On-target | Stretch |
|---|---|---|
| CEO | 80% | 106% |
| CFO | 80% | 106% |

LTI

MultiChoice RSUs and PSUs

| Purpose and calculation | Calculation | Eligibility | Performance measures | On-target and stretch outcomes | Malus and clawback |
|---|---|---|---|---|---|
| An award of MultiChoice Group shares registered to the participants subject to an employment condition (continued tenure).<br>For the executive committee, and key senior management employees, achievement of performance conditions apply. | RSUs vest over four years in two equal tranches in years three and four. RSUs with performance conditions (PSUs) vest 100% after three years<br>Executives' awards are 100% PSUs<br>Quantum of PSU vesting is dependent on the achievement of performance conditions<br>Settlement of the awards takes place on the respective vesting date of the awards and at the Remco's discretion<br>Dividends are not payable on unvested shares | Executives, senior management, and employees with scarce and critical skills are eligible to participate.<br>Executive director awards are split between the following LTI performance plans: | Detailed below. | The annual LTI awards are capped at percentages as set out in the table below: | Malus and clawback provisions are applicable to the MultiChoice executive committee.<br>Refer to page 45 for more detail |

| | PSU | PPS & Showmax |
|---|---|---|
| CEO | 75% | 25% |
| CFO | 75% | 25% |

| | LTI as max % of salary |
|---|---|
| CEO | 215% |
| CFO | 185% |
| Rest of executive committee and select executives | 165% |

The group performance measures for PSU awards and weightings are set out as follows:

| | Weight | Threshold (50% vesting) | Target (75% vesting) | Stretch (100% vesting) | Details |
|---|---|---|---|---|---|
| Adjusted core HEPS growth | 25% | 6% | 8% | 10% | • Growth to be measured over a three-year rolling average based on year end results, on the vesting date in year three, and excludes Showmax and Moment and includes cash extraction losses. |
| Investment growth | 15% | Grow FY24 revenues by a multiple of 4x | Grow FY24 revenues by a multiple of 6x | Grow FY24 revenues by a multiple of 7x | • Growth to be measured after year three based on Showmax FY24 revenue. |
| Free cash flow conversion ratio | 25% | 70% | 74% | 78% | • Conversion ratio is calculated using the formula below and measured on the vesting date in year three: Free Cash Flow (pre-tax)/Trading profit on a three-year cumulative rolling basis (excluding KingMakers and Moment). |
| Total shareholder return | 20% | Median of comparator group | Average of Median and Upper Quartile of comparator group | Upper Quartile of comparator group | • The TSR measure is based on share price growth and dividend yield.<br>• Measured based on three-year compound annual growth rate on the vesting date in year three.<br>• Measured relative to the following comparator group: Vodacom, MTN, Telkom, Shoprite, Clicks, Bidvest, Discovery, Mr Price, TFG. |
| ESG | 15% | Based on a blend of external agency ratings and company-specific measures (on the following page) | | | |

## ESG Metrics

### Investment in family communities – coverage of school sports

Number of active users on the SuperSport Schools App by year three

| Threshold (50% vesting) | Target (75% vesting) | Stretch (100% vesting) |
|---|---|---|
| **1.18m** users | **1.25m** users | **1.31m** users |

### Enhancement of gender diversity in sports coverage

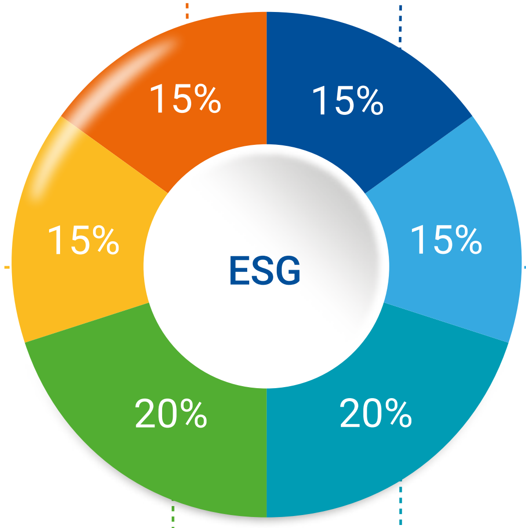
Increase hours of female sport coverage, both live (competitions and non-live (documentaries)

| Threshold (50% vesting) | Target (75% vesting) | Stretch (100% vesting) |
|---|---|---|
| **8.0%** increase | **16.7%** increase | **25.0%** increase |

### Development of black talent

% of total available spend on skills development spent on developing black (BBBEE) talent

| Threshold (50% vesting) | Target (75% vesting) | Stretch (100% vesting) |
|---|---|---|
| **75%** | **80%** | **85%** |




### ESG Rating

Rating by external rating agencies MSCI and Sustainalytics

| Threshold (50% vesting) | Target (75% vesting) | Stretch (100% vesting) |
|---|---|---|
| Achieve the second highest rating available from both SCI (AA rating) and Sustainalytics (low risk) | One rating in the second highest category, and one rating in the highest category | Achieve the top-level rating available from both MSCI (AAA rating) and Sustainalytics (negligible risk) |

### Contribution to sports development

Based on the total cash in the sports and enterprise trusts to be invested over the three year period

| Threshold (50% vesting) | Target (75% vesting) | Stretch (100% vesting) |
|---|---|---|
| **45%** | **50%** | **55%** |

### Investment in local content

Number of local content hours we will broadcast per annum

| Threshold (50% vesting) | Target (75% vesting) | Stretch (100% vesting) |
|---|---|---|
| **6 500** hours | **6 750** hours | **7 000** hours |

| | | Purpose and calculation | Calculation | Eligibility | Performance measures | Malus and clawback |
|---|---|---|---|---|---|---|
| LTI | PPS Plan | A phantom award of value to the participants subject to an employment condition (continued tenure), where the value of the units awarded, at grant and settlement, is based on the value of the underlying portfolio of new investments and performance conditions on a like-for-like basis. | • PPS units vest over five years in two equal tranches in years four and five<br>• Vested units are settled on exercise by delivery of MCG shares, up to the tenth anniversary of the award date<br>• 100% of awards is linked to performance conditions. The returns are measured based on the growth in the portfolio valuation on a like-for-like basis<br>• The portfolio performance is calculated at the date of vesting in year four and in year five | Select executives involved with strategic investments | The value is linked to the value of the portfolio of new investments and will vest 50% in years four and five respectively. The returns are measured based on the growth in portfolio valuations. The minimum vesting performance threshold is 12.5% growth per annum, and 100% vesting is achieved at a growth in the portfolio value of 25% per annum, with linear interpolation between these levels. | Malus and clawback provisions are applicable to the MultiChoice executive committee.<br>Refer to page 45 for more detail |
| | Irdeto RSUs and PSUs | A phantom award of value to the participants is subject to an employment condition (continued tenure).<br>For the Irdeto executive committee, achievement of performance conditions apply. No awards are made to MultiChoice Group executive directors. | • RSUs vest over four years – awards vest in two equal tranches in years three and four<br>• PSUs vest 100% after three years<br>• Irdeto executives' awards are 100% PSUs and split 60:40 between Irdeto PSUs and MCG PSUs<br>• The quantum of PSU vesting is dependent on achievement of performance conditions<br>• Settlement of the awards will take place on exercise by delivery of MCG shares, up to the expiry date four years post vesting | Irdeto employees | Performance measures and weightings are set out below:<br>Performance measure – Weighting<br>Revenue – **20%**<br>EBITDA – **40%**<br>Free cash flow – **40%** | Malus and clawback provisions are applicable to the MultiChoice executive committee.<br>Refer to page 45 for more detail |
| | Showmax RSUs and PSUs | A phantom award of value to the participants is subject to an employment condition (continued tenure).<br>For the Showmax executive committee, achievement of performance conditions applies. | • RSUs vest over four years; awards vest in two equal tranches in years three and four<br>• PSUs vest 100% after three years<br>• Holding period of seven years post-vesting<br>• Showmax executives' awards are split 70:30 between Showmax PSUs and MCG PSUs<br>• The quantum of PSU vesting is dependent on achievement of performance conditions<br>• Settlement of the awards will take place on exercise by delivery of MCG shares, up to the expiry date seven years post-vesting. | Showmax employees and select executives involved in the delivery of results of the business | Performance measures and weightings are set out below:<br>Performance measure – Weighting<br>Revenue – **25%**<br>EBITDA – **25%**<br>Free cash flow – **25%**<br>Subscriber base – **25%** | Malus and clawback provisions are applicable to the MultiChoice executive committee.<br>Refer to page 45 for more detail |

## Service contracts

Executives' service contracts comply with terms and conditions of employment in the jurisdiction where they are employed. Executives' contracts do not contain guaranteed payments on termination. Details of the date of appointment and relevant notice period for executive directors are set out in the table below:

| | CP Mawela | TN Jacobs |
|---|---|---|
| Date of appointment in the current role | 1/11/2018 | 1/11/2018 |
| Notice period | 6 months | 6 months |
| Restraint period | 12 months | 6 months |

## Recruitment policy

On the appointment of a new executive, the individual's package will typically be in line with the principles as outlined on page 46. To facilitate recruitment, it may be necessary to compensate for remuneration forfeited on exiting the previous employer. This will be considered on a case-by-case basis and may comprise cash and/or shares.

## Termination policy

Payments in lieu of notice may be made to executives for the unexpired portion of the notice period. On cessation of employment, there is no automatic entitlement to an annual performance-related incentive (bonus). However, the committee retains the discretion to award a bonus to a leaver during the financial year considering the circumstances of their departure. Termination provisions related to LTI plans are as follows:

| | LTI termination provisions |
|---|---|
| Death, ill health, disability or another event approved at the board's discretion | All unvested awards will be accelerated and fully vest on the date of termination of employment. If applicable, the outcomes of PSUs and PPS thresholds will be reviewed by the remuneration committee on a case-by-case basis. |
| Redundancy or termination as a result of a business disposal or change of control/jurisdictional issue or retirement | Vesting of the awards will be accelerated on a pro rata basis. However, the pro rata portion will only be applicable to the next upcoming vesting portion. If applicable, the outcomes of PSU and PPS thresholds will be reviewed by the remuneration committee on a case-by-case basis. |
| For other causes | All unvested awards will lapse. |

## Minimum shareholding requirement

To encourage individual shareholding in the group and to align with shareholders' interests, the following minimum shareholding is required for all 12 members of the executive committee. To allow time for the executives to build up a shareholding in the MultiChoice Group, these MSR requirements are to be met by July 2024 for current executives. The timeframe for new executive committee members to reach the MSR is five years from the date of appointment.

| | MSR as a % of salary |
|---|---|
| CEO | 300% |
| CFO | 200% |
| Executive committee | 100% |

Members of the executive committee can pledge LTI awards (by placing the shares in escrow) to ensure the shareholding requirements are met.

## Remuneration policy applicable to non-executive directors

### Terms of appointment

The board has clear procedures for the appointment and orientation of directors, and annual self-evaluations are completed by the board and its committees. The nomination committee periodically assesses the skills and diversity represented on the board and determines whether these meet the group's needs. Directors are invited to give their input in identifying potential candidates. Members of the nominations committee propose suitable candidates for consideration by the board and a fit-and-proper evaluation is performed for each candidate before they are considered/appointed.

### Retirement and re-election of non-executive directors

All non-executive directors are subject to retirement and re-election by shareholders every three years. Additionally, non-executive directors are subject to election by shareholders at the first suitable opportunity for interim appointments. The names of non-executive directors submitted for election or re-election are accompanied by brief biographical details to enable shareholders to make an informed decision on their election. The reappointment of non-executive directors is not automatic.

### Setting non-executive directors' fees

The fee structure for non-executive directors is designed to ensure we attract, retain and appropriately compensate a diverse and experienced board. Non-executive directors receive an annual fee as opposed to a fee per meeting, which recognises their ongoing responsibility to ensure effective governance of the group. Remuneration is reviewed annually and is not linked to the group's share price or performance. Non-executive directors do not qualify for share allocations under the group's incentive schemes. A comprehensive benchmarking exercise is performed using PwC's non-executive director surveys and this is tabled annually for consideration by the remuneration committee and the board to determine what the proposed directors and committees' fees should be.

Directors on the MultiChoice Group board have cross-membership on the group's major subsidiary boards: MultiChoice South Africa Holdings Proprietary Limited, MultiChoice South Africa Proprietary Limited and Showmax Africa Holdings Limited. Non-executive directors with such cross-memberships receive a single fee at a MultiChoice Group level.

## Non-binding advisory vote on remuneration policy

The remuneration policy, as set out above (Part 2), will be subject to a non-binding advisory vote by shareholders at the AGM on 27 August 2024. In the case that we do not achieve a vote of 75% or more in favour of our policy, we will engage with our various investors as required by King IV.

# The implementation report

**This section explains how the remuneration policy was implemented in the reporting year and reflects the resulting payments each director received (backward looking). All decisions in relation to executive remuneration were made in line with our remuneration policy for this financial year.**

## Salary adjustments

The committee approved a 4% salary increase in FY24 for all employees in South Africa. This was determined through a collective bargaining process. Increases in other countries varied based on economic conditions, inflation, market trends and internal comparability.

## Short-term incentives

### FY24 group/financial goals

In this section, we outline the actual STI outcomes for each financial performance measure relative to the target set at the beginning of the financial year. At the request of shareholders, we have provided the absolute values for targets and the actual outcomes for the year under review.

| FY24 STI | Weight (%) | Threshold (80%) | Target (100%) | Stretch (120%) | On-target outcome (%) | FY24 targets | FY24 Actuals | % of target achieved | FY24 outcome (%) |
|---|---|---|---|---|---|---|---|---|---|
| Revenue | 20 | 2% below target | On-target | 2% above target | 20 | R59.8bn | R56.0bn | 0 | 0.0 |
| Core HEPS | 20 | 10% below target | On-target | 10% above target | 20 | (R0.03) | R5.15 | >100 | 24.0 |
| Free cash flow | 35 | 10% below target | On-target | 10% above target | 35 | R108m | R589m | >100 | 42.0 |
| Subscriber growth South Africa | 8.3 | 5% below target | On-target | 5% above target | 8.3 | 143k | (409k) | 0 | 0.0 |
| Subscriber growth Rest of Africa | 8.3 | 5% below target | On-target | 5% above target | 8.3 | 310k | (1 212k) | 0 | 0.0 |
| Subscriber growth Showmax | 8.3 | 5% below target | On-target | 5% above target | 8.3 | On-target | 4% above | 104 | 9.7 |
| **Total** | 100 | | | | 100 | | | | 75.7 |

## Long-term incentives

In FY24, the outcome of the 2021 PSU awards vested as detailed in the table below.

| FY24 LTI | Weight (%) | Threshold (50% vesting) | Target (75% vesting) | Stretch (100% vesting) | On-target vesting (%) | FY24 targets | FY24 Actuals | % of target achieved | FY24 vesting (%) |
|---|---|---|---|---|---|---|---|---|---|
| Core HEPS | 25 | 5% below target | On-target | 5% above target | 18.75 | R5.9 | R14.82 | >100 | 25.0 |
| Free cash flow (cumulative) | 50 | 5% below target | On-target | 5% above target | 37.5 | R11.2bn | R13.3bn | >100 | 50.0 |
| Return on capital employed | 25 | 5% below target | On-target | 5% above target | 18.75 | 43.3% | 43.0% | 99 | 17.9 |
| **Total** | 100 | | | | 75 | | | | 92.9 |

**Calvo Mawela**
Group Chief Executive Officer

### Salary increase and STI award

| | | |
|---|---|---|
| FY24 salary as at 31 March 2024 (USD'000) | 706 | A |
| FY25 salary (USD'000) | 730 | |
| FY25 increase (%) | 3.5 | |
| On-target bonus (%) | 80.0 | B |
| Group/financial goals achieved outcome (%) | 75.7 | C |
| Personal goals achieved outcome (%) | 104.3 | D |
| Total outcome (%) | 78.9 | E = C x D |
| FY24 bonus (USD'000) | 445.8 | F = A x B x E |
| FY24 bonus as % of salary | 63.1 | G = F/A |

### Single figure remuneration

| Element | FY24 (USD'000) | FY23 (USD'000) |
|---|---|---|
| Base salary | **702** | 663 |
| Pension | **84** | 80 |
| Benefits[1] | **260** | 255 |
| Short-term incentive[2] | **446** | 566 |
| LTI – PSU/RSU[3] | **1 408** | 1 015 |
| **Total single figure** | **2 900** | 2 578 |

[1] *Benefits exclude pension and include all benefits not included in base salary such as medical benefits, fringe benefits, family benefits, travel, long-service and disability benefits.*

[2] *The STI reflects the bonus paid based on the performance of the relevant financial year (FY24).*

[3] *The value of awards settled in FY24 as disclosed in the LTI shareholding table below are different as it relates to share awards settled during FY24. The LTI RSU and PSU values reflected above are for the June 2019, June 2020, November 2020 and March 2021 awards with performance period ending in FY24.*

## Personal goals

Below we have disclosed the group CEO's personal performance against the target.

### Group projects (Over achieved 105%)

Closed out all deliverables against our plan for the group to expand into a platform business. Successfully executed and implemented key projects, including M&A and new business lines, in line with the project requirements.

### People (Achieved 100%)

Continued to execute against a robust succession plan, and successfully implemented against the agreed plan.

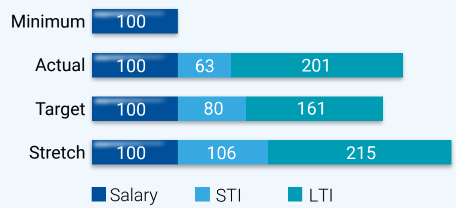
### Regulatory (Over achieved 105%)

Managed a proactive and robust regulatory process to avoid undue or unforeseen negative impacts on the business.

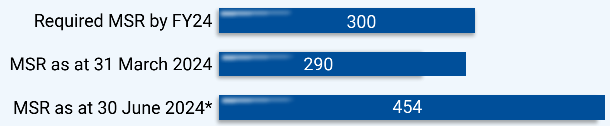
### Cash (Outstanding 110%)

Exceeded targets relating to cash extraction from Nigeria on local cash generation targets for the year.

### CEO: Pay mix (%)




### Minimum Shareholding Requirement (%)




** Based on 100% pledging of the June 2024 vesting*

## FY24 LTI shareholding

| Share plan | Offer date | Number of shares | Offer price (ZAR) | Release date | Share/unit price as at 31 March 2024 (ZAR) | Value of awards settled during the financial year ending 31 March 2024 (ZAR) | Intrinsic value per award of unvested shares as at 31 March 2024 (ZAR) |
|---|---|---|---|---|---|---|---|
| MultiChoice Group RSU and PSU[(1)] | 18 Jun 2019 | 61 162 | 0.00 | 18 Jun 2023 | | 5 736 996 | |
| | 18 Jun 2019 | 61 162 | 0.00 | 18 Jun 2024 | 113.60 | | 6 948 003 |
| MultiChoice Group RSU and PSU[(1)] | 10 Jun 2020 | 51 147 | 0.00 | 10 Jun 2023 | | 4 953 587 | |
| | 10 Jun 2020 | 51 147 | 0.00 | 10 Jun 2024 | 113.60 | | 5 810 299 |
| | 10 Jun 2020 | 51 149 | 0.00 | 10 Jun 2025 | 113.60 | | 5 810 526 |
| MultiChoice Group RSU and PSU[(2)] | 17 Nov 2020 | 70 717 | 0.00 | 17 Nov 2023 | | 4 470 022 | |
| MultiChoice Group RSU | 17 Nov 2020 | 10 103 | 0.00 | 17 Nov 2024 | 113.60 | | 1 147 701 |
| MultiChoice Group RSU[(3,6)] | 31 Mar 2021 | 120 809 | 0.00 | 31 Mar 2024 | 113.60 | | 12 753 645 |
| MultiChoice Group RSU[(3)] | 18 Jun 2022 | 143 872 | 0.00 | 18 Jun 2025 | 113.60 | | 16 343 859 |
| MultiChoice Group RSU[(3)] | 18 Jun 2023 | 219 152 | 0.00 | 18 Jun 2026 | 113.60 | | 24 895 667 |
| Phantom Performance Share Plan 2021[(4)] | 31 Mar 2021 | 42 767 | 0.00 | 31 Mar 2025 | 177.93 | | 12 033 778 |
| | 31 Mar 2021 | 42 767 | 0.00 | 31 Mar 2026 | 177.93 | | 12 033 778 |
| Phantom Performance Share Plan 2021[(4)] | 20 Jun 2022 | 4 720 | 0.00 | 20 Jun 2026 | 472.50 | | 2 798 346 |
| | 20 Jun 2022 | 4 721 | 0.00 | 20 Jun 2027 | 472.50 | | 2 798 346 |
| Phantom Performance Share Plan 2021[(4)] | 20 Jun 2023 | 60 956 | 0.00 | 20 Jun 2027 | 34.87 | | 2 125 536 |
| | 20 Jun 2023 | 60 957 | 0.00 | 20 Jun 2028 | 34.87 | | 2 125 571 |
| Showmax RSU[(5)] | 20 Jun 2023 | 5 357 | 0.00 | 20 Jun 2026 | 27.50 | | 2 788 558 |

(1) *50% of RSUs issued are subject to performance conditions.*
(2) *75% of RSUs issued are subject to performance conditions.*
(3) *100% of RSUs issued are subject to performance conditions.*
(4) *100% of PPSs issued are subject to performance conditions.*
(5) *100% of Showmax RSUs issued are subject to performance conditions.*
(6) *Share award not traded due to financial closed period and embargo on trading of shares.*

**Tim Jacobs**
Group Chief Financial Officer

### Salary increase and STI award

| | | |
|---|---|---|
| FY24 salary as at 31 March 2024 (ZAR'000)[1] | 8 604 | A |
| FY25 salary (ZAR'000) | 8 948 | |
| FY25 increase (%) | 4 | |
| On-target bonus (%) | 80.0 | B |
| Group/financial goals achieved outcome (%) | 75.7 | C |
| Personal goals achieved outcome (%) | 106.0 | D |
| Total outcome (%) | 80.2 | E = C x D |
| FY24 bonus (ZAR'000) | 5 520 | F = A x B x E |
| FY24 bonus as % of salary | 64.2 | G = F/A |

[1] *Tim's EUR portion has been converted to ZAR using the March 2024 exchange rate.*

## Personal goals

Below we have disclosed the group CFO's personal performance against the target.

### Cost saving (Outstanding 110%)

Exceeded target by achieving total cost savings of R1.3bn in SA, and over $120m in RoA. Material cost savings achieved in other parts of the business based on initiatives such as restructuring resulting in additional $30m free cash flow.

### Tax management (Outstanding 110%)

Exceeded target in settling all required tax matters on favourable terms, including Nigeria.

### People (Achieved 100%)

Developed and executed a robust succession plan through various leadership appointments and restructuring.

### Group projects (Over achieved 105%)

Closed out all deliverables against our plan for the group to expand into a platform business. Successfully executed and implemented key projects, including M&A and new business lines, in line with the project requirements.

### Finance projects (Outstanding 110%)

Delivered on all phases of the finance technology stack project with no impact on the business.

### Cash extraction (Outstanding 110%)

Exceeded targets relating to cash extraction from Nigeria on local cash generation targets for the year.

### Single figure remuneration

| Element | FY24 (ZAR'000) | FY23 (ZAR'000) |
|---|---|---|
| Guaranteed pay[1] | **8 059** | 7 827 |
| Pension | **545** | 524 |
| Benefits [2] | **1 231** | 784 |
| Short-term incentive [3] | **5 520** | 5 335 |
| LTI – PSU/RSU[4] | **13 570** | 11 000 |
| **Total single figure** | **28 925** | 25 470 |

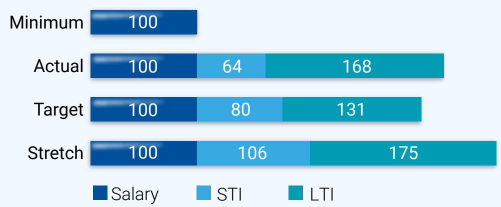
[1] *Tim has a dual employment contract (ZAR and EUR) as he is required to spend a significant amount of time offshore. His EUR portion has been converted to ZAR using the average FY24 exchange rate.*

[2] *Benefits exclude pension and include all benefits not included in Guaranteed Pay such as medical benefits, fringe benefits, family benefits, travel, long-service and disability benefits. Tim's benefits for his European contract have been converted to ZAR using the average FY24 exchange rate. The increase in benefits is mainly due to increased travel as required for corporate project purposes.*

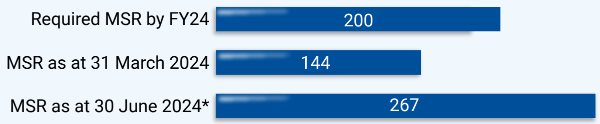
[3] *The STI reflects the bonus paid based on the performance of the relevant financial year (FY24).*

[4] *The LTI RSU and PSU values reflected are for the June 2019, June 2020, November 2020 and March 2021 awards with the performance period ending in FY24.*

**CFO: Pay mix (%)**




**Minimum Shareholding Requirement (%)**




** Based on 100% pledging of the June 2024 vesting*

## FY24 LTI shareholding

| Share plan | Offer date | Number of shares | Offer price (ZAR) | Release date | Share/unit price as at 31 March 2024 (ZAR) | Value of awards settled during the financial year ending 31 March 2024 (ZAR) | Intrinsic value per award of unvested shares as at 31 March 2024 (ZAR) |
|---|---|---|---|---|---|---|---|
| MultiChoice Group RSU and PSU[(1)] | 18 Jun 2019 | 15 768 | 0.00 | 18 Jun 2023 | | 1 479 038 | |
| | 18 Jun 2019 | 15 769 | 0.00 | 18 Jun 2024 | 113.60 | | 1 791 358 |
| MultiChoice Group RSU and PSU[(1)] | 10 Jun 2020 | 21 207 | 0.00 | 10 Jun 2023 | | 2 053 898 | |
| | 10 Jun 2020 | 21 207 | 0.00 | 10 Jun 2024 | 113.60 | | 2 409 115 |
| | 10 Jun 2020 | 21 207 | 0.00 | 10 Jun 2025 | 113.60 | | 2 409 115 |
| MultiChoice Group RSU and PSU[(2)] | 17 Nov 2020 | 52 195 | 0.00 | 17 Nov 2023 | | 3 299 246 | |
| MultiChoice Group RSU | 17 Nov 2020 | 7 457 | 0.00 | 17 Nov 2024 | 113.60 | | 847 115 |
| MultiChoice Group RSU[(3)] | 31 Mar 2021 | 80 732 | 0.00 | 31 Mar 2024 | 113.60 | | 8 522 726 |
| MultiChoice Group RSU[(3,6)] | 18 Jun 2022 | 90 383 | 0.00 | 18 Jun 2025 | 113.60 | | 10 267 509 |
| MultiChoice Group RSU[(3)] | 18 Jun 2023 | 125 636 | 0.00 | 18 Jun 2026 | 113.60 | | 14 272 250 |
| Phantom Performance Share Plan 2021[(4)] | 31 Mar 2021 | 28 579 | 0.00 | 31 Mar 2025 | 177.93 | | 5 085 061 |
| | 31 Mar 2021 | 28 580 | 0.00 | 31 Mar 2026 | 177.93 | | 5 085 239 |
| Phantom Performance Share Plan 2021[(4)] | 20 Jun 2022 | 2 965 | 0.00 | 20 Jun 2026 | 472.50 | | 1 400 963 |
| | 20 Jun 2022 | 2 966 | 0.00 | 20 Jun 2027 | 472.50 | | 1 401 435 |
| Phantom Performance Share Plan 2021[(4)] | 20 Jun 2023 | 34 945 | 0.00 | 20 Jun 2027 | 34.87 | | 1 218 532 |
| | 20 Jun 2023 | 34 946 | 0.00 | 20 Jun 2028 | 34.87 | | 1 218 567 |
| Showmax RSU[(5)] | 20 Jun 2023 | 3 071 | 0.00 | 20 Jun 2026 | 27.50 | | 1 598 593 |

(1) *50% of RSUs issued are subject to performance conditions.*
(2) *75% of RSUs issued are subject to performance conditions.*
(3) *100% of RSUs issued are subject to performance conditions.*
(4) *100% of PPSs issued are subject to performance conditions.*
(5) *100% of Showmax RSUs issued are subject to performance conditions.*
(6) *Share award not traded due to financial closed period and embargo on trading of shares.*

| 2024<br>Non-executive directors | Directors' remuneration<br>Paid for services to the company<br>ZAR | Paid for services to other group companies<br>ZAR | Directors' fees<br>Paid for services to the company<br>ZAR | Paid for services to other group companies<br>ZAR | Committee and trustees' fees and other fees<br>Paid for services to the company<br>ZAR | Paid for services to other group companies<br>ZAR | Total<br>ZAR |
|---|---|---|---|---|---|---|---|
| James du Preez | | | 813 600 | 117 000 | 541 450 | | 1 472 050 |
| Elias Masilela | | | 813 600 | | 375 950 | | 1 189 550 |
| Kgomotso Moroka* | 390 000 | | 813 600 | 117 000 | 518 950 | 308 375 | 2 147 925 |
| Louisa Stephens | | | 813 600 | | 864 100 | 496 833 | 2 174 533 |
| John James Volkwyn | 6 491 710 | | | | | | 6 491 710 |
| Christine Sabwa | | | 813 600 | | 634 050 | 154 150 | 1 601 800 |
| Fatai Sanusi | | | 813 600 | | 129 050 | | 942 650 |
| Andrea Zappia (appointed 1 Sep 2023)** | | | 617 550 | 1 656 279 | | | 2 273 829 |
| Deborah Klein (appointed 1 Sep 2023)** | | | 617 550 | 236 611 | 125 625 | | 979 786 |
| | 6 881 710 | – | 6 116 700 | 2 126 890 | 3 189 175 | 959 358 | 19 273 833 |

*Consultancy agreement ended 30 June 2023*

** *Board fees accrued but not yet paid*

| Non-executive directors | Directors' remuneration<br>Paid for services to the company<br>USD | Paid for services to other group companies<br>USD | Directors' fees<br>Paid for services to the company<br>USD | Paid for services to other group companies<br>USD | Committee and trustees' fees and other fees<br>Paid for services to the company<br>USD | Paid for services to other group companies<br>USD | Total<br>USD |
|---|---|---|---|---|---|---|---|
| Mohamed Imtiaz Patel – chair* | 2 509 366 | | | | | | 2 509 366 |

*Note: Mr Patel does not receive director or meeting fees, and received an annual fee of $1m relating to the service and restraint agreement entered into with the MultiChoice group as Chairman for FY24. He also receives travel reimbursements related to business travel.*

*Mr Patel played a leading role in the successful completion of the Showmax deal with Comcast during FY24. He started developing the deal over the Covid period, while Executive Chairman, when discussions commenced for a strategic partner. On the recommendation of the remuneration committee at the time, a bonus of $1,25m was approved, and payable on the completion of two key deliverables within the prescribed period. These deliverables included:*

1. *50% payable on the signing of all required agreements by April 2023, and*
2. *50% payable following the delivery of the commercial launch by early 2024.*

## Non-executive director contractual arrangements

### Jim Volkwyn

The consultancy agreement, entered into between the group and Jim, is for professional advisory services provided to the group CEO on a regular and extensive basis. The scope of Jim's consultancy services is global in nature and involves advising on key group strategies and projects. This agreement is complementary to his role as director and involves an annual fee for the significant amount of additional time and effort to provide global strategic input to the group. The group believes that the benefit of leveraging his local and international industry insights and skills is superior to paying external consultants with limited insight into our operations. His in-depth understanding, stemming from nearly 40 years with the group, also provides us with a significant strategic advantage as we evaluate many opportunities to grow our business over the longer term. The contract is considered immaterial to Jim's overall wealth. The board has, after external legal advice and consideration on a balanced and substance-over-form basis, determined that the agreement does not affect his categorisation as an independent non-executive director. Jim has waived any entitlement to director and committee fees paid to non-executive directors.

## Termination payments

No termination payments were made to either executive or non-executive directors on termination of employment or office in FY24.

## Compliance

There were no deviations from the remuneration policy in FY24.

## Directors' interest in the MultiChoice Group shares

The directors of the MultiChoice Group (and their associates) had the following beneficial interest in the MultiChoice Group ordinary shares at 31 March 2024:

| MultiChoice Group ordinary shares | Direct | Indirect | Total |
|---|---|---|---|
| MI Patel | 25 774 | – | 25 774 |
| CP Mawela | 356 497 | – | 356 497 |
| TN Jacobs | 120 601 | – | 120 601 |
| **Total** | 502 872 | – | 502 872 |

## Non-binding advisory vote on implementation report

The implementation report, as set out in Part 3, will be subject to a non-binding advisory vote by shareholders at the AGM on 27 August 2024. In the case that we do not achieve a vote of 75% or more in favour of our implementation report, we will engage with our various investors as required by King IV.

# Notice of annual general meeting

**MultiChoice Group Limited**
(Incorporated in the Republic of South Africa)
Registration number: 2018/473845/06
JSE share code: MCG
ISIN: ZAE000265971
(MultiChoice or the company)

Notice is hereby given that the sixth annual general meeting (AGM) of the company will be held at MultiChoice City, 144 Bram Fischer Drive, Randburg on Wednesday 28 August 2024 at 11:00 South African Standard Time (SAST) (subject to any adjournment, postponement or cancellation) in order to consider and, if deemed fit, pass with or without modification, the resolutions as set out in this notice.

The company reserves the right to amend the means by which and the manner in which the AGM is convened as well as any details regarding participation in the AGM or the process for registration and submission of forms of proxy by notifying shareholders by no later than seven days prior to the date of the AGM through the issue of an announcement on the JSE's Stock Exchange News Service (SENS) and/or any other means that the board of the company may determine appropriate for such notification to shareholders.

## Important dates

| | |
|---|---|
| Shareholders eligible to receive AGM notice | Friday 14 June 2024 |
| Distribution of this booklet enclosing the AGM notice and the AGM Booklet | Friday 28 June 2024 |
| Last day to trade to be entitled to vote at AGM | Tuesday 20 August 2024 |
| Voting record date | Friday 23 August 2024 |
| Electronic participation deadline request | Friday 23 August 2024 |
| Proxy submission deadline for administrative purposes | Monday 26 August 2024 |
| Annual general meeting | Wednesday 28 August 2024 |

## Important notice

Shareholders should take note that, pursuant to a provision of the company's memorandum of incorporation (MOI), the company is permitted to reduce the voting rights of shares in the company (including company shares deposited in terms of the American Depositary Share (ADS) facility) so that the aggregate voting power of the company's shares that are presumptively owned or held by foreigners to South Africa (as envisaged in the MOI) will not exceed 20% of the total voting power in the company ("the 20% voting limit"). This is to ensure compliance with certain statutory requirements applicable to holders of broadcasting licences in South Africa.

For this purpose, the company will presume in particular that:

- All company shares deposited in terms of the company's ADS facility are owned or held by foreigners to South Africa, regardless of the actual nationality of the ADS holder; and
- All shareholders with an address outside of South Africa on the company's share register will be deemed to be foreigners to South Africa, irrespective of their actual nationality or domicilium, unless such shareholders can provide proof, to the satisfaction of the board, that they should not be deemed to be foreigners to South Africa, as envisaged in article 40.1.3 of the company's MOI.

For further details shareholders are referred to the provisions of the company's MOI which is available on the company's website at www.multichoice.com.

Shareholders are further referred to the ruling issued by the Takeover Regulation Panel on 27 February 2024, which deals with the MultiChoice MOI. Shareholders can access the ruling on the company's website at https://www.investors.multichoice.com/regulatory.php.

If shareholders are in any doubt as to what action to take, they should seek advice from their broker, attorney or other professional adviser.

The 20% voting limit will apply to all resolutions dealt with by the AGM.

## Purpose of meeting

The purpose of the AGM is:

a. To submit and receive the company's annual financial statements, as approved by the board, including the directors' report, the report of the independent auditors and the report of the group audit committee for the financial year ended 31 March 2024.

   *The summary consolidated financial results are set out on pages 1 to 30 of the AGM booklet. The complete consolidated audited annual financial statements are available on the company's website at https://investors.multichoice.com/annual-results*

b. To present the social and ethics committee report to shareholders.

   *The social and ethics committees report is set out on pages 39 and 40 of the AGM booklet. This report does not require a formal resolution; however, shareholders are given the opportunity to ask questions and make comments about the report.*

c. To consider and, if approved, to adopt with or without amendment, the resolutions set out below.

d. To transact any other business as may be transacted at an AGM in terms of the Act and the MOI of the company.

## Ordinary resolutions

### 1. Ordinary resolution number 1: Presenting the annual reporting suite

To present, consider and accept the annual reporting suite (incorporating the integrated annual report, the consolidated annual financial statements (including, among others, the directors' report, the independent auditors' report and the audit committee report) for the financial year ended 31 March 2024).

*The consolidated annual financial statements and the full reporting suite are available on the company's website at* https://investors.multichoice.com/annual-results

### 2. Ordinary resolution number 2: Re-election of directors

To re-elect, each by way of separate ordinary resolution, the directors named below, who retire, in terms of JSE Listings Requirements 10.16 of Schedule 10 and article 26.19 of the MOI, and being eligible, offer themselves for re-election as directors of the company:

2.1 James Hart du Preez

2.2 Dr Fatai Sanusi

2.3 John James Volkwyn

*Brief biographies in respect of each director are available on pages 31 and 32 of the AGM booklet.*

*The board unanimously recommends that the re-election of directors, in terms of ordinary resolutions numbered 2.1 to 2.3 be approved by shareholders of the company. The re-election is to be conducted as a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, and in each vote to fill a vacancy, each voting right entitled to be exercised, may be exercised once.*

### 3. Ordinary resolution number 3: Reappointment of the independent external auditor

To reappoint, on the recommendation of the company's audit committee, the firm Ernst & Young Incorporated (EY) as independent registered external auditor of the company (noting that Charles Edgar Trollope is the individual registered auditor of that firm who will undertake the audit) until the next AGM.

*The audit committee recommends that EY be reappointed as the external auditors of the company.*

*The audit committee's recommendation has been approved by the board.*

### 4. Ordinary resolution number 4: Appointment of audit committee members

To appoint, each by way of a separate ordinary resolution, the directors named below as audit committee members of the company, as required in terms of the Companies Act and recommended by the King Report on Corporate Governance™ for South Africa, 2016 (King IV*):

4.1 Louisa Stephens (chair of the committee)

4.2 James Hart du Preez, subject to the passing of ordinary resolution number 2.1

4.3 Christine Mideva Sabwa

*Brief biographies in respect of each director are available on pages 31 and 32 of the AGM booklet.*

*The board and the nomination committee are satisfied that the company's audit committee members are suitably skilled and experienced independent non-executive directors. Collectively, they have sufficient qualifications and experience to fulfil their duties, as contemplated in regulation 42 of the Companies Act Regulations, 2011. They have a comprehensive understanding of financial reporting, internal financial controls, risk management and governance processes in the company, as well as International Financial Reporting Standards (IFRS) and other regulations and guidelines applicable to the company. They keep up to date with developments affecting their required skills set.*

*The nomination committee and the board unanimously recommend that the ordinary resolutions numbered 4.1 to 4.3 be approved by shareholders of the company. The appointments are to be conducted as a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, and in each vote to fill a vacancy, each voting right entitled to be exercised, may be exercised once.*



### 5. Ordinary resolution number 5: Authorisation to implement resolutions

Each of the directors of the company is authorised to do all things, perform all acts and sign all documents necessary or desirable to effect the implementation of the ordinary and special resolutions adopted at this AGM.

## Non-binding advisory resolutions

### 6. Non-binding advisory resolution number 1: Endorsement of the remuneration implementation report

To endorse the company's remuneration policy, as set out in the remuneration report on pages 45 to 50 of the AGM booklet.

### 7. Non-binding advisory resolution number 2: Endorsement of the implementation of the remuneration policy

To endorse the company's implementation report relating to the payment of remuneration for the period which commenced on 1 April 2023 and ended on 31 March 2024 as set out on pages 51 to 57 of the AGM booklet.

## Special resolutions

### 8. Special resolution number 1: Approval of the remuneration of non-executive directors

To resolve that the company be and is hereby authorised to pay the below annual fees to its non-executive directors for their services as directors and committee members with effect from this AGM until the next AGM:

#### Board

| | |
|---|---|
| Chair of the board of directors | R4 100 000 plus daily fees when travelling to and attending meetings |
| Lead independent non-executive director | R1 284 400 plus daily fees when travelling to and attending meetings |
| Non-executive director | R856 336 plus daily fees when travelling to and attending meetings |

#### Committees

| | |
|---|---|
| Audit committee chair | R496 080 |
| Member of audit committee | R248 040 |
| Risk committee chair | R295 256 |
| Member of risk committee | R147 680 |
| Remuneration committee chair | R348 504 |
| Member of remuneration committee | R174 200 |
| Nomination committee chair | R236 184 |
| Member of nomination committee | R118 144 |
| Social and ethics committee chair | R271 648 |
| Member of social and ethics committee | R135 720 |

Directors registered for VAT will be entitled to VAT in addition to the abovementioned remuneration.

### 9. Special resolution number 2: General authority to provide financial assistance in terms of section 44 of the Companies Act

To resolve that the board may authorise the company to generally provide any financial assistance in the manner contemplated and subject to the provisions of section 44 of the Companies Act to a director or prescribed officer of the company or of a related or inter-related company subject to (i) and (ii) below or to a related or inter-related company or corporation, or to a member of a related or inter-related corporation, pursuant to the authority hereby conferred upon the board for these purposes.

*This authority shall:*

*(i) include and also apply to the granting of financial assistance to a share incentive scheme of the group or the company and such share-based incentive schemes that are established in future (collectively the group's share-based incentive schemes) and participants thereunder (which may include directors, future directors, prescribed officers and future prescribed officers of the company or of a related or inter-related company) (participants) for the purpose of, or in connection with, the subscription of any option, or any securities issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities of the company or a related or inter-related company, pursuant to the administration and implementation of the group share-based incentive schemes, in each instance on the terms applicable to the group's share-based incentive scheme in question; and*

*(ii) be limited, in respect of directors and prescribed officers, to financial assistance in relation to the acquisition of securities as contemplated in (i).*

### 10. Special resolution number 3: General authority to provide financial assistance in terms of section 45 of the Companies Act

To resolve that the company, as authorised by the board, may generally provide, in terms of and subject to the requirements of section 45 of the Companies Act, any direct or indirect financial assistance to a related or inter-related company or corporation, or to a member of a related or inter-related corporation, pursuant to the authority hereby conferred upon the board for these purposes.

*This authority relates to any financial assistance to be provided by the company to, for instance, related or inter-related companies, and includes the provision of parent company guarantees and/or treasury management arrangements.*

## Majority required for the adoption of resolutions

Unless otherwise indicated, in order for the ordinary resolutions to be adopted, the support of a simple majority (that is, 50% plus one) of the total number of voting rights exercised on the resolutions is required.

The non-binding resolutions are of an advisory nature only and failure to pass these resolutions will therefore not have any legal consequences relating to the existing arrangements. Should 25% or more of the votes exercised on these non-binding resolutions be cast against either or both of these non-binding resolutions, the board undertakes to engage with identified dissenting shareholders as to the reasons and take appropriate action (as determined at the discretion of the board) to reasonably address issues raised, as envisaged in King IV and the JSE Listings Requirements.

In order for the special resolutions to be adopted, the support of at least 75% of the total number of voting rights exercised on the resolutions is required.

Votes recorded as abstentions are not taken into account for the purposes of determining the final percentage of votes cast in favour of the resolutions. This is in line with the Companies Act.

## Attendance

Shareholders are advised that, in terms of section 63(1) of the Companies Act, No 71 of 2008 (Companies Act), any person (including proxies) attending or participating in the AGM must present reasonably satisfactory identification before being entitled to attend or participate in and vote at the AGM. The company and Singular are obliged to validate each shareholder's entitlement to participate in and/or vote at the AGM before allowing a shareholder into the AGM venue.

Please note that on the day of the AGM the registration counter at the AGM venue will, for purposes of registering to vote at the AGM, close at 10:45 on Wednesday, 28 August 2024.

## Voting

Only shareholders present at the AGM or represented by a valid proxy will be entitled to cast a vote on any matter put to a vote of shareholders.

If you are a registered shareholder (a shareholder who has not dematerialised its shares or who has dematerialised its shares with own-name registration) you may attend, participate and vote at the AGM.

If you are a beneficial shareholder, but not a registered shareholder, and if you wish to attend, participate and vote at the AGM, you must obtain the necessary letter of representation to represent the registered shareholder of your shares from your CSDP or broker and register for participation at the AGM.

Voting on all resolutions will take place by polling. Every shareholder of the company who is present at the AGM or is represented by proxy shall have one vote for every share in the company held by such shareholder.

Company shares held by employee incentive schemes and treasury shares will not be entitled to vote on the resolutions proposed in this AGM notice. Furthermore, any equity securities held by a share trust or scheme and unlisted securities will not have their votes taken into account at the AGM for the purposes of resolutions proposed in terms of the JSE Listings Requirements.

## Forms of proxy

A shareholder of the company may appoint any individual (including one who is not a shareholder of the company) as a proxy to participate in, speak and vote at the AGM of the company. A form of proxy, which includes the relevant instructions for its completion, is attached on page 63 of the AGM booklet. In order for the proxy to be effective and valid, it must be completed and delivered in accordance with the instructions contained in the proxy form.

For administration purposes, forms of proxy should be received at the applicable return address (as set out on page 64 of the AGM booklet) by no later than 10:45 SAST on Monday, 26 August 2024. Any proxies not lodged by this time must be handed to the chair of the AGM immediately prior to such proxy exercising his/her right to vote at the AGM.

A certificated or 'own name' dematerialised shareholder may insert the names of two alternative proxies of the shareholder's choice in the space provided on the form of proxy, deleting 'the chair of the AGM'. The person whose name appears first on the form of proxy, and whose name has not been deleted and who attends the meeting, will be entitled and authorised to act as proxy to the exclusion of those whose names follow.

Dematerialised shareholders, other than by 'own name' registration, must NOT complete the form of proxy and must provide their CSDP or broker their voting instructions in terms of the custody agreement entered into between such shareholders and their CSDP and/or broker.

## Electronic participation

Shareholders entitled to attend and vote at the AGM, or their proxies, will be entitled to participate (but not vote) at the AGM by electronic communication. Should a shareholder wish to participate in the AGM electronically, the shareholder should advise the company by no later than 11:00 SAST on Friday, 23 August 2024 by submitting, via email to Singular (proxies@singular.co.za), a letter stating that the shareholder would like to attend the AGM electronically together with:

(i) the shareholder's contact details;
(ii) full details of the shareholder's title to securities issued by the company; and
(iii) proof of identity (in the form of certified copies of identity documents and written confirmation from the transfer secretary confirming the shareholder's title to the shares).

On receipt of the required information, the shareholder will be given a secure code and instructions to access electronic communication during the AGM.

Shareholders must note that access to the electronic communication will be for their expense.

By order of the board

**CC Miller**
*MultiChoice Group: Company secretary*

12 June 2024

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# Proxy form

MultiChoice Group Limited
(Incorporated in the Republic of South Africa)
Registration number: 2018/473845/06
JSE share code: MCG | ISIN: ZAE000265971
(the company)

For use by certificated and dematerialised own name shareholders only in respect of the annual general meeting (AGM) to be held at MultiChoice City, 144 Bram Fischer Drive, Randburg on Wednesday, 28 August 2024 at 11:00 SAST.

I/We (name in block letters)

with identity number/registration number

of (physical address)

being the holder(s) of (number of shares) shares in the company, hereby appoint (see notes overleaf)

1. or failing him/her

2. or failing him/her

3. the chair of the AGM as my/our proxy to vote for me/us on my/our behalf at the AGM of the company to be held at 11:00 SAST on Wednesday, 28 August 2024 at MultiChoice City, 144 Bram Fischer Drive, Randburg, or at any adjournment, and generally to act as my/our proxy at this meeting.

I/We desire to vote as follows:

| | | For | Against | Abstain |
|---|---|---|---|---|
| **Ordinary resolution number 1** | Presenting of annual reporting suite | | | |
| **Ordinary resolution number 2** | Re-election of directors: | | | |
| | 2.1 James Hart du Preez | | | |
| | 2.2 Dr Fatai Sanusi | | | |
| | 2.3 John James Volkwyn | | | |
| **Ordinary resolution number 3** | Reappointment of the independent external auditor | | | |
| **Ordinary resolution number 4** | Appointment of audit committee members: | | | |
| | 4.1 Louisa Stephens (Chair) | | | |
| | 4.2 James Hart du Preez | | | |
| | 4.3 Christine Mideva Sabwa | | | |
| **Ordinary resolution number 5** | Authorisation to implement resolutions | | | |
| **Non-binding advisory resolution number 1** | Endorsement of the company's remuneration policy | | | |
| **Non-binding advisory resolution number 2** | Endorsement of the remuneration implementation report | | | |
| **Special resolution number 1** | Approval of the remuneration of non-executive directors | | | |
| **Special resolution number 2** | General authority to provide financial assistance in terms of section 44 of the Companies Act | | | |
| **Special resolution number 3** | General authority to provide financial assistance in terms of section 45 of the Companies Act | | | |

Signed at on 2024

Signature of authorised representative of shareholder or shareholder:

Home number: Mobile number: Email address:

**Please read notes to the proxy set out overleaf.**

# Notes to the form of proxy

## Summary of the rights of a shareholder to be represented by proxy in terms of section 58 of the Companies Act read with the Company's MOI

1. A shareholder of the company may appoint any individual (including one who is not a shareholder of the company) as a proxy to participate in, speak and vote at the AGM of the company. A shareholder may therefore insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting 'or failing him/her, the chair of the AGM'. The person whose name is first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder.
3. A proxy instrument must be in writing, dated and signed by the shareholder.
4. A proxy may not delegate his/her authority to act on behalf of the shareholder to another person.
5. A copy of the instrument appointing a proxy must be delivered to the company, or to any other person on behalf of the company before the proxy exercises any rights of the shareholder at the AGM.
6. Irrespective of the form of instrument used to appoint the proxy:
   a. The appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in exercising any rights as a shareholder;
   b. The appointment is revocable unless the proxy appointment expressly states otherwise; and
   c. If the appointment is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing or making a later inconsistent appointment of a proxy and delivering a copy of the revocation instrument to the proxy and the company.
7. Every shareholder, present in person or by proxy and entitled to vote, will on a show of hands have only one vote and, on a poll, every shareholder will have one vote for every share held.
8. Documentary evidence establishing the authority of the person signing this form of proxy in a representative capacity must be attached to this form unless previously recorded by the company or waived by the chair of the AGM.
9. A certificated or 'own name' dematerialised shareholder may insert the names of two alternative proxies of the shareholder's choice in the space provided, deleting 'the chair of the AGM'. The person whose name appears first on the form of proxy, and whose name has not been deleted and who attends the meeting, will be entitled and authorised to act as proxy to the exclusion of those whose names follow.
10. A shareholder's instructions to the proxy must be indicated by that shareholder in the appropriate space provided in this form, failing which the proxy shall not be entitled to vote at the AGM in respect of the shareholder's votes exercisable at that meeting. Provided where the proxy is the chair, failure to so comply will be deemed to authorise the chair to vote in favour of the resolutions. A shareholder's instructions to the proxy must be indicated by inserting an X in the appropriate box. A proxy appointment shall be suspended should a shareholder wish to participate in the meeting in person after having submitted the form of proxy.
11. A shareholder may at any time appoint a proxy. For practical purposes, forms of proxy are requested to be lodged with the transfer secretaries, Singular Systems Proprietary Limited, 25 Scott Street, Waverley, 2090 or PO Box 1266, Bramley, 2018 or proxies@singular.co.za, to reach them not less than forty-eight (48) hours (not including Saturdays, Sundays and public holidays) before the AGM, that is by 10:45 SAST on Monday 26 August 2024. As a result of delays in postal services and restrictions which may apply to postal services, shareholders are encouraged to email their forms of proxy to the address provided above.
12. The completion and lodging of this form of proxy will not preclude the certificated shareholder or 'own name' dematerialised shareholder from attending the AGM and speaking and voting in person at the meeting to the exclusion of any proxy appointed in terms hereof.
13. An instrument of proxy shall be valid for any adjournment or postponement of the AGM, as well as for the meeting to which it relates, unless the contrary is stated therein but shall not be used at the resumption of an adjourned AGM if it could not have been used at the AGM from which it was adjourned for any reason other than that it was not lodged timeously for the meeting from which the adjournment took place.
14. A vote cast or action taken in accordance with the terms of a form of proxy shall be deemed to be valid despite:
    a. The death, insanity or any other legal disability of the person appointing the proxy; or
    b. The revocation of the proxy; or
    c. The transfer of a share in respect of which the proxy was given, unless notice as to any of the abovementioned matters shall have been received by the company at its registered office or by the chair of the AGM at the place of the AGM, if not held at the registered office, before the commencement or resumption (if adjourned) of the AGM at which the vote was cast or the act was done or before the poll on which the vote was cast.
15. The authority of a person signing the form of proxy:
    a. under a power of attorney; or
    b. on behalf of a company or close corporation or trust,

    must be attached to the form of proxy unless the full power of attorney has already been received by the company or the transfer secretaries.
16. Where shares are held jointly, all joint holders must sign.
17. Dematerialised shareholders, other than by 'own name' registration, must NOT complete this form of proxy and must provide their CSDP or broker of their voting instructions in terms of the custody agreement entered into between such shareholders and their CSDP and/or broker.
18. Shareholders should take note that, pursuant to a provision of the MOI, the company is permitted to reduce the voting rights of shares in the company (including company shares deposited in terms of the ADS facility) so that the aggregate voting power of company shares that are presumptively owned or held by foreigners to South Africa (as envisaged in the company's MOI) will not exceed 20% of the total voting power in the company. This is to ensure compliance with certain statutory requirements applicable to South Africa. For this purpose, the company will presume in particular that:
    a. All company shares deposited in terms of the company ADS facility are owned or held by foreigners to South Africa, regardless of the actual nationality of the company ADS holder.
    b. All shareholders with an address outside of South Africa on the register of the company will be deemed to be foreigners to South Africa, irrespective of their actual nationality or domicilium, unless such shareholder can provide proof, to the satisfaction of the board, that it should not be deemed to be a foreigner to South Africa, as envisaged in article 40.1.3 of the MOI.
19. Further to 18 above, shareholders are further referred to ruling issued by the Takeover Regulation Panel on 27 February 2024, which ruling deals with the MultiChoice MOI. Shareholders can access the ruling on the company's website at https://www.investors.multichoice.com/regulatory.php

# Share register analysis

as at 31 March 2024

| Shareholder spread | Number of shareholdings | % of total shareholdings | Number of shares | % of issued capital |
|---|---|---|---|---|
| 1–1 000 | 28 717 | 92.59 | 2 731 351 | 0.62 |
| 1 001–10 000 | 1 537 | 4.96 | 4 570 658 | 1.03 |
| 10 001–100 000 | 535 | 1.72 | 19 158 067 | 4.33 |
| 100 001–1 000 000 | 190 | 0.61 | 55 355 074 | 12.51 |
| Over 1 000 000 | 37 | 0.12 | 360 697 528 | 81.51 |
| **Total** | 31 016 | 100 | 442 512 678 | 100 |

| Shareholders by type | Number of shares FY23 | % of issued capital FY23 | Number of shares FY24 | % of issued capital FY24 |
|---|---|---|---|---|
| Domestic institutions | 151 402 975 | 34.2 | 183 415 135 | 41.4 |
| Foreign institutions | 106 294 851 | 24.0 | 42 313 948 | 9.6 |
| Corporate stakeholders | 140 353 825 | 31.7 | 162 317 252 | 36.7 |
| Private investors | 27 944 865 | 6.3 | 26 651 902 | 6.0 |
| Employees | 15 284 660 | 3.5 | 17 749 489 | 4.0 |
| Brokers and others | 1 231 502 | 0.3 | 10 064 952 | 2.3 |
| **Total** | 442 512 678 | 100 | 442 512 678 | 100 |

| Public shareholders vs non-public shareholders | Number of shareholdings | % of total shareholdings | Number of shares | % of issued capital |
|---|---|---|---|---|
| Non-public shareholders | 10 | 0.03 | 18 274 224 | 4.13 |
| Directors and associates of MCG and major subsidiaries | 7 | 0.03 | 523 624 | 0.12 |
| Treasury shares | 1 | 0.00 | 89 461 | 0.02 |
| Share schemes | 2 | 0.00 | 17 671 139 | 3.99 |
| Public shareholders | 31 006 | 99.97 | 424 238 454 | 95.87 |
| **Total** | 31 016 | 100.00 | 442 512 678 | 100.00 |

| Non-public shareholders | Number of shares | % holding |
|---|---|---|
| Directors and associates (direct and indirect beneficial holdings) | 523 624 | 0.12 |
| The MultiChoice Group Restricted Share Plan | 17 660 028 | 3.99 |
| MultiChoice Group Treasury Services | 89 461 | 0.02 |
| MNet share trust (legacy scheme) | 1 111 | 0.00 |
| | 18 274 224 | 4.13 |

| Shareholders with >5% interest | Number of shares | % of issued capital |
|---|---|---|
| Groupe Canal+ | 162 092 774 | 36.63 |
| Public Investment Corporation (PIC) | 52 332 195 | 11.83 |
| Allan Gray | 52 331 274 | 11.83 |
| M&G Investments | 44 072 213 | 9.96 |

| Directors' holdings | Direct | Indirect | Total | % |
|---|---|---|---|---|
| Tim Jacobs | 120 601 | – | 120 601 | 0.03 |
| Calvo Mawela | 356 497 | – | 356 497 | 0.08 |
| Imtiaz Patel | 25 774 | – | 25 774 | 0.01 |
| Jim Volkwyn | – | – | – | – |
| James Hart Du Preez | – | – | – | – |
| Deborah Klein | – | – | – | – |
| Kgomotso Moroka | – | – | – | – |
| Elias Masilela | – | – | – | – |
| Christine Sabwa | – | – | – | – |
| Fatai Sanusi | – | – | – | – |
| Louisa Stephens | – | – | – | – |
| Andrea Zappia | – | – | – | – |
| | 502 872 | – | 502 872 | 0.11 |

## Share register analysis continued
as at 31 March 2024

| Trading data | |
|---|---|
| Closing price on 3 April 2023 (ZAR) | 120.00 |
| Closing price on 31 March 2024 (ZAR) | 113.60 |
| Closing high for period (4 April 2023 (ZAR)) | 125.03 |
| Closing low for period on 17 November 2023 (ZAR) | 63.21 |
| Number of shares in issue | 442 512 678 |
| Volume traded during period | 445 286 851 |
| Ratio of volume traded to shares issued | 100.63% |
| Rand value traded during the period (ZAR) | 38 764 574 534 |
| Historic price/earnings ratio as at 31 March 2024 | (21.35) |
| Historic earnings yield as at 31 March 2024 | (4.68) |
| Historic dividend yield as at 31 March 2024 | – |
| **Market capitalisation at 31 March 2024 (ZAR)** | **50 269 440 221** |

# Shareholders diary

| General | |
|---|---|
| Financial year-end | **31 March 2024** |
| Year-end results announcement on SENS | **12 June 2024** |
| Shareholders eligible to receive AGM notice | **14 June 2024** |
| Distribution of annual results booklet enclosing AGM notice | **28 June 2024** |
| Integrated annual report publication | **28 June 2024** |
| Last day to trade to be entitled to vote at AGM | **21 August 2024** |
| Voting record date | **23 August 2024** |
| Proxy submission deadline for administrative purposes | **26 August 2024** |
| AGM | **28 August 2024** |
| Interim results announcement | **12 November 2024** |

# Administration and corporate information

## Company secretary

Carmen Miller
MultiChoice City
144 Bram Fischer Drive
Randburg, 2194
South Africa
cosec@multichoice.com
Tel: +27 (0)11 289 3000

## Registered office

MultiChoice City
144 Bram Fischer Drive
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South Africa
PO Box 1502, Randburg, 2125
South Africa
Tel: +27 (0)11 289 3000

## Registration number

2018/473845/06
Incorporated in South Africa

## External auditor

Ernst & Young Inc.
102 Rivonia Road,
Sandton, 2196
Gauteng, South Africa

## Transfer secretaries

Singular Systems Proprietary Limited
(Registration number 2002/001492/07)
25 Scott Street, Waverley, 2090
PO Box 1266, Bramley, 2018
Tel: +27 (0)870 150 342/3
multichoice@singular.co.za

## ADR programme

The Bank of New York Mellon

## Shareholder relations department

Global Buy DIRECT[SM]
462 South 4th Street,
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United States of America
(PO Box 505000, Louisville, KY 40233-5000)

## Sponsor

Rand Merchant Bank
(A division of FirstRand Bank Limited)
(Registration number: 1929/001225/06)
1 Merchant Place, Cnr Fredman Drive and Rivonia Road
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PO Box 786273, Sandton, 2146, South Africa
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## Attorneys

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## Investor relations

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# Notes

## Forward-looking statements

This report contains forward-looking statements as defined in the United States Private Securities Litigation Reform Act of 1995. Words such as ‘believe’, ‘anticipate’, ‘intend’, ‘seek’, ‘will’, ‘plan’, ‘could’, ‘may’, ‘endeavour’ and similar expressions are intended to identify such forward-looking statements but are not the exclusive means of identifying such statements.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances and should be considered in light of various important factors. While these forward- looking statements represent our judgements and future expectations, a number of risks, uncertainties and other important factors could cause actual developments and results to differ materially from our expectations.

The key factors that could cause our actual results, performance or achievements to differ materially from those in the forward-looking statements include, among others, changes to IFRS Accounting Standards and the interpretations, applications and practices subject thereto as they apply to past, present and future periods; future acquisitions, changes to domestic and international business and market conditions such as exchange rate and interest rate movements; changes in the domestic and international regulatory and legislative environments; changes to domestic and international operational, social, economic and political conditions; the occurrence of labour disruptions and industrial action; and the effects of both current and future litigation.

We are not under any obligation to (and expressly disclaim any such obligation to) revise or update any forward-looking statements contained in this report, whether as a result of new information, future events or otherwise. We cannot give any assurance that forward-looking statements will prove to be correct, and investors are cautioned not to place undue reliance on any forward-looking statements contained herein.

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