



MultiChoice  
ENRICHING LIVES

MultiChoice Group Limited  
Annual financial statements  
for the year ended 31 March 2024

# **MultiChoice Group Limited**

Annual Financial Statements for the year ended 31 March 2024

## **Statement of responsibility by the board of directors**

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The company annual financial statements are the responsibility of the directors of MultiChoice Group Limited. In discharging this responsibility, the directors rely on management to prepare the annual financial statements presented on pages 1 to 35 in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (IFRS) and Interpretations as issued by the IFRS Interpretations Committee (IFRIC), the South African Institute of Chartered Accountants (SAICA) Financial Reporting Guides as issued by the Accounting Practices Committee (APC), Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council (FRSC), the Johannesburg Stock Exchange (JSE) Listings Requirements and the requirements of the South African Companies Act, No 71 of 2008 as amended (the Act). The company 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™). In conformity with IFRS Accounting Standards, the annual financial statements include amounts based on judgements and estimates made by management. The information given is comprehensive and presented in a responsible manner.

The directors accept responsibility for the preparation, integrity and fair presentation of the annual financial statements. No facts have been omitted or untrue statements made that would make the annual financial statements false or misleading. Internal financial controls have been put in place to ensure that material information relating to MultiChoice Group Limited has been provided to effectively prepare the annual financial statements. The company operates in an established control environment, which is documented and regularly reviewed. The company's risk committee plays an integral role in risk management.

The company's internal audit function, which operates unimpeded by operational management, and has unrestricted access to the company's audit committee, assesses and, when necessary, recommends improvements to the system of internal control and accounting practices, based on audit plans that take cognisance of the relative degrees of risk of each function or aspect of the business.

The directors believe that the company has adequate resources to continue operations as a going concern in the foreseeable future, based on budgets, cash flow forecasts and available cash resources. The annual financial statements, reflecting the current financial position and existing borrowing facilities, support the viability of the company. The preparation of the annual financial statements was supervised by the company's Chief Financial Officer, Tim Jacobs CA(SA). These results were made public on 12 June 2024.

The independent auditing firm Ernst & Young Inc., which was given unrestricted access to all financial records and related data, including minutes of all meetings of shareholders, the board of directors and committees of the board, has audited the annual financial statements. The directors believe that all representations made to the independent external auditors during their audit were valid and appropriate. A copy of Ernst & Young Inc.'s unqualified audit report is presented on pages 10 to 12.

The annual financial statements were approved by the board of directors on 12 June 2024 and are signed on its behalf by:



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**Elias Masilela**  
Chair



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**Calvo Mawela**  
Chief executive officer (CEO)

# **MultiChoice Group Limited**

Annual Financial Statements for the year ended 31 March 2024

## **Company Secretary's Certification and CEO and CFO responsibility statement**

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### **Company Secretary's Certification**

In terms of section 88(2)(e) of the Companies Act No 71 of 2008, in my capacity as company secretary of MultiChoice Group Limited, I confirm that for the year ended 31 March 2024 the company has lodged with the Registrar of Companies and the Companies and Intellectual Property Commission, all such returns and notices as are required of a public company in terms of the Companies Act and that all such returns and notices are, to the best of my knowledge, true, correct and up to date.



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**Carmen Miller**  
Company Secretary  
12 June 2024

### **CEO and CFO responsibility statement**

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

- (a) The annual financial statements set out on pages 1 to 35, fairly present in all material respects, the financial position, financial performance and cash flows of MultiChoice Group Limited in terms of IFRS Accounting Standards;
- (b) To the best of our knowledge and belief, no facts have been omitted, or untrue statements made that would make the annual financial statements false or misleading;
- (c) Internal financial controls have been put in place to ensure that material information relating to MultiChoice Group Limited has been provided to effectively prepare the annual financial statements;
- (d) The internal financial controls are adequate and effective and can be relied upon in compiling the annual financial statements, having fulfilled our role and function as executive directors with primary responsibility for implementation and execution of controls;
- (e) Where we are not satisfied, we have disclosed to the audit committee and the auditors any deficiencies in design and operational effectiveness of the internal financial controls, and have remediated the deficiencies; and
- (f) We are not aware of any fraud involving directors.



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**Calvo Mawela**  
Chief executive officer (CEO)  
12 June 2024



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**Tim Jacobs**  
Chief financial officer (CFO)  
12 June 2024

# **MultiChoice Group Limited**

Annual Financial Statements for the year ended 31 March 2024

## **Report of the audit committee**

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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).

### **Members of the audit committee and attendance at meetings**

The committee consists of only independent non-executive directors and must meet 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 company 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 capacity as auditors to the company, 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, company CEO, company CFO and deputy CFO, company secretary and company 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 of member	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 company's annual financial statements and any other company press releases with material financial or internal control impacts. These reviews included:
  - taking appropriate steps to ensure the annual 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 annual 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 annual financial statements.
  - compiling a report to be inserted in the 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 annual financial statements, and how these were addressed by management.
- Reviewed the ability of the company to continue as a going concern, including the company's dividend recommendation and an analysis of the company's liquidity and solvency and recommend it to the board for approval.

## **Report of the audit committee**

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### *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 company, and that internal audit is supplemented as required by specialists.
  - confirm the appointment of the head of the company'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 company'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 company'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 company's significant risks and material matters through a combination of assurance service providers and functions as is appropriate for the company.
- 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 company 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.

## **Report of the audit committee**

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### *Other matters (continued)*

- 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 annual financial statements, as well as other JSE Limited communications directed at audit committees, and ensure correct application in the company'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 company programme updates.
- focusing regularly on the company's working capital requirements and ensuring that the company continues to operate as a going concern.
- review of the company's treasury risks including illiquid cash, foreign exchange and counterparty risk management.
- oversight and conclusion of the company'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 company policy.
- reviewing financial trading updates prior to release on the SENS.

### **Financial statement reporting issues**

The committee's main responsibility in relation to the company's financial reporting is to review, with both management and the external auditor, the appropriateness of the annual 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 annual financial statements, taken as a whole, are fair and balanced.

### **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 company's internal audit function is independent and has the necessary resources, standing and authority in the company 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 company's head of internal audit reports functionally to the chair of the committee and administratively to the company 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 company'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 annual financial statements, the risk management processes and systems of internal control of the company were effective for the year under review. No material weaknesses in financial controls of the company were reported for the year under review.

# **MultiChoice Group Limited**

Annual Financial Statements for the year ended 31 March 2024

## **Report of the audit committee**

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### **Independence and effectiveness of the FY24 external auditor**

Ernst & Young Inc. was the appointed auditor of the company 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 11 to the 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 ZARnil (FY23: ZARnil) for tax consulting and ZARnil (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 company, 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 company'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 company 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 company'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.

## **Report of the audit committee**

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### **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 company'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 company chief information officer.
- The annual renewal of insurance (including directors' and officers' insurance) is specifically considered together with risk management and the company'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 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](http://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 company's working capital requirements and ensuring that the company continues to operate as a going concern.
- review of the company'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 company policy.
- review of material company 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.



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**Louisa Stephens**  
Chair: Audit committee  
12 June 2024

# **MultiChoice Group Limited**

Annual Financial Statements for the year ended 31 March 2024

## **Directors' Report**

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### **1. Incorporation**

The company was incorporated in South Africa on 4 September 2018 and obtained its certificate to commence business on the same day.

### **2. Nature of business**

The principal activities of the company are to act as an investment holding company.

### **3. Share capital**

There were no changes in the company's share capital during the year. Refer to note 6.

### **4. 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.

### **5. Share schemes**

There were no changes in the company's long term incentive plan structures during the year.

### **6. Directorate**

Mr A Zappia was appointed as an independent non-executive director with effect from 1 September 2023.

Ms D Klein was appointed as an independent non-executive director with effect from 1 September 2023.

Mr JJ Volkwyn stepped down as lead independent director with effect from 1 April 2024 but will remain on the board as an independent non-executive director.

Mr MI Patel stepped down as chair and non-executive director with effect from 23 April 2024. The board appointed Mr E Masilela as chair with effect from 23 April 2024. (Mr E Masilela filled the role of Deputy Chair and lead independent director from 1 April 2024 to 22 April 2024).

No other changes have been made to the directorate of the company.

The directors' names, details and meeting attendance are presented below and the group company secretary's name, business and postal addresses are presented on page 34. Directors' shareholdings in the issued share capital of the group are disclosed in note 16.

# MultiChoice Group Limited

Annual Financial Statements for the year ended 31 March 2024

## Directors' Report

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### 6. Directorate (continued)

Directors and attendance at meetings during the 2024 financial year:

	Date first appointed	Board	Audit	Risk	Remuneration	Nomination	Social and ethics	Category
MI Patel <sup>1</sup>	6 December 2018	7/7	*	4/4	*	2/2	*	NE
E Masilela <sup>1</sup>	6 December 2018	7/7	4/4	4/4	*	*	*	INE
JJ Volkwyn <sup>2</sup>	6 December 2018	7/7	*	*	5/5	2/2	*	Lead INE
KD Moroka	6 December 2018	7/7	*	*	5/5	2/2	4/4	INE
L Stephens	6 December 2018	7/7	4/4	4/4	*	2/2	*	INE
CM Sabwa	14 May 2019	7/7	4/4	4/4	*	*	4/4	INE
FA Sanusi	5 July 2019	7/7	*	*	*	*	4/4	INE
JH du Preez	1 April 2021	7/7	4/4	4/4	5/5	*	*	INE
D Klein <sup>3</sup>	1 September 2023	6/6	*	*	4/4	*	*	INE
A Zappia <sup>3</sup>	1 September 2023	6/6	*	*	*	*	*	INE
CP Mawela	6 December 2018	7/7	*	4/4	*	*	4/4	Executive - CEO
TN Jacobs	6 December 2018	7/7	*	4/4	*	*	4/4	Executive - CFO

NE - Non-executive director.

INE - Independent non-executive director.

\* Not a member

1 MI Patel stepped down as chair and non-executive director and the board appointed Elias Masilela as chair with effect from 23 April 2024.

2 JJ Volkwyn stepped down as lead independent director with effect from 1 April 2024 but will remain on the board as an independent non-executive director.

3 D Klein and A Zappia were elected by shareholders as independent non-executive directors with effect from 1 September 2023. Accordingly, they were only eligible to attend 6 of the 7 board meetings held during the reporting period. In addition, D Klein was only eligible to attend 4 of the 5 remuneration committee meetings held during the financial year.

### 7. Company secretary

Carmen Miller has been the appointed company secretary since 11 June 2020.

### 8. Borrowings

The company has unlimited borrowing powers in terms of its Memorandum of Incorporation.

## Independent Auditor's Report

*To the Shareholders of MultiChoice Group Limited*

### Report on the Audit of the Separate Financial Statements

#### *Opinion*

We have audited the separate financial statements of MultiChoice Group Limited (the Company) set out on pages 13 to 33, which comprise of the separate statement of financial position as at 31 March 2024, and the separate statement of profit or loss and other comprehensive income, the separate statement of changes in equity and the separate statement of cash flows for the year then ended, and notes to the separate financial statements, including material accounting policy information.

In our opinion, the separate financial statements present fairly, in all material respects, the separate financial position of the company as at 31 March 2024, and its separate financial performance and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa.

#### *Basis for Opinion*

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Separate Financial Statements* section of our report. We are independent of the company in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements of the company and in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits of the company and in South Africa. 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). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In terms of the IRBA Rule on Enhanced Auditor Reporting for the Audit of Financial Statements of Public Interest Entities, published in Government Gazette Number 49309 dated 15 September 2023 (EAR Rule) we report:

#### *Final Materiality*

The ISAs do not have a specific definition for materiality. However, they do recognise that misstatements, including omissions, are considered to be material if they, individually or in the aggregate, could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements. The ISAs further clarify that judgments about materiality are made in light of surrounding circumstances, and are affected by the size or nature of a misstatement, or a combination of both and consider users as a group in the average rather than as individuals whose needs may vary greatly.

The amount we set as final materiality represents a quantum for the above concepts when considering the financial statements as a whole. Qualitative factors are also considered in making final determinations regarding what is material to the financial statements.

We determined final materiality for the company to be R367 500 000 which is 0,8% of Total Assets. We have identified Total Assets as the most appropriate basis given the holding company holds the investments in subsidiaries. The Company is evaluated by users on the capital growth as well as the performance of the investments.

### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the separate financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

### *Other Matter*

The separate financial statements of MultiChoice Group Limited for the year ended 31 March 2023, were audited by another auditor who expressed an unmodified opinion on those statements on 13 June 2023.

### *Other Information*

The directors are responsible for the other information. The other information comprises the information included in the 35-page document titled "MultiChoice Group Limited Annual Financial Statements for the year ended 31 March 2024", and the document titled MultiChoice Group Limited Consolidated Annual Financial Statements for the year ended 31 March 2024, which includes the Directors' Report to Shareholders, Report of the Audit Committee and the Company Secretary's Certification as required by the Companies Act of South Africa which we obtained prior to the date of this report, and the other sections of the document titled "MultiChoice Group Limited Integrated Annual Report 2024", which is expected to be made available to us after the date of this auditor's report. The other information does not include the consolidated or the separate financial statements and our auditor's report thereon.

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

In connection with our audit of the separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### *Responsibilities of the Directors for the Separate Financial Statements*

The directors are responsible for the preparation and fair presentation of the separate financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of separate financial statements that are free from material misstatement, whether due to fraud or error.

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

### *Auditor's Responsibilities for the Audit of the Separate Financial Statements*

Our objectives are to obtain reasonable assurance about whether the separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these separate financial statements.

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

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

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

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

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

#### *Report on Other Legal and Regulatory Requirements*

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that Ernst & Young Inc. have been the auditors of MultiChoice Group Limited for 1 year.

*Ernst & Young Inc.*

Ernst & Young Inc.  
Director: CE Trollope  
Registered Auditor

12 June 2024  
Johannesburg, South Africa

# **MultiChoice Group Limited**

Annual Financial Statements for the year ended 31 March 2024

## **Statement of financial position as at 31 March 2024**

	Note	2024 ZAR'm	2023 ZAR'm
<b>Assets</b>			
<b>Non-current assets</b>			
Investments in subsidiaries	3	67 214	63 089
Investment at fair value through other comprehensive income	5	376	515
		<b>67 590</b>	<b>63 604</b>
<b>Current assets</b>			
Amounts due from related parties	8	459	329
Current tax receivable		1	3
Cash and cash equivalents	4	-	-
		<b>460</b>	<b>332</b>
Total assets held for sale	9	-	288
<b>Total assets</b>		<b>68 050</b>	<b>64 224</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Share capital	6	454	454
Other reserves		(114)	29
Retained income		67 150	63 063
		<b>67 490</b>	<b>63 546</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Accrued expenses and other payables	7	4	4
Amounts due to related parties	8	556	308
		<b>560</b>	<b>312</b>
Total liabilities held for sale	9	-	366
<b>Total equity and liabilities</b>		<b>68 050</b>	<b>64 224</b>

The accounting policies and the notes on pages 17 to 33 form an integral part of the annual financial statements.

# MultiChoice Group Limited

Annual Financial Statements for the year ended 31 March 2024

## Statement of Profit or Loss and Other Comprehensive Income for the year ended 31 March 2024

	Note	2024 ZAR'm	2023 ZAR'm
Revenue	10	4 318	4 698
Other operating expenses	11	(268)	(208)
<b>Operating profit</b>		<b>4 050</b>	<b>4 490</b>
Interest income		53	93
<b>Profit before taxation</b>		<b>4 103</b>	<b>4 583</b>
Taxation	12	(20)	(31)
<b>Profit for the year</b>		<b>4 083</b>	<b>4 552</b>
<b>Other comprehensive loss:</b>			
<b>Items that will not be reclassified to profit or loss:</b>			
Fair value losses on investment held at fair value through other comprehensive income		(139)	(26)
<b>Other comprehensive loss for the year, net of taxation</b>		<b>(139)</b>	<b>(26)</b>
<b>Total comprehensive income for the year</b>		<b>3 944</b>	<b>4 526</b>

The accounting policies and the notes on pages 17 to 33 form an integral part of the annual financial statements.

# MultiChoice Group Limited

Annual Financial Statements for the year ended 31 March 2024

## Statement of Changes in Equity for the year ended 31 March 2024

	Share capital (note 6) ZAR'm	Other reserves <sup>1</sup> ZAR'm	Retained income ZAR'm	Total equity ZAR'm
<b>Balance at 1 April 2022</b>	<b>454</b>	<b>60</b>	<b>60 946</b>	<b>61 460</b>
Profit for the year	-	-	4 552	4 552
Other comprehensive loss	-	(26)	-	(26)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>(26)</b>	<b>4 552</b>	<b>4 526</b>
Other share-based compensation movements		(5)	5	-
Dividend declared <sup>2</sup>	-	-	(2 440)	(2 440)
<b>Total contributions by and distributions to owners of the company recognised directly in equity</b>	<b>-</b>	<b>(5)</b>	<b>(2 435)</b>	<b>(2 440)</b>
<b>Balance at 1 April 2023</b>	<b>454</b>	<b>29</b>	<b>63 063</b>	<b>63 546</b>
Profit for the year	-	-	4 083	4 083
Other comprehensive loss	-	(139)	-	(139)
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>(139)</b>	<b>4 083</b>	<b>3 944</b>
Other share-based compensation movements	-	(4)	4	-
<b>Total contributions by and distributions to owners of the company recognised directly in equity</b>	<b>-</b>	<b>(4)</b>	<b>4</b>	<b>-</b>
<b>Balance at 31 March 2024</b>	<b>454</b>	<b>(114)</b>	<b>67 150</b>	<b>67 490</b>

<sup>1</sup> Other reserves include the fair value reserve with a debit closing balance as at 31 March 2024 of ZAR77m (FY23: ZAR62m credit balance) and the share-based compensation reserve with a debit closing balance as at 31 March 2024 of ZAR37m (FY23: ZAR33m).

<sup>2</sup> Dividends declared exclude dividends related to treasury shares held by the company. The company declared a gross dividend of 565 SA cents per listed ordinary share in respect of FY22.

The accounting policies and the notes on pages 17 to 33 form an integral part of the annual financial statements.

# MultiChoice Group Limited

Annual Financial Statements for the year ended 31 March 2024

## Statement of Cash Flows for the year ended 31 March 2024

	Notes	2024 ZAR'm	2023 ZAR'm
<b>Cash flows from operating activities</b>			
Cash utilised in operations	13	(228)	(234)
Interest income		53	93
Taxation paid		(18)	(31)
Dividends received	10	4 318	4 698
		<b>4 125</b>	<b>4 526</b>
<b>Cash flows from investing activities</b>			
Additional investment in subsidiary	3	(4 125)	(2 086)
<b>Cash flows from financing activities</b>			
Dividend paid		-	(2 440)
<b>Total cash and cash equivalents movement for the year</b>		-	-
Cash and cash equivalents at the beginning of the year		-	-
<b>Total cash and cash equivalents at end of the year</b>	4	-	-

The accounting policies and the notes on pages 17 to 33 form an integral part of the annual financial statements.

## Accounting Policies

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### 1. Significant accounting policies

#### 1.1 Basis of preparation

The annual financial statements have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (IFRS) and Interpretations as issued by the IFRS Interpretations Committee (IFRIC), the South African Institute of Chartered Accountants (SAICA) Financial Reporting Guides as issued by the Accounting Practices Committee (APC), Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council (FRSC), the Johannesburg Stock Exchange (JSE) Listings Requirements and the requirements of the South African Companies Act No 71 of 2008 as amended (the Act). The company 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™).

The annual financial statements include amounts based on judgements and estimates made by management (note 2).

The annual financial statements are prepared using the historic cost convention apart from certain financial instruments (including derivative instruments) which are stated at fair value.

The annual financial statements are presented on the going concern basis. Current liabilities exceeded current assets of the company in FY24. The company however has access to additional cash resources within the group to meet its cash obligations as they fall due within the next 12 months.

These separate financial statements contain information about MultiChoice Group Limited as an individual company and do not contain consolidated financial information as the parent of a group. The consolidated financial statements have however been prepared and are publicly issued, in addition to the separate financial statements of the company, on 12 June 2024. These are available on the company's website, [www.multichoice.com](http://www.multichoice.com), and at the registered office of the company.

The financial statements are prepared in South African Rand (ZAR), which is the company's functional and reporting currency. All amounts are disclosed in millions of Rands.

#### 1.2 Investments in subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the company has the power to govern the financial and operating policies generally accompanying a shareholding of more than half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the company controls another entity.

The company's accounting policy is to recognise investments in subsidiaries at cost in accordance with IAS 27. The initial cost is determined based on the fair value of the assets received or the shares issued.

Investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investments.

#### 1.3 Financial instruments

Financial assets and financial liabilities are recognised in the company's statement of financial position when the company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

##### Financial assets

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value through other comprehensive income, depending on the classification of the financial assets.

## **Accounting Policies**

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### **1.3 Financial instruments (continued)**

#### **Classification of financial assets**

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### **(i) Amortised cost and effective interest method**

For financial assets other than purchased or originated credit impaired financial assets (i.e. assets that are credit impaired on initial recognition), the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit impaired financial assets, a credit adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortised cost of the debt instrument on initial recognition.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

Finance income is recognised using the effective interest method for debt instruments measured subsequently at amortised cost and at fair value through other comprehensive income. For financial assets other than purchased or originated credit impaired financial assets, interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit impaired (see below). For financial assets that have subsequently become credit impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit impaired financial instrument improves so that the financial asset is no longer credit impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit impaired financial assets, the company recognises interest income by applying the credit adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit impaired.

Finance income is recognised in profit or loss and is included in the "interest income" line item.

#### **Cash and cash equivalents**

Cash and cash equivalents are carried in the statement of financial position at amortised cost. Cash and cash equivalents comprise cash on hand and demand deposits, and other short term highly liquid investments that are readily convertible within 3 months to a known amount of cash and are subject to an insignificant risk of changes in value. These are initially and subsequently recorded at amortised cost.

# **MultiChoice Group Limited**

Annual Financial Statements for the year ended 31 March 2024

## **Accounting Policies**

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### **1.3 Financial instruments (continued)**

#### **Investments held at fair value through other comprehensive income**

The entity has designated its investment in Phuthuma Nathi (PN) at fair value through other comprehensive income. The entity chose this disclosure presentation alternative because the investment was made for strategic purpose rather than with the view to profit on subsequent sale, and there are no plans to dispose of this investment in the short or medium term. The investment is equity in nature and there will be no subsequent reclassification of fair value gains/losses previously recognised in other comprehensive income upon the derecognition of the investment. Dividends associated with the investments are recognised in profit or loss as income when the entity's right to receive payments has been established.

#### **Impairment of financial assets**

The company recognises a loss allowance for expected credit losses on cash and cash equivalents based on counterparty risk of the related financial institutions where cash is held, through adjusted credit risk factors. Details regarding recognition of loss allowances for expected credit losses on related party receivables can be found in note 14. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

#### **Measurement and recognition of expected credit losses**

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the company expects to receive, discounted at the original effective interest rate.

The company recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

#### **Financial liabilities**

All financial liabilities are measured subsequently at amortised cost using the effective interest method.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, are measured in accordance with the specific accounting policies set out below.

#### **Financial liabilities measured subsequently at amortised cost**

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination; or (ii) designated as at fair value through other comprehensive income, are measured subsequently at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating the interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

#### **Derecognition of financial liabilities**

The company derecognises financial liabilities when, and only when, the company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### **1.4 Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

# **MultiChoice Group Limited**

Annual Financial Statements for the year ended 31 March 2024

## **Accounting Policies**

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### **1.5 Current income tax**

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations where the applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to tax authorities.

The company does not carry on a trade as defined in the South African Income Tax Act 58 of 1962. As a result, all expenses incurred by the company are treated as non-deductible for income tax purposes and the company does not recognise any deferred tax.

The normal South African company tax rate used at the reporting date is 27%.

### **1.6 Revenue recognition**

Dividend income is recognised when the right to receive payment is established.

### **1.7 Recently issued accounting standards**

The following new standards, interpretations and amendments to existing standards are not yet effective as at 31 March 2024 and have not been early adopted by the company. The company does not expect the effects of these standards and interpretations to materially impact the annual financial statements.

<b>Standard/Interpretation</b>	<b>Title</b>	<b>Effective date</b>
IAS 1 Presentation of Financial Statements	<i>Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants</i>	Effective 1 January 2024
IFRS 16 Leases	<i>Lease Liability in a Sale and Leaseback</i>	Effective 1 January 2024
IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures	<i>Disclosures: Supplier Finance Arrangements</i>	Effective 1 January 2024
IAS 21 The effects of changes in foreign exchange rates	<i>Lack of exchangeability</i>	Effective 1 January 2025
IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Effective date deferred indefinitely

## **2 Critical estimates and judgements**

The preparation of the financial statements necessitates the use of estimates, assumptions and judgements by management. These estimates and assumptions affect the reported amounts of assets and liabilities at the statement of financial position date. Although estimates are based on management's best knowledge and judgements of current facts as at the statement of financial position date, the actual outcomes may differ from these estimates.

The significant accounting estimates and judgements have been set out in the note to which it relates, these are:

	<b>Note reference</b>	<b>Estimate/judgement relates to:</b>	<b>Judgement versus Estimate</b>
Investments in subsidiaries	3	Impairment	Estimate

# **MultiChoice Group Limited**

Annual Financial Statements for the year ended 31 March 2024

## **Notes to the Annual Financial Statements for the year ended 31 March 2024**

		2024 ZAR'm	2023 ZAR'm
<b>3. Investments in subsidiaries</b>			
Name of company		% voting power 2024	% voting power 2023
Irdeto South Africa Proprietary Limited <sup>1</sup>		100.00 %	100.00 %
MultiChoice Group Treasury Services Proprietary Limited <sup>1,2</sup>		100.00 %	100.00 %
MultiChoice Namibia Proprietary Limited <sup>3,4</sup>		49.00 %	49.00 %
MultiChoice South Africa Holdings Proprietary Limited <sup>1</sup>		75.00 %	75.00 %
NMS Insurance Services (SA) Limited <sup>1</sup>		100.00 %	100.00 %
MultiChoice Group Services Proprietary Limited <sup>1,5</sup>		100.00 %	100.00 %
		6	6
		21 167	17 042
		834	834
		45 199	45 199
		8	8
		-	-
		67 214	63 089

*<sup>1</sup> Incorporated and has its principal place of business in South Africa.*

*<sup>2</sup> During FY24, MultiChoice Group Treasury Services Proprietary Limited issued additional ordinary shares to MultiChoice Group Limited to the value of ZAR4.1bn (FY23: ZAR2.1bn) which increased the cost of the investment.*

*<sup>3</sup> Incorporated and has its principal place of business in Namibia.*

*<sup>4</sup> The company has management and board control of MultiChoice Namibia Proprietary Limited.*

*<sup>5</sup> The company holds 1 ordinary share (with no par value) in MultiChoice Group Services Proprietary Limited.*

## **4. Cash and cash equivalents**

Cash and cash equivalents consist of:

Cash at bank and on hand

The company is exposed to certain concentrations of credit risk relating to its cash and cash equivalents. It places these instruments with a major banking group that has a high credit rating.

The company's treasury policy is designed to limit exposure to any one institution and to invest excess cash in low-risk investment accounts. As at 31 March 2024, the company held its cash with a local bank with a 'Ba2' credit rating (Moody's International's Long-term Deposit rating). The counterparty that is used by the company is evaluated on a continuous basis.

The expected credit loss on cash and cash equivalents is immaterial.

## **5. Investments at fair value through other comprehensive income**

*Phuthuma Nathi (PN)*

At year-end, the investment in PN was revalued to a market value of ZAR98 (FY23: ZAR134) per share resulting in a fair value loss of ZAR139m (FY23: ZAR26m) recognised in the statement of profit or loss and other comprehensive income.

During FY24, the company received dividend income of ZAR78m (FY23: ZAR85m) from its investment in PN (note 10).

## **6. Share capital**

### **Authorised**

1 000 000 000 ordinary no par value shares

### **Issued**

442 512 678 (FY23: 442 512 678) ordinary shares

454

454

### **Capital management**

The company's objectives when managing capital are to safeguard its ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders.

# **MultiChoice Group Limited**

Annual Financial Statements for the year ended 31 March 2024

## **Notes to the Annual Financial Statements for the year ended 31 March 2024**

	2024 ZAR'm	2023 ZAR'm
<b>6. Share capital (continued)</b>		
The company relies upon distributions, including dividends, from its subsidiaries to generate the funds necessary to meet the obligations and other cash flow requirements of the company.		
<b>7. Accrued expenses and other payables</b>		
Accrued expenses	4	4
<b>8. Related parties</b>		
Related party balances		
Amounts due from related parties		
Current		
MultiChoice Group Treasury Services Proprietary Limited	459	329
	<b>459</b>	<b>329</b>
Amounts due to related parties		
Current		
MultiChoice Proprietary Limited	49	49
MultiChoice Support Services Proprietary Limited	17	18
MultiChoice Africa Holdings B.V.	164	121
MultiChoice Group Services Proprietary Limited	249	120
Showmax South Africa Proprietary Limited	61	-
Showmax Africa Holdings Limited	16	-
	<b>556</b>	<b>308</b>
All balances (except for the balances with MultiChoice Group Treasury Services Proprietary Limited and MultiChoice Africa Holdings B.V.) are interest free, unsecured and have no fixed terms of repayment.		
The receivable balance relates to the cashpool with MultiChoice Group Treasury Services Proprietary Limited, is unsecured, repayable on call to the company and the interest earned is based on the variable rate as per the investments held between MultiChoice Group Treasury Services Proprietary Limited and the respective banks.		
The payable balance to MultiChoice Africa Holdings B.V. is unsecured, has fixed repayment terms and incurs interest at the South African prime lending rate from the due date to the date of payment. No interest has been charged on this amount in FY24.		
Related party transactions		
Management fee expense		
MultiChoice Group Treasury Services Proprietary Limited <sup>1</sup>	1	1
MultiChoice Group Services Proprietary Limited <sup>1</sup>	193	91
MultiChoice Africa Holdings B.V. <sup>1</sup>	41	17
	<b>235</b>	<b>109</b>

<sup>1</sup> Management fee expense relates to recharges for support services provided to the company.

# MultiChoice Group Limited

Annual Financial Statements for the year ended 31 March 2024

## Notes to the Annual Financial Statements for the year ended 31 March 2024

	2024 ZAR'm	2023 ZAR'm
<b>8. Related parties (continued)</b>		
<b>Dividends received</b>		
MultiChoice Namibia Proprietary Limited	115	113
MultiChoice South Africa Holdings Proprietary Limited	4 125	4 500
	<b>4 240</b>	<b>4 613</b>

During FY24, MultiChoice Group Treasury Services Proprietary Limited issued additional ordinary shares to MultiChoice Group Limited to the value of ZAR4.1bn (FY23: ZAR2.1bn) (note 3).

### Key management remuneration

Short-term employee benefits	40	42
Long-term post-employment benefits	3	3
Share-based payment charge	42	45
<b>Remuneration paid to key management</b>	<b>85</b>	<b>90</b>

### Non-executive directors

Directors' fees	66	35
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### Key management remuneration and participation in share-based incentive plans

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

344 788 (FY23: 234 255) MCG shares were allocated during the 2024 financial year and an aggregate of 1 031 310 (FY23: 947 193) MCG shares were allocated and unvested as at 31 March 2024.

#### For other schemes in unlisted companies as follows:

191 804 (FY23: 15 372) Phantom Performance Shares were allocated during the 2024 financial year and an aggregate of 349 869 (FY23: 158 065) Phantom Performance Shares were allocated and unvested as at 31 March 2024.

8 428 (FY23: Nil) Showmax RSUs were allocated during the 2024 financial year and an aggregate of 8 428 (FY23: Nil) Showmax RSUs were allocated and unvested as at 31 March 2024.

### 9. Non-current assets and liabilities held for sale

#### Assets and liabilities

<b>Non-current assets held for sale</b>		
Platform technology advances	-	288

#### Non-current liabilities held for sale

Accrued expenses	-	366
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During FY23, the MultiChoice Group entered into an agreement to form a new partnership with Comcast Corporation, through its subsidiary NBCUniversal Media, LLC (NBCUniversal) for the Showmax business. During FY23 advances were provided by the company to NBCUniversal in order to commence the customisation of the Peacock TV LLC's technology stack for use in the Showmax business. As at 31 March 2023, these advances had not been paid over and as a result accruals were raised.

On reclassification of the assets and liabilities to held for sale in FY23, an assessment was done on the fair value of the assets and liabilities and no impairment was required.

During FY24 these assets and liabilities were transferred to the newly formed Showmax group (Showmax Africa Holdings Limited), which is a subsidiary within the MultiChoice Group.

# MultiChoice Group Limited

Annual Financial Statements for the year ended 31 March 2024

## Notes to the Annual Financial Statements for the year ended 31 March 2024

	2024 ZAR'm	2023 ZAR'm
<b>10. Revenue</b>		
Related party dividends received (non-IFRS 15)	4 240	4 613
Dividends received from investments (non-IFRS 15)	78	85
	<b>4 318</b>	<b>4 698</b>

### 11. Other operating expenses

Operating profit for the year is stated after charging the following, amongst others:

#### Expenses by nature

Administrative costs	29	15
Auditors remuneration	4	6
Management fee expense	235	109
Technology consulting costs	-	78
	<b>268</b>	<b>208</b>

### 12. Taxation

#### Major components of the tax expense

##### Current

Local income tax - current year	14	25
Dividend withholding tax	6	6
	<b>20</b>	<b>31</b>

#### Reconciliation of the tax expense

Reconciliation between accounting profit and tax expense.

Accounting profit	4 103	4 583
Tax at the applicable tax rate of 27%	1 108	1 237

#### Tax effect of adjustments on taxable income

Non-taxable income - dividends received	(1 166)	(1 268)
Non-deductible expenses <sup>1</sup>	72	56
Other taxes - dividend withholding tax	6	6
	<b>20</b>	<b>31</b>

<sup>1</sup> Non-deductible expenses relate to management fees, admin costs and other costs not incurred in the production of income.

### 13. Cash utilised in operations

Profit before taxation	4 103	4 583
<b>Adjustments</b>		
Technology consulting costs	-	78
Interest income	(53)	(93)
Dividends	(4 318)	(4 698)
<b>Changes in working capital</b>		
Increase in accrued expenses and other payables	-	1
Increase in amounts due to related parties	171	(73)
Increase in amounts due from related parties	(131)	(32)
	<b>(228)</b>	<b>(234)</b>

# **MultiChoice Group Limited**

Annual Financial Statements for the year ended 31 March 2024

## **Notes to the Annual Financial Statements for the year ended 31 March 2024**

### **14. Financial instruments and risk management**

#### **Categories of financial instruments**

#### **Categories of financial assets**

**2024**

	Note	<b>Amortised cost</b> ZAR'm	<b>Fair value</b> ZAR'm
Investments at fair value through other comprehensive income	5	-	376
Amounts due from related parties	8	459	-
		<b>459</b>	<b>376</b>

**2023**

	Note	<b>Amortised cost</b> ZAR'm	<b>Fair value</b> ZAR'm
Investments at fair value through other comprehensive income	5	-	515
Amounts due from related parties	8	329	-
		<b>329</b>	<b>515</b>

#### **Categories of financial liabilities**

**2024**

	Note	<b>Amortised cost</b> ZAR'm
Amounts due to related parties	8	556
Accrued expenses	7	4
		<b>560</b>

**2023**

	Note	<b>Amortised cost</b> ZAR'm
Amounts due to related parties	8	308
Accrued expenses	7	4
		<b>312</b>

#### **Financial risk management**

##### **Overview**

The company's activities expose it to a variety of financial risks: foreign exchange risk, credit risk, price risk and liquidity risk. The company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the company's financial performance.

Risk management is carried out by the management of the company under policies approved by the board of directors. The board of directors provides written policies covering specific areas, such as foreign exchange risk, credit risk, price risk and the investment of excess liquidity.

# **MultiChoice Group Limited**

Annual Financial Statements for the year ended 31 March 2024

## **Notes to the Annual Financial Statements for the year ended 31 March 2024**

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### **14. Financial instruments and risk management (continued)**

#### **Currency risk**

The company does not have currency risks as there are no assets and/or liabilities denominated in currencies other than the functional currency of the company.

#### **Credit risk**

The company has a concentration of credit risk in respect of its cash and related party receivables.

#### **Impairment of financial assets**

The company has the following financial assets subject to the expected credit loss model:

- cash and cash equivalents
- related party receivables

#### **Cash and cash equivalents**

The company recognises a loss allowance for expected credit losses on cash and cash equivalents. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument. No material impairment loss was identified.

#### **Related party receivables**

In assessing the expected credit loss on related party receivable balances, the following was considered:

- Whether the borrower has sufficient available highly liquid current assets (which can be accessed immediately after taking into consideration any more senior external or internal loans which would need to be repaid) to repay the outstanding related party if the receivable was demanded at reporting date. If sufficient highly liquid current assets could be accessed the probability of default would approximate 0%.
- If it was determined that the borrower does not have sufficient highly liquid current assets, the group would allow the borrower to continue trading or to sell assets over a period of time. A review of a cash flow forecast was performed to give an indication of the expected trading cash flows and/or liquid assets expected to be generated during the recovery period.
- The expected credit losses was limited to the effect of discounting the amount due on the receivable over the period until cash is realised and repaid to the group. *IFRS 9* requires the discount rate to be the receivable's effective interest rate. The receivable balance related to the cashpool with MultiChoice Group Treasury Services Proprietary Limited are repayable on call to the company and the interest earned is based on the variable rate as per the investments held between MultiChoice Group Treasury Services Proprietary Limited and the respective banks.

Upon assessment the expected credit loss was determined as immaterial.

#### **Price risk**

The company has concentration of price risk in respect of its investment in PN.

#### **Liquidity risk**

Current liabilities exceeded current assets of the company in FY24. The company however has access to additional cash resources within the group to meet its cash obligations as they fall due within the next 12 months.

Prudent liquidity risk management implies maintaining availability of funding through the company's subsidiaries. The company's payables comprise amounts due to related corporate entities, most of which are payable on demand (payable balance to MultiChoice Africa Holdings B.V. has fixed repayment terms). The amounts due in terms of the remaining contractual maturity for these financial liabilities are ZAR556m (FY23: ZAR308m). No interest has been charged on this amount in FY24.

The amounts due in terms of the remaining contractual maturity for accrued expenses are ZAR4m (FY23: ZAR4m). These amounts represent undiscounted cash flows for these financial liabilities and no interest is charged on these amounts.

# **MultiChoice Group Limited**

Annual Financial Statements for the year ended 31 March 2024

## **Notes to the Annual Financial Statements for the year ended 31 March 2024**

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### **14. Financial instruments and risk management (continued)**

#### **Sensitivity analysis**

##### **Equity price risk**

The company's exposure to equity securities price risk arises from its investment in PN which is classified in the statement of financial position as held at fair value through other comprehensive income. This investment is a level 1 financial instrument (note 15).

### **15. Fair value information**

For non-traded financial assets and liabilities, the fair values were calculated using market information and other relevant valuations techniques, and do not necessarily represent the values that the company will realise in the normal course of business. The carrying amounts of cash and cash equivalents, amounts due to related parties, amounts due from related parties and accrued expenses and other payables are deemed to reflect fair value due to the short maturities of these instruments.

	<b>Carrying amount</b> <b>ZAR'm</b>	<b>Fair value</b> <b>ZAR'm</b>
<b>2024</b>		
<b>Assets</b>		
Amounts due from related parties	459	459
Investment at fair value through other comprehensive income	376	376
Cash and cash equivalents	-	-
	<b>835</b>	<b>835</b>

	<b>Carrying amount</b> <b>ZAR'm</b>	<b>Fair value</b> <b>ZAR'm</b>
<b>Liabilities</b>		
Accrued expenses and other payables	4	4
Amounts due to related parties	556	556
	<b>560</b>	<b>560</b>

	<b>Carrying amount</b> <b>ZAR'm</b>	<b>Fair value</b> <b>ZAR'm</b>
<b>2023</b>		
<b>Assets</b>		
Amounts due from related parties	329	329
Investment at fair value through other comprehensive income	515	515
Cash and cash equivalents	-	-
	<b>844</b>	<b>844</b>
<b>Liabilities</b>		
Accrued expenses and other payables	4	4
Amounts due to related parties	308	308
	<b>312</b>	<b>312</b>

Of the instruments listed above, the Investment at fair value of ZAR376m (FY23: ZAR515m) is classified as a level 1 financial instrument.

There were no transfers between level 1 and level 2 financial instruments during the year.

# MultiChoice Group Limited

Annual Financial Statements for the year ended 31 March 2024

## Notes to the Annual Financial Statements for the year ended 31 March 2024

	2024 ZAR'm	2023 ZAR'm
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### 15. Fair value information (continued)

The company categorises fair value measurements into levels 1 to 3 of the fair value hierarchy based on the degree to which the inputs used in measuring fair value are observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The fair value of financial instruments that are not traded in active markets (for example, derivatives such as interest rate swaps, forward exchange contracts and certain options) is determined through valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to measure the fair value of an instrument are observable, the instrument is included in level 2.
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### 16. Directors' emoluments

Executive directors and prescribed officers emoluments	42.60	44.98
<b>Non-executive directors</b>		
Fees for services as directors of the group	63.10	34.31
Fees for services as directors of other group companies	3.10	0.76
	<hr/> 66.20	<hr/> 35.07
	<hr/> <b>108.80</b>	<hr/> <b>80.05</b>

No director has a notice period of more than one year.

Executives' contracts do not contain guaranteed payments on termination.

The individual directors received the following remuneration and emoluments:

2024	Salary and other allowances	Annual cash bonuses and performance related payments	Pension contributions paid on behalf of the director	Total
	ZAR'm	ZAR'm	ZAR'm	ZAR'm
<b>Executive directors</b>				
CP Mawela <sup>1</sup>	18.02	7.11	1.58	26.71
TN Jacobs <sup>1</sup>	9.40	5.95	0.54	15.89
	<b>27.42</b>	<b>13.06</b>	<b>2.12</b>	<b>42.60</b>

<sup>1</sup> Prescribed officer

2023	Salary and other allowances	Annual cash bonuses and performance related payments	Pension contributions paid on behalf of the director	Total
	ZAR'm	ZAR'm	ZAR'm	ZAR'm
<b>Executive directors</b>				
CP Mawela <sup>1</sup>	15.11	9.21	1.40	25.72
TN Jacobs <sup>1,2</sup>	7.83	10.91	0.52	19.26
	<b>22.94</b>	<b>20.12</b>	<b>1.92</b>	<b>44.98</b>

<sup>1</sup> Prescribed officer

<sup>2</sup> The annual cash bonuses and performance related payments includes ZAR4.57m received as a result of the sale of MCG shares in June 2022. These shares were initially acquired through the exercise of MultiChoice Group RSU offers.

# MultiChoice Group Limited

Annual Financial Statements for the year ended 31 March 2024

## Notes to the Annual Financial Statements for the year ended 31 March 2024

### 16. Directors' emoluments (continued)

Executive directors' annual performance payment is based on financial, operational and discrete objectives, which were approved by the remuneration committee in advance. The on target percentage of the bonus is 80% of annual total cost to company. With exceptional company and individual performance, an executive can earn in excess of this, however this is capped at 106% of total annual cost to company. Remuneration is earned for services rendered in connection with the carrying on of the affairs of the company.

2024	Directors' remuneration		Directors' fees <sup>1</sup>		Committee and trustee fees <sup>2,3</sup>			Total
	Paid for services to the group	Paid for services to other group companies	Paid for services to the group	Paid for services to other group companies	Paid for services to the group	Paid for services to other group companies	Paid for services to other group companies	
Non-executive directors	ZAR'm	ZAR'm	ZAR'm	ZAR'm	ZAR'm	ZAR'm	ZAR'm	ZAR'm
JH du Preez	-	-	0.81	0.12	0.54	-	-	1.47
E Masilela	-	-	0.81	-	0.38	-	-	1.19
KD Moroka <sup>4</sup>	0.39	-	0.81	0.12	0.52	0.31	-	2.15
L Stephens	-	-	0.81	-	0.86	0.50	-	2.17
JJ Volkwyn <sup>5</sup>	6.49	-	-	-	-	-	-	6.49
CM Sabwa	-	-	0.81	-	0.63	0.15	-	1.59
FA Sanusi	-	-	0.81	-	0.13	-	-	0.94
MI Patel <sup>6,7</sup>	46.93	-	-	-	-	-	-	46.93
A Zappia <sup>8</sup>	-	-	0.62	1.66	-	-	-	2.28
D Klein <sup>9</sup>	-	-	0.62	0.24	0.13	-	-	0.99
	<b>53.81</b>	-	<b>6.10</b>	<b>2.14</b>	<b>3.19</b>	<b>0.96</b>	<b>66.20</b>	

<sup>1</sup> Non-executive directors receive an annual fee for their attendance at board meetings.

<sup>2</sup> Committee fees include fees for the attendance of the audit committee, risk committee, remuneration committee, nomination committee and the social and ethics committee meetings of the board.

<sup>3</sup> Trustee fees include fees for the attendance of the various trustee meetings of the group. An additional fee may be paid to directors for work done as directors with specific expertise.

<sup>4</sup> Director's remuneration based on consultancy agreement for professional advisory services to the group and its subsidiaries. This consultancy agreement ended on 30 June 2023.

<sup>5</sup> Director's remuneration based on consultancy agreement for professional advisory services to the group and its subsidiaries.

<sup>6</sup> Director remuneration based on a service and restraint agreement for the provision of various strategic and advisory support services to the group.

<sup>7</sup> Director's remuneration includes a ZAR23.4m bonus received as a result of the successful completion of the Showmax partnership with Comcast during FY24.

<sup>8</sup> As at 31 March 2024, all fees have been accrued for but not yet paid.

<sup>9</sup> Director fees for services to other group companies have not been paid, however these fees have been accrued for as at 31 March 2024.

# MultiChoice Group Limited

Annual Financial Statements for the year ended 31 March 2024

## Notes to the Annual Financial Statements for the year ended 31 March 2024

### 16. Directors' emoluments (continued)

2023	Directors' remuneration		Directors' fees <sup>1</sup>		Committee and trustee fees <sup>2,3</sup>		Total
	Paid for services to the group	Paid for services to other group companies	Paid for services to the group	Paid for services to other group companies	Paid for services to the group	Paid for services to other group companies	
Non-executive directors	ZAR'm	ZAR'm	ZAR'm	ZAR'm	ZAR'm	ZAR'm	ZAR'm
JH du Preez	-	-	0.78	-	0.52	-	1.30
E Masilela	-	-	0.78	-	0.36	-	1.14
KD Moroka <sup>4</sup>	1.56	-	0.78	-	0.50	0.29	3.13
L Stephens	-	-	0.78	-	0.82	0.36	1.96
JJ Volkwyn <sup>4</sup>	5.14	-	-	-	-	-	5.14
CM Sabwa	-	-	0.78	-	0.60	0.11	1.49
FA Sanusi	-	-	0.78	-	0.12	-	0.90
MI Patel <sup>5</sup>	20.01	-	-	-	-	-	20.01
	<b>26.71</b>	-	<b>4.68</b>	-	<b>2.92</b>	<b>0.76</b>	<b>35.07</b>

<sup>1</sup> Non-executive directors receive an annual fee for their attendance at board meetings.

<sup>2</sup> Committee fees include fees for the attendance of the audit committee, risk committee, remuneration committee, nomination committee and the social and ethics committee meetings of the board.

<sup>3</sup> Trustee fees include fees for the attendance of the various trustee meetings of the group. An additional fee may be paid to directors for work done as directors with specific expertise.

<sup>4</sup> Director's remuneration based on consultancy agreement for professional advisory services to the group and its subsidiaries.

<sup>5</sup> Director remuneration based on a service and restraint agreement for the provision of various strategic and advisory support services to the group.

Non-executive directors are subject to regulations on appointment and rotation in terms of the company's memorandum of incorporation and the South African Companies Act.

### Directors' interest in the group's share incentive schemes

2024

Name	Share plan	Offer date	Number of shares	Offer price	Release date	Option fair value R
CP Mawela	MultiChoice Group RSU <sup>1</sup>	18-Jun-19 10-Jun-20 10-Jun-20 17-Nov-20 18-Jun-22 18-Jun-23	61 162 51 147 51 149 10 103 143 872 219 152	0.00 0.00 0.00 0.00 0.00 0.00	18-Jun-24 10-Jun-24 10-Jun-25 17-Nov-24 18-Jun-25 18-Jun-26	130.80 82.32 77.91 105.08 100.93 96.99
			<b>536 585</b>			
	Phantom Performance Share Plan 2021 <sup>2</sup>	31-Mar-21 31-Mar-21 20-Jun-22 20-Jun-22 20-Jun-23 20-Jun-23	42 767 42 767 4 720 4 721 60 956 60 957	0.00 0.00 0.00 0.00 0.00 0.00	31-Mar-25 31-Mar-26 20-Jun-26 20-Jun-27 20-Jun-27 20-Jun-28	100.84 97.53 231.76 220.85 34.87 34.87
			<b>216 888</b>			
	The Showmax Restricted Share Unit plan <sup>2</sup>	20-Jun-23	5 357	0.00	20-Jun-26	27.50
			<b>5 357</b>			-

# MultiChoice Group Limited

Annual Financial Statements for the year ended 31 March 2024

## Notes to the Annual Financial Statements for the year ended 31 March 2024

### 16. Directors' emoluments (continued)

2024

Name	Share plan	Offer date	Number of shares	Offer price	Release date	Option fair value R
TN Jacobs	MultiChoice Group RSU <sup>1</sup>	18-Jun-19 10-Jun-20 10-Jun-20 17-Nov-20 18-Jun-22 18-Jun-23	15 769 21 207 21 207 7 457 90 383 125 636	0.00 0.00 0.00 0.00 0.00 0.00	18-Jun-24 10-Jun-24 10-Jun-25 17-Nov-24 18-Jun-25 18-Jun-26	130.80 82.32 77.91 105.08 100.93 96.99
			<b>281 659</b>			
	Phantom Performance Share Plan 2021 <sup>2</sup>	31-Mar-21 31-Mar-21 20-Jun-22 20-Jun-22 20-Jun-23 20-Jun-23	28 579 28 580 2 965 2 966 34 945 34 946	0.00 0.00 0.00 0.00 0.00 0.00	31-Mar-25 31-Mar-26 20-Jun-26 20-Jun-27 20-Jun-27 20-Jun-28	100.84 97.53 231.76 220.85 34.87 34.87
			<b>132 981</b>			
	The Showmax Restricted Share Unit plan <sup>2</sup>	20-Jun-23	3 071	0.00	20-Jun-26	27.50
			<b>3 071</b>			-

2024

Name	Share plan	Offer date	Number of shares	Offer price	Release date	Option fair value R
MI Patel	MultiChoice Group RSU <sup>1</sup>	18-Jun-19	25 774	0.00	18-Jun-24	130.80
			<b>25 774</b>			

2023

Name	Share plan	Offer date	Number of shares	Offer price	Release date	Option fair value R
CP Mawela	MultiChoice Group RSU <sup>1</sup>	18-Jun-19 18-Jun-19 10-Jun-20 10-Jun-20 10-Jun-20 17-Nov-20 17-Nov-20 17-Nov-20 31-Mar-21 18-Jun-22	61 162 61 162 51 147 51 147 51 149 60 615 10 102 10 103 120 809 143 872	0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.00	18-Jun-23 18-Jun-24 10-Jun-23 10-Jun-24 10-Jun-25 17-Nov-23 17-Nov-23 17-Nov-24 31-Mar-24 18-Jun-25	130.80 130.80 87.00 82.32 77.91 109.92 109.92 105.08 113.06 100.93
			<b>621 268</b>			
	Phantom Performance Share Plan 2021 <sup>2</sup>	31-Mar-21 31-Mar-21 20-Jun-22 20-Jun-22	42 767 42 767 4 720 4 721	0.00 0.00 0.00 0.00	31-Mar-25 31-Mar-26 20-Jun-26 20-Jun-27	100.84 97.53 231.76 220.85
			<b>94 975</b>			

# MultiChoice Group Limited

Annual Financial Statements for the year ended 31 March 2024

## Notes to the Annual Financial Statements for the year ended 31 March 2024

### 16. Directors' emoluments (continued)

2023

Name	Share plan	Offer date	Number of shares	Offer price	Release date	Option fair value R
TN Jacobs	MultiChoice Group RSU <sup>1</sup>	18-Jun-19	15 768	0.00	18-Jun-23	130.80
		18-Jun-19	15 769	0.00	18-Jun-24	130.80
		10-Jun-20	21 207	0.00	10-Jun-23	87.00
		10-Jun-20	21 207	0.00	10-Jun-24	82.32
		10-Jun-20	21 207	0.00	10-Jun-25	77.91
		17-Nov-20	7 456	0.00	17-Nov-23	109.92
		17-Nov-20	44 739	0.00	17-Nov-23	109.92
		17-Nov-20	7 457	0.00	17-Nov-24	105.08
		31-Mar-21	80 732	0.00	31-Mar-24	113.06
		18-Jun-22	90 383	0.00	18-Jun-25	100.93
			<b>325 925</b>			
	Phantom Performance Share Plan 2021 <sup>2</sup>	31-Mar-21	28 579	0.00	31-Mar-25	100.84
		31-Mar-21	28 580	0.00	31-Mar-26	97.53
		20-Jun-22	2 965	0.00	20-Jun-26	231.76
		20-Jun-22	2 966	0.00	20-Jun-27	220.85
			<b>63 090</b>			

2023

Name	Share plan	Offer date	Number of shares	Offer price	Release date	Option fair value R
MI Patel	MultiChoice Group RSU <sup>1</sup>	18-Jun-19	25 774	0.00	18-Jun-23	130.80
		18-Jun-19	25 774	0.00	18-Jun-24	130.80
			<b>51 548</b>			

<sup>1</sup> 50% of RSUs awarded between June 2019 and September 2020, 75% of RSUs awarded in November 2020, and 100% of RSUs awarded in March 2021, June 2022 and June 2023 are subject to performance conditions.

<sup>2</sup> 100% of Phantom Performance Share Scheme awards and Showmax RSU awards issued are subject to performance conditions.

### Directors' interest in MultiChoice Group Limited shares

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

2024

Name	Direct	Indirect	Total
MI Patel <sup>1</sup>	25 774	-	25 774
CP Mawela <sup>2</sup>	356 497	-	356 497
TN Jacobs <sup>3</sup>	120 601	-	120 601
	<b>502 872</b>	-	<b>502 872</b>

<sup>1</sup> 25 774 shares acquired through exercise of MultiChoice Group RSU offer in June 2023.

<sup>2</sup> 112 309 shares acquired through exercise of MultiChoice Group RSU offers in June 2023. 70 717 shares acquired through exercise of MultiChoice Group RSU offers in November 2023.

<sup>3</sup> 36 975 shares acquired through exercise of MultiChoice Group RSU offers in June 2023. 52 195 shares acquired through exercise of MultiChoice Group RSU offers in November 2023.

# **MultiChoice Group Limited**

Annual Financial Statements for the year ended 31 March 2024

## **Notes to the Annual Financial Statements for the year ended 31 March 2024**

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### **16. Directors' emoluments (continued)**

**2023**

**Name**

MI Patel<sup>1</sup>

CP Mawela<sup>2</sup>

TN Jacobs<sup>3</sup>

JJ Volkwyn<sup>4</sup>

	<b>Direct</b>	<b>Indirect</b>	<b>Total</b>
MI Patel <sup>1</sup>	-	-	-
CP Mawela <sup>2</sup>	173 471	-	173 471
TN Jacobs <sup>3</sup>	31 431	-	31 431
JJ Volkwyn <sup>4</sup>	-	-	-
	<b>204 902</b>	-	<b>204 902</b>

*1 25 774 shares acquired through exercise of MultiChoice Group RSU offer in June 2022. 52 960 shares were sold on 6 March 2023.*

*2 112 309 shares acquired through exercise of MultiChoice Group RSU offers in June 2022.*

*3 36 975 shares acquired through exercise of MultiChoice Group RSU offers in June 2022. 9 670 were sold on 10 June 2022, while 7 212 shares were sold on 20 June 2022.*

*4 5 000 shares were sold on 6 March 2023.*

There have been no further changes to the directors' interests in the table above between the end of the financial year and 12 June 2024.

### **17. 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.

#### **Other**

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

# **MultiChoice Group Limited**

Annual Financial Statements for the year ended 31 March 2024

## **Administration and Corporate Information**

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### **Company secretary**

Carmen Miller  
MultiChoice City  
144 Bram Fischer Drive,  
Randburg, 2194,  
South Africa  
cosec@multichoice.com  
Tel: +27 (0)11 289 4888/3657

### **Registered office**

MultiChoice City  
144 Bram Fischer Drive,  
Randburg, 2194,  
South Africa  
PO Box 1502, Randburg, 2125,  
South Africa  
Tel: +27 (0)11 289 6604

### **Registration number**

2018/473845/06  
Incorporated in South Africa

### **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 BuyDIRECT<sup>SM</sup>  
462 South 4th Street, Suite 1600,  
Louisville, KY 40202  
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, Sandton, 2196  
PO Box 786273, Sandton, 2146, South Africa  
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### **Attorneys**

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### **Investor relations**

Meloy Horn  
InvestorRelations@multichoice.com  
Tel: +27 (0)11 289 3320

# MultiChoice Group Limited

Annual Financial Statements for the year ended 31 March 2024

## Analysis of shareholders

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### Size of holdings

	Number of shareholders	Ordinary shares	% held
1 – 1000 shares	28 717	2 731 351	0.62 %
1001 – 10 000 shares	1 537	4 570 658	1.03 %
10 001 – 100 000 shares	535	19 158 067	4.33 %
100 001 – 1 000 000 shares	190	55 355 074	12.51 %
More than 1 000 000 shares	37	360 697 528	81.51 %
	<b>31 016</b>	<b>442 512 678</b>	<b>100.00 %</b>

The following shareholders hold 5% or more of the ordinary issued share capital of the company:

Name	Ordinary shares	% held
Groupe Canal+ S.A.	162 092 774	36.63 %
Public Investment Corporation	52 332 195	11.83 %
Allan Gray	52 331 274	11.83 %
M&G Investments	44 072 213	9.96 %

### Public shareholder spread

To the best knowledge of the directors, the spread of public shareholders in terms of paragraph 4.25 of the JSE Limited Listings Requirements at 31 March 2024 was 95.87%, represented by 31 007 shareholders holding 424 239 565 ordinary shares in the group. The non-public shareholders of the group, comprising 9 shareholders, holding 4.13% represented by 18 273 113 ordinary shares, are analysed as follows:

Category	Ordinary shares	% of ordinary issued share capital
Share schemes	17 660 028	3.99 %
Treasury shares	89 461	0.02 %
Directors <sup>1</sup>	523 624	0.12 %
Beneficial holders > 35% <sup>2,3</sup>	-	- %

<sup>1</sup> Includes shares held by directors of the group (502 872 shares) and shares held by directors of major subsidiaries (20 752 shares).

<sup>2</sup> Beneficial ownership includes the direct shareholding held by an entity, as well as its indirect shareholding (i.e. held by institutions who manage funds on its behalf).

<sup>3</sup> Per the JSE listings requirements, as amended, Groupe Canal+ S.A. are not considered to be a non-public shareholder as their voting rights at annual general meetings, together with other foreign shareholders, are generally limited to 20% and they are not entitled to appoint or remove directors.