2025

AAF

Acorn Agri & Food

Annual Financial Statements

General information

Company registration number	1998/001018/06
Country of incorporation and domicile	South Africa
Directors	DG de Kock ^ Chairperson YJ Visser °^ Vice-chairperson P Malan ⌑ Chief executive officer AL Geertsema ⌑ Chief financial officer J van Zyl ^ RE Goff ^ CA Smith °^ A Stemmet ^* DCH Uys °^ AJ van der Merwe ^ JCT Viljoen ^
Company secretary	A Steyn
Registered address	Unit B6, The Beachhead 10 Niblick Way Somerset West 7130
External auditor	PricewaterhouseCoopers Inc. Registered Auditor
Internal auditor	Moore Risk Services (Pty) Ltd
Attorneys	Van der Spuy and Partners Werksmans Attorneys
Bankers and financiers	Nedbank Ltd Rand Merchant Bank, a division of FirstRand Limited
Website	www.acornagri.co.za

^ = Non-executive directors
⌑ = Executive directors
° = Audit and risk committee
** = Appointed 12 June 2024*

These financial statements were prepared by L de Villiers and supervised by AL Geertsema CA(SA).

These financial statements have been audited in compliance with the applicable requirements of the Companies Act of South Africa.

Contents

Directors' responsibilities and approval	2
Certificate of the company secretary	3
Audit and risk committee report	3
Independent auditor's report	4
Directors' report	8
Consolidated and separate statements of financial position	10
Consolidated and separate statements of profit or loss and other comprehensive income	11
Consolidated and separate statements of changes in equity	12
Consolidated and separate statements of cash flows	14
Accounting policies	16
Notes to the annual financial statements	16
Shareholders' information	54
Corporate information	55

Directors' responsibility and approval

The directors are required in terms of the Companies Act of South Africa to maintain adequate accounting records and are responsible for the content and integrity of the annual financial statements and related financial information included in this report. It is their responsibility to ensure that the annual financial statements fairly present the state of affairs of AAF as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with IFRS® Accounting Standards. The external auditors are engaged to express an independent opinion on the annual financial statements.

The annual financial statements are prepared in accordance with IFRS® Accounting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

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

The AAF Audit and risk committee plays an integral role in risk management as well as overseeing AAF's annual reporting function.

The Code of Corporate Practices and Conduct has been integrated into AAF and its portfolio companies strategies and operations.

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

The directors have reviewed the Group's and Company's cash flow forecast for the year to 28 February 2026 and, in the light of this review and the current financial position, they are satisfied that the Group and Company has or has access to adequate resources to continue in operational existence for the foreseeable future. Refer to note 14.

The external auditors are responsible for independently auditing and reporting on the Group's and Company's annual financial statements. The annual financial statements have been examined by the Group's and Company's external auditors and their report is presented on pages 4 to 7.

The external auditors were 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. The directors believe that all representations made to the independent auditors during their audit are valid and appropriate.

The annual financial statements set out on pages 10 to 53 which have been prepared on the going concern basis, were approved by the Board of directors and signed on its behalf by:

DG de Kock
Chairperson

P Malan
Chief Executive Officer

21 May 2025

Certificate of the company secretary

In terms of section 88(2)(e) of the Companies Act of South Africa, the company secretary hereby certifies that all returns of the Company, as prescribed by the said Act, have been submitted to the Companies and Intellectual Property Commission (CIPC) and that the said returns are true, correct and up to date.

A Steyn
Company Secretary

21 May 2025

Audit and risk committee report

This committee is responsible to fulfil certain duties in terms of the Companies Act of South Africa and function in accordance with the terms of an audit and risk committee charter. These duties include the nomination of the external auditor for appointment, the approval of the fees and terms of appointment of the external auditor, ensuring the appointment of the external auditor complies with the Companies Act of South Africa and other legislation, the approval of non-audit services that may be provided by the external auditor, the preparation of a statement to be included in the annual financial statements and to deal with any complaints or concerns relating to, among others, the accounting practices, financial statements, internal or external audit, financial controls, etc.

The committee reviewed and confirmed the independence of the external auditor, PricewaterhouseCoopers Inc., and recommended its reappointment as external auditor to the shareholders. The committee is satisfied that PricewaterhouseCoopers Inc. complies with the provisions of the Companies Act of South Africa and the code of Professional Conduct for Registered Auditors. After due consideration, the committee approved the fees and terms of appointment of the external auditor. The committee annually review a policy in terms of which the external auditor may perform certain non-audit services. This policy has been compiled to ensure the independence of the external auditor. No complaints or concerns have been received by the committee during the year under review on any of the matters within its area of responsibility.

The committee has evaluated the consolidated and separate annual financial statements for the year ended 28 February 2025 to ensure it complies in all material aspects with the Companies Act of South Africa and IFRS® Accounting Standards and has recommended the approval thereof to the Board of directors. The Board of directors has approved the financial statements which will be presented to the shareholders at the annual general meeting.

The committee is also responsible to assist the Board with its risk management responsibility, is responsible to ensure the risk management policies, procedures and standards are applied and is responsible for the oversight and evaluation of the fund manager and his responsibilities in terms of the Fund Manager Agreement.

CA Smith
Chairperson of the Audit and risk committee

21 May 2025

Independent auditor's report

To the shareholders of Acorn Agri & Food Limited

Report on the audit of the consolidated and separate financial statements

Our opinion

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Acorn Agri & Food Limited (the Company) and its subsidiaries (together the Group) as at 28 February 2025, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards and the requirements of the Companies Act of South Africa.

What we have audited

Acorn Agri & Food Limited's consolidated and separate financial statements set out on pages 10 to 53 comprise:

- the consolidated and separate statements of financial position as at 28 February 2025;
- the consolidated and separate statements of profit or loss and other comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the financial statements, including material accounting policy information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated and separate financial statements* section of our report.

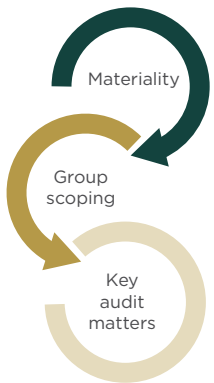
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group 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 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 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).*

Our audit approach

Overview



Final materiality

R37.6 million for the consolidated financial statements and R37.6 million for the separate financial statements, which represents 1% of total consolidated assets.

Group audit scope

- We conducted a full scope audit on the Company, which was considered to be the only significant component due to size and/or risk.
- An audit of one or more financial statement line items was performed on the remaining component which was considered to be non-significant.

Key audit matters

Valuation of unlisted investments.

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated and separate financial statements. In particular, we considered where the directors made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

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 and group audit scope below.

Final materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the consolidated and separate financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated and separate financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the final materiality for the consolidated and separate financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the consolidated and separate financial statements as a whole.

	Consolidated financial statements	Separate financial statements
Final materiality	R37.6 million	R37.6 million
How we determined it	1% of total consolidated assets.	1% of total assets of the Company. However, as this calculated exceeds final materiality for the consolidated financial statements, the final material materiality applied to the audit of the Company was limited to R37.6 million to ensure that a materiality equal to that of the final materiality for the consolidated financial statements was used.
Rationale for the materiality benchmark applied	We chose total consolidated assets as the benchmark because, in our view, it is the benchmark against which performance of the Group is most commonly measured by users, and is a generally acceptable benchmark for investment entities. We chose 1% based on our professional judgement, which is consistent with quantitative materiality thresholds used for investment entities in this sector.	We chose total assets as the benchmark because, in our view, it is the benchmark against which the performance of the Company is most commonly measured by users and is a generally acceptable benchmark for an investment entity. We chose 1% based on our professional judgement, which is consistent with quantitative materiality thresholds used for investment entities in this sector.

Group audit scope

We tailored the scope of our audit to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

We considered the Group's organisational, legal, consolidation structures and its financial reporting processes when identifying components for purposes of planning and performing audit procedures. For purposes of our Group audit scope, we considered a component to be a legal entity within the Group being consolidated.

The Group comprises the Company and one wholly-owned subsidiary that provides investment related services to the Company (each considered to be a component for purposes of our group audit scope). We considered the Company to be the only significant component due to size and/or risk, and as such a full scope audit was performed. We considered the remaining component to be non-significant, and performed an audit of one or more financial statement line items.

The above, together with additional procedures performed at the group level, including substantive procedures over the consolidation process, provided us with sufficient and appropriate audit evidence to form an opinion on the consolidated financial statements as a whole.

Key audit matters

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

In terms of ISA 701 *Communicating key audit matters in the independent auditor's report* / the EAR Rule (as applicable), we are required to report key audit matters and the outcome of audit procedures or key observations with respect to the key audit matters, and these are included on the next page.

Independent auditor's report (continued)

Key audit matter	How our audit addressed the key audit matter
Valuation of unlisted investments This key audit matter applies to the consolidated and separate financial statements. *Refer to Note 2 of the consolidated and separate financial statements (Investments at fair value through profit and loss and segment report) for accounting policies and disclosures as it relates to this key audit matter.* As at 28 February 2025, the Group and Company held an unlisted investment in AAF Invest (Pty) Ltd ('AAF Invest'), which indirectly holds investments in unlisted portfolio companies. These indirectly held unlisted investments are measured at fair value through profit or loss in accordance with *IFRS 9: Financial Instruments*. This is as directed by the requirements applicable to an investment entity, in terms of *IFRS 10: Consolidated Financial Statements*. The fair value of the unlisted investment in AAF Invest as at 28 February 2025 is R3.3 billion and R3.5 billion for Group and Company respectively. The fair values of the underlying investments held by AAF Invest, is determined by management and approved by the Board of Directors, and determined by applying valuation methodologies, as required by *IFRS 13: Fair Value Measurement*. These methodologies consist of either the income approach, market approach or asset-based valuation methodologies. The discounted cash flow (DCF) is the preferred income approach methodology applied when a controlling interest is held. Critical assumptions are used in applying the discounted cash flow methodology. These assumptions are disclosed in note 2 to the consolidated and separate financial statements. In applying the market approach valuation methodology, an appropriate enterprise value/earnings before interest, tax, depreciation and amortisation (EV/EBITDA) multiple is selected, based on a comparable set of listed companies, to calculate an enterprise value with balance sheet adjustments and marketability discounts applied to determine the equity value. Where management valued unlisted investments with reference to the asset-based valuation methodology, the value is determined based on the fair value of underlying investments assets minus liabilities. The market value of significant assets is determined by external valuation experts where considered appropriate. We considered the valuation of the Group and Company's unlisted investment in AAF Invest (Pty) Ltd to be a matter of most significance to the current year audit due to: • the magnitude of the unlisted investments in relation to the consolidated and separate financial statements; and • the degree of judgement and estimation applied in determining the fair value of the underlying unlisted investments.	**Our audit addressed this key audit matter as follows:** • We evaluated the design and implementation of key controls over the Group and Company's investment valuation process through discussions with management and observations of the processes for valuing unlisted investments; • We assessed whether the valuations of unlisted portfolio companies, and related inputs used in their determination were approved by the Board of Directors, through our attendance of the Audit and Risk Committee meetings. No matters requiring further consideration was identified; • With the assistance of our valuation experts, we obtained an understanding of the methodologies applied by management, as indicated in Note 2 to the consolidated and separate financial statements and compared it to appropriate industry norms. We noted no inconsistencies in this regard; • We assessed the reasonability of the key inputs into the valuation by performing a sensitivity analysis which considered the extent to which inputs would need to change for it to have a material impact on the fair value of unlisted investments. Based on the results of our assessment we accepted managements inputs; • Through recalculation, we tested the mathematical accuracy of management's underlying valuation calculations, and noted no material exceptions; and As it relates to investments valued using the Income Approach we performed the following: • We agreed the underlying cash flow forecasts to approved budgets of the underlying portfolio companies and obtained explanations for the growth profiles used. In assessing management's forecasts for reasonability, we compared budgets with historic actual results. We investigated variances and obtained evidence for such variances. No material exceptions were noted; • With the assistance of our valuation experts, we performed the following procedures: - we tested the reasonability of long-term growth rates and discount rates, which included comparing the relevant assumptions to industry benchmarks, territory-specific factors and economic forecasts. We found both the discount rate and long-term growth rates to be within our range of acceptable rates; - we evaluated the adjustments made to the EV to ensure that these were appropriate and consistent with the valuation methodologies. No material exceptions were noted; - we performed an independent assessment, utilising the assumptions and inputs referred to above and found that management's valuation fell within an acceptable range; As it relates to investments valued using the Market Approach, we performed the following procedure: • With the assistance of our valuation experts, we performed an independent assessment of the inputs used in the determination of the EBITDA multiple used in the valuation, which includes comparative peer EBITDA multiples derived from independent third-party sources. No material exceptions were noted; As it relates to investments valued using the Asset Value Approach, we performed the following procedures • We obtained the financial statements of the underlying companies and agreed the fair value of the investment to the net asset value of those underlying companies, adjusted for any fair value adjustments to properties. We noted no material differences; and • We assessed the competency, independence, objectivity, and capability of the independent third-party valuators who determined the market-related fair value of the properties. No aspects requiring further consideration were noted.

Other information

The directors are responsible for the other information. The other information comprises the information included in the document titled "2025 Acorn Agri & Food Annual Financial Statements", which include(s) the Directors' report; the Audit and risk committee report and the Certificate of the company secretary as required by the Companies Act of South Africa; and the document titled "2025 Acorn Agri & Food Annual Report". The other information does not include the consolidated or the separate financial statements and our auditor's report thereon.

Our opinion on the consolidated and 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 consolidated and separate financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated and 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 consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRS Accounting Standards 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 consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's and 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 Group and/or the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated and separate financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated and 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 consolidated and 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 consolidated and 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 Group's and 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 Group's and 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 consolidated and 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 Group and/or Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence, regarding the financial information of the entities or business units within the Group, as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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.

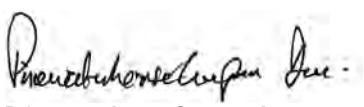
From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or 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

Audit tenure

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that PricewaterhouseCoopers Inc. has been the auditor of Acorn Agri & Food Limited for 70 years.

The business of Acorn Agri & Food Limited was previously transacted through Overberg Agri Limited and Acorn Agri (Pty) Ltd. The business of Overberg Agri Limited was previously conducted through BNK Landbou Group Beperk and Caledon-Riviersonderend Koöperasie Beperk (previously operating as Caledon Boeren Ko-operatiewe Vereniging). Based on available statutory records, PricewaterhouseCoopers Inc. and its predecessor firms was the auditor of Caledon-Riviersonderend Koöperasie Beperk for 70 years.



PricewaterhouseCoopers Inc.
Director: H Zeelie
Registered Auditor
Stellenbosch, South Africa
21 May 2025

Directors' report

for the year ended 28 February 2025

The directors' annual report, which forms part of the annual financial statements of Acorn Agri & Food Limited ("AAF" and "the Company") for the year ended 28 February 2025, is presented below.

1. Review of activities

AAF is an investment vehicle that invests in companies that support food security – "Growing the Future". Our capital is deployed and used to the benefit of supporting and securing available, affordable, quality and sustainable food on the continent.

The AAF investment report for the financial year ended 28 February 2025, which can be found on AAF's website under https://www.acornagri.co.za/financial-information/, provides a review of the development, performance and outlook of the business and its portfolio of investments.

2. Investment Entity Status

AAF applies the Investment Entity Exemption in terms of IFRS 10 Consolidated Financial Statements.

An investment entity is typically an entity that i) obtains funds from one or more investors for the purpose of providing such investor(s) with investment management services, ii) commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both, and iii) measures and evaluates the performance of substantially all of its investments on a fair value basis. Refer to Note 2 for further details pertaining to this exemption.

3. Going concern

Based on the financial statements, the present position of AAF budgets for the coming year and available financing facilities, the directors have no reason to believe that AAF will not be a going concern. The going concern principle is therefore accepted and applied in the preparation of the financial statements.

4. Directors

Refer to General information.

Directors' interests

At year-end, the executive directors of AAF own a shareholding of 9.02%. The non-executive directors of AAF own a shareholding of 29.89%.

Directors' employment contracts and trade limitations

The executive directors of AAF are appointed through AAF Invest's investment management agreement with Acorn Venture Partners (Pty) Ltd.

Directors' remuneration

The directors' remuneration for the year under review has been set out in note 16.

5. Company secretary

The Company secretary of the Company is A Steyn.

Business address:
11 Donkin Street
Caledon
7230

6. Share capital

For the financial year ended 28 February 2025, AAF issued 3 980 000 shares to AAF Invest (Pty) Ltd at a value of R63 680 000 (2024: No shares were issued).

The authorised share capital remained unchanged during the year. The authorised share capital consists of 10 000 000 000 ordinary shares of no par value. On the reporting date 115 317 805 (2024: 122 191 596) were in issue, and 98 878 260 (2024: 109 380 207) shares (net of treasury shares) were in issue.

For the financial year ended 28 February 2025, AAF repurchased and AAF Invest (Pty) Ltd purchased a total of 22 067 856 (2024: 10 476 672) shares at a total value of R352 million (2024: R139 million). AAF repurchased 5 000 000 ordinary shares from AAF Invest (Pty) Ltd during the previous financial year in accordance with ordinary resolution 8 passed at the 2023 annual general meeting.

7. Financial results, dividends and other financial matters

Dividend and capital distribution

The AAF Board resolved to declare an ordinary dividend of R0.75 per share based on the 28 February 2025 financial results to shareholders on register as at 17 June 2025, expected to be paid on or before 1 July 2025.

In the prior year, the AAF Board resolved to declare an ordinary dividend of R0.60 per share based on the 29 February 2024 financial results to shareholders on register as at 17 June 2024, paid on 1 July 2024.

Share trading

AAF manages the over-the-counter trading internally. Trading is regularly reviewed by independent Internal Auditors for compliance with the Memorandum of Incorporation and internal policies. Further information with regard to the Company's shares can be obtained on AAF's website.

The share trading procedures applied by AAF places the trading outside the ambit of the Financial Markets Act, 19 of 2012 (the Act) and requires bilateral negotiation between buyers and sellers. Unless the shares are ceded to Overberg Agri Bedrywe (Pty) Ltd, the buyer will pay the purchase price directly to the seller. The amended systems and procedures were implemented on the 17th of August 2015 to ensure AAF falls outside the requirements of the Act.

Financial results

AAF's net assets attributable to equity holders amounted to R3.7 billion (2024: R3.3 billion). The net asset value per share is R37.24 per share (2024: **R29.93** per share).

During the financial year the following extraordinary transactions took place:

Share repurchase & purchase programmes

- AAF repurchased (or purchased via a wholly-owned subsidiary, AAF Invest (Pty) Ltd) a total number of 22 067 856 Company shares during the period under review.

Disposal of Portfolio Companies

- AAF disposed of its investment in Lesotho Milling Company (Pty) Ltd in November 2024 for R60 million.

Acquisition of Portfolio Companies

- AAF Invest (Pty) Ltd acquired a 36% stake in Interaction Marketing Services Holdings (Pty) Ltd (trading as RSA Group), in June 2024, for a purchase consideration of R214 million, settled with payment of 10 480 000 AAF shares, held by AAF Invest (Pty) Ltd, at R16 per share, and a deferred consideration portion, to be settled with cash or AAF shares, that remains outstanding until November 2026 based on the outcome of certain contractual terms agreed.

During the prior financial year the following extraordinary transactions took place:

Share repurchase programme

- AAF repurchased (or purchased via a wholly owned subsidiary, AAF Invest (Pty) Ltd) a total number of 10 476 672 Company shares during the prior financial year.

8. Events after the reporting period

AAF Invest (Pty) Ltd disposed of Boltfast (Pty) Ltd effective 1 April 2025, for a purchase consideration of R62 million.

The Board is not aware of any other significant events after the reporting date that will have a material effect on AAF's results or financial position as presented in these financial statements.

9. Auditors

PricewaterhouseCoopers Inc. will continue in office in accordance with section 90(6) of the Companies Act of South Africa.

Statements of financial position

as at 28 February 2025

	Note	Group		Company	
		28 February 2025 R'000	29 February 2024 R'000	**28 February 2025 R'000**	29 February 2024 R'000
Assets					
Non-current assets					
Investments in subsidiaries	2	**3 280 046**	2 728 859	**3 452 626**	2 818 347
Property, plant and equipment	6.1	**3 146**	594	**–**	–
Deferred tax asset	6.2	**16 070**	7 190	**–**	–
Loans to Group companies	11	**323 724**	331 715	**323 724**	331 715
Total non-current assets		**3 622 986**	3 068 358	**3 776 350**	3 150 062
Current assets					
Trade and other receivables	7.2.1	**4 022**	2 811	**–**	–
Cash and cash equivalents	7.2.2	**47 154**	52 381	**–**	–
Loans to Group companies	11	**95 686**	206 320	**126 332**	237 705
Total current assets		**146 862**	261 512	**126 332**	237 705
Total assets		**3 769 848**	3 329 869	**3 902 682**	3 387 767
Equity and liabilities					
Equity					
Net issued stated capital	8.1 – 8.2	**965 995**	1 145 904	**1 124 878**	1 240 693
Other reserves		**–**	–	**(32 662)**	(29 714)
Retained earnings		**2 716 329**	2 127 582	**2 810 466**	2 174 601
Total equity		**3 682 324**	3 273 486	**3 902 682**	3 385 579
Liabilities					
Non-current liabilities					
Lease liabilities	7.3	**2 501**	–	**–**	–
Total non-current liabilities		**2 501**	–	**–**	–
Current liabilities					
Lease liabilities	7.3	**119**	629	**–**	–
Loans from Group companies	11	**77 980**	33 952	**–**	–
Current tax payable		**–**	886	**–**	–
Trade and other payables	7.4	**6 923**	20 916	**–**	2 187
Total current liabilities		**85 022**	56 383	**–**	2 187
Total liabilities		**87 524**	56 383	**–**	2 187
Total equity and liabilities		**3 769 848**	3 329 869	**3 902 682**	3 387 767

Statements of profit or loss and other comprehensive income

for the year ended 28 February 2025

		Group		Company	
	Note	**2025 R'000**	2024 R'000	**2025 R'000**	2024 R'000
Fair value gains on investments at FVTPL	2	**615 282**	291 681	**634 279**	293 765
Dividend income	3	**71 343**	65 136	**78 028**	71 840
Investment income		**686 625**	356 817	**712 307**	365 605
Revenue	3	**25 290**	79 263	**–**	–
Other income	4.1	**686**	712	**–**	–
Sales and marketing costs	4.3	**(156)**	(10)	**–**	–
Administration costs	4.3	**(59 610)**	(46 491)	**–**	–
Operating expenses	4.3	**(739)**	(229)	**(739)**	(229)
Operating profit before capital items		**652 096**	390 062	**711 568**	365 376
Capital items	4.2	**(427)**	(707)	**–**	–
Operating profit		**651 669**	389 355	**711 568**	365 376
Finance income	4.4	**293**	301	**–**	–
Finance costs	4.5	**(129)**	(78)	**–**	–
Profit before taxation		**651 833**	389 579	**711 568**	365 376
Income tax expense	5	**8 880**	(9 109)	**–**	–
Profit for the year		**660 713**	380 469	**711 568**	365 376
Profit attributable to:					
Owners of the parent		**660 713**	380 469	**711 568**	365 376
Non-controlling interests		**–**	–	**–**	–
		660 713	380 469	**711 568**	365 376
Other comprehensive income		**–**	–	**–**	–
Total comprehensive income for the year		**660 713**	380 469	**711 568**	365 376
Total comprehensive income attributable to:					
Owners of the parent		**660 713**	380 469	**711 568**	365 376
Non-controlling interests		**–**	–	**–**	–
		660 713	380 469	**711 568**	365 376
Earnings per ordinary share (cents)	8.3.1	**594.7**	323.5		

Statements of changes in equity

for the year ended 28 February 2025

	Stated capital R'000	Treasury shares R'000	Retained earnings R'000	Non-controlling interests R'000	Total equity R'000
Group					
Balance at 1 March 2023	1 533 377	(268 064)	1 814 743	–	3 080 055
Total comprehensive income					
Profit for the year	–	–	380 469	–	380 469
Other comprehensive income for the year	–	–	–	–	–
Total comprehensive income	–	–	380 469	–	380 469
Transactions with owners of the parent					
Contributions and distributions					
Share buy back (Company shares)	(112 906)	–	–	–	(112 906)
Share purchase programme (AAF Invest (Pty) Ltd)	–	(25 747)	–	–	(25 747)
Treasury share repurchase	(60 000)	74 857	–	–	14 857
Issue of shares in lieu of Overberg Agri loyalty scheme	–	2 889	–	–	2 889
Issue of shares to Acorn Agri (Pty) Ltd	–	1 497	–	–	1 497
Dividends paid	–	–	(67 628)	–	(67 628)
Total contributions and distributions	(172 906)	53 496	(67 628)	–	(187 038)
Total transactions with owners of the parent	(172 906)	53 496	312 841	–	193 431
Balance at 29 February 2024	1 360 471	(214 568)	2 127 582	–	3 273 486
Total comprehensive income					
Profit for the year	**–**	**–**	**660 713**	**–**	**660 713**
Other comprehensive income for the year	**–**	**–**	**–**	**–**	**–**
Total comprehensive income	**–**	**–**	**660 713**	**–**	**660 713**
Transactions with owners of the parent					
Contributions and distributions					
Share buy back (Company shares)	**(179 494)**	**–**	**–**	**–**	**(179 494)**
Share purchase programme (AAF Invest (Pty) Ltd)	**–**	**(172 124)**	**–**	**–**	**(172 124)**
Treasury share purchase	**63 680**	**(63 680)**	**–**	**–**	**–**
Issue of shares for purchase of RSA Group	**–**	**154 578**	**–**	**–**	**154 578**
Issue of shares in lieu of Overberg Agri loyalty scheme	**–**	**(758)**	**–**	**–**	**(758)**
Issue of shares on settlement of long-term incentive	**–**	**17 889**	**–**	**–**	**17 889**
Dividends paid	**–**	**–**	**(71 965)**	**–**	**(71 965)**
Total contributions and distributions	**(115 814)**	**(64 094)**	**(71 965)**	**–**	**(251 874)**
Total transactions with owners of the parent	**(115 814)**	**(64 094)**	**588 747**	**–**	**408 839**
Balance at 28 February 2025	**1 244 657**	**(278 662)**	**2 716 329**	**–**	**3 682 324**
Notes	**8.1**	**8.2**			

	Stated capital R'000	Treasury shares R'000	Other reserves R'000	Retained earnings R'000	Non-controlling interests R'000	Total equity R'000
Company						
Balance at 1 March 2023	1 533 376	(119 779)	(26 432)	1 880 275	–	3 267 440
Total comprehensive income						
Profit for the year	–	–	–	365 376	–	365 376
Other comprehensive income for the year	–	–	–	–	–	–
Total comprehensive income	–	–	–	365 376	–	365 376
Transactions with Company						
Contributions and distributions						
Share buy back (Company shares)	(112 906)	–	–	–	–	(112 906)
Share cancellations: Acorn Manco 2 (Pty) Ltd	(60 000)	–	–	–	–	(60 000)
Granting of share options	–	–	(3 282)	–	–	(3 282)
Dividends paid	–	–	–	(71 050)	–	(71 050)
Total contributions and distributions	(172 906)	–	(3 282)	(71 050)	–	(247 238)
Total changes	(172 906)	–	(3 282)	294 326	–	118 138
Balance at 29 February 2024	1 360 471	(119 779)	(29 714)	2 174 601	–	3 385 579
Total comprehensive income						
Profit for the year	**–**	**–**	**–**	**711 568**	**–**	**711 568**
Other comprehensive income for the year	**–**	**–**	**–**	**–**	**–**	**–**
Total comprehensive income	**–**	**–**	**–**	**711 568**	**–**	**711 568**
Transactions with Company						
Contributions and distributions						
Share buy back (Company shares)	**(179 494)**	**–**	**–**	**–**	**–**	**(179 494)**
Shares issued pursuant to RSA transaction	**63 680**	**–**	**–**	**–**	**–**	**63 680**
Granting of share options	**–**	**–**	**(2 948)**	**–**	**–**	**(2 948)**
Dividends paid	**–**	**–**	**–**	**(75 703)**	**–**	**(75 703)**
Total contributions and distributions	**(115 814)**	**–**	**(2 948)**	**(75 703)**	**–**	**(194 465)**
Total changes	**(115 814)**	**–**	**(2 948)**	**635 865**	**–**	**517 103**
Balance at 28 February 2025	**1 244 658**	**(119 779)**	**(32 662)**	**2 810 466**	**–**	**3 902 682**
Notes	**8.1**	**8.2**				

Statements of cash flows

for the year ended 28 February 2025

	Note	Group 2025 R'000	Group 2024 R'000	Company 2025 R'000	Company 2024 R'000
Cash flows from operating activities					
Cash generated from operations	9.1	**(49 500)**	34 582	**(2 926)**	(378)
Finance income received	4.4	**293**	301	**–**	–
Finance costs paid		**(129)**	(78)	**–**	–
Tax paid	9.2	**(887)**	(966)	**–**	–
Net cash (outflow)/inflow from operating activities		**(50 223)**	33 839	**(2 926)**	(378)
Cash flows from investing activities					
Acquisition of property, plant and equipment	6.1	**(580)**	(56)	**–**	–
Loans to Group companies repaid		**253 145**	238 218	**253 884**	238 447
Net cash inflow from investing activities		**252 565**	238 162	**253 884**	238 447
Cash flows from financing activities					
Repurchase of shares		**(179 494)**	(172 905)	**(179 494)**	(172 906)
Proceeds from loans from Group companies		**139 577**	71 200	**–**	–
Repayment of loans from Group companies		**(95 549)**	(57 124)	**–**	–
Principal elements of lease payments		**(640)**	(735)	**–**	–
Dividends paid	8.5	**(71 463)**	(65 164)	**(71 463)**	(65 164)
Net cash outflow from financing activities		**(207 570)**	(224 728)	**(250 958)**	(238 069)
Net (decrease)/increase in cash, cash equivalents and bank overdrafts		**(5 227)**	47 273	**–**	–
Cash, cash equivalents and bank overdrafts at the beginning of the year	7.2.2	**52 381**	5 108	**–**	–
Cash, cash equivalents and bank overdrafts at the end of the year	7.2.2	**47 154**	52 381	**–**	–

Contents of the notes to the financial statements

1	Accounting policies	16
How numbers are calculated		
2	Investments at fair value through profit and loss and segment report	18
3	Revenue and investment income	26
4	Other income and expense items	27
5	Income tax expense	29
6	Non-financial assets and liabilities	30
7	Financial assets and liabilities	32
8	Equity – including earnings per share	38
9	Notes to the cash flow statements	41
Risk		
10	Financial risk management	43
Group structure		
11	Investment in subsidiaries	46
12	Related parties	48
Unrecognised items		
13	Contingencies	49
14	Going concern	49
15	Events after the reporting period	49
Employee benefits and costs		
16	Directors' and prescribed officers' emoluments	49
Other		
17	Fair value estimation	50
18	New and amended standards	53

Notes to the annual financial statements

for the year ended 28 February 2025

Accounting policies

The principal accounting policies applied in the preparation of these annual financial statements are included in the specific notes to which they relate and are indicated with a grey background.

Material accounting judgements and estimates

The preparation of financial statements in conformity with IFRS® Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are material to these annual financial statements, are included in the specific notes to which they relate and are indicated with a green border.

1. Material accounting policies

1.1 Statement of compliance

The consolidated and separate annual financial statements are prepared on a going concern basis in compliance with the Companies Act of South Africa and IFRS® Accounting Standards (IFRS).

IFRS® Accounting Standards comprise the following authoritative literature:

- IFRS® Accounting Standards.
- IAS® Standards.
- Interpretations developed by the IFRS Interpretations Committee (IFRIC® Interpretations) or its predecessor body, the Standards Interpretations Committee (SIC® Interpretations).

1.2 Basis of preparation

The accounting policies applied in the preparation of the standalone and consolidated financial statements of AAF are in terms of IFRS; however, the accounting policies applied are different from those previously applied as detailed below.

Refer to note 18 for details of new and amended standards issued but not yet effective in the current year.

The annual financial statements are expressed in South African rand (ZAR or R), rounded to the nearest thousand, unless otherwise stated.

1.3 Application of the Investment Entity Exemption in terms of IFRS 10 Consolidated Financial Statements

1.3.1 Investment entity status

Critical Accounting Judgement – AAF's classification as an investment entity

Management concluded that, with effect from 28 February 2023, the Company met the criteria to be classified as a investment entity.

During the 2023 financial year significant changes pertaining to strategy and structure were implemented within the Company and AAF Group that have necessitated the Company to reassess its investment entity status in terms of IFRS 10.

An investment entity is typically an entity that i) obtains funds from one or more investors for the purpose of providing such investor(s) with investment management services, ii) commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both, and iii) measures and evaluates the performance of substantially all of its investments on a fair value basis.

IFRS 10 lists typical characteristics of an investment entity as i) it has more than one investment, ii) it has more than one investor, iii) it has investors that are not related parties of the entity, and iv) it has ownership interests in the form of equity or similar interests. The Company strongly exhibits all of these characteristics.

The performance of the Company's investment portfolio is constantly measured by the Board with reference to the fair value of such investment (i.e. sum-of-the-parts (SOTP) value) rather than the consolidated profitability of the Group (i.e. recurring earnings) with effect from 28 February 2023 in the AAF's strive to meet its objective of value creation through capital appreciation, investment income, or both. Fair value (i.e. SOTP value) is ultimately dependent on a range of factors such as the investee's market rating, industry, growth prospects, operational performance, profitability and marketability.

1. Material accounting policies (continued)

1.3 Application of the Investment Entity Exemption in terms of IFRS 10 Consolidated Financial Statements (continued)

1.3.2 Accounting treatment under IFRS 10 Investment Entity

IFRS 10 contains specific accounting requirements for an investment entity. Where an entity meets the definition of an Investment Entity, it does not consolidate its subsidiaries, but rather measure subsidiaries at fair value through profit or loss (FVTPL). However, an investment entity is still required to consolidate subsidiaries that provide services related to the investment entity's investment activities. As at 29 February 2024 and 28 February 2025, AAF had a subsidiary, AAF Services (Pty) Ltd, providing these investment management services, and thus presenting consolidated financial statements in addition to separate financial statements.

IFRS 10 requires a parent that becomes an investment entity to account for the change in its status prospectively from the date at which the change in status occurred. Having considered various factors, including the timelines and decision-making processes leading up to aforementioned strategy and structure changes, the Company's application of the investment entity exception became effective on 28 February 2023. Accordingly, on such date the Group's existing subsidiaries (other than aforementioned wholly-owned head office subsidiaries providing investment activities to the Company, i.e. AAF Services (Pty) Ltd were deemed to be disposed of and re-acquired at fair value. Such investments will be subsequently measured at FVTPL.

1.4 Impairment of non-financial assets

The Group assesses at each reporting date whether there is any indication that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the individual asset.

If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined. The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs of disposal and its value-in-use.

1.5 Financial guarantees

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued.

The liability is initially measured at fair value and subsequently at the higher of:

- the amount determined in accordance with the expected credit loss model under IFRS 9 Financial Instruments; and
- the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of IFRS 15 Revenue from Contracts with Customers.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Where guarantees in relation to loans or other payables of associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

Notes to the annual financial statements (continued)

for the year ended 28 February 2025

1. Material accounting policies (continued)

1.6 Material accounting judgements and estimates

The preparation of the Group's annual financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying value of the asset or liability affected in the future.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are highlighted below with more detail provided in the specific notes to which they relate:

(a) Estimates

- AAF's determination of fair value pertaining to its unlisted investments – note 2.

(b) Judgements

- AAF's classification as an investment entity – note 1.3.
- Recognition of deferred tax on subsidiary investments at fair value through profit and loss – note 2.

How numbers are calculated

2. Investments at fair value through profit and loss and segment report

Subsidiaries other than those rendering services related to AAF's investment activities are measured at FVTPL.

Financial assets at FVTPL are subsequently carried at fair value. Realised and unrealised gains and losses arising from changes in the fair value of these assets are included in the income statement in the period in which they arise. Interest and dividend income arising on financial assets at FVTPL is recognised in the income statement as part of investment income.

Where available, AAF measures the fair value of an instrument using the quoted price in an active market for that instrument. The fair values of quoted investments are based on current prices at the close of business on the reporting date. If the market for a financial asset is not active, or if it is unquoted, AAF establishes fair value by using valuation techniques as detailed below. The Group's main valuation techniques incorporate all factors that market participants would consider and make maximum use of observable market data.

Critical Accounting Estimate – AAF's determination of fair value pertaining to its unlisted investments

Unlisted investments are predominantly valued using either an income approach or a market approach valuation methodology. The discounted cash flow (DCF) is the preferred income approach methodology applied where a controlling interest is held. In applying a market approach valuation methodology an appropriate trading multiple or comparable transaction is selected, depending on the specific underlying investment being valued. An alternative method is using an asset-based valuation methodology.

Where AAF has used a discounted cash flow model in estimating fair value of an unlisted investment, critical assumptions are used in discounted cash flow methodology that determine value. Financial budgets approved by the Board are used to calculate the cash flow projections for a five-year period.

Assumption	Approach used to determine values
Sales volume	An annual average growth rate extended over the five-year forecast period is used; this is based on past performance and management's expectations of market development.
Budgeted gross margin	Based on past performance and management's expectations for the future.
Other operating costs	These costs are forecasted by management adjusted for inflationary increases, non-cash flow items and once-off isolated expenses. These costs will generally reflect the fixed costs which are not expected to vary significantly with sales volumes or prices.
Annual capital expenditure	Expected capital expenditure approved by the Board of directors for planned refurbishment. This is determined based on historical experience and expectations set by management.
Medium-term growth	This is the weighted average growth rate used to extrapolate the cash flows over the budgeted period.
Most subjective measures	
Long-term growth rate	This is the terminal growth rate applied to extrapolate growth rates in perpetuity in the terminal year.
Pre- or post-tax discount rate	This is a discount rate determined by the Group that best reflects the specific risks relating to the cash-generating units against the target capital structure, derived by direct comparison to peers of the Company or division.

2. Investments at fair value through profit and loss and segment report (continued)

Where AAF has a minority shareholding, investments in Associates or Joint Ventures, IFRS10 allows us to either value these investments at Fair Value or on an Equity accounted basis. Where Fair Value is elected, we will apply a multiple approach (EV/EBITDA), based on a comparable set of listed companies, to determine the Enterprise Value of the investment on which balance sheet adjustments are made and a marketability discount applied to determine Equity Value.

Where AAF has used an asset-based valuation methodology, we determine the Company's value based on the fair market value of its assets minus its liabilities. This involves adjusting the book value of assets and liabilities to reflect their current market values, ensuring a more accurate representation of the Company's worth from a balance sheet perspective. Special consideration is placed on the market value of significant assets such as land, buildings or machinery, obtaining external valuations performed by experts where deemed appropriate.

Critical Accounting Judgement – Recognition of deferred tax on subsidiary investments at FVTPL

Any potential capital gains tax on the disposal of subsidiary investments at FVTPL is ultimately dependent on the method of realisation (e.g. unbundling, outright sale) and to what extent such capital gains may be offset against available capital losses, with management expecting any capital gains tax payable upon realisation of the investment portfolio to be limited at present. Furthermore, AAF controls the timing of the reversal of the temporary differences pertaining to its subsidiary investments at FVTPL and it is not foreseen that the timing differences will reverse within the next 12 months.

Acorn Agri & Food Ltd holds investments in two subsidiaries (namely AAF Invest (Pty) Ltd and AAF Services (Pty) Ltd).

AAF Invest (Pty) Ltd is an investment entity itself and is not consolidated, details of its investment, other assets and liabilities are disclosed below.

AAF Services (Pty) Ltd is the investment support function to the Company and its portfolio of investments and are consolidated.

	Carrying value 29 February 2024 R'000	Gain on investments held at FVTPL R'000	**Fair value 28 February 2025 R'000**	Fair value 29 February 2024 R'000
Investments at fair value through profit and loss:				
Direct shareholding				
Investment in AAF Invest (Pty) Ltd	2 818 347	634 279*	**3 452 626**	2 818 347
Investment in AAF Services (Pty) Ltd	–	–	**–**	–
	2 818 347	634 279	**3 452 626**	2 818 347

			Fair value 28 February 2025 R'000	Fair value 29 February 2024 R'000
Detail of the investments held by AAF Invest (Pty) Ltd at fair value through profit and loss:				
Indirect investments:				
Kyron Holdings (Pty) Ltd and its subsidiaries	2.1	100%	**1 129 785**	846 110
Overberg Agri Bedrywe (Pty) Ltd and its subsidiaries	2.2	100%	**1 132 110**	964 835
Moov Energy (Pty) Ltd and its subsidiaries	2.3	73%	**636 456**	599 806
ACG Fruit (Pty) Ltd and its subsidiaries	2.4	100%	**234 232**	215 669
Boltfast (Pty) Ltd	2.5	75%	**–**	12 991
Bontebok Limeworks (Pty) Ltd	2.6	74%	**130 961**	98 635
Montagu Dried Fruit and Nuts (Pty) Ltd and its subsidiaries	2.7	100%	**30 817**	41 389
Overberg Meat (Pty) Ltd	2.8	100%	**45 503**	44 483
Other assets/liabilities:				
Loan from Acorn Agri & Food Limited			**(419 410)**	(538 035)
Borrowings	2.10		**(284 088)**	–
Investment in Acorn Agri & Food Company shares		4.7%	**156 492**	78 486
Investment in associate investment: Lesotho Milling Company		34%	**–**	61 650
Investment in associate investment: Interaction Marketing Services Holdings (Pty) Ltd	2.9	36%	**236 166**	–
Net loans receivable: shareholding funding			**290 363**	323 534
Other loans receivables (including loan to AAF Services (Pty) Ltd)			**83 638**	40 876
Cash and cash equivalents			**42 209**	1 302
Other			**7 391**	26 616
Fair value at Company level			**3 452 626**	2 818 347
Reconciliation to carrying value at Group level				
Investment held by AAF Invest (Pty) Ltd in Acorn Agri & Food Ltd shares shown as treasury shares			**(156 492)**	(78 486)
Investment held by Overberg Agri Bedrywe (Pty) Ltd in Acorn Agri & Food Ltd shares shown as treasury shares			**(16 088)**	(11 002)
			3 280 046	2 728 859

* *Including fair value adjustment relating to shares held in Acorn Agri and Food Ltd of R19m (eliminated on group level)*

2. Investments at fair value through profit and loss and segment report (continued)

2.1 Kyron Holdings (Pty) Ltd and its subsidiaries

Kyron Holdings (Pty) Ltd is a leading animal health business and operates within Southern Africa.

AAF Invest (Pty) Ltd holds 100% of Kyron Holdings (Pty) Ltd ordinary shares of which the rights and rewards of the shares have been transferred. 49% of the shareholding is held through the Kyron Empowerment Fund LP (managed by Kyron Fund GP (Pty) Ltd as the General Partner), and the remaining shares held directly by AAF Invest (Pty) Ltd. 14% shares held by management are subject to outstanding non-recourse finance provided by Kyron Holdings (Pty) Ltd, due to its relationship with these key employees and consequently all rights and rewards relating to the ordinary shares have not transferred to management and accounted for as a management incentive scheme in terms of IAS 19 Employee Benefits impacting profit/loss.

Kyron Holdings (Pty) Ltd holds 100% of Kyron Group (Pty) Ltd (operating as Kyron Vet and Kyron Labs divisions), 100% of Kyron Animal Health (Pty) Ltd, 100% of Kyron Laboratories (Pty) Ltd, 100% of Kyron Prescriptions (Pty) Ltd, 100% of Kyron Vet RX (Pty) Ltd, 100% of Agrivital (Pty) Ltd and 55% of Anipharm (Pty) Ltd.

Valuation methodology:	Discounted cash flows over a five-year period Post-tax discount rate: 16.4% (2024: 15.8%)
Implied multiple:	Implied historical EV/EBITDA multiple of 7.0x (2024: 6.2x)
Category:	Unlisted
IFRS 13 fair value:	Level 3

	Fair value 28 February 2025 R'000	Fair value 29 February 2024 R'000
Equity value: Kyron Holdings (Pty) Ltd and its subsidiaries	**1 129 785**	846 110
	1 129 785	846 110

2.2 Overberg Agri Bedrywe (Pty) Ltd and its subsidiaries

Overberg Agri Bedrywe (Pty) Ltd is a supplier of agricultural inputs and services, grain and business partner of choice, and operates in South Africa, predominantly the Western Cape.

AAF Invest (Pty) Ltd holds 100% of the ordinary share capital of Overberg Agri Bedrywe (Pty) Ltd and its subsidiaries. Overberg Agri Bedrywe (Pty) Ltd holds 70% of Overberg Wealth and Risk Management (Pty) Ltd and is valued separately to that of Overberg Agri Bedrywe (Pty) Ltd.

	Overberg Agri Bedrywe (Pty) Ltd	Overberg Wealth & Risk Management (Pty) Ltd
Valuation methodology:	Discounted cash flows over a five-year period Post-tax discount rate: 17.8% (2024: 20.2%)	Discounted cash flows over a five-year period Post-tax discount rate: 18.3% (2024: 19.4%)
Implied multiple:	Implied historical EV/EBITDA multiple of 6.2x (2024: 6.3x)	Implied historical EV/EBITDA multiple of 7.7x (2024: 6.9x)
Category:	Unlisted	Unlisted
IFRS 13 fair value:	Level 3	Level 3

	Fair value 28 February 2025 R'000	Fair value 29 February 2024 R'000
Equity value: Overberg Agri Bedrywe (Pty) Ltd and its subsidiaries	**1 132 110**	964 835
	1 132 110	964 835

2. Investments at fair value through profit and loss and segment report (continued)

2.3 Moov Energy (Pty) Ltd and its subsidiaries

Moov Energy (Pty) Ltd supplies and delivers the highest quality fuel, lubricant and liquefied petroleum gas (LPG) products and operates in Southern Africa.

AAF Invest (Pty) Ltd holds an effective 73% of the ordinary share capital of Moov Energy (Pty) Ltd indirectly. Our effective interest is held through AAF Invest (Pty) Ltd's subsidiary Moov Holdings (Pty) Ltd (holding a controlling stake of 51% in Moov Energy (Pty) Ltd) and remaining interests through the Kyron Empowerment Fund LP and AEE Fund LP's investment in Weijo Investments (Pty) Ltd (holding a 49% stake in Moov Energy (Pty) Ltd). Moov Energy (Pty) Ltd holds a 48% interest in Bachmus Fuel & Oil (Pty) Ltd (a company incorporated in Namibia) and is valued separately. 5% shares held by management via Moov Holdings (Pty) Ltd are subject to outstanding non-recourse finance provided by Moov Energy (Pty) Ltd, due to its relationship with these key employees and consequently all rights and rewards relating to the ordinary shares have not transferred to management and is accounted for as a management incentive scheme in terms of IFRS 2.

	Moov Energy (Pty) Ltd	Bachmus Fuel & Oil (Pty) Ltd (Namibia)
Valuation methodology:	Discounted cash flows over a five-year period Post-tax discount rate: 16.4% (2024: 17%)	Discounted cash flows over a five-year period Post-tax discount rate: 18.4% (2024: 19.7%)
Implied multiple:	Implied historical EV/EBITDA multiple of 7.2x (2024: 6.4x)	Implied historical EV/EBITDA multiple of 7.3x (2024: 5.5x)
Category:	Unlisted	Unlisted
IFRS 13 fair value:	Level 3	Level 3

	Fair value 28 February 2025 R'000	Fair value 29 February 2024 R'000
Equity value: Moov Energy (Pty) Ltd and its subsidiaries	**636 456**	599 806
	636 456	599 806

2.4 ACG Fruit (Pty) Ltd and its subsidiaries

Primary producer of table grapes and citrus in Limpopo, Northern Cape and Western Cape for export markets.

AAF Invest (Pty) Ltd holds 100% of the ordinary share capital of ACG Fruit (Pty) Ltd directly.

Valuation methodology:	Fair value less cost to sell Underlying properties subject to external annual valuation process
Category:	Unlisted
IFRS 13 fair value:	Level 3

	Fair value 28 February 2025 R'000	Fair value 29 February 2024 R'000
Equity value: ACG Fruit (Pty) Ltd and its subsidiaries	**234 232**	215 669
Shareholder funding (included in net loans receivable from investments)	**212 246**	232 246
	446 478	447 915

2. Investments at fair value through profit and loss and segment report (continued)

2.5 Boltfast (Pty) Ltd

Supplier of fastener solutions to industries throughout Africa.

AAF Invest (Pty) Ltd holds 75% of the ordinary share capital of Boltfast (Pty) Ltd directly and indirectly, 26% through Umti Umkhulu Empowerment Fund LP and the remainder directly by AAF Invest (Pty) Ltd. The other 25% of the interest is held by Woza Phambili Enterprises (Pty) Ltd, a subsidiary of Overberg Agri Development Trust. Boltfast (Pty) Ltd has been disposed of after year-end. Refer to note 15.

Valuation methodology:	Fair value less cost to sell
Category:	Unlisted
IFRS 13 fair value:	Level 3

	Fair value 28 February 2025 R'000	Fair value 29 February 2024 R'000
Equity value: Boltfast (Pty) Ltd	**–**	12 991
Shareholder funding (included in net loans receivable from investments)	**61 171**	71 261
	61 171	84 252

2.6 Bontebok Limeworks (Pty) Ltd

Supplier of agricultural lime products, building and construction lime or other products, including water-related lime products and road building lime.

AAF Invest (Pty) Ltd holds 74% of the ordinary share capital of Bontebok Limeworks (Pty) Ltd directly.

Valuation methodology:	Discounted cash flows over a five-year period Post-tax discount rate: 17.5% (2024: 18.6%)
Implied multiple:	Implied historical EV/EBITDA multiple of 6.1x (2024: 10.9x)
Category:	Unlisted
IFRS 13 fair value:	Level 3

	Fair value 28 February 2025 R'000	Fair value 29 February 2024 R'000
Equity value: Bontebok Limeworks (Pty) Ltd	**130 961**	98 635
Shareholder funding (included in net loans receivable from investments)	**16 946**	20 027
	147 907	118 662

2. Investments at fair value through profit and loss and segment report (continued)

2.7 Montagu Dried Fruit & Nuts (Pty) Ltd and its subsidiaries

A trusted South African brand, known for its moreish array of dried fruit and nuts.

AAF Invest (Pty) Ltd holds 100% of the ordinary share capital of Montagu Dried Fruit & Nuts (Pty) Ltd directly.

Valuation methodology:	Fair value less cost to sell
Category:	Unlisted
IFRS 13 fair value:	Level 3

	Fair value 28 February 2025 R'000	Fair value 29 February 2024 R'000
Equity value: Montagu Dried Fruit & Nuts (Pty) Ltd and its subsidiaries	**30 817**	41 389
	30 817	41 389

2.8 Overberg Meat (Pty) Ltd

Supplier of best quality, Overberg certified free-range meat products. Operates within South Africa and exports to the Middle East.

AAF Invest (Pty) Ltd holds 100% of the ordinary share capital of Overberg Meat (Pty) Ltd directly.

Valuation methodology:	Discounted cash flows over a five-year period Post-tax discount rate: 16.4% (2024: 16.9%)
Implied multiple:	Implied forward EV/EBITDA multiple of 5.4x (2024: 8.2x)
Category:	Unlisted
IFRS 13 fair value:	Level 3

	Fair value 28 February 2025 R'000	Fair value 29 February 2024 R'000
Equity value: Overberg Meat (Pty) Ltd	**45 503**	44 483
	45 503	44 483

2. Investments at fair value through profit and loss and segment report (continued)

2.9 Interaction Marketing Services Holdings (Pty) Ltd (RSA Group)

RSA Group specialises in the sales and marketing of fresh fruit and vegetables on behalf of farmers in all marketing channels: markets, export, retail and e-commerce.

AAF Invest (Pty) Ltd directly acquired 36% of the ordinary share capital of Interaction Marketing Services Holdings (Pty) Ltd effective on the 1st of June 2024, for a purchase consideration of R214 million. Settled with the issue of 10 480 000 AAF shares, held by AAF Invest (Pty) Ltd, at R16 per share and a deferred consideration portion, to be settled with cash or AAF shares, that remains outstanding until November 2026 based on the outcome of certain contractual terms agreed.

Valuation methodology:	Market multiple - EV/EBITDA* multiple
Implied multiple:	Implied historical EV/EBITDA multiple of 5.8x
Category:	Unlisted
IFRS 13 fair value:	Level 3

	Fair value 28 February 2025 R'000	Fair value 28 February 2024 R'000
Equity value: Interaction Marketing Services Holdings (Pty) Ltd (RSA Group)	**236 166**	–
Shareholder funding (included in net loans receivable from investments)	**–**	–
	236 166	–

* Due to RSA Group and AAF having different year ends, a rolling last twelve months (LTM) EBITDA was used.

2.10 Borrowings

	AAF Invest (Pty) Ltd	
	2025 R'000	2024 R'000
Cumulative redeemable preference shares issued to RMB*	**236 263**	
UBI General Partner (Pty) Ltd in its capacity as general partner of the ARC Fund**	**47 825**	–
	284 088	–

** The RMB preference share terms are as follows:*

Type of preference share:	*Cumulative Redeemable Preference Share*
Tenor:	*Three years plus one day*
Redemption:	*Redeemed in full after three years*
Security:	*Cession and pledge in portfolio companies*
	Credit bank balances
	Subordination of shareholder loan
Financial covenants:	*Net asset value cover of more than 6 (February 2025: 15.59)*
	Portfolio look-through gearing of less than 3.25 (February 2025: 2.05)

*** This loan is deferred consideration for the RSA Group transaction. This loan carries interest at 8.5% and is repayable on 30 November 2026 in the form of cash or shares in Acorn Agri & Food Ltd at the Companies election. The deferred consideration is adjustable should the annual financial results of RSA Group be higher or lower than 15% of what has been achieved for the June 2024 financial year in terms of profitability for the average of the financial years ending 30 June 2025 and 30 June 2026.*

The carrying value of the long term borrowings is approximately equal to the fair value thereof.

2. Investments at fair value through profit and loss and segment report (continued)

2.11 Segment report

The segments of AAF have been identified per material investment in our portfolio. Individual business performance are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors, and for which discrete financial information is available to make strategic decisions. Operating segments which display similar economic characteristics are aggregated for reporting purposes.

The chief operating decision-maker monitors the operating results of the business segments separately for the purposes of making decisions about resources to be allocated and of assessing performance. They primarily assess the performance of the operating segments based upon a measure of revenue, earnings before depreciation, interest and tax (EBITDA) and net profit after tax.

Inter-segment pricing is determined on an arm's-length basis in a manner similar to transactions with third parties.

	Revenue (own balances) 2025 R'000	Operating profit before capital items** (own balances) 2025 R'000	Net profit after tax (own balances) 2025 R'000
Kyron Holdings (Pty) Ltd and its subsidiaries	**834 563**	**210 995**	**81 235**
Overberg Agri Bedrywe (Pty) Ltd and its subsidiaries (excluding OWRM)	**5 453 720**	**167 652*** **	**89 308***
Overberg Wealth and Risk Management (Pty) Ltd (OWRM)	**69 261**	**18 982**	**13 732**
Moov Energy (Pty) Ltd and its subsidiaries (excluding Bachmus)	**7 829 221**	**178 268**	**97 030**
Bachmus Oil and Fuel (Pty) Ltd (Namibian dollar)	**2 570 804**	**47 108**	**32 816**
ACG Fruit (Pty) Ltd and its subsidiaries	**391 377**	**53 331**	**19 629**
Boltfast (Pty) Ltd	**127 615**	**8 152**	**3 272**
Bontebok Limeworks (Pty) Ltd	**250 523**	**47 715**	**16 813**
Montagu Dried Fruit and Nuts (Pty) Ltd and its subsidiaries	**149 815**	**11 259**	**(501)**
Overberg Meat (Pty) Ltd	**437 592**	**6 517**	**2 793**
Total – Controlling entities	**18 114 491**	**749 978**	**356 127**
RSA Group (since acquisition)	**1 319 022**	**84 433**	**55 648**
Total	**19 433 513**	**834 411**	**411 775**

* *This amount excludes a discretionary management fee of R9.6m, net of tax; and includes a dividend income of OWRM of R10.5m.*

** *From continuing operations excluding depreciation and amortisation.*

*** *During the current year there has been a change in EBITDA recognition for Overberg Agri Bedrywe, where an additional R70.7m finance cost is included in the EBITDA figure disclosed, due to the funding being utilised to finance the credit extension and is seen as operational in nature. The related amount for FY24 would have been a R55.4m downward adjustment.*

	Revenue (own balances) 2024 R'000	Operating profit before capital items** (own balances) 2024 R'000	Net profit after tax (own balances) 2024 R'000
Kyron Holdings (Pty) Ltd and its subsidiaries	765 149	189 514	86 110
Overberg Agri Bedrywe (Pty) Ltd and its subsidiaries (excluding OWRM)	4 757 302	185 785	40 143*
Overberg Wealth and Risk Management (Pty) Ltd (OWRM)	63 150	19 861	11 306
Moov Energy (Pty) Ltd and its subsidiaries (excluding Bachmus)	8 829 024	178 557	80 704
Bachmus Oil and Fuel (Pty) Ltd (Namibian dollar)	2 380 474	45 033	31 993
ACG Fruit (Pty) Ltd and its subsidiaries	374 219	49 547	(11 830)
Boltfast (Pty) Ltd	129 708	7 528	725
Bontebok Limeworks (Pty) Ltd	221 989	23 390	(1 631)
Montagu Dried Fruit and Nuts (Pty) Ltd and its subsidiaries	171 570	14 907	(1 990)
Overberg Meat (Pty) Ltd	310 018	2 996	530
Total	18 002 604	717 117	236 059

* *This amount excludes a discretionary management fee of R45 million, net of tax; and including a dividend income of OWRM of R10 million.*

** *From continuing operations excluding depreciation and amortisation.*

3. Revenue and investment income

Revenue from contracts with customers

Revenue is recognised when the Group satisfies performance obligations and transfers control of goods and services to its customers at an amount that reflects the consideration the Group expects to be entitled to in exchange for these goods or services, allocated to each specific performance obligation. Revenue is measured at the fair value of the consideration received or receivable.

The main categories of revenue and the basis of recognition are as follows:

Services rendered – Administration fees

Timing of recognition: Revenue from services is recognised in the accounting period which the services are rendered. For fixed price contracts, revenue is recognised based on the actual services provided to the end of the reporting period as a portion of the services to be provided.

Measurement of revenue: Estimates of revenue, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management.

Financing income

The Group does not expect to have any contracts where the period between the transfer of the service to the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Investment income

Dividend income

Recognised when the right to receive payment is established and included in investment income in the income statement.

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Revenue from contracts with customers:				
Rendering of services: Administration fees received	**25 290**	79 263	**–**	–
Revenue from contracts with customers	**25 290**	79 263	**–**	–
Timing of revenue recognition				
At a point of time	**–**	–	**–**	–
Over time	**25 290**	79 263	**–**	–
	25 290	79 263	**–**	–
Revenue other than from contracts with customers:				
Investment income				
Dividend income	**71 343**	65 136	**78 028**	71 840
Investment income	**71 343**	65 136	**78 028**	71 840
Total	**96 633**	144 399	**78 028**	71 840

4. Other income and expense items

4.1 Other income

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Rental income	**–**			
– Other properties	**686**	712	**–**	–
	686	712	**–**	–

4.2 Capital items

Capital items

Capital items disclosed in the statement of profit or loss are disclosed separately as they are not deemed to form part of the Group's trade operations. Included in capital items are profits and losses realised on non-current assets, and impairment losses and reversals on non-current assets.

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
(Loss)/Profit on disposal of property, plant and equipment	**1**	–	**–**	–
Professional fees	**(428)**	(707)	**–**	–
	(427)	(707)	**–**	–

4.3 Expenses by nature

Leases

Payments associated with short-term leases, low-value assets and variable payments are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

Employee benefits

Retirement obligations

The Group participates in defined contribution retirement funds, in terms of which the Group pays contributions to the fund and related policies to a private and state-operated administrator on a contractual and compulsory basis. The Group has no legal or derivative obligation to pay any further contributions if the funds does not have sufficient assets to pay benefits to its members.

Performance incentive scheme

A performance incentive scheme was approved by the Board of directors. The aim of the performance incentive scheme is to encourage employees to achieve specified agreed upon objectives and to acknowledge excellent performance. A liability for the performance incentive scheme is recognised under trade and other payables if an enforceable legal or contractual right exists to settle the liability. It is expected that the liability will be settled within 12 months. Financial goals must first be achieved before the liability is recognised.

4. Other income and expense items (continued)

4.3 Expenses by nature (continued)

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Expenses by nature				
Employment remuneration and benefit expense				
Salaries and wages	**22 740**	21 779	**–**	–
Performance incentive scheme and share based payments	**3 137**	591	**–**	–
Other costs	**236**	234	**–**	–
Depreciation, amortisation and impairments				
Depreciation pertaining to property, plant and equipment	**659**	684	**–**	–
External and internal auditors' remuneration				
Statutory external audit fee*				
– Current year provision	**1 787**	1 748	**–**	–
– Prior year under-/(over-)provision	**(85)**	1 337	**–**	–
Internal audit fee	**67**	66	**–**	–
Licence fees	**623**	751	**–**	–
Fund manager fee paid to Acorn Venture Partners (Pty) Ltd	**7 248**	8 109	**–**	–
Long-term incentive	**18 928**	8 072	**–**	–
Professional, legal and consulting fees	**1 159**	864	**–**	–
Other costs	**4 006**	2 495	**739**	229
Total	**60 505**	46 730	**739**	229
Presented as:				
– Sales and marketing costs	**156**	10	**–**	–
– Administration costs	**59 610**	46 491	**–**	–
– Operating expenses	**739**	229	**739**	229
Total	**60 505**	46 730	**739**	229

* The total external auditors' remuneration paid by the Company and its subsidiaries consist of the following:

– Current year provision	**12 782**	11 881		
– Prior year under-/(over-)provision	**34**	1 408		
– Consulting, tax advisory and other fees paid	**1 375**	136		

4.4 Finance income

Finance income is recognised in profit or loss using the effective interest method.

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Bank	**293**	301	**–**	–
Total finance income	**293**	301	**–**	–

4. Other income and expense items (continued)

4.5 Finance costs

Finance costs are calculated using the effective interest rate method and included in profit or loss.

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Lease liabilities	**81**	78	**–**	–
Other interest paid	**48**	–	**–**	–
	129	78	**–**	–

5. Income tax expense

The income tax expense for the period comprises current and deferred income tax. Income tax is recognised in the statement of profit or loss, except to the extent that it relates to items recognised directly in equity, in which case it will also be recognised directly in equity.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date in the countries where the Group operates and generates taxable income.

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Major components of the tax expense				
Current				
Local income tax				
Current year	**–**	1 852	**–**	–
	–	1 852	**–**	–
Deferred				
Deferred income tax				
Current year	**(8 880)**	7 257	**–**	–
	(8 880)	7 257	**–**	–
	(8 880)	9 109	**–**	–
Tax rate reconciliation				
Standard tax rate (%)	**27.0**	27.0	**27.0**	27.0
Permanent differences (%)	**(28.4)**	(24.8)	**(27.0)**	(27.0)
Non-deductible expenses (%)*	**0.1**	0.9	**–**	–
Exempt and non-taxable income (dividends) (%)	**(3.0)**	(5.5)	**(3.0)**	(5.3)
Fair value change in investments (%)	**(25.5)**	(20.2)	**(24.0)**	(21.7)
Effective rate (%)	**(1.4)**	2.3	**–**	–

* *Includes legal fees, fines and penalties which are not in the production of income and thus non-deductible.*

For details on deferred tax, refer to note 6.2.

6. Non-financial assets and liabilities

6.1 Property, plant and equipment

All property, plant and equipment are shown at cost (including borrowing costs) less accumulated depreciation and impairment, except for land, which is shown at cost less impairment. The cost price includes costs directly attributable to the acquisition of the assets. Additional costs are either included in the carrying amount of the existing asset or recognised as an individual asset, as the case may be, only if it is probable that future economic benefits relating to the item will flow to the Group and the cost price of the item can be reliably measured. All repair and maintenance costs are recognised in the statement of profit or loss in the financial period in which they were incurred.

Depreciation is calculated according to the straight-line basis to decrease the cost price of each asset to the residual value of the asset over the expected useful life of the asset, as follows:

Furniture and office equipment 3 to 15 years

The residual values and useful lives of assets are reviewed and adjusted, if necessary, on each reporting date. The carrying amount of an asset is immediately written down to the realisable amount thereof if the carrying amount of the asset exceeds it.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately. The depreciation charge for each period is recognised in profit or loss unless it is included in the carrying amount of another asset.

Right-of-use assets

Right-of-use assets are presented within property, plant and equipment on the statement of financial position.

On initial recognition the right-of-use asset is measured equal to:

- the initial amount of the corresponding lease liability;
- any lease payments made at or before the commencement date;
- any initial direct costs incurred;
- any estimated costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, when the Group incurs an obligation to do so, unless these costs are incurred to produce inventories; and
- less any lease incentives received.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. However, if a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. Depreciation starts at the commencement date of a lease. Depreciation is calculated according to the straight-line basis.

For right-of-use assets which are depreciated over their useful lives, the useful lives are determined consistently with items of the same class of property, plant and equipment.

Buildings 6 years

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate. Each part of a right-of-use asset with a cost that is significant in relation to the total cost of the asset is depreciated separately. The depreciation charge for each year is recognised in profit or loss unless it is included in the carrying amount of another asset.

	2025			2024		
Group	**Cost R'000**	**Accumulated depreciation R'000**	**Carrying value R'000**	Cost R'000	Accumulated depreciation R'000	Carrying value R'000
Furniture and office equipment	**225**	**(156)**	**70**	225	(114)	112
Right-of-use assets	**3 211**	**(135)**	**3 076**	3 211	(2 729)	482
Total	**3 436**	**(291)**	**3 146**	3 436	(2 843)	594

6. Non-financial assets and liabilities (continued)

6.1 Property, plant and equipment (continued)

Analysis of movements in carrying value:

	Opening carrying value R'000	Additions R'000	Depreciation R'000	Closing carrying value R'000
Group – 2025				
Furniture and office equipment	**112**	**–**	**(42)**	**70**
Right-of-use assets	**482**	**3 211**	**(617)**	**3 076**
Total	**594**	**3 211**	**(659)**	**3 146**
Group – 2024				
Furniture and office equipment	97	56	(42)	112
Right-of-use assets	1 124	–	(642)	482
Total	1 221	56	(684)	594

	Group	
	2025 R'000	2024 R'000
Depreciation expense:		
– Administration costs	**659**	684
Total	**659**	684
Leases:		
Right-of-use assets (carrying amounts)		
Land and buildings	**3 076**	482
Total	**3 076**	482
Depreciation charge of right-of-use assets		
Land and buildings	**617**	642
Total	**617**	642

For additional disclosures on the lease expense, interest expense and lease liability refer to notes 4.3, 4.5 and 7.3 respectively.

Leasehold improvements of R580 097 have been capitalised to right-of-use assets.

6.2 Deferred tax

Deferred income tax is recognised, using the liability method, for calculated income tax losses and temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantially enacted by the statement of financial position date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which temporary differences can be utilised. Management applies judgement to determine whether sufficient future taxable profit will be available after considering, among others, factors such as profit histories, forecasted cash flows and budgets.

6. Non-financial assets and liabilities (continued)

6.2 Deferred tax (continued)

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Accelerated wear and tear allowances for tax purposes	**26**	49	**–**	–
Tax losses available for set-off against future taxable income	**15 511**	2 789	**–**	–
Provisions	**803**	4 352	**–**	–
Prepayments	**(270)**	–	**–**	–
	16 070	7 190	**–**	–

Analysis of movement in deferred tax balance:

	February 2024			Recognised in profit or loss (Note 5)	February 2025		
Group	Assets R'000	Liabilities R'000	Total R'000	R'000	**Assets R'000**	**Liabilities R'000**	**Total R'000**
Accelerated wear and tear allowances for tax purposes	49	–	49	(22)	**27**	**–**	**–**
Tax losses available for set-off against future taxable income	2 789	–	2 789	12 721	**15 511**	**–**	**15 511**
Provisions	4 352	–	4 352	(3 549)	**803**	**–**	**803**
Prepayments	–	–	–	(270)	**–**	**(270)**	**(270)**
Total	7 190	–	7 190	8 880	**16 341**	**(270)**	**16 070**

Deferred taxation is calculated on all temporary differences according to the liability method and at a normal taxation rate of 27.00% (2024: 27.00%) for temporary differences and capital gains tax rate of 21.60% (2024: 21.60%).

7. Financial assets and liabilities

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Financial assets				
Financial assets at fair value through profit or loss (refer to note 7.1)	**3 280 046**	2 728 859	**3 452 626**	2 818 347
Financial assets at amortised cost (refer to note 7.2 and 12)	**470 586**	593 226	**450 056**	569 420
	3 750 632	3 322 085	**3 902 682**	3 387 767
Reconciliation of financial assets through profit or loss				
Opening balance	**2 728 859**	2 383 684	**2 818 347**	2 524 582
Fair value adjustments (note 2)	**615 282**	291 681	**634 279**	293 765
Investment held in AAF classified as treasury shares	**(64 095)**	53 494	**–**	–
	3 280 046	2 728 859	**3 452 626**	2 818 347

The Group classifies its financial assets in categories dependent on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

7. Financial assets and liabilities (continued)

7.1 Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss comprise of:

- Investments in subsidiaries (refer to Note 2).

Investments in equity instruments measured at fair value through profit or loss are recognised when the Company becomes a party to the contractual provisions of the instrument. The investments are measured, at initial recognition at fair value. Transactions costs are recognised through profit or loss. Investments in equity instruments are subsequently measured at fair value through profit or loss.

Changes in the fair value of financial assets at FVTPL are recognised in profit or loss and presented separately.

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Non-current assets				
Investments in subsidiaries (refer to Note 2)	**3 280 046**	2 728 859	**3 452 626**	2 818 347
Total financial assets at fair value through profit or loss	**3 280 046**	2 728 859	**3 452 626**	2 818 347

Refer to note 17 for details of fair value estimation.

7.2 Financial assets and liabilities at amortised cost

Financial assets at amortised cost comprise assets held for collection of contractual cash flow comprising solely payments of principal and interest.

Loans receivable are recognised when the Group becomes a party to the contractual provisions of the loan. The loans are measured, at initial recognition, at fair value plus direct transaction costs, if any.

Interest on these financial" assets is calculated using the effective interest method and recognised in the statement of profit or loss as part of "finance income".

Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

(i) For trade receivables only, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(ii) For instalment sale receivables, the Group applies the general model due to the significant finance component.

(iii) For loans to customers, as these are classified as loan receivables, the Group applies the general model for expected credit losses.

7.2.1 Trade and other receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection is expected in one year or less, they are classified as current assets. They are subsequently measured at amortised costs using the effective interest method, because their contractual terms give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the Group's business model is to collect the contractual cash flows on trade and other receivables.

An impairment gain or loss is recognised in profit or loss with a corresponding adjustment to the carrying amount of trade and other receivables, through use of a loss allowance account. The impairment loss is included in 'other operating expenses' in profit or loss as a movement in credit loss allowance.

The Group writes off a receivable when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Receivables written off may still be subject to enforcement activities under the Group recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

7. Financial assets and liabilities (continued)

7.2 Financial assets and liabilities at amortised cost (continued)

7.2.1 *Trade and other receivables (continued)*

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Trade receivables at amortised cost (refer to 7.2.1.1 below)	**635**	2 711	**–**	–
Deposits	**150**	100	**–**	–
Less: Allowances for credit losses	**–**	–	**–**	–
Trade and other receivables – financial assets (refer note 10)	**785**	–	**–**	–
Prepayments and value-added taxation	**3 237**	–	**–**	–
Total trade and other receivables	**4 022**	2 811	**–**	–

Classification of trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

Exposure to credit risk

Trade receivables inherently expose the Group to credit risk, being the risk that the Group will incur financial loss if customers fail to make payments as they fall due.

In order to mitigate the risk of financial loss from defaults, the Group only deals with reputable customers with consistent payment histories. Sufficient collateral or guarantees are also obtained when appropriate. Each customer is analysed individually for creditworthiness before terms and conditions are offered. Customer credit limits are in place and are reviewed and approved by credit management committees. The exposure to credit risk and the creditworthiness of customers, are continuously monitored.

There have been no significant changes in the credit risk management policies and processes since the prior reporting period.

7.2.1.1 *Trade receivables*

The Group applies the simplified approach to providing for expected credit losses prescribed by IFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. The loss allowance provision as at 28 February 2025 is determined as follows; the expected credit losses below also incorporate forward looking information.

	28 February 2025		29 February 2024	
	Estimated gross carrying amount at default R'000	**Loss allowance (Lifetime expected credit loss) R'000**	Estimated gross carrying amount at default R'000	Loss allowance (Lifetime expected credit loss) R'000
Expected credit loss rate:				
Not past due: 100% (2024: 100%)	**635**	**–**	2 711	–
More than 30 days due: 0% (2024: 0%)	**–**	**–**	–	–
More than 60 days due: 0% (2024: 0%)	**–**	**–**	–	–
More than 120 days due: 0% (2024: 0%)	**–**	**–**	–	–
Total	**635**	**–**	2 711	–

7. Financial assets and liabilities (continued)

7.2 Financial assets and liabilities at amortised cost (continued)

7.2.2 *Cash and cash equivalents*

Cash and cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and are subject to insignificant risk in change in value; these are classified as financial assets measured at amortised cost.

For purposes of the cash flow statements, cash and cash equivalents comprise cash and cash equivalents defined above, net of outstanding bank overdrafts.

Bank overdrafts are classified as financial liabilities at amortised cost.

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Cash and cash equivalents consist of:				
Bank balances and cash on hand	**47 154**	52 381	**–**	–
	47 154	52 381	**–**	–
Current assets	**47 154**	52 381	**–**	–
Current liabilities	**–**	–	**–**	–
	47 154	52 381	**–**	–

Bank overdrafts and facilities available

Bank overdraft facility: AAF Invest (Pty) Ltd: Rand Merchant Bank – R nil million facility (2024: R100 million facility)

In the previous financial year, AAF Invest (Pty) Ltd had approved facilities available amounting to R100 million (of which R50 million was uncommitted and R50 million committed). This facility had not been drawn upon and was cancelled in December 2024.

The general banking facility had the following terms:

- Security provided in terms of a revisionary pledge of shares in Kyron Holdings (Pty) Ltd and its equity interests;
- Cession and pledge on cash or receivable balances of AAF Invest (Pty) Ltd; and
- Acorn Agri & Food Limited remained publicly traded and Acorn Agri & Food Limited remained the sole shareholder of AAF Invest (Pty) Ltd.

7. Financial assets and liabilities (continued)

7.3 Lease liabilities

The Group assesses whether a contract is, or contains a lease, at the inception of the contract.

A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

In order to assess whether a contract is, or contains a lease, management determines whether the asset under consideration is "identified", which means that the asset is either explicitly or implicitly specified in the contract and that the supplier does not have a substantial right of substitution throughout the period of use. Once management has concluded that the contract deals with an identified asset, the right to control the use thereof is considered. To this end, control over the use of an identified asset only exists when the Group has the right to substantially all of the economic benefits from the use of the asset as well as the right to direct the use of the asset.

In circumstances where the determination of whether the contract is or contains a lease required a significant judgement, the relevant disclosures are provided in the critical accounting assumptions and judgements section of these accounting policies.

Group as the lessee

A lease liability and corresponding right-of-use asset are recognised at the lease commencement date, for all lease agreements for which the Group is a lessee, except for short-term leases of 12 months or less, or leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense (note 4.4) on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Details of leasing arrangements where the Group is a lessee are presented in note 7.3 (Group as lessee).

Lease liabilities are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments less any lease incentives receivable;
- exclude variable lease payments;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability (or right-of-use asset). The related payments are recognised as an expense in the period incurred and are included in operating expenses.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect lease payments made. Interest charged on the lease liability is included in finance costs (note 4.6).

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) when:

- there has been a change to the lease term, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- there has been a change in the assessment of whether the Group will exercise a purchase, termination or extension option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate;
- there has been a change to the lease payments due to a change in an index or a rate, in which case the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used);
- there has been a change to the lease payments due to a change in an index or a rate, in which case the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); and
- a lease contract has been modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised payments using a revised discount rate.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recognised in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

7. Financial assets and liabilities (continued)

7.3 Lease liabilities (continued)

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Non-current liabilities				
Lease liabilities	**2 501**	–	**–**	–
Current liabilities				
Lease liabilities	**119**	629	**–**	–
Total lease liabilities	**2 620**	629	**–**	–
Minimum payments due on lease liabilities are as follows:				
Within one year	**372**	646	**–**	–
In second to fifth year inclusive	**2 611**	–	**–**	–
More than five years	**557**	–	**–**	–
	3 540	646	**–**	–
Future finance charges	**(919)**	(17)	**–**	–
Present value of minimum payments	**2 620**	629	**–**	–
Analysis of present value of minimum payments due:				
Non-current liability	**2 501**	–	**–**	–
Current liability	**119**	629	**–**	–
	2 620	629	**–**	–
Details pertaining to leasing arrangements, where the Group is lessee are presented below:				
Right-of-use assets				
The carrying amounts of right-of-use assets are as follows:				
Land and buildings	**3 076**	482	**–**	–
	3 076	482	**–**	–
Other disclosures				
Interest expense	**81**	78	**–**	–
Expenses on short-term leases included in operating expenses	**368**	527	**–**	–
Total cash outflow from leases	**–**	(813)	**–**	–
Capital reconciliation of instalment purchase agreements was as follows:				
Opening balance	**629**	1 364	**–**	–
New lease liabilities raised	**2 631**	–	**–**	–
Finance cost	**81**	78	**–**	–
Lease payments	**(721)**	(813)	**–**	–
Closing balance	**2 620**	629	**–**	–

7. Financial assets and liabilities (continued)

7.4 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Trade and other payables are initially recognised at fair value and are subsequently measured at amortised cost.

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Trade payables	**2 350**	7	**–**	–
Accrued expenses				
– audit fees	**1 787**	1 741	**–**	–
– leave	**586**	452	**–**	–
– performance incentive schemes	**–**	8 072	**–**	–
Other payables	**1 071**	8 142	**–**	2 187
Trade and other payables – financial liabilities (refer note 10)	**5 794**	18 414	**–**	2 187
Taxes and other statutory liabilities	**–**	2 502	**–**	–
Employee related accruals	**1 129**	–	**–**	–
Total trade and other payables	**6 923**	20 916	**–**	2 187

8. Equity – including earnings per share

8.1 Stated capital

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Incremental costs directly attributable to the issue of new shares or options are shown as a decrease, after the deduction of income tax, of the returns in equity. Incremental costs directly attributable to the issue of new shares, or for the acquisition of a business, are recognised as a decrease of equity.

Ordinary shares are classified as equity.

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Authorised				
10 000 000 000 (2024: 10 000 000 000) ordinary shares with no par value	**–**	–	**–**	–
Issued				
115 317 805 (2024: 122 191 596) ordinary shares with no par value	**1 244 657**	1 360 471	**1 244 658**	1 360 471
Analysis of movement in value of ordinary shares:				
Opening balance	**1 360 471**	1 533 377	**1 360 471**	1 533 377
Share repurchase programmes	**(179 494)**	(112 906)	**(179 494)**	(112 906)
Treasury share issue/(repurchase)	**63 680**	(60 000)	**63 680**	(60 000)
Closing balance	**1 244 657**	1 360 471	**1 244 657**	1 360 471
Less: Treasury shares (note 8.2)	**(278 662)**	(214 567)	**(119 779)**	(119 779)
Closing balance	**965 995**	1 145 904	**1 124 878**	1 240 693

8. Equity – including earnings per share (continued)

8.1 Stated capital (continued)

	Group		Company	
	2025	2024	**2025**	2024
Analysis of movement in number of ordinary shares:				
Opening balance	**122 191 596**	135 744 609	**122 191 596**	135 744 609
Issued during the year	**3 980 000**	–	**3 980 000**	–
Purchased during the year	**(10 853 791)**	(8 553 013)	**(10 853 791)**	(8 553 013)
Treasury share repurchase	**–**	(5 000 000)	**–**	(5 000 000)
Closing balance	**115 317 805**	122 191 596	**115 317 805**	122 191 596
Less: Treasury shares (note 8.2)	**(16 439 545)**	(12 811 389)	**(6 221 688)**	(6 221 688)
Closing balance	**98 878 260**	109 380 207	**109 096 117**	115 969 908

All shares issued by the Company were fully paid, other than shares held in Acorn Manco (Pty) Ltd that has been included as treasury shares.

8.2 Treasury shares

	Group		Company	
Value of treasury shares	**2025 R'000**	2024 R'000	**2025 R'000**	2024 R'000
Shares held by AAF Invest (Pty) Ltd, subsidiary of the Group	**(146 107)**	(84 262)	**–**	–
Shares held by Acorn Manco (Pty) Ltd, not a subsidiary of the Group	**(119 779)**	(119 779)	**(119 779)**	(119 779)
Shares held by Overberg Agri Bedrywe (Pty) Ltd, subsidiary of the Group	**(12 776)**	(10 526)	**–**	–
	(278 662)	(214 567)	**(119 779)**	(119 779)

	Group		Company	
	2025	2024	**2025**	2024
Analysis of movement in number of treasury shares:				
Opening balance	**12 811 389**	16 205 756	**6 221 688**	6 221 688
Issued during the year	**(11 712 504)**	(318 026)	**–**	–
Purchased during the year	**15 340 660**	1 923 659	**–**	–
Treasury share repurchase	**–**	(5 000 000)	**–**	–
Closing number of treasury shares	**16 439 545**	12 811 389	**6 221 688**	6 221 688

As part of the amalgamation between Overberg Agri Ltd and Acorn Agri (Pty) Ltd on 2 May 2018 a structured entity (Acorn Manco), owned by the executive management of Acorn Agri & Food Limited (AAF Group), owned shares (approximating 7.5% of issued share capital at date of amalgamation). Acorn Manco funded this purchase by issuing preference shares that were subscribed to by the AAF Group at the same price as the share issue price. The funding, in the form of preference shares, provides for a cumulative preference share dividend at a coupon rate of 6% per annum and redeemed at the nominal value.

For IFRS disclosure purposes, AAF Group has in substance given the shareholders of Acorn Manco an option to acquire shares in the AAF Group as part of a long-term incentive strategy. Due to the limitation of the recovery of the preference share funding provided by the AAF Group that the shareholders of Acorn Manco are exposed to, the risks and rewards of the AAF shares do not, according to IFRS disclosure requirements, transfer to the shareholders of Acorn Manco. The AAF shares held by Manco is therefore shown as treasury shares and the preference share funding are shown against the treasury shares in the AAF Group financial statements resulting in no financial implication for the AAF Group for disclosure purposes.

Additionally, AAF Invest (Pty) Ltd and Overberg Agri Bedrywe (Pty) Ltd, both 100% subsidiaries of the Company holds shares in AAF Group that gives rise to additional treasury shares in the consolidated financial statements. During the current and previous year the Board approved several share repurchase and purchase schemes whereby Company shares to the value of R352 million (2024: R139 million) was repurchased from shareholders.

8. Equity – including earnings per share (continued)

8.3 Earnings per share

a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Group by the weighted average number of ordinary shares outstanding during the financial year.

	Group	
	2025 000	2024 000
Number of weighted shares in issue		
Total shares in issue – weighted	**122 831**	130 546
Treasury shares – weighted	**(11 735)**	(12 943)
Net weighted shares in issue	**111 096**	117 603
Weighted average number of net shares in issue	**111 096**	117 603
Adjusted for effect of future share-based compensation payments*	**–**	–
Diluted weighted average number of shares	**111 096**	117 603

* *Acorn Manco (Pty) Ltd dilutive impact has not been disclosed due to the fact that this company is currently in a net liability position and would thus not result in a dilutive event as at 28 February 2025.*

8.3.1 *Earnings per share*

	Group	
	2025 000	2024 000
Continuing operations:		
Profit attributable to ordinary shareholders (rand)	**660 713**	380 469
Earnings per ordinary share (cents)	**594.7**	323.5

8.4 Net asset value (NAV) per share

	Group	
	2025 000	2024 000
Number of shares in issue		
Total shares in issue	**115 318**	122 192
Treasury shares	**(16 440)**	(12 811)
Net shares in issue – at year-end	**98 878**	109 380
Shareholders' funds attributable to owners of the parent (rand)	**3 682 324**	3 273 486
Total NAV per share (cents)	**3 724**	2 993

8. Equity – including earnings per share (continued)

8.5 Dividends paid

Dividends declared to the Group's shareholders are recognised in the Group's financial statements in the period in which dividends are approved by the Group's directors.

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Balance at the beginning of the year	**–**	–	**–**	–
Distribution to shareholders	**(71 965)**	(67 628)	**(75 703)**	(71 050)
Balance at the end of the year	**–**	–	**–**	–
	(71 965)	(67 628)	**(75 703)**	(71 050)
The Company has declared the following cash distributions to shareholders:				
Ordinary dividend (cents)			**60.0**	55.0

9. Notes to the cash flow statements

9.1 Cash generated from operations

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Profit before tax	**651 833**	389 579	**711 568**	365 376
Adjustments for:				
Depreciation and amortisation	**659**	684	**–**	–
Fair value adjustments	**(615 282)**	(291 681)	**(634 279)**	(293 765)
Finance income received	**(293)**	(301)	**–**	–
Finance costs	**129**	78	**–**	–
Dividends received: non-cash	**(71 343)**	(65 136)	**(78 028)**	(71 840)
Changes in working capital:				
(Increase)/decrease in trade and other receivables	**(1 211)**	(274)	**–**	–
Increase in trade and other payables	**(13 992)**	1 633	**(2 187)**	(150)
	(49 500)	34 582	**(2 926)**	(378)

9.2 Tax paid

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Opening balance as per statement of financial position	**(887)**	–	**–**	–
Current tax for the year recognised in statement of profit or loss (refer note 5)	**–**	(1 852)	**–**	–
	(887)	(1 852)	**–**	–
Closing balance in statement of financial position	**–**	887	**–**	–
	(887)	(966)	**–**	–

9. Notes to the cash flow statements (continued)

9.3 Net debt reconciliation

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Analysis of net debt and movements of net debt for each period presented:				
Cash and cash equivalents	**47 154**	52 381	**–**	–
Lease liabilities	**(2 620)**	(629)	**–**	–
Loans from group companies	**(77 980)**	(33 952)	**–**	–
Net debt	**(33 446)**	17 800	**–**	–

	Cash and cash equivalents R'000	**Lease liabilities R'000**	**Loans from group companies R'000**	**Total R'000**
Net debt as at 1 March 2023	5 108	(1 364)	(19 877)	(16 133)
Cash flows	47 273	–	–	47 273
Advances	–	–	(71 200)	(71 200)
Repayments	–	735	57 124	57 859
Interest expense	–	(78)	–	(78)
Interest paid	–	78	–	78
Non-cash flows	–	–	–	–
Net debt as at 29 February 2024	**52 381**	**(629)**	**(33 952)**	**17 800**
Cash flows	**(5 227)**	**–**	**–**	**(5 227)**
Advances	**–**	**–**	**(139 577)**	**(139 577)**
Repayments	**–**	**640**	**95 549**	**96 189**
Interest expense	**–**	**(81)**	**–**	**(81)**
Interest paid	**–**	**81**	**–**	**81**
Additions: non-cash flows	**–**	**(2 631)**	**–**	**(2 631)**
Net debt as at 28 February 2025	**47 154**	**(2 620)**	**(77 980)**	**(33 446)**

Risk

10. Financial risk management

The Group's activities expose it to a variety of financial risks: market risk (including cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Financial instruments by category				
Assets as per statement of financial position				
Financial assets at amortised cost				
Trade and other receivables (refer note 7.2.1)	**785**	2 811	**–**	–
Cash and cash equivalents (refer note 7.2.2)	**47 154**	52 381	**–**	–
Loans to subsidiaries (refer note 12)	**419 410**	538 035	**450 056**	569 420
Total financial assets	**467 349**	593 226	**450 056**	569 420
Liabilities as per statement of financial position				
Financial liabilities at amortised cost				
Lease liability (refer to 7.3)	**2 620**	629	**–**	–
Loans from subsidiaries (refer note 12)	**77 980**	33 952	**–**	–
Trade and other payables (refer note 7.4)	**5 794**	18 414	**–**	2 187
Total financial liabilities	**86 394**	52 995	**–**	2 187

(a) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of market prices. Market risk comprises equity price risk, interest rate risk, currency risk and commodity price risk. Financial instruments affected by market risk include other financial assets, trade and other receivables, cash and cash equivalents and borrowings.

Hedging is conducted in very limited circumstances.

(i) Equity price risk

The Group is exposed to equity price risk in respect of the investments held in in shares. Refer to note 7.1.

Sensitivity analysis

A variation of 20% change in the carrying amount of the following investments would result in the following effect on total comprehensive income:

	Statement of financial position	Statement of comprehensive income	
	R'000	**Movement in basis points**	**Effect on total comprehensive income after tax R'000**
2025			
Group			
Financial assets at fair value through profit or loss (FVTPL) (refer note 2 and 7.1)	**3 280 046**	**+20%**	**478 887**
		-20%	**(478 887)**
2024			
Group			
Financial assets at fair value through profit or loss (FVTPL) (refer note 2 and 7.1)	2 728 859	+20%	398 413
		-20%	(398 413)

10. Financial risk management (continued)

(a) Market risk (continued)

(ii) Interest rate risk

The Group's interest rate risk arises from other loans receivable, cash and cash equivalents, borrowings and other financial liabilities as set out in note 7. Cash and cash equivalents invested and borrowings obtained at variable interest rates expose the Group to cash flow interest rate risk.

The Group's policy is to invest cash and cash equivalents and to obtain borrowings at variable interest rates and not to make use of any interest rate derivatives, which expose the Group to cash flow interest rate risk in South Africa.

Sensitivity analysis

Interest rate risks are presented by way of sensitivity analysis in accordance with IFRS 7. These show the effects of changes in market interest rates on interest payments, interest income and expense, other income components and, if appropriate, shareholders' equity.

The Group measures sensitivity to interest rates as the effect of a change in the Reserve Bank repo rate on the profit after tax based on the Group's exposure at reporting date. The Group regards a 100 basis points (2024: 100 basis points) change in the Reserve Bank repo rate as being reasonably possible at the end of the reporting periods.

	Statement of financial position	Statement of comprehensive income	
	R'000	Movement in basis points	Effect on total comprehensive income after tax R'000
2025			
Group			
Cash and cash equivalents	**47 154**	**+100**	**344**
		-100	**(344)**
2024			
Group			
Cash and cash equivalents	52 381	+100	382
		-100	(382)

(b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group is exposed to credit risks from its operating activities. Credit risk arises principally from accounts receivable and, to a lesser extent, from other third-party contractual financial obligations such as other financial assets and short-term bank deposits in note 7.

The Group did not consider there to be any significant credit risk exposure which has not been adequately provided for.

The maximum exposure to credit risk is presented in the table below:

	2025			2024		
	Gross Carrying amount R'000	Credit loss allowance R'000	Amortised cost/fair value R'000	Gross Carrying amount R'000	Credit loss allowance R'000	Amortised cost/fair value R'000
Total financial assets at amortised cost	**467 349**	**–**	**467 349**	593 227	–	593 227
Trade and other receivables	**785**	**–**	**785**	2 811	–	2 811
Cash and cash equivalents	**47 154**	**–**	**47 154**	52 381	–	52 381
Loans to Group companies	**419 410**	**–**	**419 410**	538 035	–	538 035

The Group's concentration of credit risk is limited to South Africa.

(i) Trade receivables

For exposure to credit risk identified by the Company, refer to note 7.2.1 for further details disclosed.

10. Financial risk management (continued)

(b) Credit risk (continued)

(ii) Cash and cash equivalents

The Group limits its counterparty exposure arising from bank accounts/call deposits by only dealing with well-established financial institutions of high credit standing. Credit exposure is controlled by counterparty limits that are reviewed and approved by the Board annually.

The Group invests surplus cash with approved Baa3 national short-term rated (according to Moody's short-term rating) financial institutions:

	Credit rating		Amount	
Financial Institution:	**2025**	2024	**2025 R'000**	2024 R'000
Nedbank	**Baa3**	Baa3	**47 154**	52 381
			47 154	52 381

(iii) Financial guarantees

Credit risk arises in relation to financial guarantees given to certain parties.

Refer to note 13 for details of guarantees provided.

(iv) Other financial assets

Refer to note 7 for details.

(c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities, when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group monitors its cash flow requirements through monthly cash forecasts which includes the servicing of financial obligations, but excludes the potential impact of extreme circumstances that cannot reasonably be predicted. To assist, strict credit control and debt monitoring processes are applied.

Surplus cash over and above the balance required for working capital management, is transferred to the Group treasury. Group treasury invests surplus cash in interest-bearing current accounts and call deposits to provide sufficient headroom as determined by the abovementioned forecasts.

Balances due within 12 months equal their carrying balances as the impact of discounting is not significant. The following table details the Group's undiscounted contractual maturities for its financial liabilities:

Group	**Carrying values R'000**	**Total cash flows R'000**	**Less than 1 year R'000**	**Between 1 and 5 years R'000**	**More than 5 years R'000**
At 28 February 2025					
Lease liabilities	**2 620**	**3 540**	**372**	**2 611**	**557**
Trade and other payables	**6 923**	**6 923**	**6 923**	**–**	**–**
Loans from Group companies	**77 980**	**77 980**	**77 980**	**–**	**–**
	87 524	**88 443**	**85 275**	**2 611**	**557**
At 29 February 2024					
Lease liabilities	629	646	646	–	–
Trade and other payables	20 916	20 916	20 916	–	–
Loans from Group companies	33 952	33 952	33 952		
	55 497	55 513	55 513	–	–

Group structure

11. Investment in subsidiaries

Basis of consolidation

(a) Basis of consolidation

Group financial statements

Subsidiaries are all entities (including structured entities) over which the Group has control. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Associates are all entities over which the Group has significant influence but not control. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost.

The Group's share of its associates' post-acquisition profits or losses is recognised in the statement of profit or loss, and its share of post-acquisition movements in other comprehensive income of the investee is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

In some cases, the Group has a joint arrangement in which it is involved by assessing its rights and obligations and accounts for those rights and obligations with that type of joint arrangement. A joint arrangement is either a joint operation or a joint venture. A joint operation is an arrangement whereby the parties have joint control where decisions about the relevant activities requires unanimous consent of the parties sharing control and have rights to the assets, and obligations for the liabilities relating to the arrangement. A joint venture is whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Management applies significant judgement in determining this classification. A joint operation accounts for the assets, liabilities, revenues and expenses relating to its involvement in a joint operation. A joint venture recognises its interest in a joint venture as an investment and account for that investment using the equity method in accordance with IAS 28 Investments in Associates and Joint Ventures.

Intergroup transactions, balances and unrealised surpluses on transactions between Group companies are eliminated. The accounting policies of the subsidiaries are in line with the Company. Similar transactions within the Group are accounted for in the same manner.

The financial statements of the parent and its subsidiaries used in the preparation of the consolidated financial statements shall have the same reporting date. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so. If it is impracticable to do so, the parent shall consolidate the financial information of the subsidiary using the most recent financial statements of the subsidiary adjusted for the effects of significant transactions or events that occur between the date of those financial statements and the date of the consolidated financial statements. In any case, the difference between the date of the subsidiary's financial statements and that of the consolidated financial statements shall be no more than three months, and the length of the reporting periods and any difference between the dates of the financial statements shall be the same from period to period.

Company financial statements

Investments in subsidiaries are initially recognised at cost.

Investments in subsidiaries are subsequently measured at cost less any accumulated impairment.

(b) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions. The difference between the share acquired of the carrying value of net assets of the subsidiary and the purchase consideration is recorded in retained earnings within equity.

Gains or losses on disposals of ownership interests to non-controlling interests are also recorded in retained earnings within equity.

(c) Disposal of subsidiaries

When the Group ceases to have control any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

11. Investment in subsidiaries (continued)

Company

Name of entity	% holding 2025	% holding 2024	Carrying amount 2025 R'000	Carrying amount 2024 R'000
Investments held directly by the Company				
AAF Invest (Pty) Ltd	**100%**	100%	**3 452 626**	2 818 347
AAF Services (Pty) Ltd	**100%**	100%	**–**	–
Movement for the year				
Opening balance			**2 818 347**	2 524 582
Fair value adjustment (Note 2)			**634 279**	293 765
Closing balance			**3 452 626**	2 818 347
Analysis of non-current assets and current assets:				
Non-current assets				
Investments in subsidiaries			**3 452 626**	2 818 347
Loans to subsidiaries				
– AAF Invest (Pty) Ltd			**323 724**	331 715
Current assets				
Loans to subsidiaries			**126 332**	237 705
– AAF Invest (Pty) Ltd			**95 686**	206 320
– AAF Services (Pty) Ltd			**30 646**	31 385
			3 902 682	3 387 767

These loans are unsecured, interest-free and have no terms of repayment. The carrying value represents the fair value of the loans.

Group

Name of entity	Carrying amount 2025 R'000	Carrying amount 2024 R'000
Non-current assets		
Loans to subsidiaries		
– AAF Invest (Pty) Ltd	**323 724**	331 715
Current assets		
Loans to subsidiaries		
– AAF Invest (Pty) Ltd	**95 686**	206 320
Current liability		
Loans from Group companies		
– AAF Invest (Pty) Ltd	**77 980**	33 952

These loans are unsecured, interest-free and have no terms of repayment. The carrying value represents the fair value of the loans.

12. Related parties

Individuals or entities are related parties if one party has the ability, directly or indirectly, to control or jointly control the other party or exercise significant influence over the other party in making financial and/or operating decisions. Key management personnel are defined as all directors of Acorn Agri & Food Limited.

Subsidiaries

During the year under review, the Company and its subsidiaries, in the ordinary course of business, entered into various sale and purchase transactions with related parties. For a list of the Group's subsidiaries, refer to note 11.

	Group		Company	
	2025 R'000	2024 R'000	**2025 R'000**	2024 R'000
Related party balances				
Loans (from)/to related parties				
AAF Invest (Pty) Ltd	**419 410**	538 035	**419 410**	538 035
AAF Invest (Pty) Ltd	**(77 980)**	(33 952)	**–**	–
AAF Services (Pty) Ltd	**–**	–	**30 646**	31 385
	341 430	504 082	**450 056**	569 420
Investment in subsidiaries				
AAF Invest (Pty) Ltd	**–**	–	**3 452 626**	2 818 347
	–	–	**3 452 626**	2 818 347
Trade receivables				
Portfolio companies of AAF Invest (Pty) Ltd	**635**	2 685	**–**	–
Trade payables				
Portfolio companies of AAF Invest (Pty) Ltd	**–**	7	**–**	–
Related party transactions				
Purchases of goods and services				
Portfolio companies of AAF Invest (Pty) Ltd	**24**	29	**–**	–
Dividends received from subsidiaries				
Intergroup dividends received on shareholding	**–**	–	**78 028**	71 840
Administration fees received				
Portfolio companies of AAF Invest (Pty) Ltd	**24 840**	79 263	**–**	–
Administration fees paid				
Portfolio companies of AAF Invest (Pty) Ltd	**63**	15	**–**	–
Fund manager fees paid				
Acorn Venture Partners (Pty) Ltd – normal fee	**7 248**	8 109	**–**	–
Acorn Venture Partners (Pty) Ltd – long-term incentive	**18 928**	8 072	**–**	–

Directors

Remuneration

Details relating to executive and non-executive directors' remuneration are disclosed in note 16.

Treasury shares

Refer to Note 8.2.

Unrecognised items

13. Contingencies

Guarantees

Acorn Agri & Food Ltd provided a surety to Moov Energy (Pty) Ltd pertaining to a short-term debtors facility amounting to R123 million.

14. Going concern

Based on the financial statements, the present position of the Group budgets for the coming year and available financing facilities, the directors have no reason to believe that the Group will not be a going concern. The going concern principle is therefore accepted and applied in the preparation of the financial statements.

15. Events after the reporting period

AAF Invest (Pty) Ltd disposed of Boltfast (Pty) Ltd effective 1 April 2025, for a purchase consideration of R62 million.

The Board is not aware of any other significant events after the reporting date that will have a material effect on AAF's results or financial position as presented in these financial statements.

Employee benefits and costs

16. Directors' and prescribed officers' emoluments

Directors' and prescribed officers' basic salary and allowances

2025

Executive

The executive directors of AAF are appointed through AAFs' investment management agreement with Acorn Venture Partners (Pty) Ltd. Refer to Note 12.

	Fees for services R'000	Total R'000
Non-executive		
DG de Kock	**699**	**699**
RE Goff*	**–**	**–**
CA Smith	**415**	**415**
A Stemmet	**172**	**172**
DCH Uys	**430**	**430**
AJ van der Merwe	**237**	**237**
J van Zyl*	**–**	**–**
JCT Viljoen	**285**	**285**
YJ Visser	**592**	**592**
Total	**2 830**	**2 830**

** These non-executive directors of AAF are appointed through AAF's investment management agreement with Acorn Venture Partners (Pty) Ltd. Refer to note 12..*

16. Directors' and prescribed officers' emoluments (continued)

Directors' and prescribed officers' basic salary and allowances (continued)

2024

Executive

The executive directors of AAF are appointed through AAFs' investment management agreement with Acorn Venture Partners (Pty) Ltd. Refer to Note 12.

	Fees for services R'000	Total R'000
Non-executive		
DG de Kock	**601**	**601**
CD Flemming	**107**	**107**
RE Goff*	**–**	**–**
CA Smith	**353**	**353**
DCH Uys	**359**	**359**
MR van Breda	**319**	**319**
AJ van der Merwe	**228**	**228**
J van Zyl*	**–**	**–**
JCT Viljoen	**288**	**288**
YJ Visser	**569**	**569**
Total	**2 824**	**2 824**

** These non-executive directors of AAF are appointed through AAF's investment management agreement with Acorn Venture Partners (Pty) Ltd. Refer to note 12.*

Directors' shareholding

Please refer to the directors' report for further disclosure regarding the directors respective shareholding in the Company.

Other

17. Fair value estimation

Items measured at fair value on the statement of financial position are classified according to a fair value hierarchy. The fair value hierarchy is identified in levels as follows:

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

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

Level 3 – Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The following table presents the Group's assets and liabilities that are measured at fair value:

	Group			
	Level 1 R'000	Level 2 R'000	Level 3 R'000	Total balance R'000
At 28 February 2025				
Assets				
At fair value through profit or loss				
Investment in subsidiaries (refer to Note 2)	**–**	**–**	**3 280 046**	**3 280 046**
Total assets	**–**	**–**	**3 280 046**	**3 280 046**
At 29 February 2024				
Assets				
At fair value through other comprehensive income				
Investment in subsidiaries (refer to Note 2)	–	–	2 728 859	2 728 859
Total assets	–	–	2 728 859	2 728 859

17. Fair value estimation (continued)

The Group's fair value pertaining to investment in subsidiaries requires management to make judgements, estimates and assumptions that affect the amounts of revenues, expenses, assets and liabilities included in the forecasts. Other estimates pertains to macro-economic forecasts including long-term growth rates, inflation rates and the weighted cost of capital. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying value of the asset or liability affected in the future.

	Company			
	Level 1 R'000	Level 2 R'000	Level 3 R'000	Total balance R'000
At 28 February 2025				
Assets				
At fair value through profit or loss				
Investment in subsidiaries (refer to Note 2)	–	–	**3 452 626**	**3 452 626**
Total assets	–	–	**3 452 626**	**3 452 626**
At 29 February 2024				
Assets				
At fair value through other comprehensive income				
Investment in subsidiaries (refer to Note 2)	–	–	2 818 347	2 818 347
Total assets	–	–	2 818 347	2 818 347

The following changes in fair value pertaining to key assumptions would result in a difference in fair value as at 28 February 2025:

Indirect investments: Valuation based on discounted cash flow

	Change in weighted average cost of capital	Impact on profit or loss R'000	Change in long-term growth rate	Impact on profit or loss R'000
Kyron Holdings (Pty) Ltd and its subsidiaries	**+1%**	**(119 384)**	**+0.5%**	**39 535**
	-1%	**142 051**	**-0.5%**	**(36 321)**
Overberg Agri Bedrywe (Pty) Ltd and its subsidiaries	**+1%**	**(96 602)**	**+0.5%**	**35 487**
	-1%	**113 100**	**-0.5%**	**(32 902)**
Moov Energy (Pty) Ltd and its subsidiaries	**+1%**	**(89 134)**	**+0.5%**	**30 928**
	-1%	**106 318**	**-0.5%**	**(28 398)**
Bontebok Limeworks (Pty) Ltd	**+1%**	**(26 776)**	**+0.5%**	**9 432**
	-1%	**31 692**	**-0.5%**	**(8 728)**
Overberg Meat (Pty) Ltd	**+1%**	**(3 912)**	**+0.5%**	**932**
	-1%	**4 650**	**-0.5%**	**(856)**
Total	**+1%**	**(335 809)**	**+0.5%**	**116 312**
Total	**-1%**	**397 811**	**-0.5%**	**(107 204)**

Indirect investments: Valuation based on market approach

	Change in earnings multiple	Impact on profit or loss R'000
Interaction Marketing Services Holdings (Pty) Ltd (RSA Group)	**+1**	**36 349**
	-1	**(36 349)**
Total	**+1**	**36 349**
Total	**-1**	**(36 349)**

17. Fair value estimation (continued)

Indirect investments: Valuation based on asset valuation

	Change in value of underlying external property valuations	Impact on profit or loss R'000
ACG Fruit (Pty) Ltd and its subsidiaries	+5%	12 830
	-5%	(12 830)
Total	+5%	12 830
Total	-5%	(12 830)

The following changes in fair value pertaining to key assumptions would result in a difference in fair value as at 29 February 2024:

Indirect investments: Valuation based on discounted cash flow

	Change in weighted average cost of capital	Impact on profit or loss R'000	Change in long-term growth rate	Impact on profit or loss R'000
Kyron Holdings (Pty) Ltd and its subsidiaries	+1%	(102 560)	+0.5%	35 694
	-1%	124 437	-0.5%	(32 478)
Overberg Agri Bedrywe (Pty) Ltd and its subsidiaries	+1%	(76 162)	+0.5%	25 924
	-1%	87 457	-0.5%	(24 244)
Moov Energy (Pty) Ltd and its subsidiaries	+1%	(66 415)	+0.5%	23 145
	-1%	78 906	-0.5%	(21 293)
Bontebok Limeworks (Pty) Ltd	+1%	(13 250)	+0.5%	4 064
	-1%	15 464	-0.5%	(3 771)
Overberg Meat (Pty) Ltd	+1%	(3 574)	+0.5%	1 043
	-1%	4 258	-0.5%	(962)
Total	+1%	(261 961)	+0.5%	89 870
Total	-1%	310 522	-0.5%	(82 749)

Indirect investments: Valuation based on asset valuation

	Change in value of underlying external property valuations	Impact on profit or loss R'000
ACG Fruit (Pty) Ltd and its subsidiaries	+5%	14 739
	-5%	(14 739)
Boltfast (Pty) Ltd	+5%	1 046
	-5%	(1 046)
Total	+5%	15 786
Total	-5%	(15 786)

18. New and amended standards

Standards, interpretations and amendments to published standards effective in 2025

- Amendments to IAS 1 Non-current liabilities with covenants (effective from 1 January 2024). The amendments clarify how conditions with which an entity must comply within 12 months after the reporting period affect the classification of a liability. The amendments also aim to improve information an entity provides related to liabilities subject to these conditions.
- Amendment to IFRS 16 Leases on sale and leaseback (effective from 1 January 2024). The amendments include requirements for sale and leaseback transactions in IFRS 16 to explain how an entity accounts for a sale and leaseback after the date of the transaction. Sale and leaseback transactions where some or all the lease payments are variable lease payments that do not depend on an index or rate are most likely to be impacted.

The aggregate impact of the initial application of the new effective standards and interpretations on the Company's annual financial statements is immaterial.

Standards, interpretations and amendments to published standards not yet effective

The following standards, interpretations and amendments to published standards are compulsory for and applicable to the Company's future accounting periods beginning on or after 1 March 2025:

- Amendment to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures – Classification and Measurement of Financial Instruments (effective from 1 January 2026). These amendments
  - clarify the requirements for the timing of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
  - clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;
  - add new disclosures for certain instruments with contractual terms that can change cash flows (such as some instruments with features linked to the achievement of environment, social and governance (ESG) targets); and
  - make updates to the disclosures for equity instruments designated at Fair Value through Other Comprehensive Income (FVOCI).
- Amendment to IFRS 18 Presentation and Disclosure in Financial Statements (effective 1 January 2027). The amendment's objective is to set out requirements for the presentation and disclosure of information in general purpose financial statements (financial statements) to help ensure they provide relevant information that faithfully represents an entity's assets, liabilities, equity, income and expenses. IFRS 18 replaces IAS 1 Presentation of Financial Statements and focuses on updates to the statement of profit or loss with a focus on the structure of the statement of profit or loss; required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management-defined performance measures); and enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general. Many of the other existing principles in IAS 1 are retained, with limited changes. IFRS 18 will not impact the recognition or measurement of items in the financial statements, but it might change what an entity reports as its "operating profit or loss".

Management do not anticipate that any of these changes would have a material impact on the financial statements of the Company, however management will consider the full impact of these standards published but not yet effective up until the date of adoption.

Shareholders' information

Introduction

Acorn Agri & Food's shares are traded over the counter as share transactions are negotiated directly and bilaterally between willing buyers and sellers of shares. Our share administration desk facilitates the identification of willing buyers and sellers and acts as an administrator. This includes providing parties with the required documentation and updating the securities register after the conclusion of transactions.

Shareholder Analysis

Share price performance

Opening price – 1 March 2024	**R11.15**
Closing price – 28 February 2025	**R15.69**
High for the period	**R17.00**
Low for the period	**R11.00**
Total number of shares traded	**34 828 503***
Total value of shares traded	**551 716 138***
Total number of shares traded (excluding shares purchased and repurchased)	**12 760 647***
Total value of shares traded (excluding shares purchased and repurchased)	**200 107 385***
Total number of issued shares	**115 317 805**
Total number of issued shares – net of shares held by subsidiary companies as defined by the Companies Act	**105 099 948**
Total number of issued shares – net of treasury shares as reported per IFRS® Accounting Standards	**98 878 260**
Total number of shares traded as % of total issued shares (average liquidity)	**29.89%****
Total number of shares traded as % of total issued shares, excluding the shares purchased or repurchased pursuant to a share repurchase programme (liquidity)	**11.07%**

* *Includes all transfers and repurchases (also between related parties, loyalty scheme, outperformance incentive to AVP and buybacks), but excludes the post-closing consideration shares transferred to Acorn Agri shareholders, the transfer of shares to UBI for the RSA Group transaction, where the transferee and transferrer shared the same underlying shareholders.*

** *Excludes shares transferred by beneficial holders within nominee companies.*

For the financial year ended 28 February 2025, AAF repurchased and AAF Invest (Pty) Ltd purchased a total of 22 067 856 (2024: 10 476 672) shares at a total value of R352 million (2024: R139 million). AAF repurchased 10 853 791 ordinary shares and AAF Invest (Pty) Ltd purchased 11 214 065 shares in accordance with ordinary resolution 9 passed at the 2024 annual general meeting. In addition, Overberg Agri purchased 145 769 (2024: 280 000).

Acorn Agri & Food Ltd shares in lieu of its customer loyalty programme during the year.

Shareholder distribution

Public shareholders	**47.78%**
Non-public shareholders	**52.22%**
Non-executive directors	**29.89%**
Executive directors	**9.02%**
Shares held by subsidiaries*	**8.86%**

* *AAF Invest (Pty) Ltd and Overberg Agri Bedrywe (Pty) Ltd hold Acorn Agri & Food Ltd shares..*

Major beneficial shareholders

The following beneficial shareholders owned 5% or more of the issued ordinary shares as of 28 February 2025:

UBI General Partner (in its capacity as the General Partner of the ARC Fund)	**28.81%**
Acorn Manco (Pty) Ltd, Acorn Private Equity Holdings (Pty) Ltd, Malan Investment Holdings (Pty) Ltd and Elpier Investments (Pty) Ltd*	**9.00%**
AAF Invest (Pty) Ltd	**8.03%**

* *Commonly controlled*

Corporate information

Acorn Agri & Food Limited

Incorporated in the Republic of South Africa
Registration number: 1998/001018/06
Income tax number: 9038032026
Telephone number: +27 (0)21 852 2887
Website: www.acornagri.co.za

Registered address

Unit B6 The Beachhead
10 Niblick Way
Somerset West 7130

Postal address

PO Box 3360
Somerset West 7129

Company secretary

Annmarie Steyn
Email: annmarie@acorn.co.za

Auditors

PricewaterhouseCoopers Inc.

Principal bankers

Nedbank Ltd
Rand Merchant Bank, a division of FirstRand Limited

#19233

www.acornagri.co.za