CAXTON & CTP publishers & printers LIMITED

Integrated Annual Report 2023

Caxton and CTP Publishers and Printers Limited is a major publisher and printer, and manufacturer of packaging material in South Africa.

Caxton and CTP Publishers and Printers Limited ("the Company") is driven by the quest for excellence across all disciplines of publishing, printing and manufacturing, working with a team of committed, well-trained and empowered employees. We aim to provide products of outstanding quality to our clients and superior returns to our shareholders whilst contributing to the growth of a democratic and prosperous South Africa.

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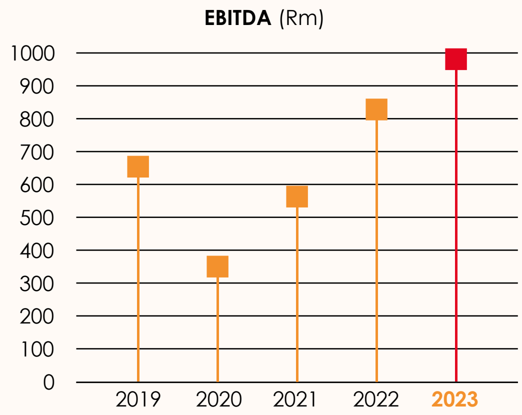
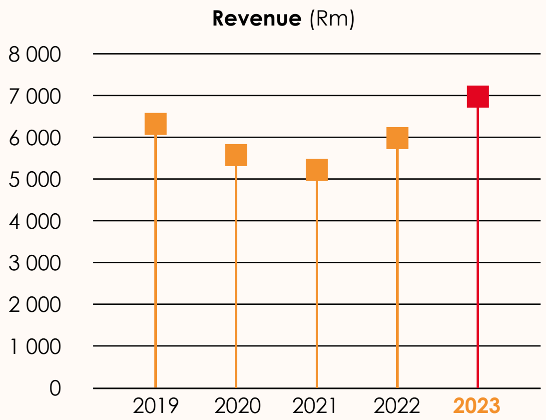
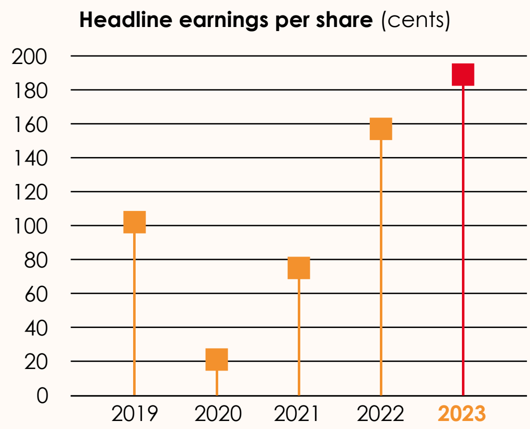
HIGHLIGHTS

- *Revenue **R6 975 million***
- *Operating profit before depreciation and amortisation **R981 million***
- *Profit before tax **R952 million***
- *Cash resources **R1 888 million***







HIGHLIGHTS – FIVE YEARS TO 30 JUNE 2023

		2023 Rm	2022 Rm	2021 Rm	2020 Rm	2019 Rm
Revenue		**6 975**	5 979	5 220	5 572	6 321
Operating profit before depreciation and amortisation (EBITDA)		**981**	828	563	350	654
Finance income		**152**	142	87	127	140
Profit/(Loss) attributable to equity holders of the parent		**734**	551	550	(57)	336
Headline earnings per share	(cents)	**189**	157	75	21	102
Dividends per share	(cents)	**60**	50	50		60
Cash generated by operating activities		**726**	249	672	490	477
Cash and cash equivalents		**1 888**	1 664	1 989	1 743	1 698
Total assets		**9 176**	8 825	8 056	6 509	7 248
Net asset value per share	(cents)	**2 022**	1 887	1 717	1 384	1 484

DIRECTORATE

EXECUTIVE

TD Moolman (79) **(Chief Executive Officer)**
Terry is the founder of Caxton and CTP Publishers and Printers Limited.

TJW Holden (59) **(Managing Director) (Financial Director)**
BCom, CA(SA)
Tim joined the group as group general manager: finance in 2003 and was appointed as financial director in 2006. He is a qualified chartered accountant and has years of experience in the retail and manufacturing industries. Tim has been the financial director of various companies. In addition, he has also held a number of senior and executive operational posts within these companies.

LR Witbooi (51) **(Managing Director: Western Cape Operations)**
MBA
Leon has an MBA from the University of Cape Town and has been with the group for 29 years in a variety of positions. He currently heads the group's Western Cape commercial print and packaging operations.

NON-EXECUTIVE

PM Jenkins* (64) **(Chairman)**
BCom, LLB
Paul qualified at Randse Afrikaanse Universiteit with BCom and LLB degrees and was admitted as an attorney and notary in February 1986. He became a partner of Webber Wentzel in 1988 and left his position as senior commercial legal partner in 1999 to join the Johnnic group full time. In this capacity he served as a Director of numerous listed companies and was CEO of Johnnic Entertainment. He is currently self-employed and provides business and legal advisory services to a select group of clients.

ACG Molusi* (61)
BJournalism, MA
Connie has been involved with the media industry for many years and holds a number of directorships.

NA Nemukula* (68)
Albert qualified as a teacher and has a marketing sales diploma. He has taught at various high schools and was responsible for marketing and publishing at Juta & Co. He has several business interests in publishing and printing, jewellery and retail stores.

JH Phalane* (48)
BA, LLB, LLM, MCom, MBA
Jack qualified as a teacher in 1996 and then went on to study at Wits University where he graduated with BA, LLB, LLM and MBA degrees. He also obtained an MCom (Taxation) degree from the North-West University (Potchefstroom) in 2006. He became a partner at Fluxmans in 2007. He practices as a commercial attorney at Fluxmans, specialising in mergers and acquisitions.

T Slabbert* (56)
BA, MBA
Tania is a co-founder and non-executive director of WDB Investment Holdings Proprietary Limited and previously served as its CEO for 12 years. She has held numerous past directorships and also serves as a Trustee of the Energy Mobility Education Trust.

* Independent non-executive.

MANAGING DIRECTOR'S REPORT

FINANCIAL PERFORMANCE

Earnings

The group is pleased to present a record set of results for the full year ending 30 June 2023, driven by revenue growth and a well contained cost base, as follows:

- Earnings per share increased by 34,4% from 151,2 cents to 203,3 cents
- Headline earnings per share increased by 20,2% from 157,0 cents to 188,6 cents

Revenue grew by R995,2 million (16,6%) from R5 979,3 million to R6 974,6 million on the back of price increases to recover the large raw material input cost increases and volume increases in the packaging business, while volumes in the newspaper and commercial printing plants remained largely unchanged. The second half of the year's growth softened as loadshedding and inflationary pressures impacted consumer demand.

Raw material pricing and supply was a year of two halves:

- Initially we were faced with supply constraints for all grades of paper and board and along with that, large price increases driven by oversubscribed mills, increased freight costs and lastly energy surcharges as a result of the Russian/Ukraine war. This was well managed by holding excess stock and where possible, recovering the increases from customers, and
- The second half of the financial year saw supply chains gradually returning to normal, customers destocking and subdued demand resulting in mills having excess capacity and pricing starting to soften, although not returning to anywhere near the price levels prior to the supply chain crisis. In response to the above scenario the group has started to trim stockholdings to more normalised levels.

Margins came under further pressure in the second half of the year as demand softened, competition intensified and with reduced purchasing, our average cost of stock remained high. Margins are expected to remain under pressure as the more expensive stock is worked through. Having said this, in the current results certain more expensive stock items that have been revalued to the lower replacement value, at a cost of R51,8 million.

The margin pressure was mitigated by a well-controlled cost base with staff costs growing by only R84,6 million (6,9%) to R1 307,7 million while other operating expenses grew by R81,3 million (7,7%) to R1 139,7 million. This is a commendable achievement in the face of the high inflationary environment and the impact of loadshedding which added R25,4 million of diesel costs and R23,6 million of machine repair costs incurred as a result of the flood in KwaZulu-Natal in the period under review. Loadshedding also had an impact on maintenance costs, as we have witnessed increased electronic failure on equipment, and when combined with the high cost of imported spares meant a significant year on year increase, in the region of 28%. In addition, the group faced higher distribution costs (as the price of fuel reached record levels) and a large increase in insurance premiums (as the insurance market hardened). These increases were offset by very good operational management of the other overheads, cost saving initiatives at our subsidiary, Cognotion Holdings Limited, and disposal of Private Properties Proprietary Limited by Cognition Holdings Limited.

Profit from operating activities before depreciation and amortisation increased by R153,1 million (18,5%) to R981,1 million. After depreciation of R238,7 million, profit from operating activities increased by 25,8% to R742,4 million.

The above performance includes the following effect of our insurance claim for the catastrophic Kwa-Zulu Natal floods which impacted our Durban commercial printing plant, and highlights that the effects of global warming can no longer be ignored. The net impact on operating profit for the year is an increase of R84,6 million, as follows:

- Interim Insurance receipts of R118,2 million – reported in other operating income
- Increased insurance premiums due to the swing clause in our policy, based on the size of the claim, of R10,0 million – reported in other operating expenses
- Repairs of R23,6 million spent during the year to bring the equipment back into production - reported in other operating expenses

The finalisation of the equipment loss and business interruption claims are imminent as it has been submitted to insurers and should be completed shortly.

As reported previously:

- The group's subsidiary, Cognition Holdings Limited sold its 51% share in Private Property South Africa Proprietary Limited for R150,0 million (R147,8 million net of transaction costs) resulting in a profit on disposal of R78,9 million.
- The group purchased the outstanding shares in associates Mooivaal Media and interest in Capital Media from Media 24, resulting in a deemed loss on disposal of R1,5 million and impairment of goodwill of R1,2 million, and
- On redemption of our listed preference share investment, an impairment of R1,2 million was recognised.

Net finance income grew by R15,7 million (13,3%) with increased dividend flows being offset by reduced interest income and slightly reduced forex losses. The increased dividend came from our investments in Mpact Limited (R57,4 million), Thebe Convergent Technology Holdings Proprietary Limited (R11,2 million) and unlisted preference shares (R44,6 million) due to the increasing interest rate environment. No dividends were received from Novus Holdings Limited - in a post reporting date transaction, Caxton has disposed of its entire shareholding in Novus Holdings Limited. Although the year under review experienced an increasing interest rate cycle, the group earned less net interest income of R4,7 million than prior year as the average cash holdings during the year were below that of the prior year. Net forex losses of R16,0 million are reflective of the volatile exchange rate that characterised the year under review.

Income from associates declined by R4,8 million to R7,0 million as a result of two associates being re-categorised as subsidiaries and the closure of a property company after the properties had been sold.

The group's profit before taxation was R952,1 million, an increase of 38,7% over the prior year, and after taxation of R200,2 million, resulted in profit after taxation of R751,9 million. Based on the lower weighted average number of shares in issue of 360 941 783, that represents:

- Earnings per share of 203,3 cents (2022: 151,2 cents) – an increase of 34,5%
- Headline earnings per share of 188,6 cents (2022: 157,0 cents) – an increase of 20,2%
- Net asset value per share of R20.22 (2022: R18.87) – an increase of 7,2%

CASH FLOW

Even though stock holdings were still quite high at year end, it is pleasing that cash and cash equivalents at year end increased to R1 888,4 million, an increase over the corresponding prior period of R223,6 million and an increase of R750 million over the interim reporting period (31 December 2022).

This was attributable to increased cash generated by operating activities of R476,6 million (an increase of 191,4% over the prior year) to R725,8 million. After paying taxation of R202,5 million, the cash inflow from operating activities was R523,2 million, a substantial increase over the previous year, of R430,0 million.

Although stock levels remain high at R1 714,9 million (an increase of R184,2 million over the prior year), there has been a reduction of R135,4 million since the interim reporting period. Although stock levels remain high in areas of our business, for which there are specific plans for further reductions, there is no doubt that higher than traditional stock levels will have to be held to support the growth we have experienced in specific packaging markets where the customers require certain minimum levels of stock holdings.

The net investment in property, plant and equipment of R261,1 million can be summarized as follows:

- Continued investments in solar power roll out. At year end we have 2,7MW of installed solar capacity with plans in place for a further 10,2MW. This will bring the installed solar capacity to 12,9MW. This will require a further capital expenditure of approximately R90 million and represents our commitment to reducing our carbon footprint and increasing energy self-sufficiency.
- A new laminator for our flexible packaging operation to support the growth in the wine bladder market.
- New printing press for our Western Cape packaging operation to drive operational efficiencies.
- New litho printing press for our magazine and textbook printing operation in the Western Cape.
- Additional equipment for our long run label operation in Gauteng to increase installed capacity and improve efficiencies, and
- New cup forming equipment to support our growth in the Quick Service Restaurant ("QSR") markets and to enter the coffee cup markets.

Our associates, predominately Universal Labels Proprietary Limited, repaid their loan accounts of R25,4 million, while dividends received from associates amounted to R5,3 million.

Listed preference shares of R64,6 million were redeemed by the banking group.

During the period our subsidiary Cognition Holding Limited disposed of its 51% shareholding in Private Property Proprietary Limited for R150 million, or R96,6 million net of cash.

The group made acquisitions of R144,6 million (R131,7 million net of cash) as follows:

- The Amcor bag in a box bladder and tyre liner business for R102 million gross – effective 1 August 2022.
- The remaining 50% shares in our associate Mooivaal Media Proprietary Limited for R7,8 million gross – effective 1 September 2022.
- The outstanding interest in our associate Capital Media for R14,7 million gross – effective 1 August 2022, and
- The lamination business of Allflex CC for R20,1 million gross – effective 1 May 2023.

During the year the group increased its shareholding in its subsidiary Cognition Holdings Limited by R17.7 million to bring our shareholding up to 75,4%.

During the year under review the group returned a total of R222,1 million to shareholders through a dividend of R197,1 million and the repurchase of 2 601 550 shares for R25,0 million, at an average price of R9.62.

PERFORMANCE REVIEW

PUBLISHING, PRINTING AND DISTRIBUTION

Newspaper publishing and printing
The group's local newspaper business had a difficult year, especially from a local revenue perspective, where the incessant high levels of loadshedding impacted local

businesses and had a knock-on impact on their advertising spend. This was compensated for by a reasonably strong national advertising performance which grew by 7%, largely driven by the grocery and liquor retailers. This provides the solid base from which we have to pursue new markets and customers that fit our media profile and to whom we can provide wide access to households and decision makers. In order to drive this, we have developed a new commission structure for the sales team that will hopefully bear fruit.

Whilst overall revenues remained similar to the prior year, the business faced rising printing costs as the price of newsprint reached unprecedented levels. Although management did a tremendous job in mitigating other cost increases to 2 %, profitability declined over the prior period. The challenge remains to find new pockets of revenue while restructuring the business further for cost reductions by looking at better use of resources across titles and regions. During the period we completed the acquisition of the remaining interest in Capital Media and shares in Mooivaal Media from Media 24.

The group's daily newspaper, The Citizen, delivered a reduced level of profitability in the face of declining advertising revenues and increasing printing costs which have not been mitigated by other overhead savings. On the positive side, our circulation was stable and we still dominate certain advertising categories. It is crucial for this business to drive digital revenues to compensate for the reduced print revenues. Although we did not achieve our goals in this regard, with a few changes, we are starting to see a much-improved result.

Our subsidiary, Cognition Holdings Limited, disposed of its investment in Private Proprietary Limited for R150 million. The remaining business faced declining revenues (13.6%) mainly in the incentive product market, while overall pricing pressure was felt. This decline was mitigated by excellent control of overheads and savings of 17.5% were realised, which resulted in a profit for the year compared to the prior year loss. The sales pipeline has improved but pricing pressure remains.

The group's newspapers printing plants improved profitability even though tonnage throughput declined by 6% and the facilities were heavily impacted by loadshedding and diesel costs. The decline in throughput came at our large facility in Johannesburg where we lost the Media24 contract, combined with the continued decline in print order and paginations of the dailies and weeklies. These declines were somewhat mitigated by increased retail printing which now represents half the throughput of the operation. In addition, we restructured the operation around the new tonnages but still have flexibility to take on more volume at short notice should the need arise.

Our eight regional newsprint printing operations increased throughput as we managed to secure a large retailer's print requirements by providing a superior service to enable shorter deadlines and reduced transport costs. This competitive advantage remains a very useful selling tool for other potential customers.

The costs were well managed in the whole but we cannot avoid the large diesel costs during loadshedding as newspaper printing is time sensitive and requires all facilities to be fully operational.

Web and gravure printing

The group's commercial printing operations produced a good set of results, driven by a 2% increase in tonnage throughput and, to a large extent, the successful recovery of large raw material input cost increases. The increase in tonnage is particularly pleasing as many of our customers chose to opt for lower grammage paper to mitigate the large price increases brought upon by oversubscribed mills, increased shipping costs and energy surcharges – this was particularly hard felt in the first half of the year. The operations managed to increase market share with new customers coming on board owing to our access to raw materials and a relative pricing advantage.

Although global supply chains have started to normalise, any price decrease has been mitigated by the weakening Rand. Sourcing of various raw material options remains a key differentiator in securing and maintaining our current customer base. In addition, as with all our manufacturing facilities, with loadshedding and the concomitant diesel costs, maintenance costs as a result of weakening exchange rate and transport costs driven by the fuel price there are input cost pressures.

The printing of retailer brochures and advertising material remains an important marketing tool for our upstream advertising clients to reach a large audience to show product range and pricing, with food and liquor retailers contributing to the vast majority of the demand. Certain other categories like the Do-It-Yourself (DIY) market have seen a drop off in demand which then affects their advertising requirements from the group.

Most of our customers have renewed their print commitments with us but the extent of volume offtake will remain uncertain as consumers are feeling the pinch and this could necessitate a pullback in advertising brochures by retailers.

In certain paper grades the operations are in an overstocked position. but these grades are normally required over the festive season.

Book and magazine printing
This operation in the Western Cape had a challenging year with continued uncertainty of textbook demand from various government education departments. With demand being subdued, this created increased competition amongst printers for any volumes which put margins under pressure. In addition, our competitor, Novus Holding Limited, bought our largest textbook print customer Maskew Miller Learning (formerly Pearsons Education) and thus these volumes were lost, although not for the full year. The full impact will be felt in the new financial year. This operation was restructured towards then end of the financial year to align the cost base to the new market landscape. Having said this, this operation still performs well in servicing the diary and commercial catalogue markets.

PACKAGING AND STATIONERY

Packaging
The group's varied packaging operations had another record year driven by approximately 28% increase in revenues, as the markets we service experienced real organic growth, we made market share gains in existing customers and we offer new products.

In our folding carton divisions, the QSR and bag in the box ("BIB") markets again proved to be a resilient performer, growing volumes 13.1% and 17.1% respectively. This growth was stronger in the first half of the year, owing to the increased levels of loadshedding which benefited the QSR market as consumers seem to prefer to buy takeaway meals as the solution to the inability to do home cooking. Some of this growth can also be attributed to new products and being able to secure volumes from our existing customer base, more specifically cold cups. In line with this strategy, we have also entered the coffee cup market and are confident of growing that sector.

The BIB volume growth benefitted from the increased presence of wine brands moving to this format of packaging while the traditional brands showed a marginal decline in volume. We do not expect the smaller 2023 wine harvest to impact the demand for BIB as the bulk wine segment offers real value to cash strapped consumers.

The fast-moving consumer goods ("FMCG") sectors showed no overall volume growth as certain customers were affected by loadshedding. This was offset by growth in the agriculture market, some market share gains and new customers.

The investment in a new state of the art printing press and die cutting equipment at the Western Cape operation will yield operational efficiencies in the new financial year as the operation can replace old and expensive-to-operate equipment, which should lead to substantial cost savings.

The group's short to medium run label manufacturers in the Western Cape returned results similar to the prior year. This was predictable in the light of a challenging environment where wine and spirit label volumes declined as a result of a poor second half where inflation impacted demand. The operation also faced the uncertainty around the continuity of the Langeberg Ashton business of Tiger Brands which resulted in reduced label offtake. This was offset by market share growth in beverages where the increased Coca-Cola allocation had a positive impact.

Our flexible packaging operation, in the Western Cape, delivered stellar results by successfully integrating and leveraging acquisitions, new customers and gaining market share in the existing customer base. The unit benefited from the acquisition on 1 August 2022 of the Amcor business in South Africa and also the lamination business of Allflex on 1 May 2023- both support our growth in providing BIB bladders as well as supplying the laminated substrate to other bladder manufacturers. To ensure production efficiencies, the operation ordered a new laminator which, when installed, should bring further benefits. This acquisition will also support our growth in the film packaging for dry goods which has shown tremendous growth over the review period. Our beverage flexible label market showed growth on the back of an increased allocation from Coca-Cola.

The long run label operation, serving the major beer brewers, has benefited from the recent investments in more equipment which has yielded efficiencies and further complemented the unit's capacity in order to serve the bulk of South Africa and neighbouring countries label requirements. These efficiencies and increased volumes benefited performance. However, in the second half of the review period, we have seen margins coming under pressure as the cost of imported paper increased on the back of the weakening exchange rate, more than offsetting any base price decrease from the mills. Stock levels remain elevated to support the volume growth and unpredictability of orders from the neighbouring countries we service. In addition, our largest South African customer, where we have seen significant growth, requires minimum stock levels to ensure continuity of supply.

The group's cigarette carton manufacturing operation continues to face volume decline from its largest customer but the unit has done well to more than offset this by securing customers and increased volume offtake in other African regions. This unit is well equipped with specialised equipment and is well positioned to benefit from any other opportunities that arise. Again, stock levels have been increased to support the African growth and will remain at these levels for the foreseeable future.

Stationery

This small operation delivered excellent results with revenues growing by 18%, driven by the recovery, during the back-to-school period, by our largest retail customer. Margins were maintained despite increased raw material prices. The unit has been focused on reducing stock holdings and positive outcomes have been achieved.

DIVIDENDS

The board has declared a dividend of 60.00 cents (2022: 50.00 cents) per ordinary share (gross) and a preference dividend of 490.00 cents (2022: 410.00 cents) per preference share (gross) for the year ended 30 June 2023. The dividends are subject to the Dividend Withholding Tax.

PROSPECTS

There is no doubt the upcoming financial year will deliver a more difficult economic environment with the impact of a constrained consumer starting to dampen demand. This could, in turn, reduce demand from retailers for our media publishing and printing business and could impact certain segments of our packaging markets. In the packaging markets we are fortunate to service those sectors that often are less affected, being the alcohol, QSR and cigarette sectors. As always, the management of costs will be paramount. The group is fortunate to have large cash resources to deploy where we see opportunities either in our existing businesses or through acquisitions.

TJW Holden
Managing Director

Johannesburg
27 October 2023

TEN-YEAR REVIEW – SALIENT FEATURES

		2023	2022	2021	2020	2019	2018	2017	2016	2015	2014
Revenue	(Rm)	**6 975**	5 979	5 220	5 572	6 321	6 334	6 407	6 405	6 261	5 390
Profit/(Loss) before taxation	(Rm)	**952**	686	739	(47)	452	541	610	590	597	545
Operating profit before depreciation and amortisation (EBITDA)	(Rm)	**981**	828	563	350	654	759	749	762	758	690
Finance Income	(Rm)	**152**	142	87	127	140	124	141	129	117	104
Profit/(Loss) attributable to equity holders of the parents	(Rm)	**734**	551	550	(57)	336	386	445	448	423	427
Cash generated by operating activities	(Rm)	**726**	249	672	490	477	626	782	646	817	696
Weighted average number of shares in issue	(000's)	**360 942**	364 869	371 786	382 889	387 422	392 427	396 219	397 982	396 463	406 494
Earnings/(Loss) per share	(cents)	**203**	151	148	(15)	87	99	112	113	107	105
Headline earnings per share	(cents)	**189**	157	75	21	102	109	116	116	109	98
Dividends per share	(cents)	**60**	50	50		60	60	70	70	65	60
Dividend cover	(times)	**3.1**	3.0	3.0		1.5	1.6	1.6	1.6	1.6	1.7
Ordinary shareholders' equity	(Rm)	**7 264**	6 841	6 359	5 229	5 740	5 696	5 682	5 523	5 240	4 976
Cash and cash equivalents	(Rm)	**1 888**	1 664	1 989	1 743	1 698	1 544	1 886	2 018	1 989	2 222
Net asset value per share	(cents)	**2 022**	1 887	1 717	1 384	1 484	1 462	1 436	1 406	1 337	1 283
Number of employees		**4 275**	4 460	4 636	5 270	6 197	6 030	6 311	6 310	6 434	6 053

KING CODE

The Board of Directors endorses the philosophies and principles of King IV Report on Corporate Governance™, 2016 ("King IV")[1] and recognise their responsibility to conduct the affairs of the Company with integrity and accountability in accordance with generally accepted corporate practices. This includes steering the Company and setting strategic direction, planning and approving policies, overseeing matters of the Company and ensuring accountability.

The Directors have accordingly established procedures and policies appropriate to the Company's business in keeping with its commitment to best practices in corporate governance. Governance is not static, and the directors are proactive in assessing their procedures and policies against prevailing circumstances. ESG responsibilities and strategies have become increasingly important over the years and have received greater focus in the current year. Procedures and policies will be reviewed by the directors from time to time.

Set out below is an explanation of the measures taken by the Company pursuant to the King Code and the JSE Listings Requirements. The Company notes the King IV Guidance Paper on Climate Change and is aligned to the JSE's voluntary Climate Disclosure Guidance and Sustainability Disclosure Guidance, in developing its leadership response to enhanced ESG reporting and strategies to mitigate climate change.

The analysis of the Company's King IV application can be viewed on our website.

The ultimate controlling shareholder of the Company is Mr TD Moolman, who is also the Chief Executive Officer ("CEO") of the Company. The executive directors of the Company advise on, develop and implement the Company's business strategy, in conjunction with the Board. By virtue of Mr Moolman's control of the Company and of him being the CEO, Mr Moolman has a significant influence on the strategic direction of the Company.

While the media industry faces significant challenges and threats to traditional revenue models, the Company has achieved stability and consistency in its approach to business, with a prudent investment and growth strategy, and trust-based relationships with its internal and external stakeholders.

[1] *Copyright and trade marks are owned by the Institute of Directors in South Africa NPC and all of its rights are reserved.*

BOARD OF DIRECTORS

The Board

The Board of Directors meets regularly, and discloses the number of meetings held each year in this Annual Report, together with the attendance at the meetings. A formal record is kept of all conclusions reached by the Board on matters referred to it for discussion. The Memorandum of Incorporation of the Company provides for material decisions taken between meetings to be confirmed by way of directors' written resolutions. Should the Board require independent professional advice, such advice will be sought by the Board at the Company's expense.

In the prior financial year, the Chairman obtained independent advice on his obligations to the Company and the Board, following the merger filing dispute with Mpact Holdings Limited ("Mpact") over information disclosed to him by way of a Competition Tribunal order – which information was material and price sensitive to the Company, but claimed as confidential by Mpact. This matter has not been advanced by Mpact, and Caxton will defend any future attempts to resurrect what was clearly a spurious case. The Company is now aware of the claimed secret information relating to Golden Era customer flight, should Caxton make an Mpact merger filing, and as a result, the Company is proceeding with caution in its further merger processes vis-à-vis Mpact. Mpact has since denied the information is price-sensitive, notwithstanding previous sworn affidavits to this effect, and in response, Caxton has laid a criminal complaint against Mpact and Golden Era for fraud, alternatively contravening the Competition Act 89 of 1998.

Directors are expected to maintain their independence when deciding on matters relating to strategy, performance, resources and standards of conduct. On first appointment, all directors are expected to undergo appropriate training as to the Company's business, strategic plans and objectives, and relevant laws and regulations. This is performed on an ongoing basis to ensure that directors remain abreast of changes in regulations and the commercial environment.

The Board is responsible for relations with stakeholders, as well as being accountable to them for the performance of the Company, and reporting thereon in a timely and transparent manner.

Chairman and Chief Executive Officer

The offices of Chairman and Chief Executive Officer are not held by the same person.

Board balance

The Board includes both executive and non-executive directors in order to maintain a balance of power and ensure independent unbiased decisions and that no one individual has unfettered powers of decision-making. The Board of Directors currently comprises eight directors. The majority of these directors are non-executive and, in turn, all of the non-executive directors, including the chairman, are independent.

The Board does not consider that a Nominations Committee is appropriate. If a vacancy arises, the Board will develop the criteria for the required candidate. The Board will ensure that the composition of its members reflects the appropriate mix of skills and experience required by the Company. In filling future vacancies, the Board will apply its gender policy. The Board is appropriately sized for the Company's business.

Attendance at Board meetings

	Oct 22	Mar 23	May 23	Sep 23
PM Jenkins	P	P	P	P
TD Moolman	P	P	P	P
TJW Holden	P	P	P	P
ACG Molusi	P	P	P	P
NA Nemukula	P	P	A	P
JH Phalane	P	P	P	P
T Slabbert	P	P	P	P
LR Witbooi	P	P	P	P

A: Apology
P: Present

The Board of Directors has the following committees:

AUDIT AND RISK COMMITTEE

The Audit and Risk Committee has adopted a written charter based on the Companies Act, 71 of 2008 ("the Companies Act") and the approved Memorandum of Incorporation. The Audit and Risk Committee members have considered and are of the opinion that they are adequately independent from the Company and group and management thereof.

The independent auditor has unrestricted access to the committee.

The Audit and Risk Committee comprises independent non-executive directors only, in compliance with King IV. The Audit and Risk Committee is separately nominated for appointment by the shareholders in compliance with the Companies Act.

The Audit and Risk Committee has discharged all of those functions delegated to it in terms of its charter and its terms of reference, and as envisaged in terms of the Companies Act.

During the period under review, the Audit and Risk Committee:

- Met on three separate occasions to review, inter alia, the year-end and interim results of the company as well as to consider regulatory and accounting standards compliance.
- Considered and satisfied itself that the external auditors are independent, satisfied itself that the fees payable to the external auditors were appropriate, and recommended the external auditors for appointment for the following financial year.
- Determined the non-audit-related services that the external auditors are permitted to provide to the company. This included pre-approving all non-audit-related service agreements concluded between the company and the external auditors.
- Confirmed the 2024 financial year audit plan.
- Held separate meetings with management and the external auditors to discuss any problems and reservations arising from the year-end audit and any related matters which management and the external auditors wished to discuss.
- Reviewed the effectiveness of internal controls in the group with reference to the findings of the internal and external auditors.
- Reviewed and evaluated the risks facing the group and satisfied itself that management has put plans and steps in place for the mitigation of these risks across the group.

The Audit and Risk Committee has considered and has satisfied itself of the appropriateness of the expertise and experience of the Financial Director, Mr TJW Holden.

The committee members are Mr JH Phalane (Chairperson) and Messrs ACG Molusi and NA Nemukula.

Attendance at Audit and Risk Committee meetings

	Oct 22	Mar 23	Sep 23
ACG Molusi	P	P	P
NA Nemukula	P	P	P
JH Phalane	P	P	P

P: Present

REMUNERATION COMMITTEE

The Remuneration Committee comprises Messrs TD Moolman, PM Jenkins and ACG Molusi. The Remuneration Committee reviews senior executive management salaries and performance incentives as well as group remuneration principles.

Remuneration policy

We reported last year that there had been no changes to the group's remuneration policy. This position remains unchanged and the Remuneration Committee continues to apply its historic remuneration policy on the basis that we have achieved workplace stability and consistency. The performance of the group continues to exceed expectations, but the energy crisis in South Africa, the advent of elections in 2024 and general fiscal and political instability indicate that the Company must maintain stringent financial disciplines in such uncertain times.

Thus, it remains the policy of the Company to remunerate its employees fairly, against the background of ensuring that employees have stable and equitable prospects in the group.

While the group's businesses have remained stable in the past year, the importance of job creation in South Africa requires no explanation. The group seeks to preserve its work force, unless unavoidable downsizing is necessary and is positive about the prospects of growth in its packaging businesses.

Thus, the Company is committed to the retention of its staff members who serve it well and share the Company's philosophy and commitment to the Company's value systems. The Company, accordingly, aims for a stable and satisfied work force and management team.

The Company continues to review its remuneration strategies and is attentive to concerns by shareholders. Innovative retention and alignment strategies of the Company in relation to its staff are in place. The share appreciation bonus scheme continues to provide executives with an interest in the growth of the group and the continuing recovery of the Caxton share price has begun to create embedded retention value for the participants. Furthermore, traditional balanced remuneration packages have served the Company's and its staff's interests well in the past, and consistent future remuneration strategies will be applied.

The traditional media industry continues to contract although the Caxton media interests remain stable albeit without significant growth. This stability is enhanced by growth in the group's packaging businesses. At the same time, the digital environment is a growth area, but revenues and profitability are difficult to achieve. The biggest challenge which the group continues to face is that of spiralling input costs and resurgent price inflation. These costs are not easily transferred to customers, resulting in eroded margins.

Across the group, ongoing staff optimisation is unavoidable but retrenchments have been limited as far as possible. A balance is necessary between the ability to attract and retain top talent and the need to contain the overall cost of employment, without creating a remuneration gap between new and old forms of media and our inherently industrial and manufacturing operations.

At the core of our remuneration philosophy is the training and upskilling of existing staff, wherever possible, and new employment from the market where additional skills is needed. We have managed to maintain the balance of all of the above factors by a careful application of remuneration increases, and the empowering of unit heads with the responsibility for setting reasonable remuneration packages for staff at operating division levels.

In considering remuneration, factors such as the industry benchmarks, the levels of skill, the demand and supply for jobs in the particular sector and employment level, the interests of the employee and the affordability to the Company are all taken into account. The Company's approach to remuneration has not changed. Remuneration must take increases in cost of living into account – packages remain conservative but competitive.

The fees of non-executive directors are increased annually by the average baseline percentage increase in remuneration applicable to the Company.

The remuneration of the executive directors is based on applicable industry benchmarking and the financial performance of the Company at operating profit level, and is subject to review by the Remuneration Committee. All management and executive increases were industry-aligned.

Short-term bonus schemes based on divisional operating performance are also in place. A Special bonus allocation was paid to key management in February 2023, excluding the CEO and Managing Director, in recognition of the extraordinary efforts management has made in delivering half year profits far exceeding pre pandemic levels. The improved performance of the group in the past full financial year has seen a further bonus allocation to key management after year end and will be reported in the 2024 financial year.

If 25% or more votes are cast against the remuneration policy or the implementation of the remuneration policy, the Board undertakes to actively engage with the dissenting shareholders to address all legitimate and reasonable objections and concerns.

The group believes that the remuneration reporting reflects a no-frills approach to this subject which has served the group well for many years and that the remuneration report and the implementation report accurately reflect the basic tenets of the group's remuneration determination, which is subject to the active moderation of the group's controlling shareholder and CEO, within the framework of the Remuneration Committee.

Attendance at Remuneration Committee meetings

	Jun 23	Oct 23
TD Moolman	P	P
PM Jenkins	P	P
ACG Molusi	P	P

P: Present

SOCIAL AND ETHICS COMMITTEE

The Social and Ethics Committee is set up in accordance with section 72 of the Companies Act. Its main function is to assist the Board in overseeing social, ethical and environmental matters and to monitor the Company's performance as a responsible corporate citizen. The Board considers that the importance of a strong ethical framework in the context of current South African political and economic issues cannot be underestimated. The social responsibility and related duties of the Company, including its impact on the environment are equally important. It is incumbent on all directors, management and employees to uphold the Company's value system on an ongoing basis, and the Board and management are expected to lead by example.

The committee comprises Mr PM Jenkins (chairman), Mrs J Edwards, Mr TJW Holden and Mr LR Witbooi. The committee met formally once during the year under review. The committee members engaged regularly outside the structure of the formal meeting, as and when required. Consultation with management occurs on a continual basis and implementation of decisions and policies are monitored pro-actively.

In discharging its duties, the committee reviewed and considered the following:

- The Company's code of ethics and compliance with it.
- The company's socio-economic development initiatives.
- The company's ongoing commitment to editorial freedom against the background of current challenges.
- The settlement of major litigation with other industry players.
- Stakeholder relations.
- Broad-based black economic empowerment progress made and new initiatives in this regard.
- Health and public safety.
- Training, bursaries, and skills development.
- Labour relations and working conditions.
- Global warming and carbon emission reduction, and
- Monitoring, managing and improving the group's environmental impact.

The committee also reviewed and approved the report on the application of the King IV principles as published on the Company's website.

A member of the committee also acted in an advisory capacity to the CTP Bursary Program, which has been in place since 2011, and which is primarily aimed at employees from previously disadvantaged communities who are earmarked for further development and promotion and who require academic qualifications to further their career in the group.

Attendance at Social and Ethics Committee meeting

	Oct 23
PM Jenkins	P
J Edwards	P
TJW Holden	P
LR Witbooi	P

P: Present

Promotion of gender diversity

In terms of paragraph 3.84(i) of the JSE Listings Requirements, the Board is required to have a policy on the promotion of gender diversity at Board level. The Company fully supports the inclusion of female members on its Board and has adopted a simple policy that seeks to prefer the appointment of female candidates to the Board and, in the event that two candidates of equal competency or experience are identified for appointment, the female candidate will be nominated.

Race diversity policy

The Board will endeavour to seek skilled professionals in order to promote race diversity in line with the Board-approved race diversity policy as required in terms of section 3.84(j) of the JSE Listings Requirements. Such appointments will be considered as and when a new Board member is required.

Dealing in securities

The Board has established procedures regarding the relevant legislation which regulates insider trading, as well as the closed period from the date of the financial year end to the earliest publication of the preliminary report, the abridged report or the provisional report in the case of results for a full period and from the date of the interim period end to the date of the publication of the first and second interim results as the case may be. In accordance with the JSE Listings Requirements, no director or the Company Secretary shall deal in the securities of the Company during a closed or prohibited period as well as while the Company is trading under a cautionary.

All directors and the Company Secretary shall obtain clearance to deal from the chairman of the Company prior to dealing, and the Company Secretary shall keep a register of such clearances in terms of the JSE Listings Requirements.

The Company Secretary (or such person as may be nominated by the Company Secretary from time to time) shall keep a record of all dealings by directors in the securities of the Company.

EXECUTIVE MANAGEMENT

The executive committees of the subsidiary companies and divisions meet monthly with senior management to consider issues relevant to the entity's performance.

INTERNAL CONTROL AND INTERNAL AUDIT

The group maintains internal controls and systems designed to provide reasonable assurance as to the integrity and reliability of the financial statements and to adequately safeguard, verify and maintain accountability for the assets of the group and its stakeholders. These controls are based on established policies and procedures and are implemented by trained personnel with an appropriate segregation of duties.

All employees are expected to maintain the highest ethical standards in a manner that is above reproach.

The Company has an established internal audit department whose primary function is to ensure the effectiveness of these controls. The Audit and Risk Committee reviewed and approved the annual internal audit plan and evaluated the independence, effectiveness and performance of the internal audit department. It has also considered the reports of the internal auditors and independent auditor on the Company's systems of internal control including financial controls, business risk management and maintenance of effective internal control systems.

Nothing material has come to the attention of the directors or the external auditors, based on their tests of internal controls, to indicate that any breakdown in the functioning of the abovementioned internal controls and systems has occurred during the year under review.

EMPLOYMENT EQUITY AND SKILLS DEVELOPMENT

Equitable employment policies are in place throughout the group to ensure individuals from all demographic groupings are given the opportunity to be employed and trained by the group. The group places an increased emphasis on maintaining and training those members of staff who can provide excellent service in a small team environment.

GOING CONCERN

The going concern basis has been adopted in preparing the financial statements. The group remains in a strong financial position with revenue growth and tight control on expenditures in an inflationary environment and significant cash on the balance sheet that assure the directors that the business of the group will continue to function as a going concern for the foreseeable future.

COMPANY SECRETARIAL AND PROFESSIONAL ADVICE

A Company Secretary has been appointed to ensure compliance with the Companies Act and JSE Listings Requirements. She is not a director of the Company.

All directors have unlimited access to the advice and services of the Company Secretary who is responsible to the Board for ensuring that Board procedures are followed. All directors are entitled to seek independent professional advice, at the group's expense, concerning the affairs of the group, after obtaining the approval of the chairman.

The annual certificate by the Company Secretary is reflected on page 33.

As required by the JSE, the Board has considered the skills, qualifications and performance of the Company Secretary, Mrs Jeff Edwards. The Board is satisfied with her continuing suitability for the position.

CODE OF CONDUCT

Ethics

A comprehensive ethics policy is in place and is applicable to all employees and directors of the Company. The policy is enforced and requires adherence to the highest standards of ethical conduct.

Whistleblowing

All employees are required to act honestly at all times and are encouraged to report any harmful or illegal activity they may observe or come across. For this purpose, a dedicated hotline has been set up and all incidents reported are investigated. The Audit and Risk Committee is informed of all substantive matters reported on the hotline.

Conflict of interest

The Company has appropriate policies in place to avoid conflicts of interest, from Board level down. These include divulging of confidential information, carrying on business for the employee's own account, dealing in the Company's shares and the use of price-sensitive information.

Stakeholder engagement

The Company is an active participant in the various industry bodies that govern or affect the sectors in which it operates.

Where appropriate, the Company engages formally and informally with the investment community.

Shareholders are notified of financial results and of the annual general meeting of the Company.

The Company publishes its financial results in the press. Caxton's website is updated from time to time with relevant information.

Staff members receive regular Company and divisional newsletters and communications.

KEY RISKS AND RISK MITIGATION

As part of the Company's risk management processes, an annual review of the risks facing the Company is undertaken and reviewed by the Audit and Risk Committee.

Risk identification is done by each operating unit, including the actions taken to mitigate such risk. This process is then consolidated and reviewed by the Audit and Risk Committee. The key risks and risk mitigations are tabled below.

Key risks	Risk mitigation
TRADING CONDITIONS:	
• Subdued GDP growth • High inflationary environment • Continued decline facing the daily and weekly print media • Highly competitive trading in the packaging market that can lead to reduced revenue and profits	• Innovative product design to meet customer demands • Continued realignment of cost structures to take account of any revenue declines • Allocation of the group's cash resources to new acquisitions that can be a source of growth in the future
WATER AND ELECTRICITY SUPPLY:	
• Unreliable supply of energy due to loadshedding can lead to loss of production. • More expensive energy, and alternative forms of energy can lead to increased cost • Supply and deteriorating quality of water can lead to loss of production and impact workforce	• Monitoring of power consumption at key sites to monitor municipality billing. • Generators installed at major sites • Solar installations at two production plants completed with construction taking place at a further two sites. • Plans for more solar installations • Major sites in the Western Cape have installed boreholes. • Operations have installed water tanks on site to provide access to water should there be interruptions
INFORMATION TECHNOLOGY AND SYSTEMS:	
• Unauthorised access to company information via hacking, malware and viruses. • Prolonged disaster recovery will negatively impact the business	• Antivirus and malware detection software is kept up to date. • With the assistance of various service providers there is a regular attack and penetration review. • Automated replication of all company databases is in place daily. This is done to an off-site computer. • Disaster recovery plans are in place that is regularly tested and updated
INTERRUPTION OF SUPPLY TO CUSTOMERS:	
• Loss of key sites to natural disasters or social unrest will have a material negative impact on revenues and profit • Key plant breakdown or failure could result in prolonged loss of production and increased cost in mitigation	• Major sites are reviewed annually by third parties to assess risks and measures in place to mitigate such risks. • Adequate insurance is in place to mitigate loss. • Critical spares are held for the key equipment and such equipment undergoes continual preventative maintenance. • In many instances there are contingency/redundancy sites in place that can be used should the need arise
WORKFORCE AND KEY MANAGEMENT:	
• Labour unrest affecting customer supply • Loss of key management	• Adherence to all relevant legislation governing employment practices

Key risks	Risk mitigation
LEGISLATION:	
• Evolving legislation applicable to the business has increased complexity and cost of compliance, and the risk of fines	• The group continues to engage with government and industry organisations. • Experts in their respective disciplines are retained to advise the business on changes in legislation, and compliance steps. • Stringent audits conducted by experts in the applicable disciplines, and reported to management for implementation. • Process in place to adhere to carbon footprint and end user waste management legislation
B-BBEE AND TRANSFORMATION:	
• Transformation in the workplace required for future sustainability • Maintaining and improving B-BBEE annual rating is key to enable competitiveness. • Implementation and scorecard disputes with B-BBEE Commissioner, resulting in fines and/or reputational harm	• The transformation and B-BBEE rating is reviewed and strategies developed by the Transformation Committee on a monthly basis. • The progress is monitored quarterly by the Audit and Risk Committee. • Currently reviewing options to improve Ownership score • Ongoing implementation compliance and rating agency audits, and remedial action taken where problems identified
CORPORATE ACTION:	
• Merger activity giving rise to risks relating to takeover target • Regulatory and confidentiality compliance disputes	• Require full due diligence and disclosure of price-sensitive information • Ensure appropriate consultation with professional advisors at all times
SOCIAL UNREST:	
• Socio-political and economic uncertainty, high unemployment, and service delivery protests that turn violent poses a physical and economic threat to the business	• Active engagement with unions and communities and social investment programs are some of the steps taken by the group. • The group has partially insured it's risk to the maximum capacity available

APPROACH TO SUSTAINABILITY

The implementation of sustainable business practices is first and foremost a function of organisational leadership. With the growing evidence of the link between global warming and climate change, Caxton's board and executive management accept that 'business profitability' requires to be balanced with greater focus on an organisation's 'broader social impact'. In the current 2022/2023 reporting year to which this sustainability report relates, Caxton has reaped the benefits of its investment in principled leadership at board and senior executive level and sound management practices at divisional level, whilst maintaining a focus on the core values of ethical business and investment in people. The result is a year of record profitability, meaningful environmental initiatives and social and governance advances.

The year's achievements by Caxton are rendered even more noteworthy when it is realised that the macro-business, political and socio-economic environments have all become increasingly difficult to navigate. It is well-nigh impossible to advance towards achievement of South Africa's Nationally Determined Contribution (commitment to climate change carbon emission targets) when endemic corruption imposes less than optimal resource allocation, political leadership is ambivalent about green energy versus fossil fuels, loadshedding places intolerable burdens on business and society, with no end in sight and regulatory bureaucracy and government intervention stultify free market entrepreneurship. Whilst the optics of diplomatic interaction at global conferences (G20, BRICS and AU) support the semblance of normality, South Africa's domestic situation is increasingly polarised between the poor and the wealthy, so that sustainability strategies may ultimately become theoretical, as they are supplanted by the need for basic survival.

Caxton's leadership approach to sustainability is inherently pragmatic and seeks to balance regulatory imperatives with customer expectations, supplier requirements and good corporate citizenry. Since we reported last year in an expanded sustainability report, we have made strides in achieving a more diversified black ownership base, we have acquired new businesses that have affected our carbon intensity metrics (which we are addressing), we have faced increased loadshedding which will be offset by accelerated investment in additional green energy self-generation in the coming year, we have promoted internal divisional initiatives to improve recycling and to reduce carbon footprints, we have dealt decisively with known incidences of fraud and we have delayed potential merger activity whilst we obtain certainty on historic cartel activity involving a target entity.

Caxton has responded to customer/ supplier requests for disclosure of our climate and environmental impact, through the international Carbon Disclosure Project, and we have become active members of Extended Producer Responsibility organisations that promote industry-led recycling.

Caxton supports the importance of improved performance and enhanced disclosure on environmental, social and governance ("ESG") and climate-related issues. Whilst climate change and the drive towards net-zero carbon emissions grows in focus worldwide, it is equally important, as a responsible South African manufacturer and employer, to also maintain the focus on corporate governance (and zero tolerance for corruption) and our broader social responsibilities (and commitment to uplifting our workforce).

It is important to emphasize upfront, that Caxton has two distinct business segments, namely the media segment (involving printing, publishing and distribution (physical and electronic) of newspapers, news, media and advertising) and the industrial packaging segment (mainly for fast moving consumer goods and mainly paper based). Whilst the focus of our ESG reporting generally focuses on the environment, governance and our stakeholders (including work-force), we have tended to downplay our role as one of the largest media companies in South Africa- which comes with unique constitutionally-based responsibilities, in which Caxton makes a very significant contribution as responsible media owner, in all aspects of our society. We refer to this as the 'media contribution'.

The non-financial contribution of the media segment is not reflected in our ESG reporting and is difficult to measure, notwithstanding that it represents a cornerstone of democracy and Caxton's enterprise value- and assumes even greater importance with the decline of other traditional media players and the challenges faced by South Africa referred to above.

Our media activities do not have a significant environmental impact (and such environmental impact as does exist is in any event continually being mitigated by the transition to digital publishing). Media reporting and journalism does not give rise to material internal governance implications or staffing considerations. It is however self-evident that Caxton's media interests have a very important influence on sustainability and enterprise value, far beyond the bottom-line implications.

Media is in transition and Caxton will be one of the last traditional newspaper media organisations to survive. It will benefit from the long tail of traditional media and advertising. Caxton and its board regard freedom of expression (an entrenched constitutional right) and independent journalism as a public good and our publications hold government and society to account. Caxton publications play a vital role in informing the public of issues of the day, and our editorial content, inter alia, serves to promote awareness of global warming, climate change and the need to reduce carbon footprints.

As a media organisation, Caxton plays a unique transformative role in society- but we purposely understate this aspect in our corporate ESG reporting. Indeed, worldwide, prudent media owners adopt a low profile. It is important that Caxton remains politically neutral and non-aligned and upholds the highest standards of editorial independence. In setting the tone for our media, our leadership emphasizes that we are unequivocally ethical, transparent, and objective. In our climate reporting, we reflect the debates of the day and contribute to public awareness of the dangers of the current global warming trajectory.

In recognition of our responsibility to draw public awareness to our own Caxton commitment to environmental issues and to promote the responsible use of the earth's resources, our divisional grassroots response, supported by the Caxton leadership and our media, has been to launch our Caxton and CTP Paper Pledge. This is our public commitment and extends to our group media:

https://www.paperpledge.co.za/home

TOWARDS A SUSTAINABLE FUTURE

As one of the largest publishing and printing companies in South Africa, Caxton and CTP Publishers and Printers Limited recognises the need to commit to even more environmentally-aware practices within the organisation. Environmental sustainability is a cornerstone of ethical, responsible business, and we are putting our weight firmly behind making conscious decisions that benefit the environment.

The first of these is the Caxton and CTP Paper Pledge - a promise to do better, at every level of the business.

From getting our manufacturing processes and factories certified, to not using plastic balloons in our promotions, we are transforming our regular practices into sound, sustainable practices.

We pledge to:

- Implement sustainable processes in our operations.
- Use paper responsibly.
- Source and use eco-friendly products, solutions and services.
- Recycle all recyclable waste products.
- Collaborate with local and international organisations for best practice solutions in sustainability.
- Educate our teams, suppliers and our clients on the importance of sustainable, environmentally sound business practices

Caxton's sustainability reporting is set out in this Integrated Annual Report and provides all material disclosure of the effect of ESG issues on our operational and financial results and on the impact we have on the economy, the society and the environment. We do not however further elucidate our media contribution to sustainability, beyond what is set out above.

Caxton will continually assess its disclosure, in order to improve in all aspects of reporting and to cover additional metrics. Caxton will seek to comply with the Sustainability Disclosure Guidance and the Climate Disclosure Guidance of the JSE.

Caxton is a mid-size publishing, manufacturing and packaging group, focused mainly on paper based and environmentally friendly products. Our strong governance ethics and principles stem from being a responsible newspaper and magazine publisher for over 40 years with a commitment to transparency and disclosure. We serve local and national communities with our media and packaging products and our ongoing success depends on remaining aligned with the social needs of these communities, as well as with the interests of our customers, shareholders and employees. Our impact on the environment is a key issue and our customers and consumers demand that we are responsible custodians of the resources we use. Caxton's core values and its focus on excellence and success are embedded in the organisational philosophy from the controlling shareholder to the board, to management and our staff. ESG issues affecting enterprise value, and sustainability issues affecting our broader society and environment, are important at every level in the Caxton group.

Our management, governance and reporting systems are designed to identify, measure, monitor and mitigate ESG issues, with regular reporting to the board.

We will adopt a greater focus of climate specific issues in coming years, in developing strategies to achieve net-zero carbon emissions by 2050. We have made significant strides in the climate disclosure section of this sustainability report in the last two years, and our mitigation strategies and benefits of measuring scope 1, 2 and 3 emissions are beginning to yield results.

In addition to our focus on governance and transparent disclosure, supporting our customers, our media contribution, ESG reporting and enhancing shareholder value, we use our resources to make a difference by financially assisting educational institutions, promoting health and wellness in our operations and continually training and supporting our employees by offering them access to new opportunities.

Caxton adopts an holistic view of sustainability and has done so throughout its long history. We believe we set high standards and have a no-frills, no waste, zero-tolerance to fraud approach to how we run our businesses. We have a similar expectation from our business partners and prospective acquisition targets.

SCOPE OF REPORT

This report reflects the ESG and sustainability considerations which the Caxton group has applied across all its 70 plus facilities that are owned by the group, for the 2022/23 financial year. These considerations can be broadly defined into several categories. We believe each of these focus areas to be vital to improving the group's sustainability, whilst paying due attention to our impact on people and the environment. The major areas of focus for our ongoing sustainability journey are in:

- Governance
  - Embedding Sustainability
  - Committees
  - Standards And Certifications
  - Legal Compliance
- Health and Safety
  - Employee Wellness
  - Employee Relations

- Broad-based Black Economic Empowerment
- Social Development (including media contribution)
- Environment/Climate

We believe that our increased attention in all these areas has spurred us towards continued improvements to our group. The Board oversees our strategy, risk and performance. Both the Social and Ethics Committee and the Transformation Committee are charged at an operational level, with continuously monitoring our progress and removing the barriers to our transition.

GOVERNANCE

Embedding ESG/Sustainability
Our approach to sustainability has a direct impact on the bottom line and we recognise that failure on our part to manage risks could have an adverse effect on performance, results and our reputation, and on our enterprise value. Our IAR discloses all material risks to our business.

We are generically affected by climate change risk and stand to benefit from a move away from plastic to paper-based packaging, where this is feasible. Apart from our Durban Gravure operation which experienced severe flooding, in the prior year, none of our operations is exceptionally susceptible to climate change and no specific mitigation strategies, apart from greater renewable energy generation and storage, have yet been identified. However, this aspect has enjoyed further strategic attention as we develop new models to assess our business in a low carbon environment and in a scenario where global warming exceeds 2 degrees Celsius by 2050. We continue to explore ways to create a separate Climate Change emergency insurance fund, but accounting and IFRS challenges require further work. Organisational responsibility for climate change issues has been devolved.

Committees
We have a Social and Ethics Committee, chaired by the chairman of the Board, which ensures that the best interests of not only the shareholders, but also the community, employees, customers and suppliers are met. This committee oversees developments with regard to legislative changes (compliance with the Employment Equity Act and the B-BBEE Act and environmental laws), good corporate citizenship, health and safety, and other labour and employment issues, as well as environment and sustainability.

In addition, the Transformation Committee, which functions as a policy-making body to monitor the various elements of the BEE scorecard, meets on a monthly basis. This forum, chaired by the Group Managing Director, comprises senior management who represent the main business sectors in the group. Progress with regard to transformation is reviewed later in this report.

Standards and certifications
CTP Printers Johannesburg is FOGRA Process Standard Offset ("PSO") certified, which is achieved with consistent and predictable colour reproduction to ISO 12647-2 standards. This certification provides proof externally of the quality the group is capable of and internally it ensures smooth production.

FOGRA works with, and is associated with, the German Print Federation ("GPF") and thus the standards that are set are endorsed by the European printing community. In order to attain the certification, 70% is required as a minimum standard from all aspects that are tested.

CTP Printers Cape Town, SA Litho Label Printers, CTP Packaging, CTP Printers Johannesburg, Caxton Works, Gravure Durban, Boland Printers and CTP Cartons and Labels have also maintained the Forestry Stewardship Council® (FSC®) Chain of Custody certification. This allows these divisions to produce work carrying the FSC logo and provides assurance that the raw material used as well as the production process conforms to standards of social and environmental awareness. The paper manufacturers that we use are also either FSC® or PEFCTM certified and some of the paper mills have also been awarded the EU Flower for environmental excellence. Further work with the FSC is being undertaken in the context of the Caxton and CTP Paper Pledge.

SA Litho is ISO FSSC 22000 certified (secondary food packaging certification) while CTP Cartons & Labels and CTP Packaging are ISO FSSC 22000 certified (primary food packaging certification). CTP Flexibles is BRC certified. The FSSC 22000 and the BRC food safety system certifications provide frameworks for effectively managing an organisation's food safety responsibilities. FSSC 22000 is fully recognised by the Global Food Safety Initiative ("GFSI") and is based on existing ISO Standards. It demonstrates that our divisions have a robust Food Safety Management System in place that meets the requirements of customers and consumers. The FSSC 22000 food safety certification is a prerequisite for suppliers of all major food and beverage brands – major brands will not entertain business with suppliers who do not have this certification as a minimum. In the Packaging arena, this means that our customers can use our packaging for direct food contact applications and be secure in the knowledge that we have met the necessary food safety requirements, ensuring that our packaging is contaminate free.

Thuthuka Packaging, CTP Gravure Johannesburg, CTP Cartons & Labels, and Boland Printers are ISO 9001:2015 accredited.

Legal compliance
The Social and Ethics Committee is responsible for monitoring all workplace, B-BBEE and environmental legislation and regulatory compliance requirements across the group. We have engaged specialist consultants to assist in the ongoing gap analysis between new environmental legislation and current practice. The Company secretary and the Group B-BBEE practitioner ensure regular updates of changes to standards. Professional advisers and attorneys who understand our business provide advice and input as required.

HEALTH AND SAFETY

In order to provide and maintain, as far as possible, a work environment that is safe and without risk to our employees and the members of the public who visit our premises, all operations are responsible to ensure that the group's health and safety policy is adhered to.

Equally, we are committed to protecting and conserving the natural resources on which our business depends, by continuously improving our environmental performance.

The group has adopted a preventative and proactive approach to the healthcare of its employees by providing on-site medical facilities.

Employee wellness
Many sites of the Company have a permanent occupational healthcare practitioner, in addition to a medical doctor who is available on site every week for consultation. The wellness programmes include audiometric and eye screening tests and addressing issues pertaining to ill-health, family planning, substance abuse and HIV/Aids educational programmes. Voluntary HIV testing is available to employees on request, with referral assistance to clinics for treatment and counselling.

Employee relations
Each workplace has a workplace committee that focuses on monitoring the implementation of the Employment Equity Plan as well as the Workplace Skills Plan and Annual Training Report. This committee meets at least quarterly.

BROAD-BASED BLACK ECONOMIC EMPOWERMENT

Caxton and CTP Publishers and Printers Limited's ("CAT") subsidiaries and jointly-controlled entities are measured against the Department of Trade and Industry's ("DTI") Amended Broad-based Black Economic Empowerment ("BEE") Codes. In November 2022, CTP Limited obtained a Level 4 BEE rating, enhanced to a Level 3 due to the company's participation in the Yes4Youth initiative.

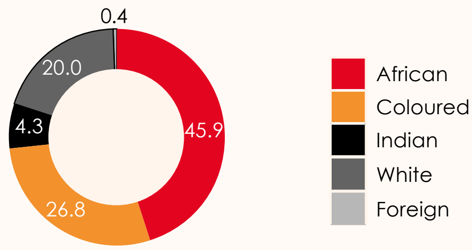
The Transformation Committee meets on a monthly basis and is headed by the Group Managing Director. The committee is tasked with identifying initiatives aligned with the BEE Codes and monitors progress towards reaching the group's transformation targets. Quarterly feedback is provided to the CAT Audit and Risk Committee.

Ownership and management control
The Black Ownership of group entities is measured using the flow-through principle from CAT. Overall Black Ownership remained similar in the past 12 months, with the Black Female shareholding being 6.1% in economic interest, and Black shareholding 13.6% in economic interest. In a post-year-end transaction Caxton has concluded a black ownership transaction which will see a further 15% of the measured entity's shares being acquired by black shareholders, thereby enhancing the ownership and giving rise to a possible Level 2 BEE Status.

Driving diversity and inclusion is an integral part of the group's transformation and human resource strategies.

The group ensures that it is compliant with the Employment Equity Act as all the designated employers within the group report annually via the Department of Employment and Labour's ("DOEL") website on progress towards reaching the individual workplace Employment Equity Plan targets. Employment Equity Committees meet on a quarterly basis where progress towards reaching Employment Equity targets is measured. The group also provided input, via Printing South Africa, for the proposed Printing and Packaging sub-sector targets that are expected to be implemented by the DOEL in 2024 or 2025.

Diversity (%)



The CTP measured entity staff profile at September 2022 was as follows:

	Male				Female				Foreign Nationals		
Occupation Levels	A	C	I	W	A	C	I	W	Male	Female	Total
Executive management	–	2	1	32	–	2	–	6	–	–	43
Senior management	1	3	2	24	–	–	–	14	–	–	44
Professionally qualified and experienced specialists mid-management	3	16	9	45	1	3	4	20	–	–	101
Skilled technical and academically qualified workers, junior management, supervisors, foremen, and superintendents	366	379	120	270	203	170	85	342	4	2	1 941
Semi-skilled and discretionary decision-making	675	241	38	16	240	126	15	22	6	1	1 380
Unskilled and defined decision-making	167	57	1	1	173	67	1	3	2	–	472
Total	1 212	698	171	388	617	368	105	407	12	3	3 981

Skills development
The group continues with its focus on providing as many opportunities as possible for its employees to obtain various qualifications through initiatives such as the bursary programme, skills programmes, learnerships and apprenticeships. In addition, unemployed learners are provided with opportunities to get work experience through internship and graduate work experience programmes as well as learnerships.

YES4Youth Programme
Since 2019, the group participated in the Yes4Youth programme which provides a 12-month quality work experience for unemployed youth. The programme enables the youth to receive training as well as work experience, thereby enhancing their chances to obtain permanent work placements. In the 2020/2021 year 73 youth were employed and hosted by ITVarsity, which is an accredited online training institute specialising in preparing youth for careers in app, web and software development. Youth are provided with coding skills and are placed in jobs such as system tech support agents. For the 2022/2023 year, 67 youth were hosted by SA Youth at Work, 100% Black women owned, which facilitates the creation of jobs within the local schools and communities. Youth are placed into a variety of traditional and novel roles such as teacher assistant, IT, ECD and literacy facilitators, sport coaches, social workers, automotive trades, finance and accounting – all roles which expand mindset, and create opportunity and awareness, thus shifting understanding of what meaningful and viable work is.

Learnerships, apprenticeships and internships
The group had 227 Black people in learnerships, apprenticeships and internships during the past financial year in Production at NQF 2 and 3 levels, Supervisory Management at NQF 3, Generic Management at NQF 4 and the National Diploma in Productivity at NQF 5. In addition, learnerships were implemented for the sales employees at the Newspaper divisions for the qualification Customer Management.

The apprenticeship programme provides opportunities for new and existing employees to obtain a trade certificate in disciplines such as printer mechanics, printer electricians, lithography, carton making, electronic origination, gravure machine minding, rotary printing and re-reeling flexographic machine minding, cold-set rotary offset and heat-set rotary offset machine lithography technician, mechanised softcover bookbinding and millwrights.

Disabled unemployed learners were provided with an opportunity to obtain a National Certificate: New Venture Creation NQF 2 or a National Certificate: Contract Centre Support NQF 2 qualifications. All of these learners at the end of 2022 were absorbed and offered full time employment by an external training provider.

Bursary programme
Employees can apply for various fields of study where the group pays the full cost of the course. A total of 22 CTP bursaries were awarded to employees who had applied to further their education from 2023 onwards. Of these, 14 were awarded to female employees and 18 to black employees. Currently employees are studying in the following fields: Management, Computing, Supply Chain Management, HR Management, Operations Management and Electrical Engineering.

Graduate and Internship programme
The group assists recent graduates with a 12-month work experience opportunity within our print media divisions.

In addition, in partnership with the Tshwane University of Technology, students in journalism are provided with six-month practical work experience so that the students are able to complete their National Diploma in Journalism. Many of the students are employed within the group after completion of their internship.

Enterprise and supplier development
Preferential procurement
The BEE status of suppliers is monitored on an ongoing basis. Changes to a supplier's BEE status are reported to the Transformation Committee. Procuring from BEE compliant suppliers is implemented at divisional level.

Enterprise and supplier development
The group's enterprise and supplier development initiatives focus on exempted small enterprises that are at least 51% black-owned. Free advertising is provided to enterprise development beneficiaries. Feedback from the beneficiaries indicates that the advertising has had a significant positive impact on their businesses. Supplier development focuses on providing qualifying beneficiaries with administrative assistance and transport.

SOCIAL DEVELOPMENT

The group continues to support qualifying entities with support that exceeds the 1% of net profit after tax as required by the amended DTI Codes. The initiatives support various charities, schools within the geographical areas in which the Company operates, the homeless and HIV/Aids organisations.

Some of the group's socio-economic development initiatives undertaken during the year were:

SA Litho supports Ubuntu House, a place of safety for new-born babies who have been abandoned, orphaned or neglected, as well as babies born as a result of an unplanned or crisis pregnancy, through monthly monetary donations that contribute towards the feeding and caring of the babies. Our sponsorship of Ubuntu House goes back almost 13 years, and we are incredibly honoured to be able to continue to make a difference in the lives of the children cared for by this home.

CTP Printers Johannesburg and Caxton Works have supported a number of 100% Black Owned Small Enterprises in the Logistics and Wooden Pallet industries.

CTP Printers Johannesburg donated to The Little Fighters Cancer Trust, a registered NPO that provides practical and emotional support to children with cancer, and CTP Cartons & Labels donated to the Imbumba Foundation, which worked collectively with Trek4Mandela and the Caring4Girls initiative to raise funds to provide more than one million sanitary pads to benefit thousands of indigent girls across South Africa.

Boland Printers donated to Wamakersvallei Training Centre, a registered Section 21 company based in Wellington in the Western Cape. This community-based Centre provides training which is a much needed and affordable service, giving individuals who would otherwise never have had the opportunity, a new beginning in life.

Caxton Local Media donated advertising to CHOCK Childhood Cancer Foundation of SA, HOSPICE Palliative Care Association of SA, Community Environmental Education Programme, CANCA Cancer Association of SA and Johannesburg Child Welfare.

Caxton Works supports Itshepeng, a skills development training centre and NPO, with quarterly donations for Grade 10, 11 and 12 learners. Caxton Works also pays for extra classes and textbooks, and towards a soup kitchen. The beneficiaries are from Bosmont and surrounding areas, which are close to the Caxton Works factory. Caxton Works hosts two Christmas parties each year for the local children and the elderly.

Cognition Holdings Limited, listed group subsidiary, donated to The Lighthouse, a shelter for abandoned , abused and neglected children as well as orphans, TDSAG, an NPO that focuses on best practices within the field of intellectual disability and to raise awareness and understanding about the genetic condition Down Syndrome, and uBuhle Christian School, a grassroots organisation to make a difference in the lives of orphans and vulnerable children.

CTP Head office and Impala Stationers made annual donations to a further 81 charitable organisations.

Caxton sponsors the Wits/ Caxton Chair of Journalism at the University of Witwatersrand Faculty of Journalism.

ENVIRONMENT/CLIMATE

Overview

Around the world, companies are being ushered towards sustainability by their governments and consumers. This has led to the uptake of several international reporting standards, including the Taskforce for Financial Related Climate Disclosures, The Carbon Disclosure Project, and the Sustainable Stock Exchange Initiative. These have informed new Sustainability and Climate Disclosure Guidance publications in our local context, which the JSE issued in June 2022. These represent voluntary standards and the guidance frameworks draw on the Standards mentioned above, as well as a few others, to define what climate and sustainability information South African companies should be disclosing to their stakeholders.

Caxton is fully supportive of these developments and continues to grow its reporting capacity to cover some of the recommended disclosures, such as biodiversity impacts, which we have not previously reported on.

The Social and Ethics Committee is responsible for ensuring the integrity of our sustainability and climate change reporting going forward; it aims to complete a 2023 divisional Climate Change Report by the first quarter of 2024 that will more specifically address the material matters relating to climate change from a double materiality perspective and more fully represent the group's climate change performance.

Caxton's journey towards sustainability

Caxton's resolve to embed sustainability into our business processes has a direct impact on the bottom line. We are therefore continuing our journey towards sustainability for the benefit of our planet, our people, and our business. In line with JSE recommendations, the following "Narrative Disclosures" describe the levels at which sustainability is considered in the decision-making process at all levels of our organisation.

We harness our knowledge and expertise to integrate sophisticated technologies and processes into national-scale operating facilities. We strive to safely and sustainably source, produce and market a range of high-quality products that are resourced, converted and distributed globally. We are committed to sustainability and accelerating our ambition to transition to carbon neutrality by 2050.

Governance

Owing to our relatively flat management structure, Caxton enjoys the benefits of being able to introduce new policies which can be applied throughout the organisation quickly. We believe this has been a strength when it comes to change management without affecting the dynamic nature of our operations, especially given the large number of sites over which the group has operational control.

Caxton has significant experience in accommodating operational change and has already successfully managed significant sustainability-linked change- resulting from the onset of digital media which has dramatically affected paper-based newspapers and magazines. Caxton also has a proven ability to deal with acute climate events, such as the floods in Durban, where Caxton quickly rebuilt and re-operationalised our biggest gravure production plant.

In the face of these issues, we have already accepted that sustainability needs to be a top priority for the group, and the board and management has endorsed this focus. Caxton has the experience and facilities to pivot its experience in sustainable paper-based products and media into emerging industries and technologies.

The board oversaw the management initiative that made the necessary investment available for the group to undertake carbon and environmental assessments starting in 2019 and continuing on an ongoing basis. These assessments which take place in every operation in the group, served as the catalyst for creating a reporting framework that integrates climate awareness and the collection of sustainability data in all levels of the organization.

In overseeing this integration, the Social and Ethics Committee has been charged with reviewing the group's climate and sustainability performance and reporting its findings back to the board. This committee is chaired by the group's Non-Executive Chairperson, Mr PM Jenkins, and other members include Mrs J Edwards (Company Secretary), Mr TJW Holden (FD) and Mr LR Witbooi (Executive Director). The committee members meet on a regular basis and engage regularly outside of the formal meeting structure. The committee reports back to the board on the implementation of sustainability strategies and sustainability disclosures. These strategies are based on the board's intention to understand the sustainability of Caxton's entire value chain and to strive towards having insight into as much of its local raw material and delivery value chain as is economically feasible.

2030 target setting and ambition by 2050

1. Reduce by 30% absolute scope 1 and 2 GHG emissions by 2030 across Caxton operations nationally.
2. Reduce by 20% absolute scope 3 emissions for our sold products (Category 11).
3. Reduce absolute scope 1, 2 and 3 GHG emissions to achieve a net zero emissions ambition by 2050 across Caxton businesses.

Why: Caxton will play its part in the global effort to meet the Paris Agreement goals and we intend to use a science-based approach to set our targets. Caxton is an emitter of GHGs in South Africa and we are responding to the need to do much more to meet the Paris Agreement goals.

How: We have set a 30% emission-reduction target, which supports South Africa in potentially achieving the lower end of its Nationally Determined Contribution (NDC) target of 350 MtCO2 by 2030. Our medium-term target is a foundation to support achievement of our 2050 ambition. We are still in the process of defining roadmaps for our relevant operations, utilising mitigation technology levers we will implement across the Group. There are several pathways to achieve net zero so that we have options as our Industry will have great flux over the future years. We are also working collaboratively with customers and suppliers to reduce scope 3 emissions across our value chains.

Management

At a management level Caxton has ensured that sites across the entire group are aware of sustainability issues which the group faces, and those which might be specific to each site. This has come about, inter alia, from the group's Carbon Footprint Assessments, which the group has now carried out four years in a row. Through this assessment, site managers and management teams now have increased awareness and training regarding:

- Waste Management
- Extended Producer Responsibility laws
- Energy Monitoring and accounting
- Renewable energy implementation
- Energy Efficiency
- Air Emission Licensing
- Greenhouse Gas Emission tracking
- Circular Economy
- Strategic Product Developments
- Scope 3 Emission reporting

Caxton's management teams are hands on in the upstream and downstream value chains, having developed proactive relationships with customers and suppliers. In some cases, this has resulted in Caxton sites reporting their emissions directly to customers.

Strategy

Caxton's strategies are already informed by issues surrounding sustainability and climate as the raw materials which Caxton uses are already subject to various laws and standards which were designed to embed sustainability into any business activities which use those materials.

Caxton has identified two core principles to its sustainable development, which are:

- Reducing reliance on plastic packaging, especially single use plastic production.
- Innovating towards the next generation of smart, biodegradable packaging which is made possible by recognising and focusing on upstream supply of raw material and downstream usage of our products. This strategy places local resources first.

Whilst the board, Social and Ethics Committee and management teams across the group are already aware of the more obvious climate-based risks and opportunities, we are committed to furthering our organisational understanding of how climate risks will affect our business model, and which resultant opportunities will be most viable for us to pursue. Thus, to further inform our strategy Caxton has commissioned a group-wide Climate Change Report, which will explore climate risks and opportunities. This will include both physical and transition risks, as recommended by the TCFD, and opportunities including resource efficiency, energy procurement and market opportunities amongst others.

This report will also include recommendation for a formal transition plan and two scenario analyses, in line with the TCFD's recommendations. This is scheduled for completion in first quarter 2024.

Metrics and targets

Caxton's adoption of a group-wide sustainability data inventory has formed the backbone of our reliance on quantitative data sets. These data sets include various metrics, which each site captures monthly. The results are then available for site managers to draw down data reports for any period in the last two years. The metrics tracked in this system include energy usage, water usage, waste and recycling tonnages, process emissions, fugitive emissions and material scope 3 emissions such as outsourced logistics. These are typically reported in the relevant mass unit for raw materials (i.e Kilolitres of water) and the corresponding GHG Emission amounts from those sources, in tonnes of Carbon Dioxide equivalents.

LEGAL COMPLIANCE

With South Africa striving for GHG reductions in line with our Nationally Determined Contribution, the government has implemented several stick and carrot measures, in order to ensure that South African businesses are motivated towards the same end. There are several core legislative requirements with which the Caxton group complies. These are as follows:

National Greenhouse Gas Emissions Reporting Regulations (NGERs)
This subsection of South Africa's Air Quality Act requires organisations above a certain threshold to report the GHG Emissions on a yearly basis. Caxton has now reported into South Africa's National Air Emissions Inventory System (NAEIS) for the 2020, 2021 and 2022 calendar years, and will continue to do so on yearly basis, as required by the Department of Forestry, Fisheries and Environment.

Air emission licences
Draft legislation from last year proposes that manufacturers who use over 25 tonnes of Volatile Organic Compounds (e.g alcohols) in their production processes register for Air Emission Licences. Caxton will comply with the legislation, if and when promulgated. Preparatory work has been undertaken with the emission measurements required to apply for these licenses and we are confident that we will be able to comply with this law, if it comes into force.

Regulatory requirements and limits
Carbon Emissions Unit of Measurement is mgC/Nm^3 – milligram of carbon per cubic metre of air emissions into the atmosphere. N stands for 'normal', which is measured at a temperature of 25 degrees centigrade, and 1 atm pressure: 101325 pascals. It is the pressure and temperature requirements in which that volume of air is measured. If we change temperature or pressure, then the volume would change, changing the final value.

Emission threshold for new equipment is 100 mg./Nm^3.

Emissions standards for existing printing industry of 150mgC/Nm^3 by 1 April 2026.

Carbon tax
The Government has promulgated the Carbon Tax Act 2019 ("CTA"), with first time registration and reporting due by end October 2020. This tax is regarded as an environmental levy in terms of the Customs and Excise Act. As distinct from NAEIS reporting on a group basis, the carbon tax threshold differs under the CTA and is not applied on a group level, but on an entity-by-entity basis. We have determined that we are not liable for registration under the CTA.

Extended producer responsibility
Promulgated in September 2020, EPR is a waste management policy approach founded on product stewardship and the "polluter-pays principle" and was established in section 2 of the National Environmental Management Act 107 of 1998 ("NEMA"). This was set up with the goal of expanding manufacturers' responsibility for their products over the entire lifecycle. Caxton has registered with the Producer Responsibility Organisations ("PRO") Fibre Circle and Polyco, in order to ensure that we comply with these laws. It is also contemplating other PRO affiliations.

Fibre Circle is a government-recognised producer responsibility organisation. It manages extended producer responsibility programmes to keep paper and paper packaging, which are renewable and recyclable products, out of South Africa's landfills.

As the registered PRO for the South African paper and paper packaging sector, Fibre Circle has elected to collect EPR fees from registered companies. These fees are based on tonnages manufactured locally or imported into South Africa – whether as primary product packaging or secondary transit packaging – and placed on the South African Market. Recent concerns have resulted in a review of the fees.

The regulations define a producer as 'any person or category of persons, including a brand owner, who is engaged in the commercial manufacture, conversion, refurbishment (where applicable) or import of new or used identified products.

The identified paper products are as follows:

- Newspaper/newsprint
- Magazines
- Office and graphic paper
- Corrugated cases and kraft paper
- Liquid board packaging
- Label backing paper
- Paper sacks
- Multilayer paper-based packaging

Our registration 19/7/5/P/M/20210517/006 – ensures that we have selected Fibre Circle as the Producer Responsibility Organisation that will manage our paper and paper packaging Extended Producer Responsibilities in collaboration with other entities and end users in our sector.

SOURCING SUSTAINABLE RAW MATERIALS

Caxton remains committed to sourcing its paper from FSC Certified suppliers. The chain of custody certification is how the Forest Stewardship Council (FSC) verifies that forest-based materials produced according to our rigorous standards are credibly used along the product's path from the forest to becoming finished goods.

The FSC label on a finished product signals that the materials used during production have met the chain of custody requirements at every step in the supply chain, from sourcing to distribution.

To qualify for chain of custody certification we must implement a management system that ensures the following. The forest-based materials used in part, or all our production are FSC certified. This includes reclaimed materials. FSC certified materials are identified and tracked during the manufacturing and distribution processes and all documents and records relating to FSC certified product production, purchase, and sales are kept.

FSC is the world's most trusted forest certification organization, which is a proven, impactful method to prevent deforestation, preserve biodiversity, and protect human rights that unites an extensive certified supply chain network to increase market access.

EMISSIONS

Carbon audit

For the 4th consecutive year Caxton has conducted an in-depth carbon audit of all facilities we have operational control over. This has involved the implementation of a group-wide Emissions Inventory Tracking system, where each site captures their carbon emission data monthly. This system and resultant site inspections are carried out by an independent contractor and verified by an independent 3rd party. This carbon audit is carried out in compliance with the Greenhouse Gas Protocol and covers the financial year, July 2022 to June 2023.

In line with the GHG Protocol, Caxton has measured all Scope 1 and Scope 2 emissions, and material Scope 3 emissions. These include:

Scope 1 – Direct emissions from Caxton's sites of operation

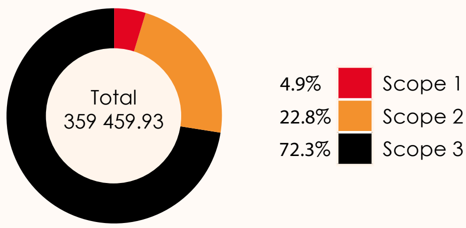
- Natural gas
- Fuel in generators (stationery combustion)
- Liquid petroleum gas
- Paraffin
- Equipment
- Rental vehicles
- Fleet vehicles
- Reimbursed driving

Scope 2 – Indirect emissions from purchased electricity

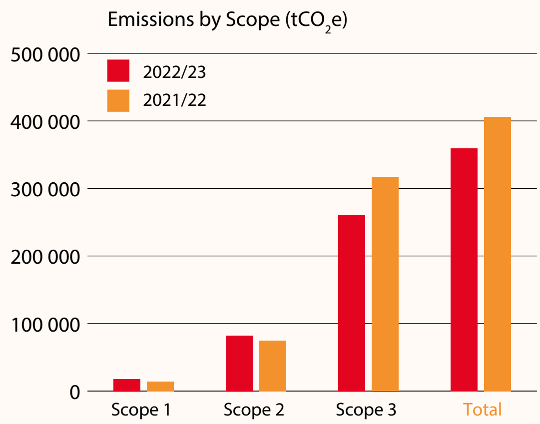
Scope 3 – Indirect emissions

- Outsourced logistics
- General waste
- Paper waste
- Plastic waste
- Glass waste
- Aluminium waste
- Steel waste
- Water (embedded emissions)
- Raw paper (embedded emissions)

Total emissions by Scope FY2022/23 (tCO_2e)



* tCO_2e refers to tons of Carbon Dioxide Equivalents, the universal measure of Greenhouse Gas Emissions



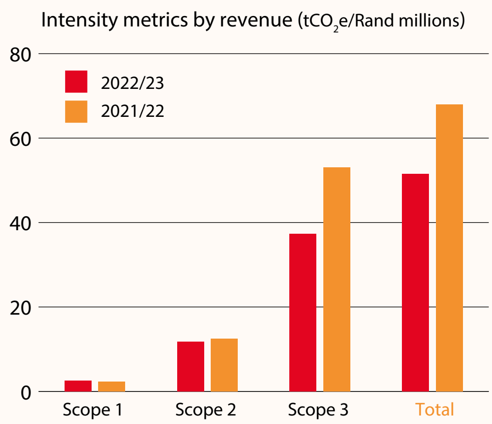
Total emissions by Scope (tCO_2e)			
	FY 2022/23	FY2021/22	FY2020/21
Scope 1	**17 618.74**	14 135.5	15 489.11
Scope 2	**81 909.26**	74 772.99	78 584.15
Scope 3	**259 931.92**	317 127.39	324 911.26
Total	**359 459.93**	406 035.89	418 984.52

Emissions Intensity

A key consideration for Caxton's carbon emissions reporting is calculating our emission intensity. This makes it easier to compare performance between years as this considers changes in our operations and how active each site was during the year.

Intensity Metric 1:

Revenue of entities under our control: R6 974.5 million



Intensity metrics by revenue (tCO_2e/Rm)			
	2022/23	2021/22	2020/21
Scope 1	**2.53**	2.36	2.97
Scope 2	**11.74**	12.51	15.05
Scope 3	**37.27**	53.04	62.24
Total	**51.54**	67.91	80.26

Air emission licences

This will be addressed on final promulgation of proposed regulation.

RESOURCE MANAGEMENT

Water

Whilst South Africa's water supply has stabilised since the threat of Day Zero was avoided in 2018, it is still true that we are in a water crisis, and as such Caxton accepts the role it has to play in water stewardship and ensuring that this resource is protected.

Water management is expected to take a more pronounced role amongst the metrics for sustainability. This is backed by the reality that freshwater resources are facing extensive stresses which are leading to events of potential scarcity.

To this end Caxton monitors and controls water usage across all sites in order to ensure that water is conserved wherever possible. This has included the installation of automatic water meters at some of the sites which use the most water in their operations. Through this monitoring we can identify changes in consumption and implement corrective action where necessary.

We have rainwater harvesting plants at several of these larger facilities to further reduce our dependence on council water. These sites include our Ndabeni plant, which uses water extraction to feed into the ablution blocks. At Boland Printers and Boxes for Africa there are rainwater catchment systems installed on the roofs which then lead into tanks. This water can then be used for production processes.

Caxton has begun an evaluation of its water footprint by means of an approved assessment tool and this assessment method will be evaluated in 2024 against criteria relevant for assessing water sustainability within the local context. Areas to be addressed would be accurate metering and data regarding water use, determining the desired outcome of the water management strategy (reduce costs, mitigate business risk, limit environmental impact), insight into water flows within a facility, water conservation, potential for recycling and reusing water and determining the level of effort and resources to dedicate to water management.

Energy

Reducing the brown energy use of our properties and optimising energy efficiency not only reduces our emissions and fossil fuel resource dependence, but also makes good business sense, and thus we have developed our energy master plan. The Plan sets out how we will achieve our carbon neutral targets and mitigate risk by reducing energy costs, energy price volatility, the impact of rising energy prices on our cost of manufacturing, as well as meet and exceed regulatory requirements and customer expectations.

Monitoring and metering

Monitoring and adjusting the energy use of our properties is an important part of our approach to energy management and emissions reduction. Through our energy monitoring and management system, we have been able to improve on energy inefficiencies and reduce energy as our utilities are strictly managed by metering and monitoring, producing detailed monthly reports and enabling quick identification of abnormalities in usage which prompts investigations and action to resolve issues.

LED lighting

We have over the past years implemented LED lighting exchange in areas of buildings. Going forward we are looking at comprehensive LED programmes at all industrial and commercial sites, inclusive of motion detection sensors, daylight harvesting and lighting level control. This is an ongoing group programme. To date from 2016 we have a saving of an estimated 188 000 kWh per annum- an energy efficiency program ensuring 475 tCO_2e avoided per year.

Renewable energy ("RE")

Private power generation by way of renewable energy is not a new technology in 2021. Instead, it is part of a firmly established global trend for technological, economic and climate change reasons and already forms an integral part of SA's energy solution The reduction of CO2 emissions is a major driver to adopt alternative energy sources, and having our own independent supply comes with the added benefit of having more control over that supply. Caxton has therefore continued a renewable energy path and plans to ramp up investment in self-provisioning of electricity (PV Power).

At Caxton we have implemented the following Renewable Energy Road Map since FY2020

- Pilot PV Site – CTP Industria, Gauteng, has installed a 660 AC rooftop PV plant that has been operational for a full three years, July 2020 to date

Over the previous year we implemented a further 1,8 MW of rooftop Solar that came online in July 2022.

In 2023, we implemented PV installations across numerous operational roofs, utilising part of the 9.2 MW worth of PV panels procured by Caxton.

We continue to explore the procurement of green energy via wheeling, which is one of the key enablers in the South African Energy landscape that will help provide reliable and sufficient electricity for the economy. It is primarily a financial concept which, in a South African context, encompasses the rules for accounting for privately generated energy in the unregulated market, evacuated into the Grid anywhere in South Africa, with the withdrawal of an equivalent amount of energy from another point in the Grid. The accounting reflects a 'virtual' transaction.

The existing regulatory position in South Africa is permissive of Wheeling and there are no legal impediments to Wheeling, per se. Caxton's participation in wheeling will unlock our planned renewable path of 100% carbon neutral energy by 2030 in line with the National Determined Contributions (NDC) that South Africa has made to COP 26 and will ensure huge economic benefits on cost of energy with fixed base increases.

Energy storage

Caxton acknowledges that the ability of its RE projects to become dispatchable (base-load capability) is a reality and when coupled with the exponential technological advancement of Battery Energy Storage Systems ("BESS") at reducing prices, BESS will become increasingly viable for hybrid projects. This will form a second phase, post the roll out of the procured PV systems.

Waste

Caxton is aware that we are currently seeing rapid developments in South Africa's waste sector, with developments such as Extended Producer Responsibility and a huge drive towards a Circular Economy. Caxton supports this shift and recognises the opportunity that we must lead the paper and packaging industries, by developing an inclusive waste model which will engage the NPO Recycling partners in our areas.

The table below shows the amount of waste disposed of by the group for the previous two financial years.

Waste (tons)			
	2022/23	2021/22	2020/21
General	**1 153.69**	1 412.42	1 378
Paper	**30 070.83**	25 421.57	24 011.66
Plastic	**504.53**	679.05	761
Aluminium	**572.99**	288.25	328.67
Steel	**0.0**	1.68	2.02
Total	**32 302.04**	27 802.97	26 481.35

Whilst the amount of waste across the group increased this year, we have maintained a high recycling rate, which increased very slightly from 94.92% in FY2021/22 to 96.43% in FY2022/23.

We will deliver further key improvements in this area via our partnership with the Producer Responsibility Organisation, Fibre Circle.

OTHER AREAS

Initial Climate Change Report

Caxton remains resolute in its commitment to decarbonise and enable a just transition so that it is sustainable and contributes to a thriving society.

In order to further inform Caxton's strategic approach to medium- and long-term timeframes, we have commissioned the groups' first Climate Change report. This report will provide insights into which risks and opportunities the group is facing and conduct scenario analyses in line with the TCFD recommendations. Further in line with the TCFD recommendations, this report will establish which areas of Caxton's value chain can be considered material, using the concept of "Double Materiality".

The types of risks to be considered are the physical risks which climate change poses to our operations, as well as the transition risks, which the transition to net zero poses to our operations.

Supporting of the Paris Agreement requires:

- To be aligned with the global goal of limiting global warming to well below 2°C and pursuing efforts to limit the temperature increase to 1,5°C.
- To implement measures based on mitigation potential and our fair share responsibility.
- Understanding and incorporating unique South African circumstances and the embracing just transition principles.
- Setting science-based targets.
- Delivering towards a net zero ambition by 2050.

Caxton Climate Change position

- Support the Paris Agreement.
- Utilise mainstream climate science assessed by the IPCC for net zero CO_2 emissions to be reached by 2050.
- Agree that Caxton has our role to play in managing the risks of climate change, as well as respecting and contributing to the societal requirements within the transition.
- Understanding and planning for the importance of adaptation and resilience to a changing climate that is already in play.

Science-Based Targets

We have assessed the Science Based Target initiative (SBTi), which is the majority approved Standard against which corporate GHG targets are being assessed. We will develop our methodology, our target setting and roadmap development by benchmarking using a bottom up and top-down reasoning based on climate science based documented data and global Climate Action Tracker (CAT) programmes. This will enable us to indicate responsibility for historical emissions as a baseline and devise mitigation solutions based on economic, technical, and financial reasoning to reduce emissions.

Roadmap

Caxton expects to reduce 30% of emission by 2030 and achieve net zero by 2050. We note that on this basis, our 2030 goal is well below 2°C and therefore aligned with the Paris Agreement.

South Africa is a developing country and thus in accordance with COP 26 will require more flexibility on our ability to achieve net zero by 2050 as South Africa faces increasing access to energy challenges whilst trying to reduce emissions, and this is the core of our subscribing support to a Just Energy Transition. Our 2050 net zero goal supports the 1,5°C temperature goal and is aligned with the mandate of COP 26, that all of society must stop adding to the total global GHG emissions by 2050. We are thus working on our pathways to net zero which have a primary focus on fossil-fuel-free energy consumption for both our Scope 1 and Scope 2 emissions. Second major area of focus is the mitigation of our VOC emissions.

Caxton is proactively looking for climate related opportunities in the areas of Resource efficiency, Green Energy Generation, Innovative Products, Accessing New Markets and building climate resilience.

As part of our commitment to continuous improvement, we undertake periodic reviews and updates to our GHG inventory, its methodologies and emission factors. We do this to enable a well-designed and maintained corporate GHG inventory and to continuously align with the IPCC and GHG Protocol.

Climate Change Enterprise Risk Management

Caxton is serious about Enterprise Risk Management (ERM) and how we identify and understand what our responses should be to risks to our business because of climate change, as this is an imperative in our medium- and long-term Climate Change Strategy.

Plan

Identify and understand Climate-related risks relevant to our business and specific to our operational sites. Risk events will be analysed, assessed and prioritised.

Action

Manage and monitor on a dashboard and map all existing production processes, procedures and standards and map the responses planned for risks and that the efficacy of the responses in regularly reviewed.

Governance and assurance

Climate change risks are tracked, reviewed and assured at the Board level.

Analyse and improve

The final level of climate risks will be assessed, as well as the mitigating gaps which will be investigated along with opportunities for improvement. Out of this action plans will be developed, and learnings shared.

The Board provides governance oversight over the identified top risks, including climate change. The Board receives regular assurance on the risks, based on the reporting of the Social and Ethics Committee and the risk models and reporting. Climate change risks form part of long-term business viability and require sustainable execution of strategy and shareholder support.

Responding to climate change

During April 2022 in KwaZulu-Natal, extremely high rainfall was experienced in a short period, resulting in flooding of major parts of the province, including Caxton's operation in Prospecton. This facility was submerged below more than 1,5 metres of water rendering the site inoperable and affecting major roads, transportation, communication, and electrical systems. The damage greatly hampered recovery and relief efforts. Our response teams were able to successfully service and restore critical infrastructure and the interventions we undertook did not result in any occupational safety, process safety or environmental incidents. Subsequently, we have re-assessed the configuration of our national printing footprint.

The flood continues to focus us on our climate event responses. Caxton has a structured response to ensure that we adapt appropriately to the physical impacts of climate change, which is posing an increasingly material risk to our operating assets. Noting impacts are increasing because of the growing prevalence and severity of extreme weather events, particularly hurricanes, flooding and drought, we have tabled an emergency fund as a measure to protect our operations, employees and supply chain from these events and provide support for our extended communities and employees to build their resilience. The fund is subject to further accounting debate.

Governing climate change

The Social and Ethics Committee must provide an integrated strategic direction and neutral oversight (via independent advisors) and make recommendations to the Board for approval on all climate -related matters and the roadmap to net zero vision (2050), and interim steps to obtaining 2030 goals. This needs to include scope 1, 2 and 3 reductions and contributions to a national vision of a just transition. They are responsible for consolidated performance reporting and disclosure against targets and alignment with the TCFD recommendations, and the monitoring of continued resilience of all operations through risk assessments.

The resolution focuses on Caxton's:

- Support for the goals of Articles 2.1 and 4.1 of the Paris Agreement, as set out in its 2030 and 2050 emission-reduction roadmap – in particular, its just transition levels – and pursuing efforts to limit the temperature increase to 1,5°C above pre-industrial levels.
- Short-, medium- and long-term quantitative GHG targets (scope 1 and 2) in support of the goals of Articles 2.1(a) and 4.14 of the Paris Agreement for operations in Eurasia, the North America and South Africa.
- Medium- and long-term quantitative GHG emission-reduction targets including scope 3 emissions.

Supply chain focus
Caxton recognises that the vast majority of most organisations' emissions are Scope 3 emissions, along the supply chain. Understanding this, Caxton has identified material scope 3 emissions, such as embedded emissions in water, and the emissions created by our outsourced logistics chain. This has served as a valuable tool for Caxton to identify climate related risks along our entire value chain. This means Caxton can be proactive about managing risks in both the upstream and downstream value chains. Additionally, this mindset has made Caxton aware of the opportunities for increasing the sustainability of our entire value chain.

Climate advocacy and policy statement
Globally businesses and boards recognise that global warming is a significant threat and will have an increasingly profound impact on society. Caxton acknowledges that the industrial and built environment impacts South Africa's emissions and wider consumption of resources and that we are also positively positioned to reduce resource consumption and emissions through efficient and responsible management of our buildings and operations. Caxton is committed to reducing the environmental impact of our operations by integrating resource efficiency and emissions reduction and our Environmental sustainability pledge is as follows:

Through awareness, understanding, education, and action we will continue to minimise our intrusion on the environment. As a printing and packaging company, we choose to make responsible choices and we have built our business on sensible solutions in careful consideration of sustainability of the environment and its preservation for future generations.

Advocacy commitments
Paper Pledge
This is our own homegrown initiative to be pro-active in our society

Commitment to climate science
The IPCC provides evidence of global warming and its effect if unmitigated. The scientific evidence for the warming of the global climate system is in the 2021 IPCC findings. Caxton supports the anthropogenic science base rating of climate change and our responsibility in mitigating emissions to hold the global average temperature increase below targeted levels

Support for the Paris Agreement goal
The Paris Agreement articulates the need for society to act with great urgency to limit global warming to well below 2 degrees C above pre-industrial levels and much more than the current global effort is required to support the aims of the Paris Agreement, especially where it relates to developing countries.

Support for carbon pricing that incentivises low-carbon paths
Carbon pricing provides an incentive to accelerate the low-carbon transition through emission trading schemes or taxes. Setting a price on carbon requires an integrated, well-designed, nationally determined policy response to climate change. Caxton supports carbon pricing to enable a transition to a low-carbon economy. The use of carbon offsets ensures the viability of our projects and long-term strategy.

Transparency and disclosure
Increased transparency is critically important to enable informed decision making and instils confidence with our stakeholders and customers. Caxton is committed to the measurement of and accounting for climate impacts.

Caxton has confirmed its participation in the Climate Disclosure Project (CDP) and we are prepared to partner in collective action towards various goals. The CDP supports many different initiatives and has forged strong alliances around the world.

We continue with our work in aligning with intergovernmental agencies, governments, business and regional associations to drive further action.

"By polluting the oceans, not mitigating CO_2 emissions and destroying our biodiversity, we are killing our planet. Let us face it, there is no planet B"
Emmanuel Macron, President of France

REMUNERATION REPORT

Following the Covid pandemic, the group has seen a record year with recovery of most of the group's business segments, albeit with new challenges, including disruption from the KZN floods. The concerns we reflected on last year have not abated and the group continues to exercise strict control over payroll and headcount. The ongoing local issues of load-shedding and political and socio-economic instability have become entrenched and underline the need to maintain discipline in limiting expenses.

Our management and staff have become more adept at managing volatility and instability, and a depressed consumer market. The management and board are pro-active in considering new and innovative strategies, backed by best management practices, to maintain the group's growth trajectory, which will need to be achieved off a high base.

The core remuneration principles of the group, as set out in the Corporate Governance and Risk Management section, remained unchanged during the year.

Shareholder voting on remuneration is an acknowledged component of the executive remuneration debate and board accountability. Thus, shareholder votes at AGM's are always a welcome barometer, but the group's conservative no-frills approach has been maintained, and will hopefully provide shareholders with assurance that this remains an area of tight control.

In the 2022 financial year, a new share appreciation bonus scheme, intended to align executives and senior management interests with the group and to retain executives, was implemented with a baseline of R7 per share and vesting over 4 years. The new scheme will be cash settled and will be taxable as remuneration in the hands of executives. A total of some 10 million shares was allocated across the senior management of the group. No allocation was made to the CEO, Mr TD Moolman or the Managing Director, Mr TJW Holden. Mr LR Witbooi, Managing Director: Western Cape, was allocated 1 million shares.

The growth of the share price on the back of a resilient performance by the group in the 2022 and 2023 financial years has resulted in the embedding of value for participants, which has a significant retention effect. The bonus scheme's first vesting was on 30 June 2023, and a bonus of R11,9 million was accrued for and paid subsequent to year end.

Aside from the above limited share appreciation bonus scheme, the group continues to focus the remuneration for its executives and staff on equitable market related salaries, with short-term bonuses for performance. Remuneration determination remains, at its core, a subjective process.

Senior executive remuneration is benchmarked against remuneration in peer companies.

Bonuses for the 2022 financial year were paid in September 2022 – Mr TJW Holden received an annual bonus of R2.5 million and Mr LR Witbooi received R900 000. A further special once off bonus allocation for a select section of management was implemented in February 2023, reflecting the profit achievements of the group at the half year. A bonus award of R700 000 was made to Mr LR Witbooi. Subsequent to year end, an annual bonus to a broad section of management was implemented, reflecting the enhanced growth and earnings of the group for the 2023 financial year. Details will be reported in the 2024 financial report.

As in previous years, the remuneration of executives and staff alike was subject to review for the financial year at all levels within the group. In the review process:

- Mr Moolman's annual remuneration package was increased by 4.0% from R4.3 million per annum to R4.5 million per annum, on a cost to company basis.
- Mr Holden's annual remuneration package was increased by 5,2% from R5,0 million per annum to R5,3 million per annum, on a cost to company basis, and
- Mr Witbooi's annual remuneration package was increased by 8.0% from R3.2 million per annum to R3.5 million per annum, on a cost to company basis.

Non-executive directors have been granted a 5% increase.

Executive and non-executive remuneration has been implemented in accordance with the disclosures in the Annual Financial Statements.

PM Jenkins
Non-executive Chairperson

TD Moolman
Chief Executive Officer

Remuneration Committee
27 October 2023

ANNUAL FINANCIAL STATEMENTS

CAXTON&CTP publishers & printers LIMITED

CONTENTS

STATEMENT OF RESPONSIBILITY AND APPROVAL BY THE BOARD OF DIRECTORS

The directors of Caxton and CTP Publishers and Printers Limited are responsible, in terms of the Companies Act, 2008 ("the Act"), for the preparation of the annual financial statements in accordance with International Financial Reporting Standards ("IFRS") which fairly present the state of affairs of the Company and the group as at the end of the financial year, and the net income and cash flows for the year. In preparing the accompanying financial statements, suitable accounting policies have been applied and reasonable estimates made.

The directors are required, in terms of the Act, 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 the Company and the group as at the end of the financial year and the results of its operations and cash flows for the year then ended, in conformity with IFRS, the Act and the Listings Requirements of the Johannesburg Stock Exchange.

The external auditors are engaged to express an independent opinion on the financial statements.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the group, and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the Board 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 the group, and all employees are required to maintain the highest ethical standards in ensuring the group's business is conducted in a manner that, in all reasonable circumstances, is above reproach. The focus of risk management in the group is on identifying, assessing, managing and monitoring all known forms of risk across the group.

While operating risk cannot be fully eliminated, the group endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are of the opinion, after due, careful and proper consideration of 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 Company and the group's cash flow forecast for the year to 30 June 2024 and, in light of this review and the current financial position, they are satisfied that the group has or has access to adequate resources to continue in operational existence for the foreseeable future.

The external auditors, BDO South Africa Incorporated, are responsible for independently auditing and reporting on the group's financial statements. The financial statements have been examined by the group's external auditors and their unqualified report is presented on page 34.

The preparation of the annual financial statements was supervised by the Financial Director, Mr TJW Holden, BCom, CA(SA). The annual financial statements set out on pages 41 to 83, which have been prepared on the going-concern basis, were approved by the Board of Directors and are signed on its behalf by:

TJW Holden
Managing Director

TD Moolman
Chief Executive Officer

Johannesburg
27 October 2023

DECLARATION BY COMPANY SECRETARY

In terms of sections 88 and 89 of the South African Companies Act 2008 ("the Act"), I, in my capacity as Company Secretary, hereby certify that the company has lodged with the Registrar of Companies all such returns as are required of a public company in terms of the Act and that all such returns are true and up to date.

J Edwards
Company Secretary

Johannesburg
27 October 2023

CHIEF EXECUTIVE OFFICER'S AND CHIEF FINANCIAL OFFICER'S RESPONSIBILITY STATEMENT

In line with paragraph 3.84(k) of the JSE Listings Requirements, each of the directors, whose names are stated below, hereby confirms that:

- The annual financial statements set out on pages 41 to 83 fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS.
- To the best of our knowledge and belief, no facts have been omitted or untrue statements made that would make the annual financial statements false or misleading.
- Internal financial controls have been put in place to ensure that material information relating to the issuer and its consolidated subsidiaries have been provided to effectively prepare the annual financial statements of the issuer.
- The internal financial controls are adequate and effective and can be relied upon in compiling the annual financial statements, having fulfilled our role and function as executive directors with primary responsibility for implementation and execution of controls.
- Where we are not satisfied, we have disclosed to the Audit and Risk Committee and the auditors any deficiencies in design and operational effectiveness of the internal financial controls and have taken steps to remedy the deficiencies, and
- We are not aware of any fraud involving directors.

TJW Holden
Managing Director

TD Moolman
Chief Executive Officer

Johannesburg
27 October 2023

BDO

Independent Auditor's Report
To the Shareholders of
Caxton & CTP Publishers & Printers Limited

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion
We have audited the consolidated and separate financial statements of Caxton & CTP Publishers & Printers Limited (the group and company) set out on pages 41 to 83, which comprise the consolidated and separate statements of financial position as at 30 June 2023, and the consolidated and separate statements of profit or loss and other comprehensive income, consolidated and separate statements of changes in equity and the consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Caxton & CTP Publishers & Printers Limited as at 30 June 2023, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

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

Key Audit Matters
We have determined that there are no key audit matters to communicate in our report.

Other Information
The directors are responsible for the other information. The other information comprises the information included in the document titled "Caxton & CTP Publishers & Printers Limited Integrated Annual Report 2023", which includes the Directors' Report, the Audit and Risk Committee's Report and the Declaration by Company Secretary as required by the Companies Act of South Africa. The other information does not include the consolidated and 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 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 on the other information obtained, 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.

BDO South Africa Incorporated
Registration number: 1995/002310/21
Practice number: 905526
VAT number: 4910148685

Chief Executive Officer: LD Mokoena

A full list of all company directors is available on www.bdo.co.za

The company's principal place of business is at The Wanderers Office Park, 52 Corlett Drive, Illovo, Johannesburg where a list of directors' names is available for inspection. BDO South Africa Incorporated, a South African personal liability company, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

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 International Financial Reporting 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 the 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance 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.

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

From the matters communicated with the directors, we determine these 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

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that BDO South Africa Incorporated has been the auditor of Caxton & CTP Publishers & Printers Limited for 15 years.

BDO South Africa Inc.

BDO South Africa Incorporated
Registered Auditors

Paul Badrick
Director
Registered Auditor

27 October 2023

Wanderers Office Park
52 Corlett Drive
Illovo, 2196

DIRECTORS' REPORT

NATURE OF BUSINESS

The group is involved in the publishing and printing of newspapers and magazines, and in the manufacturing and distribution of packaging, stationery and labels. Further information is provided in the Managing Director's report.

REVIEW OF BUSINESS OPERATIONS

Revenue for the year increased by R995 million to R6 975 million (2022: R5 979 million). Profit from operating activities before depreciation and impairment increased by R153 million to R981 million (2022: R828 million). Net finance income received amounted to R150 million (2022: R138 million) with capital expenditure during the year totalling R299 million (2022: R206 million). Cash and cash equivalents amounted to R1 888 million (2022: R1 665 million).

ORDINARY DIVIDEND

An ordinary dividend of 60.00 cents (2022: 50.00 cents) (gross) (net 48.00 cents (2022: net 40.00 cents)) per ordinary share was declared on 7 September 2023, payable to shareholders registered on 5 December 2023.

PREFERENCE DIVIDEND

A preference dividend of 490.00 cents per share (2022: 410.00 cents) (gross) (net 392.00 cents (2022: net 328 cents)) per share was declared on 7 September 2023, payable to shareholders registered on 5 December 2023.

SHARE CAPITAL

Particulars of the authorised and issued share capital of the Company are set out in note 65 of the annual financial statements.

SUBSIDIARY COMPANIES

Particulars of subsidiary companies are set out on page 82. The aggregate attributable interest of the Company in the after-tax profits and losses of the subsidiaries were:

	2023 R000	2022 R000
Profits	**680 865**	465 845
Losses	**(21 908)**	(53 520)
	658 957	412 325

DIRECTORATE AND COMPANY SECRETARY

The names of the directors and the Company Secretary are set out on pages 3 and 33 of this report. In terms of the Memorandum of Incorporation of the Company, no fewer than a third of the non-executive directors retire at the forthcoming annual general meeting. Mr ACG Molusi and Ms T Slabbert retire as directors and, being eligible, offer themselves for re-election.

DIRECTORS' SHAREHOLDING

At the date of this report, and based on the latest register of shareholders, details of the interest of directors (all of which are beneficial) are set out below:

Direct:

Directors	2023	2022
TD Moolman*	**142 998**	92 998
TJW Holden**	**–**	–
PM Jenkins	**8 000**	8 000
J Edwards***	**31 329**	31 329
Total	**182 327**	132 327

Save for the purchase by TD Moolman on 13 September 2023 of 50 000 ordinary shares in the Company, there were no changes in directors' shareholdings between the end of the financial year and the date of this report.

Indirect:

* At the date of this report, TD Moolman (through his associated family interest held via various controlled intermediate companies) ("Moolman") controls Caxton Holdings Proprietary Limited, which holds **46.10%** (30 June 2023: **46.10%**) of the issued ordinary share capital of the Company. Moolman controls an additional **5.74%** (30 June 2023: **5.72%**) of the issued ordinary share capital of the Company. Moolman therefor controls a total of **51,84%** (30 June 2023: **51,72%**) of the issued ordinary shares of the Company.

** At the date of this report, TJW Holden's associated family interest (through an intermediate holding company of Caxton Holdings Proprietary Limited) held and indirect **1.67%** (30 June 2023: **1.67%**) shareholding in the Company.

*** Company secretary

SHAREHOLDER SPREAD

At the date of this report, based on the latest register of shareholders, the beneficial shareholding in the company amounted to:

	Number of Shareholders	% of Shareholders	Number of Shares held	% of Shares held
Non-public shareholders				
Directors of the holding and subsidiary Companies	**3**	**0.06**	**182 327**	**0.05**
Shareholders holding more than 5% of the issued ordinary shares				
– Caxton Holdings Proprietary Limited	**1**	**0.02**	**165 652 708**	**46.10**
	4	**0.08**	**165 835 035**	**46.15**
Public shareholders	**5 347**	**99.92**	**193 468 062**	**53.85**
Total	**5 351**	**100.00**	**359 303 097**	**100.00**

According to the records of the Company, other than as indicated above, no shareholder held five per cent or more of the Company's shares at 30 June 2023 or at the date of this report.

SUBSEQUENT EVENTS

The directors are not aware of any other material events which occurred after the reporting date and the date of this report.

APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS

The annual financial statements, which appear on pages 41 to 83, have been approved by the Board and are signed on its behalf by:

TJW Holden
Managing Director

TD Moolman
Chief Executive Officer

Johannesburg
27 October 2023

AUDIT AND RISK COMMITTEE'S REPORT

The Audit and Risk Committee ("the committee") is pleased to present this report on its activities for the financial year ended 30 June 2023.

BACKGROUND

The committee was established in line with the requirements of the Companies Act, 2008 ("the Act"). It is an independent statutory committee appointed by the board of directors and approved by the shareholders.

TERMS OF REFERENCE

The committee has adopted a written charter based on the Act and the Memorandum of Incorporation that has been approved by the Board of Directors.

The committee has conducted its affairs and discharged all its responsibilities during the financial year under review, in compliance therewith.

The charter is available on request from the Company Secretary

OBJECTIVE AND SCOPE

The purpose of the committee is to assist the board in carrying out its duties relating to accounting policies, internal controls, financial reporting practices, identification of exposure to significant risks and setting principles for recommending the use of external auditors for non-audit services.

MEMBERSHIP

The committee comprises Mr JH Phalane (Chairperson) and Messrs ACG Molusi and NA Nemukula. All the members are independent non-executive directors.

The committee members have considered and are of the opinion that they are adequately independent from the Company and group and management thereof, within the full spirit of the Code of Corporate Practices and Conducts.

The external auditors have unrestricted access to the committee, and attend all meetings dealing with the external audit and annual financial statements by standing invitation.

The financial director attends all meetings by standing invitation.

EXTERNAL AUDIT

The committee has evaluated the independence of the external auditors and is satisfied that the external auditors have remained independent as defined in the Act.

Both audit and non-audit services performed by the external auditors were reviewed and approved. There is a formal procedure that governs the process whereby the auditor is considered for non-audit services, and each instruction for such work is reviewed by the committee.

The committee, in consultation with executive management, agreed to an audit fee for the 2023 financial year.

The fee is considered appropriate for the work that was done. Meetings were held with the external auditor and no matters of material concern were raised.

The committee reviewed the performance of the external auditor and nominated and recommended for approval at the annual general meeting of BDO South Africa Incorporated as the external auditor for the 2023 financial year.

FINANCIAL DIRECTOR

As required in terms of the JSE Listings Requirements, the committee has satisfied itself that the Company's financial director, Mr TJW Holden, has the appropriate expertise and experience to meet the responsibilities of his position and confirmed his suitability for the appointment as financial director in terms of the JSE Listings Requirements.

COMMITTEE ACTIVITIES

For the financial year ended 30 June 2023, the committee performed its duties in terms of its charter and a summary of the main activities is set out below:

- Enquired and satisfied itself regarding the auditor's compliance with section 22.15(h) of the JSE Listings Requirements.
- Nominated the appointment and retention of the external auditors, BDO South Africa Incorporated, with the designated partner Mr PR Badrick, after satisfying itself, through enquiry, that BDO South Africa Incorporated is independent.
- Managed the external audit function, including:
  - determining the nature and scope of the audit engagement;
  - determining the fees for the audit; and
  - determining the nature and extent of any other non-audit services, ensuring they are not material and do not have any impact on their independence.
- Reviewed the going-concern assumptions as prepared by management for the Company and the group.
- Reviewed the accounting practices and internal controls of the Company and the group.
- Reviewed the annual report and annual financial statements taken as a whole to ensure they fairly present a balanced and understandable assessment of the Company's financial position, performance and prospects.
- Reviewed the external auditors' management letters and management's response to these letters.
- Received and dealt appropriately with any concerns or queries.
- Considered and satisfied itself on the appropriateness of the experience and expertise of the financial director as well as the adequacy of the finance function and its resources.
- Considered the JSE proactive monitoring report of 2021/22 and has taken appropriate action.

RECOMMENDATION OF ANNUAL FINANCIAL STATEMENTS

The committee evaluated the annual financial statements for the year ended 30 June 2023 and considered that they comply, in all material aspects, with the requirements of the Act and International Financial Reporting Standards.

The committee has therefore recommended the approval of the annual financial statements by the Board. The Board has subsequently approved the annual financial statements which will be open for discussion at the forthcoming annual general meeting.

BDO South Africa Incorporated, the external auditor, has provided the shareholders with an unqualified independent audit opinion on whether the annual financial statements for the year ended 30 June 2023 fairly present, in all material respects, the financial results for the year and the financial position of the Company and the group as at 30 June 2023.

JH Phalane
Chairperson

Audit Committee
27 October 2023

STATEMENTS OF FINANCIAL POSITION

at 30 June 2023

COMPANY 2022 R000	COMPANY 2023 R000	Notes		GROUP 2023 R000	GROUP 2022 R000
			ASSETS		
			Non-current assets		
–	**–**	2	Property, plant and equipment	**2 558 360**	2 327 381
–	**–**	19	Right-of-use assets	**7 609**	16 016
–	**–**	3	Intangible assets	**6 667**	25 242
–	**–**	4	Goodwill	**72 286**	81 202
1 356 202	**1 356 202**	5	Interest in subsidiaries	**–**	–
69 503	**81 205**	6	Interest in associates	**89 669**	142 979
1 761 805	**1 441 750**	7	Investments	**1 441 750**	1 761 805
–	**–**	15	Deferred taxation	**30 504**	31 363
3 187 510	**2 879 157**			**4 206 845**	4 385 988
			Current assets		
–	**–**	8	Inventories	**1 714 920**	1 530 694
464	**2 044**	9	Trade and other receivables	**1 364 994**	1 240 919
2 170	**307 018**	5	Amounts owed by group companies	**–**	–
306	**96**		Taxation	**880**	3 447
900 000	**700 000**	10	Cash equivalents	**700 000**	900 000
–	**121 364**	11	Cash	**1 188 376**	764 743
902 940	**1 130 522**			**4 969 170**	4 439 803
4 090 450	**4 009 679**		**TOTAL ASSETS**	**9 176 015**	8 825 791
			EQUITY AND LIABILITIES		
			Equity		
9 041	**8 976**	12	Ordinary share capital	**8 976**	9 041
6 885	**–**		Ordinary share premium	**–**	6 885
823 289	**623 935**		Non-distributable reserves	**1 120 243**	1 228 100
1 418 882	**3 128 613**		Retained income	**6 134 548**	5 597 299
2 258 097	**3 761 524**		**Equity attributable to owners of the parent**	**7 263 767**	6 841 325
100	**100**	12	Preference share capital	**100**	100
–	**–**	14	Non-controlling interest	**33 090**	73 953
2 258 197	**3 761 624**		**TOTAL EQUITY**	**7 296 957**	6 915 378
			Non-current liabilities		
164 846	**109 974**	15	Deferred taxation	**444 300**	459 464
–	**–**	19	Lease liabilities	**5 243**	10 830
164 846	**109 974**			**449 543**	470 294
			Current liabilities		
10 567	**11 152**	16	Trade and other payables	**1 214 865**	1 150 095
–	**–**	17	Provisions	**175 942**	226 840
1 538 951	**12 850**	18	Amounts owed to group companies	**–**	–
–	**–**	19	Lease liabilities	**2 946**	7 125
117 889	**114 079**	11	Bank overdraft	**–**	–
–	**–**		Taxation	**35 762**	56 059
1 667 407	**138 081**			**1 429 515**	1 440 119
4 090 450	**4 009 679**		**TOTAL EQUITY AND LIABILITIES**	**9 176 015**	8 825 791

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 30 June 2023

COMPANY 2022 R000	COMPANY 2023 R000	Notes		GROUP 2023 R000	GROUP 2022 R000
117 576	**1 912 775**	21	Revenue	**6 974 558**	5 979 339
–	**–**	23	Other operating income	**228 515**	145 269
117 576	**1 912 775**		**Total operating income**	**7 203 073**	6 124 608
–	**–**		Changes in inventories of finished goods and work in progress	**54 569**	(150 915)
–	**–**		Raw materials and consumables used	**(3 829 119)**	(2 864 233)
–	**–**	22	Staff costs	**(1 307 728)**	(1 223 121)
(2 128)	**(2 590)**	23	Other operating expenses	**(1 139 655)**	(1 058 332)
(2 128)	**(2 590)**		**Total operating expenses**	**(6 221 933)**	(5 296 601)
115 448	**1 910 185**		Profit from operating activities before depreciation and amortisation	**981 140**	828 007
–	**–**	24	Depreciation and amortisation	**(238 748)**	(237 709)
115 448	**1 910 185**		**Profit from operating activities after depreciation and amortisation**	**742 392**	590 298
–	**–**	4	Impairment of goodwill	**(1 217)**	(3 865)
(9 302)	**(1 289)**	6	Impairment of interests in associates	**(1 664)**	(5 354)
–	**–**		Loss on deemed disposal of associate on gain of control	**(1 529)**	–
–	**–**		Loss on disposal of associate	**–**	(3 394)
(11 386)	**–**		Impairment of loans	**–**	(11 386)
–	**–**	3	Impairment of intangibles	**(4 331)**	(8 222)
–	**(1 219)**		Impairment of investment	**(1 219)**	–
–	**–**		Profit on disposal of subsidiary	**78 978**	–
–	**–**	2	Impairment of plant	**(581)**	(2 167)
94 760	**1 907 677**		**Profit from operating activities**	**810 829**	555 910
134	**177**	26	Finance income	**152 364**	142 139
–	**–**	27	Finance costs	**(2 145)**	(3 949)
–	**–**	28	Loss on foreign exchange	**(16 020)**	(19 700)
–	**–**		Income from associates	**7 026**	11 807
94 894	**1 907 854**		**Profit before taxation**	**952 054**	686 207
182	**(178)**	29	Taxation	**(200 178)**	(142 406)
95 076	**1 907 676**		**Profit for the year**	**751 876**	543 801
187 042	**(199 354)**		**Other comprehensive (losses)/income**	**(106 884)**	185 619
			Items that will not be reclassified subsequently to profit or loss		
187 042	**(199 354)**	13	Fair value adjustments – investments	**(199 354)**	187 042
–	**–**	13	Fair value adjustments – properties	**92 470**	(1 423)
282 118	**1 708 322**		**Total comprehensive income for the year**	**644 992**	729 420
			Profit/(Loss) attributable to:		
–	**–**		Non-controlling interest	**18 056**	(7 952)
95 076	**1 907 676**		Equity holders of the parent	**733 820**	551 753
95 076	**1 907 676**			**751 876**	543 801
			Total comprehensive income/(loss) attributable to:		
–	**–**		Non-controlling interest	**18 056**	(7 952)
282 118	**1 708 322**		Equity holders of the parent	**626 936**	737 372
282 118	**1 708 322**			**644 992**	729 420
–	**–**	30	Earnings and diluted earnings per ordinary share (cents)	**203.3**	151.2

STATEMENTS OF CASH FLOWS

for the year ended 30 June 2023

COMPANY 2022 R000	COMPANY 2023 R000	Notes		GROUP 2023 R000	GROUP 2022 R000
			CASH FLOWS FROM OPERATING ACTIVITIES		
(2 128)	**(2 590)**	37.1	Cash generated by/(utilised in) operations	**908 081**	730 340
805	**(995)**	37.2	Changes in working capital	**(182 273)**	(481 228)
(1 323)	**(3 585)**		Cash generated by/(utilised in) operating activities	**725 808**	249 112
(171)	**32**	37.3	Taxation paid	**(202 530)**	(155 957)
(1 494)	**(3 553)**		Cash flows from/(utilised in) operating activities	**523 278**	93 155
			CASH FLOWS FROM INVESTING ACTIVITIES		
		2 & 3	Property, plant, equipment and intangibles		
–	**–**		– additions	**(298 713)**	(206 158)
–	**–**		– proceeds from disposals	**37 567**	12 186
–	**–**			**(261 146)**	(193 972)
			Investments		
–	**–**	37.5	Disposal of businesses (net of cash)	**96 638**	–
–	**–**	37.6	Acquisitions of businesses (net of cash)	**(131 724)**	–
(102 646)	**50 054**	37.7	Associates, other investments and loans	**94 711**	(102 240)
134	**177**		Interest received	**35 323**	41 781
104 547	**242 674**		Dividends received	**117 041**	100 358
2 035	**292 905**			**211 989**	39 899
2 035	**292 905**		Cash flows (utilised in)/from investing activities	**(49 157)**	(154 073)
			CASH FLOWS FROM FINANCING ACTIVITIES		
253 368	**324 431**	37.9	Loans from group companies advanced	**–**	–
–	**(483 714)**	37.9	Loans from group companies repaid	**–**	–
(73 098)	**(25 038)**		Own shares acquired	**(25 038)**	(73 098)
–	**–**	14	Rights offer	**–**	9 999
–	**–**	19	Principal paid on lease liabilities	**(8 516)**	(8 808)
–	**–**	6	Additional investment in subsidiary	**(17 691)**	–
–	**–**	27	Interest paid	**(2 145)**	(3 949)
(182 845)	**(179 857)**	37.4	Dividends paid	**(197 098)**	(188 128)
(2 575)	**(364 178)**		Cash flows utilised in financing activities	**(250 488)**	(263 984)
(2 034)	**(74 826)**		Net increase/(decrease) in cash and cash equivalents	**223 633**	(324 902)
784 145	**782 111**		Cash and cash equivalents at beginning of year	**1 664 743**	1 989 645
782 111	**707 285**	37.8	Cash and cash equivalents at end of year	**1 888 376**	1 664 743

STATEMENTS OF CHANGES IN EQUITY

for the year ended 30 June 2023

R000	Notes	Ordinary share capital	Ordinary share premium	Preference share capital	Non-distributable reserves[1]	Marked to market reserves[2]	Retained earnings	Non-controlling interest[3]	Total
GROUP									
Balance at 1 July 2021		9 257	79 767	100	369 904	675 174	5 225 794	77 189	6 437 185
Total comprehensive income/(loss) for the year		–	–	–	(1 423)	187 042	551 753	(7 952)	729 420
Own shares acquired	12	(216)	(72 882)	–	–	–	–	–	(73 098)
Ordinary dividends paid	31	–	–	–	–	–	(182 640)	(5 283)	(187 923)
Preference dividends paid	32	–	–	–	–	–	(205)	–	(205)
Rights offer	14	–	–	–	–	–	–	9 999	9 999
Realisation of land and buildings revaluation reserve		–	–	–	(2 597)	–	2 597	–	–
Balance at 1 July 2022		**9 041**	**6 885**	**100**	**365 884**	**862 216**	**5 597 299**	**73 953**	**6 915 378**
Total comprehensive income/(loss) for the year		**–**	**–**	**–**	**92 470**	**(199 354)**	**733 820**	**18 056**	**644 992**
Non-distributable reserves acquired		**–**	**–**	**–**	**401**	**–**	**–**	**–**	**401**
Non-controlling interest disposed	14	**–**	**–**	**–**	**–**	**–**	**–**	**(41 678)**	**(41 678)**
Own shares acquired	12	**(65)**	**(6 885)**	**–**	**–**	**–**	**(18 088)**	**–**	**(25 038)**
Ordinary dividends paid	31	**–**	**–**	**–**	**–**	**–**	**(179 612)**	**(17 241)**	**(196 853)**
Preference dividends paid	32	**–**	**–**	**–**	**–**	**–**	**(245)**	**–**	**(245)**
Realisation of land and buildings revaluation reserve		**–**	**–**	**–**	**(1 374)**	**–**	**1 374**	**–**	**–**
Balance at 30 June 2023		**8 976**	**–**	**100**	**457 381**	**662 862**	**6 134 548**	**33 090**	**7 296 957**
COMPANY									
Balance at 1 July 2021		9 257	79 767	100	4 469	631 778	1 506 651	–	2 232 022
Total comprehensive income for the year		–	–	–	–	187 042	95 076	–	282 118
Own shares acquired	12	(216)	(72 882)	–	–	–	–	–	(73 098)
Ordinary dividends paid	31	–	–	–	–	–	(182 640)	–	(182 640)
Preference dividends paid	32	–	–	–	–	–	(205)	–	(205)
Balance at 1 July 2022		**9 041**	**6 885**	**100**	**4 469**	**818 820**	**1 418 882**	**–**	**2 258 197**
Total comprehensive income/(loss) for the year				**–**	**–**	**(199 354)**	**1 907 676**	**–**	**1 708 322**
Own shares acquired	12	**(65)**	**(6 885)**	**–**	**–**	**–**	**(18 088)**	**–**	**(25 038)**
Ordinary dividends paid	31	**–**	**–**	**–**	**–**	**–**	**(179 612)**	**–**	**(179 612)**
Preference dividends paid	32	**–**	**–**	**–**	**–**	**–**	**(245)**	**–**	**(245)**
Balance at 30 June 2023		**8 976**	**–**	**100**	**4 469**	**619 466**	**3 128 613**	**–**	**3 761 624**

[1] The non-distributable reserve originated from the revaluation of properties (refer to note 2). These reserves are reviewed annually and updated as required.

[2] The marked-to-market reserve originated from listed and unlisted investments (refer to note 7). These investments are valued based on the share price at an applicable date and are valued at every reporting period.

[3] Refer to note 14.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS
for the year ended 30 June 2023

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of preparation

Caxton and CTP Publishers and Printers Limited ("the Company ") is a South African-registered company. The consolidated financial statements of the group for the year ended 30 June 2023 comprise the Company and its subsidiaries (together referred to as "the group") and the group's interest in associates and jointly-controlled entities.

The financial statements have been prepared in accordance with the requirements of International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB), the South African Financial Reporting Requirements, the requirements of the South African Companies Act and the listings requirements of the Johannesburg Stock Exchange.

The financial statements are prepared under the supervision of the financial director, Mr TJW Holden CA(SA).

The financial statements are prepared in thousands of South African Rands (R000) under the historical cost convention except for investments classified as at fair value through other comprehensive income, and land and buildings subsequently measured using the revaluation model.

The accounting policies applied in the preparation of these financial statements are consistent with those applied in the prior year.

1.2 Basis of consolidation

The group financial statements consolidate those of the parent company and all of the entities over which it has control. All subsidiaries have a reporting date of 30 June.

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the group in the period in which it occurred. Identifiable assets, liabilities and contingent liabilities acquired or assumed are initially measured at their respective fair values at acquisition date.

1.3 Property, plant and equipment

The group's properties are all owner-occupied. Land and buildings are stated at acquisition cost and revalued on an open-market value-in-use basis when there is an indicator that the fair value is materially different from the carrying value, but at least every five years. Freehold buildings are depreciated on the straight-line basis to their expected residual value over their estimated useful life to the group. Land is not depreciated.

Plant and equipment is carried at cost less accumulated depreciation and impairment losses. Impairment losses and reversal of impairment losses are recognised in profit or loss for those assets carried at cost, and other comprehensive income for those assets carried at revalued amounts in other comprehensive income.

Depreciation is calculated on the straight-line method to write off the cost of assets to their residual values over their estimated useful lives. The depreciation rates applicable to each category of property, plant and equipment are as follows:

Land	Not depreciated
Buildings	50 years
Plant and machinery	2 to 20 years
Vehicles	5 years
Furniture and equipment	3 to 6 years
Leasehold improvements	Shorter of useful life or remaining period of the lease

Revaluation increases will be recognised in other comprehensive income. Revaluation decreases will be recognised to the extent of a credit balance existing in the revaluation surplus of the asset otherwise it will be recognised in profit and loss.

1.4 Goodwill

Goodwill is measured as the excess of cost over the net fair value of the identifiable assets and liabilities acquired.

Subsequently, goodwill is carried at cost less any accumulated impairment. Goodwill is tested at least annually for impairment and whenever there is an indicator of impairment. Impairment losses recognised for goodwill shall not be reversed in a subsequent period.

1. SIGNIFICANT ACCOUNTING POLICIES continued

1.5 Publication titles and intangible assets other than goodwill

Newspaper and magazine publication titles arise on acquisition of newspapers and magazines and are generally considered to have an indefinite life as these assets usefulness to the group is not limited by age and will yield returns for an indeterminable period. Active publication titles are measured at cost less accumulated impairment. The useful lives of publication titles are reviewed on an annual basis to determine whether events and circumstances continue to support the indefinite useful life assessment. Indefinite useful live publication titles are tested for impairment annually and when there is an indication of impairment. Non-active publication titles are written off in the year the newspaper or magazine ceases publication.

Publication titles that are not considered to have an indefinite life are depreciated over three to eight years.

Intangible assets other than publication titles and goodwill are assessed annually regarding estimated economic useful life and impairment.

The amortisation rates applicable to each category of intangible assets are as follows:

Digital platforms	5 years
Computer software	2–5 years
Rights	Indefinite
Brands	5 years
Client lists	5 years
Trademarks	30 years

1.6 Investments in subsidiaries

In the Company's separate financial statements, investments in subsidiaries are carried at cost less accumulated impairments.

1.7 Investments in associates

Investments in associates are accounted for using the equity method of accounting in the consolidated financial statements and are recognised at cost less impairments in the holding company's separate financial statements.

1.8 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

1.9 Leases

Group as a lessee

The group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use asset

The group recognises right-of-use assets at the commencement date of the lease (i.e. the date of the underlying asset is available for use). Right-of-use assets are measured at cost less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets include:

- The amount of the initial measurement of the lease liability.
- Any lease payments made at or before the commencement date less any lease incentives received.
- Any initial direct costs.
- Restoration costs.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment.

1. SIGNIFICANT ACCOUNTING POLICIES continued

1.9 **Leases** continued

ii) Lease liabilities

At the commencement date of the lease, the group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include:

- fixed payments (including in-substance fixed payments), less any lease incentive receivable; and
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date.

In calculating the present value of lease payments, the group uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. The incremental borrowing rate is 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 rate is calculated using a build-up approach that starts with a risk-free interest rate adjusted for credit risk.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is modification, a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset. Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The group's lease liabilities are included on the face of the Statement of Financial Position.

iii) Short-term leases and leases of low-value assets

The group applies the short-term lease recognition exemption to its short-term lease of equipment (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of IT and office equipment that are considered low value.

Lease payments on short-term leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Leases for which the group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. Lease classification is made at inception and is only reassessed if there is a lease modification.

The various lease and non-lease components of contracts containing leases are accounted for separately, with consideration being allocated by applying IFRS 15.

i) Operating Leases

Lease payments from operating leases are recognised on a straight-line basis over the term of the relevant lease, or on another systematic basis if that basis is more representative of the pattern in which the benefits form the use of the underlying asset are diminished. Operating lease income is included in other operating income.

Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and are expensed over the lease term on the same basis as the lease income.

Modifications made to operating leases are accounted for as a new lease from the effective date of the modification. Any prepaid or accrued lease payments relating to the original lease are treated as part of the lease payments of the new lease.

1. SIGNIFICANT ACCOUNTING POLICIES continued

1.10 Inventories

Inventories are valued at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business, less any costs of completion and disposal. Cost is determined on the following bases:

- Raw materials are valued on an average cost basis.
- Work in progress and finished goods are valued at raw material cost, direct labour and a proportion of manufacturing overhead expenses, based on normal capacity.

1.11 Share capital

When share capital recognised as equity is repurchased, the amount of the consideration paid and the directly attributable costs, are recognised as a deduction from equity. Repurchased shares held by subsidiaries are classified as treasury shares and presented as a deduction from equity. Preference shares with participation rights which are non-redeemable and non-convertible are classified as equity.

1.12 Deferred taxation

Deferred tax is recognised on the difference between the carrying amounts of assets and liabilities in the financial statements and corresponding tax bases used in the computation of taxable profit or loss, and are accounted for using the comprehensive liability method.

Deferred tax liabilities are recognised on taxable temporary differences, and deferred tax assets are recognised in respect of deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary differences arise from goodwill or from the initial recognition (other than a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit or loss nor the accounting profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantially enacted by the reporting date.

1.13 Provisions

Provisions such as bonus and other are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the increases specific to the liability. The increase in the provision due to the passage of time is recognised as a finance expense.

1.14 Financial instruments

Financial instruments recognised on the statement of financial position include investments, trade and other receivables, cash and cash equivalents, amount owing to or from group companies and trade and other payables. All financial instruments are recognised at the time the group becomes a party to the contractual provisions of the instruments. All financial instruments are initially measured at fair value.

Financial assets, or a portion of financial assets, are derecognised when the group loses control of the contractual rights that comprise the financial assets. Financial liabilities are derecognised when they are extinguished – that is, when the obligation specified in the contract is discharged, cancelled or expires.

1. SIGNIFICANT ACCOUNTING POLICIES continued

1.14 **Financial instruments** continued

Classification and initial measurement of financial assets

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with IFRS 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets are classified into the following categories:

- Amortised cost.
- Fair value through profit or loss ("FVTPL").
- Fair value through other comprehensive income ("FVOCI").

The Company and the group do not have any financial assets categorised as FVTPL.

The classification is determined by both:

- The entity's business model for managing the financial asset.
- The contractual cash flow characteristics of the financial asset.

Subsequent measurement of financial assets

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions:

- They are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows.
- The contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amounts outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. The group's cash, trade and other receivables and loans receivable fall into this category of financial instruments.

Financial assets at FVOCI

After initial recognition, these are measured at fair value using the effective interest method. Discounting is omitted where the effect of discounting is immaterial.

When assets classified as FVOCI are disposed of, or if they are impaired, the cumulative gains or loss recognised in other comprehensive income is not reclassified subsequently from the equity reserve to profit or loss.

Impairment of financial assets

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses – the expected credit loss ("ECL") model. The group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes governmental bodies and other similar organisations, as well as consideration of various external sources of actual and forecast economic information.

A broad range of information is considered when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

For loans, lifetime expected credit losses represent the expected credit losses that are expected to result from all possible default events over the expected life of the loans. In contrast, 12-month expected credit losses represent the portion of lifetime expected credit losses that are expected to result from default events within 12 months after the reporting date.

In order to assess whether to apply lifetime expected credit losses or 12-month expected credit losses, in other words, whether there has been a significant increase in credit risk since initial recognition, the group considers whether there has been a significant increase in the risk of a default occurring since initial recognition rather than at evidence of a loan being credit impaired at the reporting date or of an actual default occurring.

A loan is considered to be in default when there is evidence that the borrower is in significant financial difficulty such that it will have insufficient funds to repay the loan. This is assessed based on a number of factors including various solvency and liquidity ratios.

A loan is considered to be credit impaired if it meets the definition of a defaulted loan.

1. SIGNIFICANT ACCOUNTING POLICIES continued

1.14 Financial instruments continued

Trade receivables

The group makes use of a simplified approach in accounting for trade receivables, and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument. The group uses its historical experience, external indicators and forward-looking information to calculate the expected credit losses using a probability-weighted provision matrix. The group's write-off policy determines that a trade and other receivable be derecognised when there is no realistic prospect of recovery and all avenues of recovery have been exhausted. Any recoveries made are recognised in profit and loss.

Classification and measurement of financial liabilities

The group's financial liabilities include borrowings and trade and other payables.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless designated as a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance cost, finance income or fair value adjustments.

The Company and the group do not apply hedge accounting.

Foreign exchange contracts

Foreign exchange contracts are entered into in order to hedge foreign exchange exposure. Upon initial recognition, the contracts are measured at fair value. Subsequent measurement is at fair value through profit or loss with gains or losses on fair value measurements recorded in profit or loss.

1.15 Foreign currency transactions

Foreign currency transactions are recorded on initial recognition in South African Rand, by applying to the foreign currency amount the exchange rate between the Rand and the relevant foreign currency at the date of the transaction.

At each reporting date:

- Foreign currency monetary items are reported using the closing rate.
- Non-monetary items, which are carried in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction.
- Non-monetary items, which are carried at fair value denominated in a foreign currency, are reported using the exchange rates that existed when the values were determined.

Exchange differences arising on the settlement of monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognised in profit or loss in the period in which they arise.

1.16 Revenue from contracts with customers

The group recognises revenue from the following major sources:

1. Publishing, printing and distribution
2. Packaging and stationery
3. Dividend income (Company)

Transactions involving a range of the group's products and services, for example printing and distribution, are often entered into. The total transaction price for a contract is allocated amongst the various performance obligation based on their relative stand-alone selling prices.

All of the group's revenue is recognised when performance obligations are satisfied by transferring the goods or services to the customer. Consideration received is fixed and does not contain a significant financing component.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties, VAT, returns, rebates and discounts.

1. SIGNIFICANT ACCOUNTING POLICIES continued

1.16 Revenue from contracts with customers continued

1. Publishing, printing and distribution

Revenue from the sale of newspapers and magazines, is recognised net of estimated returns at a point in time when the newspapers or magazines are sold. Revenue from the supply of printing work, are recognised at a point in time upon delivery of printed products and customer acceptance.

2. Packaging and stationery

Revenue from the sale of packaging and stationery products, are recognised at a point in time upon delivery of products and customer acceptance.

3. Dividend income

Dividend income is recognised at a point in time when the group's right to receive payment is established.

The sale of goods is seldom sold with volume discounts based on aggregated sales over a 12-month period. Revenue from these sales is recognised based on the price specified in the contract, net of estimated volume discounts.

1.17 Other operating income

Other operating income comprises income derived from non-core activities and is recognised in the period in which it occurs, for example rental received from non-group companies, proceeds from the sale of waste products, insurance recoveries and discounts received.

1.18 Employee benefits

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical aid), are recognised in the period in which the service is rendered, and are not discounted.

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlement or, in the case of non-accumulating absences, when the absence occurs. The expected cost of profit sharing and bonus payments is recognised as an expense when there is a legal or constructive obligation to make such payments as a result of past performance.

1.19 Operating segments

The group's operating segments are determined by the chief operating decision-maker (managing director) who regularly reviews the available financial information regarding the operating results of the identified operating segments in order to make decisions about resource allocations and performances.

The group's reportable segments are strategic business units that offer different products and services. The Group identified three reportable segments: Publishing, printing and distribution, Packaging and stationery and Other. The Publishing, printing and distribution segment derive revenue from newspaper publishing and printing, digital assets, Web and gravure printing and Book and magazine printing.

The Packaging and stationery segment derive revenue from selling packaging and stationery products.

The Other segment derive revenue from dividends and intergroup admin fees.

1.20 Share-based payments

The group also operates a phantom share option cash settled share-based payment scheme. An option pricing model is used to measure the group's liability at each reporting date, taking into account the terms and conditions on which the bonus is awarded and the extent to which employees have rendered service. Movements in the liability (other than cash payments) are recognised in the consolidated statement of comprehensive income.

1.21 Key management assumptions

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that may affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

1. SIGNIFICANT ACCOUNTING POLICIES continued

1.21 Key management assumptions continued

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision only affects that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key assumption

Impairment of assets

Basis for determining value assigned to key assumption:

Where the group has an asset for which there is limited operational use, it is impaired to its recoverable amount. Recoverable amount is determined with reference to the estimated value in use and the realisable value on sale.

Key inputs such as the estimated future cash flows and discount rates applied, to present value these cash flows, are used to determine the estimated value in use.

Key assumption

Expected credit losses under IFRS 9

Basis for determining value assigned to key assumption

The group uses its historical experience, external indicators, forward-looking information and general approach to calculate the expected credit losses using a provision matrix.

The factors above include information such as inflationary pressures and forecasts, unemployment rates, political climates and other forecasted economic information.

Key assumption

Revaluation of property

Basis for determining value assigned to key assumption

The group revalues its properties every five years using an independent professional valuer. The basis applied by the valuer is determined with reference to an open-market value. Fair value is reviewed in the other years by the directors in order to determine any changes in circumstances or significant changes to fair value.

Assumptions applied in the fair value calculation require judgement in determining the appropriate discount rate and estimate future cash flows.

Key assumption

Asset lives and residual values

Basis for determining value assigned to key assumption

Property, plant and equipment is depreciated over its useful life taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of judgemental factors. In reassessing asset lives, factors such as technological innovation and maintenance programmes are taken into account. Residual value assessments consider issues such as future market conditions, the remaining life of the asset and projected disposal values.

Key assumption

Valuation of unlisted investments

Basis for determining value assigned to key assumption

The basis used for the valuation of unlisted investments is the present value of the estimated future cash flows discounted at the determined pre-tax rate taking into account relevant risk factors.

Key assumption

Goodwill and intangible assets with indefinite useful lives

Basis for determining value assigned to key assumption

Goodwill and intangible assets with indefinite useful lives is tested for impairment on an annual basis and when there is an indicator of impairment. Kindly refer to note 4 for more information on estimates and assumptions used such as the estimated future cash flows and determination of the discount rate.

1. SIGNIFICANT ACCOUNTING POLICIES continued

1.22 New standards and interpretations

In the current year, the group has adopted the following standards and interpretations that are effective for the current financial year and that are relevant to its operations:

Standard/ Interpretation	Details of amendments	Effective date: Financial years beginning on or after	Expected impact:
Annual Improvements to IFRS Standards 2018–2020: Amendments to IFRS 1	In May 2020, the IASB issued minor amendments to IFRS 1 *First-time Adoption of International Financial Reporting Standards*, IFRS 9 *Financial Instruments*, IAS 41 Agriculture and the Illustrative Examples accompanying IFRS 16 *Leases*.	1 January 2022	The impact of the amendment is not material.
Conceptual Framework for Financial Reporting: Amendments to IFRS 3	In May 2020, the IASB issued amendments to IFRS 3, which update a reference to the Conceptual Framework for Financial Reporting without changing the accounting requirements for business combinations. The amendments are effective for annual reporting periods beginning on or after 1 January 2022. Earlier application is permitted.	1 January 2022	The impact of the amendment is not material.

1.23 Significant statements and interpretations not yet effective and expected to be applicable

The group has elected not to early adopt the following standards and interpretations which have been published and are mandatory for the group's accounting periods beginning on or after 01 January 2022 or later periods:

Standard/ Interpretation	Details of amendments	Effective date: Financial years beginning on or after	Expected impact:
IAS 12 *Income Taxes* (Amendment – Deferred Tax related to Assets and Liabilities arising from a Single Transaction)	The amendment clarifies whether the initial recognition exemption applies to certain transactions that result in both an asset and a liability being recognised simultaneously (e.g. a lease in the scope of IFRS 16). The amendments introduce an additional criterion for the initial recognition exemption under IAS 12.15, whereby the exemption does not apply to the initial recognition of an asset or liability which at the time of the transaction, gives rise to equal taxable and deductible temporary differences.	1 January 2023	The impact of the amendment is not material.
IAS 1 *Presentation of Financial Statements* (Amendment – Disclosure of Accounting Policies)	The amendments require companies to disclose their material accounting policy information rather than their significant accounting policies, with additional guidance added to the Standard to explain how an entity can identify material accounting policy information with examples of when accounting policy information is likely to be material.	1 January 2023	The impact of the amendment is not material.
IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* (Amendment – Definition of Accounting Estimates)	The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates, by replacing the definition of a change in accounting estimates with a new definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". The requirements for recognising the effect of change in accounting prospectively remain unchanged.	1 January 2023	The impact of the amendment is not material.

1. SIGNIFICANT ACCOUNTING POLICIES continued

1.23 Significant statements and interpretations not yet effective and expected to be applicable continued

Standard/ Interpretation	Details of amendments	Effective date: Financial years beginning on or after	Expected impact:
IAS 1 *Presentation of Financial Statements* (Amendment – Classification of Liabilities as Current or Non-Current)	In January 2020, the IASB issued amendments to IAS 1, which clarify how an entity classifies liabilities as current or non-current. The amendments initially had an effective date of 1 January 2022, however, in July 2020 this was deferred until 1 January 2023 as a result of the Covid-19 pandemic. An exposure draft issued in November 2021 proposes to defer the effective date further (see the final paragraph of this section). These amendments are expected to have a significant impact on many entities, with more liabilities being classified as current, particularly those with covenants relating to borrowings. In response to feedback and enquiries from stakeholders, in December 2020, the IFRS Interpretations Committee (the Committee) issued a tentative agenda decision, which analysed the applicability of the amendments to three scenarios. However, due to the feedback received and various concerns raised about the outcome of applying the amendment, the Committee did not finalise the tentative agenda decision and referred the matter to the IASB. The IASB, at its meeting held in June 2021, tentatively decided to amend the requirements in IAS 1 with respect to the classification of liabilities subject to conditions and disclosure of information about such conditions and to defer the effective date of the 2020 amendment by at least one year to annual reporting periods beginning no earlier than on or after 1 January 2024. In November 2021, the IASB issued an exposure draft to modify the 2020 amendments – Non-Current Liabilities with Covenants. This exposure draft aims to address the concerns raised by stakeholders. For more information, see 'Maintenance Projects' section below for information on the exposure draft.	1 January 2023	The impact of the amendment is not material.

2. PROPERTY, PLANT AND EQUIPMENT (GROUP)

COST OR VALUATION

R000	Freehold land and buildings	Leasehold improve-ments	Plant and machinery	Vehicles	Furniture and equipment	Titles	Total
GROUP							
Year ended 30 June 2023							
Opening net book value	**1 211 137**	**4 055**	**1 051 237**	**8 659**	**34 835**	**17 458**	**2 327 381**
Additions	**17 599**	**–**	**258 386**	**5 969**	**16 026**	**–**	**297 980**
Disposals	**(734)**	**–**	**(27 185)**	**(136)**	**(3 187)**	**–**	**(31 242)**
Revaluations	**117 946**	**–**	**–**	**–**	**–**	**–**	**117 946**
Impairment	**–**	**–**	**(581)**	**–**	**–**	**–**	**(581)**
Business combination	**32 032**	**–**	**41 085**	**2**	**797**	**–**	**73 916**
Depreciation	**(11 800)**	**–**	**(191 676)**	**(4 473)**	**(19 091)**	**–**	**(227 040)**
Closing net book value	**1 366 180**	**4 055**	**1 131 266**	**10 021**	**29 380**	**17 458**	**2 558 360**
Summary							
Cost	**64 294**	**4 055**	**4 621 821**	**75 297**	**288 863**	**47 457**	**5 101 787**
Valuation	**1 405 917**	**–**	**–**	**–**	**–**	**–**	**1 405 710**
	1 470 211	**4 055**	**4 621 821**	**75 297**	**288 863**	**47 457**	**6 507 704**
Accumulated depreciation and impairment	**(104 031)**	**–**	**(3 490 555)**	**(65 276)**	**(259 483)**	**(29 999)**	**(3 949 344)**
Net carrying amount	**1 366 180**	**4 055**	**1 131 266**	**10 021**	**29 380**	**17 458**	**2 558 360**
Year ended 30 June 2022							
Opening net book value	1 212 722	4 835	1 092 335	9 515	24 175	17 458	2 361 040
Additions	15 868	–	154 580	4 289	26 707	1 009	202 453
Disposals	(5 078)	(780)	(6 368)	(391)	(315)	–	(12 932)
Revaluations	(1 423)	–	–	–	–	–	(1 423)
Impairment	–	–	(2 167)	–	–	–	(2 167)
Depreciation	(10 952)	–	(187 143)	(4 754)	(15 732)	(1 009)	(219 590)
Closing net book value	1 211 137	4 055	1 051 237	8 659	34 835	17 458	2 327 381
Summary							
Cost	15 868	4 055	4 439 436	76 817	322 775	47 457	4 906 408
Valuation	1 288 498	–	–	–	–	–	1 288 498
	1 304 366	4 055	4 439 436	76 817	322 775	47 457	6 194 906
Accumulated depreciation and impairment	(93 229)	–	(3 388 199)	(68 158)	(287 940)	(29 999)	(3 867 525)
Net carrying amount	1 211 137	4 055	1 051 237	8 659	34 835	17 458	2 327 381

The register of fixed property is available for inspection at the registered office of the Company.

The current trading environment and outlook for the foreseeable future has meant that the group has had to reassess the cash-generating ability of certain plant and equipment. Certain assets were assessed for impairment at an operational level by operational management using the value-in-use method. The cash flows were deemed to be nil and as a result, these items were deemed obsolete and fully impaired.

The fixed property assets are valued using fair market values at the reporting date using the following hierarchy:

Level 1 – Quoted unadjusted prices in active markets for identical assets that the Company can access at measurement date.

Level 2 – Inputs used, other than quoted prices included within Level 1, that are observable for the asset, either directly or indirectly.

Level 3 – Fair value determined on an open market valuation basis.

Fixed property assets are categorised as Level 3.

The fair values of the group's main fixed property assets are based on June 2023 appraisals performed by the independent valuers Balme van Wyk and Tugman Proprietary Limited. The fair values of the properties were determined on an open market valuation basis. The key assumptions in the valuations were gross monthly rental income adjusted by a cost ratio, and yields of between 9,5% and 12,0%.

3. INTANGIBLE ASSETS

R000	Digital platforms	Computer software	Rights	Brands	Client lists	Trademarks	Total
GROUP							
Year ended 30 June 2023							
Opening net book value	**2 054**	**11 041**	**2 655**	**2 490**	**5 320**	**1 682**	**25 242**
Additions	**–**	**732**	**–**	**–**	**–**	**–**	**732**
Disposals	**(118)**	**(4 789)**	**–**	**(1 886)**	**(4 032)**	**–**	**(10 825)**
Impairment	**–**	**(1 676)**	**(2 655)**	**–**	**–**	**–**	**(4 331)**
Business combination	**–**	**400**	**–**	**–**	**–**	**–**	**400**
Amortisation	**(645)**	**(332)**	**–**	**(604)**	**(1 288)**	**(1 682)**	**(4 551)**
Closing net book value	**1 291**	**5 376**	**–**	**–**	**–**	**–**	**6 667**
Summary							
Cost	**6 831**	**10 307**	**–**	**–**	**–**	**9 802**	**26 940**
Accumulated amortisation and impairment	**(5 540)**	**(4 931)**	**–**	**–**	**–**	**(9 802)**	**(20 273)**
Net carrying amount	**1 291**	**5 376**	**–**	**–**	**–**	**–**	**6 667**
Year ended 30 June 2022							
Opening net book value	8 014	13 414	2 655	4 061	8 680	1 849	38 673
Additions	880	2 825	–	–	–	–	3 705
Disposals		(682)	–	–	–	–	(682)
Impairment	(4 702)	(3 520)	–	–	–	–	(8 222)
Amortisation	(2 138)	(996)	–	(1 571)	(3 360)	(167)	(8 232)
Closing net book value	2 054	11 041	2 655	2 490	5 320	1 682	25 242
Summary							
Cost	14 221	23 486	2 655	7 858	16 801	9 802	74 823
Accumulated amortisation and impairment	(12 167)	(12 444)	–	(5 367)	(11 481)	(8 120)	(49 580)
Net carrying amount	2 054	11 041	2 655	2 490	5 320	1 682	25 242

The intangible assets mainly comprise of income-generating software applications, client lists and digital platforms. Some digital platforms were internally generated but the rest of the intangible assets were acquired through acquisition.

	GROUP 2023 R000	2022 R000
Carrying amount of intangible assets:		
Internally generated	**915**	1 383
Not internally generated	**5 752**	23 859
	6 667	25 242

The majority of the group's intangible assets are held through our subsidiary, Cognition Holdings Limited. This business engaged in a re-evaluation process of its strategic growth prospects. It decided to no longer pursue some interests, which resulted in it impairing some intangible assets that were not yet available for use and do not form part of the business's strategic focus areas. This has resulted in the business impairing R4.3 million of intangible assets in the period as the future economic benefits of these intangible assets were uncertain.

COMPANY 2022 R000	COMPANY 2023 R000		GROUP 2023 R000	GROUP 2022 R000
		4. GOODWILL		
		Opening net book value	**81 202**	85 067
		Recognised on acquisition of business	**33 839**	–
		Disposals	**(41 538)**	–
		Impairment	**(1 217)**	(3 865)
–	**–**	Closing net book value	**72 286**	81 202
		Summary		
		Gross carrying amount	**276 966**	284 665
		Impairment	**(204 680)**	(203 463)
–	**–**	Closing net book value	**72 286**	81 202
		Goodwill is allocated to the operating segments as follows:		
		Publishing, printing and distribution	**42 286**	55 202
		Packaging and stationery	**30 000**	26 000
–	**–**	Closing net book value	**72 286**	81 202
		Goodwill relates to the following cash-generating units:		
		Flip File Proprietary Limited	**26 000**	26 000
		Cognition Holdings Limited	**13 664**	13 664
		Private Property Proprietary Limited	–	41 538
		Capital Media Proprietary Limited	**28 622**	–
		Allflex CC	**4 000**	–
–	**–**	Closing net book value	**72 286**	81 202

The cash flows used in the value-in-use impairment testing of the goodwill were the forecasts for five years and extrapolations of expected cash flows for the remaining life using long-term growth rates.

The following key assumptions were applied by management:

- Long-term growth rates of between 3,9% and 4,0% (2022: 3,9% and 4,5%)
- Pre-tax discount rates of between 25.1% and 26,8% (2022: 26,6% and 27,1%)

The impairment testing indicated an impairment of R1,2 million (2022: R3,8 million).

The values assigned to key assumptions represent management's assessment of the businesses and are based on both external and internal sources of data.

Current assessment of the carrying value of Goodwill indicates that there is headroom of R157,9 million (2022: R49,4 million).

If the terminal growth rate had been 1% lower, with all other variables held constant, headroom would have decreased by approximately R7,3 million (2022: R12,6 million).

If the terminal growth rate had been 1% higher, with all other variables held constant, headroom would have increased by approximately R8,3 million (2022: R12,6 million).

If the discount rate had been 1% higher, with all other variables held constant, headroom would have decreased by approximately R7,1 million (2022: R1,8 million).

If the discount rate had been 1% lower, with all other variables held constant, headroom would have increased by approximately R 7,4 million (2022: R1,8 million).

Based on sensitivity above, a possible change in the factors discussed would therefore reasonably not lead to any impairment.

COMPANY 2022 R000	COMPANY 2023 R000			GROUP 2023 R000	GROUP 2022 R000
		5.	**INTEREST IN SUBSIDIARIES**		
1 356 202	**1 356 202**		Shares at cost		
2 170	**307 018**		Owing by subsidiaries		
1 358 372	**1 663 220**			**–**	–
1 356 202	**1 356 202**		Shown as non-current assets	**–**	–
2 170	**307 018**		Shown as current assets	**–**	–
			The amounts owing by the subsidiaries are unsecured, and have various repayment terms. All terms are considered to be short-term.		
			Expected Credit Losses (ECL) on amounts owed by subsidiaries are immaterial.		
			Subsidiary company details are set out on page 82.		
		6.	**INTEREST IN ASSOCIATES**		
			Associated companies		
69 962	**70 256**		Shares at cost – opening balance	**160 837**	160 513
294	**17 691**		Acquired in the current year	**–**	324
–	**(1 565)**		Disposed in the current year	**(13 132)**	–
(9 302)	**(11 177)**		Less: accumulated impairment	**(97 917)**	(96 042)
60 954	**75 205**			**49 788**	64 795
–	**–**		Share of post–acquisition reserves	**25 772**	39 965
60 954	**75 205**		Total carrying value	**75 560**	104 760
8 549	**6 000**		Loans	**14 109**	38 219
69 503	**81 205**			**89 669**	142 979

COMPANY			GROUP	
2022 R000	2023 R000		2023 R000	2022 R000

6. INTEREST IN ASSOCIATES continued

The investments in various associates were impaired as a result of reduced profitability and an ongoing difficult trading environment.

The cash flows used in the value-in-use impairment testing of the investment in associates were the forecasts for five years and extrapolations of expected cash flows for the remaining life using long-term growth rates. The following key assumptions were applied by management:

- Long-term growth rates of 3,9% (2022: 3.9%)
- Pre-tax discount rates of between 25,7% and 25,8% (2022: 26.4% and 28.6%)

The impairment testing indicated an impairment in the investment of R1,8 million (2022: R5,3 million).

The Company's share of losses in associates exceeded the related interest by R 2,1 million in 2023 (2022: R2,2 million) and these losses were not recognised.

The Company has not incurred legal or constructive obligations on behalf of those associates.

The current year profits not recognised amounted to R11,4 million (2022: Nil).

Information relating to the impairment of associates is set out on page 83.

Loans to associates

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the group.

The group's exposure to credit risk with regard to loans is the maximum amount reflected in the carrying value of the loans.

Interest rate risk refers to the risk that the fair value of future cash flows of the loans will fluctuate because of changes in market-related interest rates charged on loan accounts.

The loans are unsecured, bear interest at market-related rates, which range between prime less 3.2% and prime less 1%, have various repayment terms, and are considered to be long-term.

Management assesses the recoverability of the loans on an ongoing basis. During the year certain loans were specifically impaired although the Expected Credit Loss was immaterial.

At 30 June 2023, if interest rates had been 1% higher with all other variables held constant, group post-tax profit for the year would have increased by approximately R0 million (2022: R0 million), company approximately R0 million (2022: R0 million).

If interest rates had been 1% lower, group post-tax profit would have decreased by approximately R0 million (2022: R0 million), company approximately R0 million (2022: R0 million).

Information relating to loans to associates is set out on page 83.

COMPANY 2022 R000	COMPANY 2023 R000			GROUP 2023 R000	GROUP 2022 R000
		7.	**INVESTMENTS**		
			Listed investments		
1 546 254	**1 272 915**		Mpact Limited	**1 272 915**	1 546 254
7 444	**6 885**		African Media Entertainment Limited	**6 885**	7 444
80 001	**93 031**		Novus Holdings Limited	**93 031**	80 001
–	**376**		Nampak Limited	**376**	–
59 563	**–**		FirstRand Limited - B Preference shares earning a dividend of 75,48% of prime	**–**	59 563
1 693 262	**1 373 207**		Total balance of listed investments	**1 373 207**	1 693 262
			Unlisted investments		
48 447	**48 447**		Thebe Convergent Technology Holdings Proprietary Limited	**48 447**	48 447
20 096	**20 096**		COAX Partners Proprietary Limited	**20 096**	20 096
68 543	**68 543**		Total balance of unlisted investments	**68 543**	68 543
1 761 805	**1 441 750**		**Total investments**	**1 441 750**	1 761 805
1 761 805	**1 441 750**		Fair value of investments	**1 441 750**	1 761 805

COMPANY			GROUP	
2022 R000	2023 R000		2023 R000	2022 R000

7. INVESTMENTS continued

These investments are classified at fair value through other comprehensive income and will not subsequently be reclassified to profit and loss.

At 30 June 2023 the Company held 33.7% in Mpact Limited. It is disclosed as an investment, and not as an associate as the group does not have significant influence over the company's operating and financial policies, as evidenced by the lack of any direct or indirect involvement at the board level.

Equity price risk refers to the risk that the fair value of the future cash flows of the equity investments will fluctuate because of changes in market prices.

The investments are valued using fair market value at the reporting date using the following hierarchy:

Level 1 – Quoted prices available in active markets for identical assets or liabilities.

Level 2 – Inputs used, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly.

Level 3 – Fair value determined by valuation that uses inputs that are not based on observable market data.

The level of each investment is determined as follows:

- Listed investments are categorised as Level 1.
- Thebe Convergent Technology Holdings and COAX Partners are categorised as Level 3.

For the valuation of the investment in Thebe Convergent Technology Holdings, a discounted cash flow model was applied using a cash flow forecast for five years and an extrapolation of expected cash flows using a long-term growth rate, with the following key assumptions applied by management:

- Long term growth rate of 3.9% (2022: 3.9%)
- Pre-tax discount rate of 26.3% (2022: 26.2%)

If the terminal growth rate had been 1% lower, with all other variables held constant, the fair value would have decreased by approximately R1.3 million (2022: R1.4 million), with no adjustment required.

If the terminal growth rate had been 1% higher, with all other variables held constant, the fair value would have increased by approximately R1.4 million (2022: R1.6 million).

If the discount rate had been 1% lower, with all other variables held constant, the fair value would have increased by approximately R 1,2 million (2022: R1.4 million).

If the discount rate had been 1% higher, with all other variables held constant, the fair value would have decreased by approximately R 1,2 million (2022: R1.4 million), with no adjustment required.

For the valuation of COAX Partners Proprietary Limited, the net asset value was used which approximates the fair value.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

for the year ended 30 June 2023 continued

COMPANY 2022 R000	COMPANY 2023 R000			GROUP 2023 R000	GROUP 2022 R000
		8.	**INVENTORIES**		
			Raw materials	**1 314 097**	1 184 441
			Work in progress	**157 068**	120 618
			Finished goods	**243 754**	225 635
–	**–**			**1 714 920**	1 530 694
			Comprising:		
			Inventory at cost	**1 419 957**	1 436 851
			Inventory at net realisable value	**294 964**	93 843
–	**–**			**1 714 920**	1 530 694
		9.	**TRADE AND OTHER RECEIVABLES**		
–	**–**		Trade accounts receivable	**1 348 200**	1 194 557
–	**–**		Credit loss allowance	**(53 728)**	(53 302)
–	**–**		Prepayments	**17 553**	25 934
464	**2 044**		Other receivables	**52 969**	73 730
464	**2 044**			**1 364 994**	1 240 919

Trade accounts receivable

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the group.

Trade accounts receivable (before allowance for impairments) represents the maximum exposure to credit risk.

COMPANY 2022 R000	COMPANY 2023 R000		GROUP 2023 R000	GROUP 2022 R000
–	**–**	The maximum exposure to credit risk at the reporting date	**1 348 200**	1 194 557

The maximum exposure to credit risk for trade accounts receivable (before credit loss allowance) at the reporting date by type of customer was:

COMPANY 2022 R000	COMPANY 2023 R000		Average debtor terms (days)	GROUP 2023 R000	GROUP 2022 R000
		Parastatals/government	60	**5 643**	6 191
		Corporates	30 to 60	**1 121 389**	1 049 538
		SMMEs	30	**215 198**	134 265
		Individuals	30	**5 970**	4 563
–	**–**			**1 348 200**	1 194 557

The group has a large diversity of customers and thus has a limited exposure to any one customer.

Credit risk is minimised through an initial new client acceptance procedure whereby potential customers are individually assessed before an appropriate credit limit is allocated to the new client. The group uses credit vetting agencies who maintain current credit data on most companies in South Africa.

Listings of overdue customer balances are reviewed monthly against their credit terms/limits. Customers exceeding their credit terms/limits must settle their overdue balances before any further credit is extended. Appropriate action is taken to recover long overdue debts.

COMPANY 2022 R000	2023 R000			GROUP 2023 R000	2022 R000
		9.	**TRADE AND OTHER RECEIVABLES** continued		
			Credit loss allowance for trade accounts receivable		
			Opening balance	**53 302**	70 572
			Raised	**13 408**	5 382
			Acquired	**253**	–
			Utilised	**(4 094)**	(17 907)
			Reversed	**(9 141)**	(4 745)
–	**–**		Closing balance	**53 728**	53 302
			The movement in the loss allowance comprises:		
			Financial difficulties/bankruptcy	**426**	637
–	**–**			**426**	637

Trade receivables

A loss allowance is recognised for all trade receivables, in accordance with IFRS 9 *Financial Instruments*, and is monitored at the end of each reporting period. In addition to the loss allowance, trade receivables are written off when there is no reasonable expectation of recovery, for example, when a debtor has been placed under liquidation. Trade receivables that have been written off are not subject to enforcement activities.

The probability-weighted provision matrix is set out below for the current and prior years:

		Current	30 days	60 days	90 days	120 days and over	Total
2023							
Gross carrying value of trade accounts receivable		**883 541**	**382 974**	**195 671**	**128 570**	**64 899**	**1 655 655**
Less: Specifically impaired trade receivables		**495**	**642**	**2 812**	**5 580**	**41 199**	**50 727**
		883 046	**382 332**	**192 859**	**122 990**	**23 700**	**1 604 928**
Expected credit loss rate	(%)	**0.06**	**0.15**	**0.28**	**0.63**	**2.40**	
Lifetime expected credit loss		**558**	**563**	**531**	**779**	**568**	**3 000**
Total expected credit loss (including specific allowance)		**1 052**	**1 205**	**3 343**	**6 359**	**41 768**	**53 728**
2022							
Gross carrying value of trade accounts receivable		607 471	355 848	104 562	101 409	25 267	1 194 557
Less: Specifically impaired trade receivables		–	8 896	13 070	12 676	10 114	44 757
		607 471	346 952	91 492	88 733	15 153	1 149 800
Expected credit loss rate	(%)	0.28	0.55	1.52	3.34	3.71	
Lifetime expected credit loss		1 729	1 898	1 394	2 962	562	8 545
Total expected credit loss (including specific allowance)		1 729	10 794	14 465	15 638	10 676	53 302

COMPANY 2022 R000	COMPANY 2023 R000			GROUP 2023 R000	GROUP 2022 R000
		9.	**TRADE AND OTHER RECEIVABLES** continued		
			Other receivables		
			The carrying amount of the following financial assets represents the maximum credit exposure:		
464	**2 044**		Other receivables	**52 969**	73 730

Listings of other receivables are reviewed on a monthly basis. Other receivables are only raised when there is a contractual obligation due to the group, e.g. rebates receivable, interest receivable or insurance claims due to the Company. The credit risk associated with these are considered to be minimal.

Expected credit losses for other receivables are considered immaterial.

COMPANY 2022 R000	COMPANY 2023 R000			GROUP 2023 R000	GROUP 2022 R000
		10.	**CASH EQUIVALENTS**		
900 000	**700 000**		Vested right agreement shares earning a dividend of between 55.5% and 59.7% of prime	**700 000**	900 000

These vested right agreements are immediately redeemable and have no fixed terms attached to them.

The group is exposed to interest rate risk as the dividend yield on the preference shares is linked to fixed percentages of the prime rate of interest, which is subject to fluctuations.

Management does not consider the above to have any associated credit risk as the instruments are those of reputable counterparties that have credit ratings of at least B by Standard & Poor's.

At 30 June 2023, if the prime rate had been 1% higher, with all other variables held constant, group post-tax profit for the year would have increased by approximately R7,0 million (2022: R9.0 million).

If the prime rate had been 1% lower, with all other variables held constant, group post-tax profit for the year would have decreased by approximately R7,0 million (2022: R9.0 million).

COMPANY 2022 R000	COMPANY 2023 R000			GROUP 2023 R000	GROUP 2022 R000
		11.	**CASH**		
–	**121 364**		Cash at bank	**590 925**	569 381
(117 889)	**(114 079)**		Bank in overdraft	**–**	–
–	**–**		Cash on call and deposit	**597 450**	195 362
(117 889)	**7 285**			**1 188 376**	764 743

The group has a set-off arrangement with their banker RMB, under which balances are netted off, as per the Cash Management Structure.

The group's cash at bank and on call and deposit is placed with financial institutions that have a credit rating of BB- as determined by Standard and Poor's rating scales. As a result, the group has insignificant credit risk with respect to its cash. The group's cash deposits are for short periods at fluctuating market-related rates, and exposure to interest rate risk therefore exists.

At 30 June 2023, if interest rates had been 1% higher with all other variables held constant, group post-tax profit for the year would have increased by approximately R2,1 million (2022: R9,2 million).

If interest rates had been 1% lower with all other variables held constant, group post-tax profit for the year would have decreased by approximately R1,6 million (2022: R9,2 million).

COMPANY 2022 R000	COMPANY 2023 R000			GROUP 2023 R000	GROUP 2022 R000
		12.	**SHARE CAPITAL**		
			AUTHORISED		
			Ordinary shares		
30 000	**30 000**		1 200 000 000 ordinary shares of 2.5 cents each	**30 000**	30 000
			Preference shares		
200	**200**		100 000 6% cumulative participating preference shares of R2 each	**200**	200
			ISSUED		
			Ordinary shares		
9 041	**8 976**		362 534 648 (2021: 370 488 772) ordinary shares of 2.5 cents each	**8 976**	9 041
370 488 772	**362 534 648**		Opening balance of ordinary shares in issue	**362 534 648**	370 488 772
(7 954 124)	**(3 231 551)**		Shares repurchased	**(3 231 551)**	(7 954 124)
362 534 648	**359 303 097**		Closing balance of ordinary shares in issue	**359 303 097**	362 534 648
			Preference shares		
100	**100**		50 000 6% cumulative participating preference shares of R2 each	**100**	100
			The unissued shares are under the control of the directors until the next annual general meeting.		
			Information relating to the terms is set out in note 32.		
			During the current year, the company repurchased 3 231 551 (2022: 7 954 124) of its own shares and paid a consideration of R25 million (2022: R73 million).		
		13.	**FAIR VALUE ADJUSTMENTS**		
241 035	**(254 226)**		Fair value adjustments on investments	**(254 226)**	241 034
(53 993)	**54 872**		Deferred tax on investments	**54 872**	(53 992)
–	**–**		Fair value adjustments on properties	**117 946**	(1 834)
–	**–**		Deferred tax on properties	**(25 476)**	411
187 042	**(199 354)**		Fair value adjustments after tax	**(106 884)**	185 619
		14.	**NON-CONTROLLING INTEREST**		
			Balance at beginning of the year	**73 953**	77 189
			Disposals	**(41 678)**	–
			Rights offer*	**–**	9 999
			Share of earnings	**18 056**	(7 952)
			Dividends paid	**(17 241)**	(5 283)
–	**–**		Balance at end of year	**33 090**	73 953
			* This relates to the rights offer issued by Vizirama Proprietary Limited whereby all shareholders took up shares in proportion to their existing shareholding.		

COMPANY 2022 R000	COMPANY 2023 R000			GROUP 2023 R000	GROUP 2022 R000
		15.	**DEFERRED TAXATION**		
			Deferred taxation comprises temporary differences arising on:		
–	**–**		– property, plant and equipment	**424 294**	401 279
164 846	**109 974**		– investments	**109 974**	164 846
–	**–**		– expected credit losses on trade receivables	**(9 012)**	(11 302)
–	**–**		– provisions	**(98 940)**	(99 857)
–	**–**		– assessed losses	**(4 617)**	(14 707)
–	**–**		– other	**(7 903)**	(12 158)
164 846	**109 974**		**Total deferred tax liability**	**413 796**	428 101
			Comprising:		
164 846	**109 974**		Deferred tax liability	**444 300**	459 464
–	**–**		Deferred tax asset	**(30 504)**	(31 363)
164 846	**109 974**			**413 796**	428 101
			Reconciliation of movement in deferred tax liability		
110 855	**164 846**		Opening balance:	**428 101**	409 630
–	**–**		– property, plant and equipment	**23 015**	(25 485)
53 991	**(54 872)**		– investments	**(54 872)**	53 991
–	**–**		– expected credit losses on trade receivables	**2 290**	2 682
–	**–**		– provisions	**917**	(10 994)
–	**–**		– assessed losses	**10 090**	2 570
–	**–**		– other	**4 255**	(4 293)
164 846	**109 974**		**Total deferred tax liability**	**413 796**	428 101
		16.	**TRADE AND OTHER PAYABLES**		
–	**–**		Trade accounts payable	**869 009**	754 980
10 567	**11 152**		Sundry accounts payable and accruals	**345 856**	395 115
10 567	**11 152**			**1 214 865**	1 150 095

Trade accounts payable

Liquidity risk

The group has negotiated favourable credit terms with suppliers that enables the group to utilise its operating cash flow to full effect. The suppliers' age-analysis is reviewed by management on a regular basis to ensure that credit terms are adhered to and that suppliers are paid when due. The contractual maturities are set out in note 39.

Currency risk

The group has clearly defined policies for the management of foreign currency risks. Transactions that give rise to foreign currency cash flows are hedged with forward exchange contracts. Hedge accounting is not applied. There are no other foreign currency risks.

Interest rate risk

The group has no material exposure to interest rate risk as suppliers do not charge interest.

COMPANY 2022 R000	2023 R000			GROUP 2023 R000	2022 R000
		17.	**PROVISIONS**		
			Bonus		
			Opening balance	**22 776**	101 868
			Additional provisions	**–**	–
			Utilised/reversed	**(15 614)**	(79 092)
–	**–**		Closing balance	**7 162**	22 776
			Leave pay		
			Opening balance	**7 064**	37 179
			Additional provisions	**–**	–
			Utilised/reversed	**(7 064)**	(30 115)
–	**–**		Closing balance	**–**	7 064
			Volume discount allowed		
			Opening balance	**66 203**	54 092
			Additional provisions	**111 921**	98 606
			Utilised/reversed	**(98 400)**	(86 495)
–	**–**		Closing balance	**79 725**	66 203
			Retrenchments		
			Opening balance	**4 718**	9 133
			Additional provisions	**12 638**	–
			Utilised/reversed	**(6 778)**	(4 415)
–	**–**		Closing balance	**10 578**	4 718
			Operational provisions		
			Opening balance	**126 079**	103 502
			Additional provisions	**132 563**	156 098
			Utilised/reversed	**(180 166)**	(133 521)
–	**–**		Closing balance	**78 477**	126 079
			Total provisions		
			Opening balance	**226 841**	305 774
			Additional provisions	**257 122**	254 704
			Utilised/reversed	**(308 021)**	(333 638)
–	**–**		Closing balance	**175 942**	226 840

Bonuses are generally paid in December and, for management, upon approval by the Board of the annual financial statements.

The timing of the leave pay provision is uncertain as leave pay is only payable when an employee leaves the employ of the group or is utilised when an employee takes leave.

Volume discounts are paid after the financial year-end.

The retrenchment provision is for costs relating to the termination of employees' services as a result of restructuring. The payments are made when the employees' services are terminated.

The operational provisions will be utilised after the financial year-end.

COMPANY 2022 R000	2023 R000			GROUP 2023 R000	2022 R000
		18.	**AMOUNTS OWED TO GROUP COMPANIES**		
1 538 951	**12 850**		The amounts owed are unsecured, interest-free and repayable on demand. All terms are considered to be short-term.	**–**	–

COMPANY 2022 R000	COMPANY 2023 R000		GROUP 2023 R000	GROUP 2022 R000
		19. LEASES		
		Right-of-use assets		
		Opening balance	**16 016**	38 972
		Acquired	**96**	-
		New contracts	**5 451**	4 968
		Contracts terminated/settled	**(6 929)**	(1 465)
			14 634	42 475
		Accumulated depreciation	**(7 025)**	(26 459)
–	**–**	Net carrying amount	**7 609**	16 016
		Lease liabilities		
		Opening balance	**17 955**	21 506
		Acquired	**120**	-
		New contracts	**5 451**	4 969
		Contracts terminated/settled	**(7 147)**	(185)
			16 379	26 290
		Interest expense	**1 377**	1 558
		Lease payments	**(9 567)**	(9 893)
–	**–**	Total liability	**8 189**	17 955
–	**–**	Current liabilities	**2 946**	7 125
–	**–**	Non-current liabilities	**5 243**	10 830

Right-of-use assets and lease liabilities were recognised in relation to leases of premises and equipment, which range between 1 to 5 years.

Maturity of lease liability

R000	Within 1 year	2 to 5 years	Total
GROUP			
2023			
Liability	**2 946**	**5 243**	**8 189**
Interest	**699**	**535**	**1 234**
Payments	**3 645**	**5 778**	**9 423**
2022			
Liability	7 125	10 830	17 955
Interest	1 067	919	1 986
Payments	8 192	11 749	19 941

The value of the short-term and low-value lease expenses not recognised as lease assets during the year amounted to R4 142 (2022: R 2 612).

20. FINANCIAL INSTRUMENTS

Categories of financial instruments

All the carrying amounts disclosed below approximate the fair value.

Categories of financial assets

R000	Note	At amortised cost	Non-financial assets	Total
GROUP				
2023				
Trade and other receivables	9	**1 294 472**	**70 522**	**1 364 994**
Cash equivalents	10	**700 000**	**–**	**700 000**
Cash	11	**1 188 376**	**–**	**1 188 376**
		3 182 848	**70 522**	**3 253 370**
2022				
Trade and other receivables	9	1 141 255	99 664	1 240 919
Cash equivalents	10	900 000	–	900 000
Cash	11	764 743	–	764 743
		2 805 998	99 664	2 905 662
COMPANY				
2023				
Trade and other receivables	9	**2 044**	**–**	**2 044**
Amounts owed by group companies	5	**307 018**	**–**	**307 018**
Cash equivalents	10	**700 000**	**–**	**700 000**
		1 009 062	**–**	**1 009 062**
2022				
Trade and other receivables	9	464	–	464
Amounts owed by group companies	5	2 170	–	2 170
Cash equivalents	10	900 000	–	900 000
		902 634	–	902 634

Categories of financial liabilities

R000	Note	At amortised cost	Non-financial liabilities	Total
GROUP				
2023				
Trade and other payables	16	**1 038 137**	**176 728**	**1 214 865**
		1 038 137	**176 728**	**1 214 865**
2022				
Trade and other payables	16	1 016 244	133 851	1 150 095
		1 016 244	133 851	1 150 095
COMPANY				
2023				
Trade and other payables	16	**11 152**	**–**	**11 152**
Amounts owed to group companies	18	**12 850**	**–**	**12 850**
Bank overdraft	11	**114 079**	**–**	**114 079**
		138 081	**–**	**138 081**
2022				
Trade and other payables	16	10 567	–	10 567
Amounts owed to group companies	18	1 538 951	–	1 538 951
Bank overdraft	11	117 889	–	117 889
		1 667 407	–	1 667 407

20. FINANCIAL INSTRUMENTS continued

Gains and Losses on Financial Instruments

Gains and losses on financial assets

R000	Notes	At amortised cost	Non-financial assets	Total
GROUP				
2023				
Recognised in profit or loss:				
Interest income	26	**152 364**	**–**	**152 364**
Losses on foreign exchange	28	**(16 020)**	**–**	**(16 020)**
Net gain		**136 344**	**–**	**136 344**
2022				
Recognised in profit or loss:				
Interest income	26	142 139	–	142 139
Losses on foreign exchange	28	(19 700)	–	(19 700)
Net gain		122 439	–	122 439
COMPANY				
2023				
Recognised in profit or loss:				
Interest income	26	**177**	**–**	**177**
Net gain		**177**	**–**	**177**
2022				
Recognised in profit or loss:				
Interest income	26	134	–	134
Net gain		134	–	134

Gains and losses on financial liabilities

R000	Notes	At amortised cost	Non-financial liabilities	Total
GROUP				
2023				
Recognised in profit or loss:				
Finance costs	27	**2 145**	**–**	**2 145**
Net gain		**2 145**	**–**	**2 145**
2022				
Recognised in profit or loss:				
Finance costs	27	3 949	–	3 949
Net gain		3 949	–	3 949
COMPANY				
2023				
Recognised in profit or loss:				
Finance costs	27	**–**	**–**	**–**
Net gain		**–**	**–**	**–**
2022				
Recognised in profit or loss:				
Finance costs	27	–	–	–
Net gain		–	–	–

COMPANY 2022 R000	COMPANY 2023 R000			GROUP 2023 R000	GROUP 2022 R000
		21.	**REVENUE**		
–	**–**		Contracts with customers are all fixed-price contracts recognised at a point-in-time.	**6 974 558**	5 979 339
			Dividends received		
56 414	**60 302**		– dividends: listed companies		
48 133	**61 316**		– dividends: unlisted companies		
13 029	**1 791 157**		– dividends: subsidiary		
117 576	**1 912 775**			**6 974 558**	5 979 339
			The group's operations are based in South Africa, with almost all revenue being generated in South Africa.		
			Revenue disaggregated by reporting segment is shown in the Segmental Report (note 38).		
			The group has disaggregated revenue recognised from contracts with customers into the following categories:		
			Publishing, printing and distribution	**3 425 560**	3 207 304
			Packaging and stationery	**3 548 998**	2 772 036
117 576	**1 912 775**		Dividends received	**–**	–
117 576	**1 912 775**			**6 974 558**	5 979 339
		22.	**STAFF COSTS**		
			Salaries, wages and bonuses	**1 249 516**	1 171 952
			Retirement benefit costs	**58 212**	51 169
–	**–**			**1 307 728**	1 223 121
		23.	**OTHER OPERATING INCOME/(EXPENSES)**		
			Includes the following items:		
			Income:		
			Proceeds from insurance claims	**108 230**	–
–	**–**		Net profit/(loss) on sale of property, plant and equipment	**7 703**	(1 212)
			Expenses:		
			Audit-fees	**(8 554)**	(8 783)
			Non-audit services fees	**(305)**	(245)
			Leases		
			– buildings	**(3 608)**	(1 979)
			– equipment	**(534)**	(633)
–	**–**			**(4 142)**	(2 612)
			Lease expenses in respect of short-term and low-value leases according to IFRS 16.		
		24.	**DEPRECIATION AND AMORTISATION**		
			– Buildings	**11 800**	10 952
			– Plant and machinery	**191 676**	187 143
			– Right-of-use assets	**7 157**	9 888
			– Motor vehicles	**4 473**	4 754
			– Furniture and equipment	**19 091**	15 732
			– Titles	**–**	1 009
			– Digital platforms	**645**	2 137
			– Computer software	**332**	996
			– Brands	**604**	1 571
			– Client lists	**1 288**	3 360
			– Trademarks	**1 682**	167
–	**–**			**238 748**	237 709

25. DIRECTORS' EMOLUMENTS

	Executive directors			Non-executive directors					
R000	TD Moolman	TJW Holden	LR Witbooi	PM Jenkins	ACG Molusi	NA Nemukula	JH Phalane	T Slabbert	Total
2023									
Directors' fees	**–**	**–**	**–**	**1 464**	**240**	**240**	**317**	**219**	**2 480**
Salary	**4 497**	**4 817**	**3 258**	**–**	**–**	**–**	**–**	**–**	**12 572**
Travel allowance	**–**	**79**	**–**	**–**	**–**	**–**	**–**	**–**	**79**
Bonus	**–**	**2 500**	**1 600**	**–**	**–**	**–**	**–**	**–**	**4 100**
Medical funding	**–**	**16**	**10**	**–**	**–**	**–**	**–**	**–**	**26**
Retirement funding	**–**	**349**	**236**	**–**	**–**	**–**	**–**	**–**	**585**
Share-based payment accrued	**–**	**–**	**1 000**	**–**	**–**	**–**	**–**	**–**	**1 000**
	4 497	**7 761**	**6 104**	**1 464**	**240**	**240**	**317**	**219**	**20 842**
Paid by subsidiaries									**20 842**
2022									
Directors' fees	–	–	–	1 392	229	229	302	209	2 361
Salary	4 324	4 587	3 016	–	–	–	–	–	11 927
Travel allowance	–	66	–	–	–	–	–	–	66
Bonus	–	2 500	1 400	–	–	–	–	–	3 900
Medical funding	–	16	10	–	–	–	–	–	26
Retirement funding	–	333	218	–	–	–	–	–	551
	4 324	7 502	4 644	1 392	229	229	302	209	18 831
Paid by subsidiaries									18 831

COMPANY 2022 R000	COMPANY 2023 R000		GROUP 2023 R000	GROUP 2022 R000
		26. FINANCE INCOME		
134	**177**	– Interest	**35 323**	41 781
–	**–**	– Dividends: listed companies	**60 302**	56 425
–	**–**	– Dividends: unlisted companies	**56 739**	43 933
134	**177**		**152 364**	142 139
		27. FINANCE COSTS		
		– Interest on bank overdraft	**5**	51
		– Lease liability	**1 175**	1 591
		– Other interest	**964**	2 307
–	**–**		**2 145**	3 949
		28. LOSS ON FOREIGN EXCHANGE		
–	**–**	Resulting from the fair value of forward exchange contracts outstanding at year end	**(16 020)**	(19 700)
		Information relating to foreign exchange contracts is set out in note 39.		

COMPANY 2022 R000	COMPANY 2023 R000			GROUP 2023 R000	GROUP 2022 R000
		29.	**TAXATION**		
			South African normal tax		
11	**–**		– Current	**195 328**	188 367
(193)	**178**		– Prior year	**(14 401)**	(9 188)
–	**–**		– Capital gains tax	**3 510**	217
			Deferred tax		
–	**–**		– Current	**11 875**	(26 630)
–	**–**		– Prior year	**3 926**	(326)
–	**–**		– Change in rate	**(60)**	(10 034)
(182)	**178**		Total tax	**200 178**	142 406
26 570	**515 120**		Tax at the standard rate of 27% on profit before taxation (2022: 28%)	**257 055**	192 138
26 752	**514 942**		Difference	**56 878**	49 733
			The difference is reconciled as follows:		
32 921	**516 448**		– Dividend income	**31 627**	28 100
–	**–**		– Learnership allowance and other amounts not subject to tax	**5 915**	8 279
193	**(178)**		– Prior year adjustments	**10 474**	9 997
–	**–**		– Change in rate	**(1 075)**	10 034
–	**–**		– Non–taxable portion of capital gains	**(3 440)**	–
–	**(329)**		– Profit on sale of investments	**21 324**	–
–	**–**		– Goodwill written off	**(449)**	–
(5 793)	**–**		– Impairments	**(215)**	(5 390)
(569)	**(999)**		– Disallowable expenses such as legal and professional expenses	**(8 309)**	(14 643)
–	**–**		– Associates	**1 937**	3 306
–	**–**		– Tax losses utilised	**620**	10 270
–	**–**		– Tax losses not recognised	**(1 329)**	–
–	**–**		– Other	**(202)**	(220)
26 752	**514 942**			**56 878**	49 733
			Estimated tax losses included in deferred tax		
			– At beginning of year	**14 707**	17 277
			– Change in rate	**(525)**	–
			– Prior year adjustment	**(935)**	–
			– Disposed during the year	**–**	(1 325)
			– Raised during the year	**–**	1 790
			– Utilised during the year	**(8 630)**	(3 035)
–	**–**		Balance at the end of the year	**4 617**	14 707
			The group has estimated tax losses of R37,3 million available for set-off against future taxable income which has not been recognised as deferred tax assets (2022: R49,4 million).		

Change in corporate tax rate

On 23 February 2022, the Finance Minister announced that there will be a reduction in the corporate income tax rate from 28% to 27% for years of assessment ending on or after 31 March 2023. This announcement has resulted in the deferred tax balance being adjusted by 1% rate change.

30. EARNINGS PER ORDINARY SHARE

Reconciliation between earnings and headline earnings

R000	2023 Gross	2023 Net of tax and NCI	2022 Gross	2022 Net of tax and NCI
Earnings attributable to equity holders of the parent		**733 820**		551 753
Adjustments				
– Impairment of plant	**581**	**424**	2 167	1 560
– Impairment of intangible assets	**4 331**	**4 331**	8 222	5 920
– (Profit)/loss on disposal of property, plant and equipment	**(7 703)**	**(5 623)**	1 212	873
– NCI on disposal of subsidiary	**19 429**	**18 320**	–	–
– Profit on disposal of investment	**–**	**–**	5 354	5 354
– Impairment of interests in associates	**1 217**	**1 217**	3 865	3 865
– Impairment of investment	**1 219**	**1 219**	–	–
– (Profit)/loss on disposal of subsidiary	**(78 978)**	**(74 471)**	3 394	3 394
– Loss on deemed disposal of associate	**1 529**	**1 529**	–	–
Headline earnings		**680 766**		572 719
Earnings per ordinary share (cents)		**203.3**		151.2
Headline earnings per ordinary share (cents)		**188.6**		157.0

	2023 Number of shares	2022 Number of shares
Weighted average number of ordinary shares in issue	**360 941 783**	364 869 864

Earnings per ordinary share is calculated by dividing the earnings attributable to equity holders of the parent by the weighted average number of ordinary shares in issue during the year.

Headline earnings per ordinary share is calculated by dividing the headline earnings by the weighted average number of ordinary shares in issue during the year.

COMPANY 2022 R000	COMPANY 2023 R000		GROUP 2023 R000	GROUP 2022 R000
		31. ORDINARY DIVIDENDS		
182 640	**179 612**	Paid	**179 612**	182 640
50.0	**60.0**	Ordinary dividend paid per share in respect of the previous year (cents)	**60.0**	50.0
		32. PREFERENCE DIVIDENDS		
205	**245**	Paid	**245**	205
410.0	**490.0**	Preference dividend paid per share in respect of the previous year (cents)	**490.0**	410.0

The preference dividend consists of a fixed cumulative dividend of 6% per annum together with an additional dividend. An additional dividend is payable only if the value of the ordinary dividend declared exceeds 10% of the nominal value of the ordinary share. In such cases the additional dividend is calculated as follows:

- The nominal value of the ordinary share is calculated as a percentage of the amount by which the ordinary dividend declared exceeds 10% of the nominal value of the ordinary share; or
- Every completed 5% calculated, a 1/2% is added to the preference share dividend as an additional dividend.

COMPANY 2022 R000	2023 R000			GROUP 2023 R000	2022 R000
		33.	**COMMITMENTS**		
			Capital expenditure on plant and machinery		
–	**–**		Approved but not contracted	**94 367**	167 000
			The capital expenditure will be financed from existing resources.		

34. BORROWING POWERS

In terms of its memorandum of incorporation, the Company's and group's borrowing powers are unlimited.

35. RELATED PARTIES

Related party balances

COMPANY 2022 R000	2023 R000		GROUP 2023 R000	2022 R000
		Loan accounts – Owing (to)/by related parties		
(1 526 100)	**304 848**	CTP Limited		
(12 822)	**(12 822)**	CTP Holding Executive Share Trust		
(28)	**(28)**	Caxton Share Investments Proprietary Limited		
1 670	**1 670**	Levain Proprietary Limited		
500	**500**	Safeway Publishing Proprietary Limited		
–	**–**	Mahareng Publishing Proprietary Limited		
–	**–**	Saxton Investments Proprietary Limited		
–	**–**	Shumani Mills Communication Proprietary Limited		

Directors

Certain members of senior management are executive directors. Details relating to directors' emoluments and shareholdings in the Company are disclosed in note 25 and in the directors' report respectively.

Controlling shareholders

Mr TD Moolman is a member of The Moolman Coburn Partnership, together with a number of other parties. In terms of an agreement concluded in October 1977, the Partnership receives a commission on the group's advertising revenue which amounted to R69,9 million (2022: R62,6 million).

The balance owing to the partnership at the year end amounted to R6,0 million (2022: R4,2 million).

Subsidiaries

Details of investments in subsidiaries and jointly-controlled entities are disclosed in the annexure on page 82.

Associates

Details of income from associates are disclosed in the statement of profit or loss and other comprehensive income, in note 6 and in the annexure on page 83.

Shareholders

The principal shareholders of the Company are detailed in the shareholders' analysis in the directors' report.

COMPANY 2022 R000	COMPANY 2023 R000			GROUP 2023 R000	GROUP 2022 R000
		36.	**RETIREMENT BENEFIT PLANS**		
			The group's main retirement benefit plans, the Hortors Group Pension and Provident Funds, are governed by the Pension Funds Act. The plans are structured as defined contribution plans as opposed to defined benefit plans. 3 603 (2022: 3 425) of the group's employees are covered by the plans.		
		37.	**NOTES TO THE STATEMENTS OF CASH FLOWS**		
		37.1	**Cash generated by/(utilised in) operations**		
94 894	**1 907 854**		Profit before taxation	**952 054**	686 207
–	**–**		Associate income	**(7 026)**	(11 807)
(134)	**(177)**		Interest received (net)	**(33 178)**	(37 832)
(117 576)	**(1 912 775)**		Dividends received	**(117 041)**	(100 358)
			Adjustment for non-cash items:		
–	**–**		– Depreciation and amortisation	**238 748**	237 709
20 688	**1 219**		– Impairments	**9 012**	30 994
–	**–**		– (Profit)/loss on disposal of property, plant and equipment	**(7 703)**	1 212
–	**–**		– Profit on disposal of subsidiary	**(78 978)**	–
–	**1 289**		– Loss on disposal of investment	**–**	–
–	**–**		– Loss on deemed disposal of associate on gain of control	**1 529**	–
–	**–**		– Loss on foreign exchange contracts	**1 565**	3 149
–	**–**		– Movement in provisions	**(50 901)**	(78 934)
(2 128)	**(2 590)**			**908 081**	730 340
		37.2	**Changes in working capital**		
–	**–**		Increase in inventories	**(161 505)**	(545 895)
436	**(1 580)**		(Increase)/Decrease in trade and other receivables	**(80 460)**	(247 585)
369	**585**		Increase in trade and other payables	**59 693**	312 252
805	**(995)**			**(182 273)**	(481 228)
		37.3	**Taxation paid**		
(47)	**306**		Opening tax	**(52 612)**	(25 639)
182	**(178)**		Charged in profit or loss	**(200 178)**	(182 930)
–	**–**		Tax acquired	**(364)**	–
–	**–**		Transfer from deferred tax	**15 742**	–
(306)	**(96)**		Closing tax payable	**34 882**	52 612
(171)	**32**			**(202 530)**	(155 957)
		37.4	**Dividends paid**		
(182 845)	**(179 857)**		Charged to reserves	**(179 857)**	(182 845)
–	**–**		Dividends of non-controlling interests	**(17 241)**	(5 283)
(182 845)	**(179 857)**			**(197 098)**	(188 128)
		37.5	**Disposal of businesses**		
			Current year		
			The group disposed of its 50.01% interest in Private Property South Africa Proprietary Limited held by Cognition Holdings, effective 18 November 2022 for a cash consideration of R150 million. The rationale for the sale is based on Private Property's growth prospects and related business imperatives that would have required an allocation of considerable additional resources in technology and marketing. The sale presented an opportunity for the company to return significant value to shareholders through the sale of its interest.		

COMPANY 2022 R000	COMPANY 2023 R000			GROUP 2023 R000	GROUP 2022 R000
		37.	**NOTES TO THE STATEMENTS OF CASH FLOWS** continued		
		37.5	**Disposal of businesses** continued		
			Carrying value of the assets and liabilities disposed of:		
			Non-current assets	**67 671**	–
			Current assets	**8 516**	–
			Non-current liabilities	**(231)**	–
			Current liabilities	**(22 090)**	–
			Cash and cash equivalents	**51 230**	–
			Total net assets	**105 097**	–
			Attributable to non-controlling interest	**(23 987)**	–
			Net assets disposed of	**81 109**	–
			Shareholders consideration received	**150 000**	–
			Related transaction cost	**(2 131)**	–
			Net assets disposed of	**(81 109)**	–
			Profit on disposal of business	**66 759**	–
			Shareholders consideration received	**150 000**	–
			Cash disposed of	**(51 230)**	–
			Related transaction cost	**(2 131)**	–
–	**–**		**Disposal of businesses (net of cash)**	**96 638**	–
			Prior year There were no business disposals in the prior year.		
		37.6	**Acquisition of businesses**		
			Current year The group acquired the remaining 33% investment in Capital Media Proprietary Limited with effect from 1 August 2022 and the remaining 50% in Mooi Vaal Media Proprietary Limited with effect from 1 September 2022. These transactions were accounted for as business combinations with effect from these dates. The acquired businesses contributed revenue of R60.5 million and net profits after tax of R3.6 million.		
			The group also acquired the flexible business operation of Amcor and All Flex which was also accounted for as a business combination.		
			This business contributed revenue of R170.3 million and a net profit after tax of R11.3 million.		
			Details of the assets and liabilities acquired are:		
			Non-current assets	**74 334**	–
			Current assets	**76 627**	–
			Non-current liabilities	**–**	–
			Current liabilities	**(26 157)**	–
			Cash and cash equivalents	**12 942**	–
			Total net assets	**137 746**	–
			Attributable to non-controlling interest	**(28 445)**	–
			Net assets acquired	**109 301**	–
			Loss on deemed disposal	**2 744**	–
			Goodwill arising on acquisition	**32 621**	–
			Purchase price	**144 666**	–
			Cash acquired	**12 942**	–
–	**–**		**Acquisition of businesses (net of cash)**	**131 724**	–
			Prior year There were no business acquisitions in the prior year.		

COMPANY 2022 R000	COMPANY 2023 R000			GROUP 2023 R000	GROUP 2022 R000
		37.7	**Investments – associates, investments and loans**		
–	**–**		Acquisition of listed investments	**(678)**	(103 426)
–	**(17 691)**		Acquisition of an associate	**–**	–
(103 426)	**64 610**		Disposal of listed investments	**65 288**	–
–	**–**		Dividends received from associates	**4 675**	4 677
–	**–**		Loans advanced to associates	**(1 293)**	(11 864)
780	**3 135**		Loans to associates repaid	**26 719**	8 373
(102 646)	**50 054**			**94 711**	(102 240)
		37.8	**Cash and cash equivalents**		
–	**121 364**		Net cash in bank	**1 188 376**	764 743
(117 889)	**(114 079)**		Bank in overdraft	**–**	–
900 000	**700 000**		Cash equivalents	**700 000**	900 000
782 111	**707 285**		Cash and cash equivalents	**1 888 376**	1 664 743
		37.9	**Receipts from group companies**		
240 339	**(1 829 384)**		Net decrease in amounts owed by group companies	**–**	–
13 029	**1 670 101**		Add back: non–cash dividends received	**–**	–
253 368	**(159 283)**			**–**	–

38. SEGMENTAL

	GROUP 2023 R000	%	2022 R000	%
Revenue				
Publishing, printing and distribution	**3 425 560**	**49**	3 207 304	54
Packaging and stationery	**3 548 998**	**51**	2 772 036	46
Other	**–**	**–**	–	–
	6 974 558	**100**	5 979 340	100
Profit from operating activities before depreciation and amortisation				
Publishing, printing and distribution	**408 710**	**42**	469 639	57
Packaging and stationery	**528 359**	**54**	422 555	51
Other	**44 071**	**4**	(64 187)	(8)
	981 140	**100**	828 007	100
Profit from operating activities after depreciation and amortisation				
Publishing, printing and distribution	**296 633**	**40**	352 040	60
Packaging and stationery	**419 395**	**56**	321 365	54
Other	**26 364**	**4**	(83 107)	(14)
	742 392	**100**	590 298	100
Total assets				
Publishing, printing and distribution	**2 398 223**	**26**	2 492 416	28
Packaging and stationery	**2 459 058**	**27**	2 066 766	23
Other	**4 318 734**	**47**	4 266 609	49
	9 176 015	**100**	8 825 791	100
Total liabilities				
Publishing, printing and distribution	**609 915**	**32**	744 925	39
Packaging and stationery	**637 758**	**35**	514 600	27
Other	**631 385**	**33**	650 877	34
	1 879 058	**100**	1 910 402	100
Capital expenditure on property, plant and equipment				
Publishing, printing and distribution	**51 776**	**17**	79 987	39
Packaging and stationery	**239 950**	**81**	100 377	49
Other	**6 987**	**2**	25 794	12
	298 713	**100**	206 158	100
Depreciation and amortisation				
Publishing, printing and distribution	**112 078**	**47**	117 599	49
Packaging and stationery	**108 963**	**46**	101 190	43
Other	**17 707**	**7**	18 920	8
	238 748	**100**	237 709	100

The group operates in South Africa.

39. RISK MANAGEMENT

The group and Company is exposed through its operations to the following financial risks:

- Credit risk
- Interest rate risk
- Foreign exchange risk
- Liquidity risk
- Capital risk

The primary objective of the group and Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value. The group and Company manage its capital structure and make adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the group and Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 30 June 2023 and 30 June 2022. The group and Company had no debt during the years under review, other than the bank overdraft.

The group and Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the group and Company's financial performance. Risk management is carried out by local management under policies approved by the Board of Directors.

Principal financial instruments
The principal financial instruments used by the group and Company, from which financial instrument risk arises, are as follows:

- Trade and other receivables
- Cash equivalents
- Cash
- Trade and other payables
- Amounts owed to group companies
- Bank overdraft

Credit risk
The group and Company has no significant concentrations of credit risk due to the diversity of its customers. Policies are in place to ensure that sales are made to customers with appropriate credit records. The credit risk on liquid funds is limited because the counterparties are financial institutions with high credit ratings. Further information regarding credit risk is provided in the interest in associates note (note 6), in the trade and other receivables note (note 9) and in the cash note (note 11).

Interest rate risk
The group and Company has significant interest-bearing assets, and interest is earned at competitive market-related rates.

The South African Revenue Bank (SARB) has indicated their intention to move away from JIBAR and to create an alternative reference rate for South Africa; however, there is currently no indication of when the designated successor rate will be made available.

Further information regarding interest rate risk is provided in the interest in associates note (note 6) and in the cash equivalents note (note 10).

Foreign exchange risk
Exposure to foreign exchange risk arises in the normal course of the group and the Company's business. The group and Company incur foreign exchange risk as a result of transactions that are denominated in a currency other than the South African Rand. These transactions, mainly for the import of capital equipment and inventory are substantially hedged by using forward exchange contracts.

The currencies in which the group and Company primarily deals that give rise to currency risk are Pound Sterling, US Dollars and Euros.

The group and Company hedges its foreign-denominated trade creditors and trade debtors. The settlement of these transactions takes place within a normal business cycle.

The group and Company have clearly defined policies for the management of foreign currency risks. Transactions that create foreign currency cash flows are hedged with forward exchange contracts. No uncovered foreign exchange commitments exist at the statement of financial position date. The speculative use of financial instruments or derivatives is not permitted and none has occurred during the periods presented.

39. RISK MANAGEMENT continued

Foreign currency contracts

The principal or contract amounts of foreign exchange contracts (in South African Rands) outstanding at the reporting date were:

	Average contract exchange rate		Contract amounts outstanding	
	2023	2022	**2023**	2022
Euro	**20.5965**	17.1565	**98 799**	141 496
Pound Sterling	**23.7926**	20.2525	**380**	258
Swiss Franc	**21.0927**	16.3365	**801**	119
US dollar	**18.8693**	15.2239	**28 722**	40 805
Thai Baht	**0.5293**	–	**730**	–
Total exposure			**129 432**	182 678

At year-end, there were no material foreign currency-denominated assets or liabilities not covered by forward exchange contracts. Accordingly, there was no material sensitivity to exchange rate fluctuations.

The foreign exchange exposure is valued using the fair market value at the reporting date using the following hierarchy:

Level 1 – Quoted prices available in active markets for identical market for identical assets or liabilities.

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities. Due to the dynamic nature of the business, the group and Company aim to maintain flexibility in funding by keeping committed credit lines available. Further information regarding liquidity risk is provided in the trade and other payables note (note 16).

The contractual maturities of the financial liabilities are set out below:

	Within 1 year	2 to 5 years	Over 5 years	Total
GROUP				
2023				
Trade and other payables	**1 214 865**	**–**	**–**	**1 214 865**
Lease liabilities	**3 645**	**5 778**	**–**	**9 423**
	1 218 510	**5 778**	**–**	**1 224 288**
2022				
Trade and other payables	1 150 095	–	–	1 150 095
Lease liabilities	8 192	11 749	–	19 941
	1 158 287	11 749	–	1 170 036
COMPANY				
2023				
Trade and other payables	**11 152**	**–**	**–**	**11 152**
Amounts owed to group companies	**12 850**	**–**	**–**	**12 850**
Bank overdraft	**114 079**	**–**	**–**	**114 079**
	138 081	**–**	**–**	**138 081**
2022				
Trade and other payables	10 567	–	–	10 567
Amounts owed to group companies	1 538 951	–	–	1 538 951
Bank overdraft	117 889	–	–	117 889
	1 667 407	–	–	1 667 407

Capital risk management

The group and Company manage its capital to ensure that the group and Company will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debts and equity balance. The group and Company's overall strategy remains unchanged from the previous reporting period. The capital structure of the group and Company consists of debt, cash and cash equivalents and equity attributable to the holders of the parent, comprising issued capital, reserves and retained earnings, respectively. In order to maintain or adjust the capital structure, the group and Company may adjust the dividend distribution to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debts.

39. RISK MANAGEMENT continued

The gearing ratio at 2023 and 2022, respectively, was as follows:

	Notes	2023	2022
GROUP			
Total borrowings			
Amounts owed to group companies	18	**–**	–
Less: Cash and cash equivalents	11	**(1 888 376)**	(1 664 743)
Net debt		**(1 888 376)**	(1 664 743)
Total equity		**7 296 957**	6 915 378
Total capital		**5 408 581**	5 250 635
Gearing ratio (%)		**(35)**	(32)
COMPANY			
Total borrowings			
Amounts owed to group companies	18	**12 850**	1 538 951
Less: Cash and cash equivalents	11	**(707 285)**	(782 111)
Net debt		**(694 435)**	756 840
Total equity		**3 761 624**	2 258 197
Total capital		**3 067 189**	3 015 037
Gearing ratio (%)		**(23)**	25

40. CASH-SETTLED SHARE-BASED PAYMENTS

The following information is relevant in the determination of the fair value of options granted during the year under the cash-settled share-based remuneration scheme operated by the group.

	GROUP	
	2023 R000	2022 R000
Cash-settled		
Option pricing model used	**Black-Scholes**	Black-Scholes
Share price at date of grant (in cents)	**700**	700
Contractual life (in days)	**1 095**	1 460
Volatility relative to comparator index	**35.0%**	35.0%
Dividend growth rate relative to comparator index	**4.5%**	4.5%

The volatility assumption, measured at the standard deviation of expected share price returns, is based on a statistical analysis of daily share prices over the last three years.

The market vesting condition was factored into the valuation of the phantom options by applying an appropriate discount to the fair value of equivalent share appreciation rights without the specified vesting condition.

The group did not enter into any share-based payment transactions with parties other than employees during the current or previous period.

	2023	2022
Reconciliation		
Opening balance	**39 447**	–
Additional provisions	**10 000**	39 447
Closing balance	**49 447**	39 447

The closing balance is presented as part of trade and other payables in note 16.

The effect in the statement of profit and loss and other comprehensive income is presented under staff costs to the amount of R 10 million (2022: R 39,4 million).

41. EVENTS AFTER THE REPORTING PERIOD

On 7 August 2023, the group disposed of its share in Novus Holdings Limited for the amount of R 98 million.

The directors are not aware of any other material events which occurred after the reporting date and the date of this report.

42. GOING CONCERN

The directors believe that the group has adequate resources to continue in operation for the foreseeable future and accordingly the annual financial statements have been prepared on a going concern bases. The directors have satisfied themselves that the company is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements. The directors are not aware of any new material changes that may adversely impact the group. The directors are also not aware of any material non-compliance with statutory or regulatory requirements of any pending changes to legislation which may affect the group.

INFORMATION RELATING TO SUBSIDIARIES AND JOINTLY-CONTROLLED ENTITIES

		Holding		Cost less impairment		Owing	
Name	Nature of operations	2023 %	2022 %	2023 R000	2022 R000	2023 R000	2022 R000
Directly held							
Caxton Publishers and Printers	Holding company	**100**	100	**1 351 490**	1 351 490	**304 848**	–
Caxton Share Investments*	Investments	**–**	100	**–**	–	**–**	–
Capricorn Books	Printing	**90**	90	**565**	565	**–**	–
Cognition Holdings (Public)	Digital and telecommunication solutions	**28**	20	**–**	–	**–**	–
Darwain Investments	Printing	**60**	60	**494**	494	**–**	–
Highway Mail	Publishing	**100**	100	**471**	471	**–**	–
Noordwes Koerante	Publishing	**90**	90	**–**	–	**–**	–
Northwest Web Printers	Printing	**90**	90	**–**	–	**–**	–
Ridge Times	Publishing	**67**	67	**512**	512	**–**	–
Saxton Investments*	Investments	**–**	100	**–**	–	**–**	–
Ukhozi Press	Printing	**89**	89	**173**	173	**–**	–
Zululand Observer	Publishing	**60**	60	**2 497**	2 497	**–**	–
Indirectly held							
Bucket Full	Packaging	**100**	100	**–**	–	**–**	–
Capital Media	Newspaper publisher	**100**	–	**–**	–	**–**	–
Cognition Holdings	Digital and telecommunication solutions	**47**	47	**–**	–	**–**	–
CTP Digital Services*	CD and DVD replication	**–**	100	**–**	–	**–**	–
CTP Limited	Publishing and printing	**100**	100	**–**	–	**–**	–
Deliwise	Printing	**75**	75	**–**	–	**–**	–
Erfrad 13	Property owning	**100**	100	**–**	–	**–**	–
Flipfile	Stationery manufacturer	**100**	100	**–**	–	**–**	–
Health Spa's Guide	Digital Publishing	**70**	70	**–**	–	**–**	–
Highway Printers	Printing	**100**	100	**–**	–	**–**	–
Hozi Holdings	Publishing	**100**	100	**–**	–	**–**	–
Impala Stationery Manufacturers	Stationery manufacturer	**100**	100	**–**	–	**–**	–
Kagiso Publishers	Printing	**100**	100	**–**	–	**–**	–
Mooivaal Media	Newspaper publisher	**100**	–	**–**	–	**–**	–
Perskor News Agency	Magazine distributors	**100**	100	**–**	–	**–**	–
Project Northwards	Property owning	**100**	100	**–**	–	**–**	–
Roadway Trade and Invest	Printing	**100**	100	**–**	–	**–**	–
Shumani Mills Communication	Printer	**74**	74	**–**	–	**–**	–
The Citizen (1978)	Publishing	**100**	100	**–**	–	**–**	–
The Citizen Limited	Holding company	**100**	100	**–**	–	**–**	–
Thornbird Trade and Invest 100	Printing	**67**	67	**–**	–	**–**	–
Tight Lines	Publishing	**100**	50	**–**	–	**–**	–
Tysflo	Television channel development	**65**	65	**–**	–	**–**	–
Vizirama		**66**	66	**–**	–	**–**	–
				1 356 202	1 356 202	**304 848**	–
Jointly-controlled							
Guzzle Media	Digital retail advertising	**50**	50	**–**	–	**–**	–
Levain	Publishing	**50**	50	**–**	–	**1 670**	1 670
Mahareng Publishing	Publishing	**50**	50	**–**	–	**–**	–
MCS Caxton International Press*	Distribution	**–**	50	**–**	–	**–**	–
Remade Publishing	Recycling	**50**	50	**–**	–	**–**	–
Safeway Publishing	Publishing	**50**	50	**–**	–	**500**	500
				–	–	**2 170**	2 170
				1 356 202	1 356 202	**307 018**	2 170

All entities are private companies unless otherwise stated, and all entities are incorporated in the Republic of South Africa.

28.4% of the group's 75.4% interest in Cognition Holdings is directly held by the Company, with the 47% balance indirectly held through CTP Limited.

** Dormant entities deregistered in year under review.*

INFORMATION RELATING TO ASSOCIATES

Name	Nature of operations	Holding 2023 %	Holding 2022 %	Cost less impairment 2023 R000	Cost less impairment 2022 R000	Owing 2023 R000	Owing 2022 R000
Directly held							
Capital Media	Newspaper publisher	**–**	67	**–**	11 333	**–**	–
FBC Properties	Property owning	**50**	50	**–**	–	**–**	–
Fordsburg Mayfair Media	Newspaper publisher	**50**	50	**–**	–	**626**	626
Heraut Publiseerders	Newspaper publisher	**50**	50	**–**	–	**1 264**	1 264
Hutton Trading	Advert delivery	**50**	50	**–**	–	**–**	–
Leo Kantoor Meubels	Property owning	**50**	50	**–**	–	**–**	–
Lincroft Books	Newspaper publisher	**49**	49	**8 381**	8 381	**743**	735
Lonehill Trading	Magazine publisher	**50**	50	**–**	–	**–**	(420)
Mooivaal Media	Newspaper publisher	**–**	50	**–**	1 565	**–**	–
Overdrive Publishing	Magazine publisher	**25**	25	**–**	–	**–**	–
Rising Sun Community Newspapers	Newspaper publisher	**45**	45	**–**	–	**(10 458)**	(9 761)
Ronain Investments	Property owning	**50**	50	**33**	33	**6 032**	9 001
Rowaga Properties	Property owning	**50**	50	**1 175**	1 175	**–**	–
Sentrale Makelaars	Dormant	**50**	50	**56**	56	**–**	–
Tambuti Brits	Property owning	**50**	50	**–**	–	**–**	–
Tambuti Enterprise	Property owning	**50**	50	**143**	143	**–**	–
Tambuti Upington	Property owning	**50**	50	**–**	–	**–**	–
Tambuti Vryburg	Property owning	**50**	50	**–**	–	**–**	–
Wordsmiths	Newspaper publisher	**50**	50	**–**	1 875	**–**	–
Indirectly held							
Afritrip Group	Web-based travel agency	**50**	50	**–**	–	**–**	–
Afristay Group	Web-based travel agency	**50**	50	**–**	–	**–**	–
BM Management	Consumable supplier	**30**	30	**–**	–	**–**	–
Capital Newspapers	Newspaper publisher	**45**	45	**–**	–	**12 235**	10 262
Die Pos	Newspaper publisher	**40**	40	**–**	–	**–**	–
Highbury Media	Magazine publisher	**49**	49	**–**	–	**–**	–
Kathorus Media	Newspaper publisher	**49**	49	**–**	–	**125**	125
911 Rapid Response		**50**	50	**–**	–	**–**	–
Shumani Print	Printer	**50**	50	**–**	–	**–**	–
Universal Labels	Label printing	**30**	30	**40 000**	40 000	**3 542**	26 386
Vehicle Traders Limited Edition	Digital subscription sales	**50**	50	**–**	–	**–**	–
				49 788	64 561	**14 109**	38 218

All associates are private companies, and all are incorporated in the Republic of South Africa.

The financial year ends are June unless otherwise stated.

The group's proportional interest in associates and jointly-controlled entities is:

	Associates 2023 R000	Associates 2022 R000	Jointly-controlled entities 2023 R000	Jointly-controlled entities 2022 R000
Statement of financial position				
Property, plant and equipment	**92 742**	78 641	**1 167**	1 169
Investments and long-term receivables	**25 450**	25 096	**–**	–
Current assets	**98 261**	88 525	**8 637**	8 132
Total assets	**216 453**	192 261	**9 804**	9 302
Long-term liabilities	**60 090**	75 696	**–**	–
Deferred taxation	**11 773**	9 979	**(48)**	(95)
Current liabilities	**67 507**	46 068	**4 421**	4 191
Total liabilities	**139 370**	131 743	**4 374**	4 096
Attributable net asset value	**77 083**	60 518	**5 431**	5 205
Statement of profit or loss and other comprehensive income				
Revenue	**234 596**	210 343	**17 704**	16 171
Income before taxation	**10 297**	15 734	**2 501**	2 729
Taxation	**(3 271)**	(3 927)	**(675)**	(793)
Net income for the year	**7 026**	11 807	**1 825**	1 935

NOTICE OF ANNUAL GENERAL MEETING

CAXTON AND CTP PUBLISHERS AND PRINTERS LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 1947/026616/06)
Share code: CAT ISIN: ZAE000043345
Preference share code: CATP ISIN: ZAE000043352
("Caxton" or "the Company")

NOTICE OF MEETING

Notice is hereby given that the annual general meeting of shareholders of the Company will be held in the boardroom, Caxton House, 368 Jan Smuts Avenue, Craighall Park, Johannesburg, at 10:00 on Tuesday, 5 December 2023.

RECORD DATE, ATTENDANCE AND VOTING

The record date for determining which shareholders are entitled to notice of the meeting is Friday, 20 October 2023 and the record date for determining which shareholders are entitled to participate in and vote at the meeting is Friday, 24 November 2023. The last day to trade in order to be eligible to vote at the meeting is accordingly Tuesday, 21 November 2023.

If you hold dematerialised shares which are registered in your name or if you are the registered holder of certificated shares:

- you may attend the meeting in person;
- alternatively, you may appoint a proxy to represent you at the meeting by completing the enclosed form of proxy in accordance with the instructions it contains and returning it to Computershare Investor Services Proprietary Limited, Rosebank Towers,15 Biermann Avenue, Rosebank, Johannesburg, 2196 (Private Bag X9000, Saxonwold, 2132) ("transfer secretaries") to be received not later than 48 (forty-eight) hours (excluding Saturdays, Sundays and gazetted South African public holidays) prior to the meeting for administrative purposes or thereafter to the Company by hand no later than 9:30 on Tuesday, 5 December 2023; alternatively, it may be handed to the chairman of the meeting immediately prior to the commencement of voting at the meeting.

If you hold dematerialised shares which are not registered in your name; and

- wish to attend the meeting, you must obtain the necessary letter of representation from your Central Securities Depository Participant ("CSDP") or broker; or
- do not wish to attend the meeting but would like your vote to be recorded at the meeting, you should contact your CSDP or broker and furnish them with your voting instructions; and
- you must not complete the enclosed form of proxy.

A shareholder who is entitled to attend and vote at the meeting is entitled, by completing the enclosed form of proxy and delivering it to the Company in accordance with the instructions on that form of proxy, to appoint a proxy to attend, participate in and vote at the meeting in that shareholder's place. A proxy need not be a shareholder of the Company.

All meeting participants (including shareholders and proxies) may be required to provide satisfactory identification to the chairman of the meeting. Forms of identification include valid identity documents, passports, and driver's licences.

PURPOSE OF MEETING

The purpose of this meeting is to consider and, if deemed fit, to pass, with or without modification, the ordinary and special resolutions set out below.

Ordinary resolutions
To consider, and, if deemed fit, approve the following ordinary resolutions with or without modification.

Voting requirement: In order to be adopted, all ordinary resolutions require the support of a majority of the votes cast by shareholders present or represented by proxy at the meeting. The quorum for the meeting is 25% of the issued share capital of the Company.

1. ORDINARY RESOLUTION NUMBER 1: ADOPTION OF ANNUAL FINANCIAL STATEMENTS

"Resolved that:

The annual financial statements of the Company and the group for the year ended 30 June 2023 be and are hereby approved."

Explanation: The reason for and effect of ordinary resolution number 1 is to receive and approve the annual financial statements for the Company and the group for the year ended 30 June 2023.

2. ORDINARY RESOLUTION NUMBER 2: TO PLACE THE UNISSUED SHARES OF THE COMPANY UNDER THE CONTROL OF THE DIRECTORS

"Resolved that:

All the unissued shares in the capital of the Company be placed under the control of the directors in terms of article 6 of the Memorandum of Incorporation of the Company as a general authority in terms of the Companies Act, No 71 of 2008, as amended ("the Act"), who are hereby authorised to allot and issue shares in the capital of the Company to those persons, upon such terms and conditions as the directors in their sole discretion deem fit, until the next annual general meeting and subject to the provisions of the Act and the Listings Requirements of the Johannesburg Stock Exchange ("the JSE")."

Explanation: In accordance with the general authority to issue shares in terms of the Act, the authority given at the previous annual general meeting needs to be renewed.

3. ORDINARY RESOLUTION NUMBER 3: RE-ELECTION OF DIRECTORS

"Resolved that:

3.1 Mr ACG Molusi, who retires by rotation in terms of the Memorandum of Incorporation of the Company and who is eligible and available for re-election, be and is hereby re-elected as a director of the Company.

3.2 Ms T Slabbert, who retires by rotation in terms of the Memorandum of Incorporation of the Company and who is eligible and available for re-election, be and is hereby re-elected as a director of the Company."

Explanation: The reason for ordinary resolution number 3 is that the Memorandum of Incorporation requires that no fewer than a third of the Company's non-executive directors retire at the annual general meeting. A retiring director, if eligible, may be re-elected.

Brief biographies of these directors appear on page 3 of the Integrated Annual Report. The ordinary resolutions number 3.1 and 3.2 will be considered separately.

4. ORDINARY RESOLUTION NUMBER 4: APPOINTMENT OF INDEPENDENT AUDITORS

"Resolved that:

Mazars South Africa is hereby appointed as independent auditors of the Company and Mr Miles Fisher is appointed as the designated auditor, from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company."

Explanation: The reason for ordinary resolution number 4 is that the Company, being a listed public company, must appoint independent auditors and have its annual financial statements audited.

5. ORDINARY RESOLUTION NUMBER 5: ELECTION OF THE AUDIT AND RISK COMMITTEE CHAIRMAN AND MEMBERS

"Resolved that:

5.1 Mr JH Phalane be and is hereby re-elected as a member and chairman of the Audit and Risk Committee until the conclusion of the next annual general meeting.

5.2 Subject to the approval of ordinary resolution 3.1 above, Mr ACG Molusi be and is hereby re-elected as a member of the Audit and Risk Committee until the conclusion of the next annual general meeting.

5.3 Mr NA Nemukula be and is hereby re-elected as a member of the Audit and Risk Committee until the conclusion of the next annual general meeting."

Explanation: To elect Mr JH Phalane, Mr ACG Molusi and Mr NA Nemukula who are recommended by the Board and whose appointments automatically terminate on the day of the meeting. The reason for ordinary resolution number 5 is that at each annual general meeting a public company must elect an Audit and Risk Committee comprising at least three members, all of whom must be independent non-executive directors.

Brief biographies of these directors appear on page 3 of the IAR.

The ordinary resolutions number 5.1, 5.2 and 5.3 will be considered separately.

6. ORDINARY RESOLUTION NUMBER 6: AUTHORITY TO SIGN DOCUMENTATION

"Resolved that:

Any director of the Company or the Company Secretary be and is hereby authorised to take all actions necessary and sign all documentation required to give effect to the ordinary and special resolutions which have been passed at the meeting."

SPECIAL RESOLUTIONS

To consider, and, if deemed fit, approve the following special resolutions with or without modification.

Voting requirement: In order to be adopted, all special resolutions require the support of 75% or more of the votes cast by shareholders present or represented by proxy at the meeting. The quorum for the meeting is 25% of the issued share capital of the Company.

7. SPECIAL RESOLUTION NUMBER 1: GENERAL AUTHORITY FOR COMPANY AND/OR SUBSIDIARY TO ACQUIRE THE COMPANY'S OWN SHARES

"Resolved that:

The Company and/or a subsidiary of the Company be and is hereby authorised to repurchase or purchase, as the case may be, ordinary shares issued by the Company on such terms and conditions and in such amounts as the directors of the Company may decide, but subject always to the provisions of section 48 of the Act and the Listings Requirements of the JSE, which currently stipulate that:

- the repurchase of securities must be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counterparty (reported trades are prohibited);
- at any point in time the Company may only appoint one agent to effect any repurchases on the Company's behalf;
- the Company or any of its subsidiaries may not repurchase securities during a prohibited period as defined in paragraph 3.67 in the Listings Requirements of the JSE;
- this general authority shall only be valid until the Company's next annual general meeting, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this special resolution;
- a paid press announcement will be published as soon as the Company has acquired ordinary shares constituting, on a cumulative basis, 3% (three percent) of the number of ordinary shares in issue, at the time of passing of this special resolution, and any 3% (three percent) increments thereafter, which announcements shall contain full details of such acquisitions;

- acquisitions of ordinary shares by the Company in terms of this general authority in the aggregate in any one financial year may not exceed 20% (twenty percent) of the Company's issued ordinary share capital nor may any subsidiary hold more than 10% (ten percent) of the Company's issued share capital at any one time; and
- in determining the price at which ordinary shares issued by the Company are acquired in terms of this general authority, the maximum price at which such ordinary shares may be acquired may not be greater than 10% (ten percent) above the weighted average of the market price at which such ordinary shares traded on the JSE over the 5 (five) business days immediately preceding the date on which the transaction is effected."

The general authority to repurchase the Company's shares will be acted upon within the parameters laid down by the JSE, as and when the directors deem it to be appropriate. After considering the effect of a general repurchase within these parameters, the directors are of the view that, for a period of at least 12 (twelve) months after the date of this notice:

- the Company and the group will be able in the ordinary course of business to pay its debts;
- the assets of the Company and the group, fairly valued in accordance with accounting policies used in the latest audited report, will be in excess of the liabilities of the Company and the group for a period of 12 (twelve) months after the date of this notice of annual general meeting; and
- the ordinary capital and reserves of the Company and the group will be adequate for the purposes of the Company's and the group's businesses, respectively; and the working capital of the Company and the group will be adequate for their requirements.

Explanation: The reason for and effect of special resolution number 1 is to give a mandate to the directors to repurchase or purchase ordinary shares issued by the Company.

8. SPECIAL RESOLUTION NUMBER 2: APPROVAL OF NON-EXECUTIVE DIRECTORS' FEES

"Resolved that:

The remuneration of the non-executive directors for the year 1 January 2024 to 31 December 2024 be as follows:

PM Jenkins	R1 593 774
ACG Molusi	R257 985
NA Nemukula	R257 985
JH Phalane	R332 514
T Slabbert	R235 011."

Explanation: The reason for and effect of special resolution number 2 is to grant the Company the authority to pay fees to its non-executive directors for their services as directors.

9. SPECIAL RESOLUTION NUMBER 3: FINANCIAL ASSISTANCE TO RELATED AND INTER-RELATED ENTITIES OF THE COMPANY

"Resolved that:

The Board of Directors is authorised, in terms of and subject to the provisions of section 45 of the Act, to cause the Company to provide financial assistance to any company or corporation that is related or inter-related to the Company."

Explanation: The reason for and effect of special resolution number 3 is to grant the directors of the Company the authority to cause the Company to provide financial assistance to any entity which is related or inter-related to the Company. This special resolution does not authorise the provision of financial assistance to a director or prescribed officer of the Company.

10. SPECIAL RESOLUTION NUMBER 4: FINANCIAL ASSISTANCE FOR SUBSCRIPTION FOR OR PURCHASE OF SECURITIES BY RELATED AND INTER-RELATED ENTITIES OF THE COMPANY

"Resolved that:

The Board of Directors is authorised, in terms of and subject to the provisions of section 44 of the Act, to cause the Company to provide financial assistance to any company or corporation that is related or inter-related to the Company for the subscription for or purchase of securities in the Company or in any company or corporation that is related or inter-related to the Company."

Explanation: The reason for and effect of special resolution number 4 is to grant the directors of the Company the authority to cause the Company to provide financial assistance for the subscription for or purchase of securities to any entity that is related or inter-related to the Company. This special resolution number 4 does not authorise the provision of financial assistance to a director or prescribed officer of the Company.

11. NON-BINDING ADVISORY RESOLUTION NUMBER 1: APPROVAL OF REMUNERATION POLICY

"Resolved that:

The Company's remuneration policy as set out in the corporate governance and risk management report be and is hereby approved."

Explanation: The remuneration policy is tabled to enable shareholders to express their views on the remuneration policy adopted. This resolution is advisory in nature, but will be taken into consideration when considering the Company's remuneration policy in the future.

12. NON-BINDING ADVISORY RESOLUTION NUMBER 2: APPROVAL OF IMPLEMENTATION OF THE REMUNERATION POLICY

"Resolved that:

The implementation of the Company's remuneration policy for the year ended 30 June 2023 be and is hereby approved."

Explanation: The resolution is tabled to enable shareholders to express their views on the implementation of the remuneration policy adopted. This resolution is advisory in nature, but will be taken into consideration when considering the Company's remuneration policy in the future.

Shareholders are reminded that, in terms of King IV, the passing of advisory resolutions 1 and 2 is by way of a non-binding vote. Should 25% or more of the votes be cast against either of these resolutions, the Company undertakes to engage with shareholders as to the reasons therefor.

ADDITIONAL DISCLOSURE REQUIREMENTS IN TERMS OF THE LISTINGS REQUIREMENTS OF THE JSE

As per section 11.26(b) of the Listings Requirements of the JSE, shareholders are referred to the following sections in the integrated annual report to which this notice of meeting is attached:

- Details of directors on page 3.
- Directors' interests in securities on page 37 (there are no non-beneficial interests).
- Major shareholders on page 38.
- The share capital note 12 on page 65.

LITIGATION STATEMENT

The directors are not aware of any legal or arbitration proceedings active, pending or threatened against or being brought by the Company, which may have a material effect on the group's financial position or which have had a material effect during the 12 months preceding the date of this notice.

DIRECTORS' RESPONSIBILITY STATEMENT

The directors, whose names appear on page 32 of the Integrated Annual Report, collectively and individually, accept full responsibility for the accuracy of the information pertaining to special resolution number 1 and certify that, to the best of their knowledge and belief, there are no facts which have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the resolution contains all information relevant to special resolution number 1.

MATERIAL CHANGES

Other than the facts and developments reported on in the annual financial statements, there have been no material changes in the affairs or financial position of the Company and its subsidiaries since the date of signature of the audit report and up to the date of this notice.

By order of the Board

J Edwards
Company Secretary

27 October 2023

Registered office
368 Jan Smuts Avenue
Craighall Park
Johannesburg, 2196
PO Box 43587
Industria, 2042

Transfer Secretaries
Computershare Investor Services Proprietary Limited
Rosebank Towers,
15 Biermann Avenue
Rosebank, 2196
Johannesburg
Private Bag X9000, Saxonwold, 2132

SUMMARY OF RIGHTS ESTABLISHED BY SECTION 58 OF THE COMPANIES ACT, NO 71 OF 2008 ("COMPANIES A), AS REQUIRED IN TERMS OF SUBSECTION 58(8)(b)(i)

1. A shareholder may at any time appoint any individual, including a non-shareholder of the Company, as a proxy to participate in, speak and vote at a shareholders' meeting on his or her behalf (section 58(1)(a)), or to give or withhold consent on behalf of the shareholder to a decision in terms of section 60 (shareholders acting other than at a meeting) (section 58(1)(b)).
2. A proxy appointment must be in writing, dated and signed by the shareholder, and remains valid for one year after the date on which it was signed or any longer or shorter period expressly set out in the appointment, unless it is revoked in terms of paragraph 6.3 or expires earlier in terms of paragraph 10.4 below (section 58(2)).
3. A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder (section 58(3)(a)).
4. A proxy may delegate his or her authority to act on behalf of the shareholder to another person, subject to any restriction set out in the instrument appointing the proxy ("proxy instrument") (section 58(3)(b)).
5. A copy of the proxy instrument must be delivered to the Company, or to any other person acting on behalf of the Company, before the proxy exercises any rights of the shareholder at a shareholders' meeting (section 58(3)(c)) and in terms of the Memorandum of Incorporation ("MOI") of the Company at least 48 hours before the meeting commences.
6. Irrespective of the form of instrument used to appoint a proxy:
   - 6.1 the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder (section 58)(4)(a));
   - 6.2 the appointment is revocable unless the proxy appointment expressly states otherwise (section 58(4)(b)); and
   - 6.3 if the appointment is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing or by making a later, inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company (section 58(4)(c)).
7. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered as contemplated in paragraph 6.3 above (section 58(5)).
8. If the proxy instrument has been delivered to a company, as long as that appointment remains in effect, any notice required by the Companies Act or the company's MOI to be delivered by the Company to the shareholder must be delivered by the Company to the shareholder (section 58(6)(a)), or the proxy or proxies, if the shareholder has directed the Company to do so in writing and paid any reasonable fee charged by the Company for doing so (section 58(6)(b)).
9. A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the MOI or proxy instrument provides otherwise (section 58(7)).
10. If a company issues an invitation to shareholders to appoint one or more persons named by the Company as a proxy, or supplies a form of proxy instrument:
    - 10.1 the invitation must be sent to every shareholder entitled to notice of the meeting at which the proxy is intended to be exercised (section 58(8)(a));
    - 10.2 the invitation or form of proxy instrument supplied by the Company must:
      - 10.2.1 bear a reasonably prominent summary of the rights established in section 58 of the Companies Act (section 58(8)(b)(i));
      - 10.2.2 contain adequate blank space, immediately preceding the name(s) of any person(s) named in it, to enable a shareholder to write the name, and if desired, an alternative name of a proxy chosen by the shareholder (section 58(8)(b) (ii)); and
      - 10.2.3 provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution(s) to be put at the meeting, or is to abstain from voting (section 58(8)(b)(iii));
    - 10.3 the Company must not require that the proxy appointment be made irrevocable (section 58(8)(c)); and
    - 10.4 the proxy appointment remains valid only until the end of the meeting at which it was intended to be used, subject to paragraph 7 above (section 58(8)(d)).

FORM OF PROXY

CAXTON AND CTP PUBLISHERS AND PRINTERS LIMITED

(Incorporated in the Republic of South Africa)
(Registration number: 1947/026616/06)
Share code: CAT ISIN: ZAE000043345
Preference share code: CATP ISIN: ZAE000043352
("Caxton" or "the Company")

For use by certificated shareholders and dematerialised shareholders with own name registration at the annual general meeting of the holders of ordinary shares in the Company ("Caxton shareholders") to be held in the boardroom, Caxton House, 368 Jan Smuts Avenue, Craighall Park, Johannesburg at 10:00 on Tuesday, 5 December 2023.

I/We (full names)

of (address)

being the registered holder/s of ordinary shares in the capital of the Company, hereby appoint (see note 1):

1. or failing him/her,

2. or failing him/her,

the chairman of the annual general meeting, as my/our proxy to act for me/us at the annual general meeting for the purposes of considering, and, if deemed fit, passing, with or without modification, the ordinary and special resolutions to be propose d thereat, and at each adjournment thereof, and to vote for or against such resolutions or abstain from voting in respect of the ordinary shares registered in my/our name/s in accordance with the following instructions (see note 2):

	Ordinary resolutions	**For**	**Against**	**Abstain**
1.	To adopt the annual financial statements for the year ended 30 June 2023			
2.	To place the unissued ordinary shares of the Company under the control of the directors			
3.1	To re-elect Mr ACG Molusi as a director of the Company			
3.2	To re-elect Ms T Slabbert as a director of the Company			
4.	To appoint Mazars South Africa as the independent auditors and to register Mr Miles Fisher as the designated auditor			
5.1	To re-elect Mr JH Phalane as member and chairman of the Audit and Risk Committee			
5.2	To re-elect Mr ACG Molusi as member of the Audit and Risk Committee			
5.3	To re-elect Mr NA Nemukula as member of the Audit and Risk Committee			
6.	To authorise any director or the Company Secretary to sign documentation to give effect to the ordinary and special resolutions passed			
	Special resolutions			
1.	To approve the general authority for the Company and/or subsidiary to acquire the Company's own shares			
2.	To approve the remuneration of the non-executive directors			
3.	To approve financial assistance to related or inter-related entities			
4.	To approve financial assistance to related or inter-related entities for subscription for or purchase of securities			
	Non-binding advisory resolutions			
1.	To approve the remuneration policy as set out in the corporate governance and risk management report			
2.	To approve the implementation of the remuneration policy as set out in the corporate governance and risk management report			

Signed at on 2023

Signature

Assisted by (where applicable)

Each Caxton shareholder is entitled to appoint one or more proxy/ies (who need not be a shareholder/s) of the Company to attend, speak and vote in his/her stead at the annual general meeting.

Please read the notes on the reverse hereof.

NOTES TO THE FORM OF PROXY

NOTES

1. A Caxton shareholder may insert the name of a proxy or the names of two alternative proxies of his/her choice in the space/s provided, with or without deleting "the chairman of the annual general meeting", but any such deletion must be initialled by the shareholder concerned. The person whose name appears first on this form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those names that follow.
2. The shareholder's instruction to the proxy must be shown by indicating in the appropriate boxes provided the manner in which that shareholder wishes to vote by inserting an "X" in the relevant box unless a shareholder wishes to split his/her votes. In this case, the relevant number of shares to be so voted must be indicated in the relevant box. Failure to comply with the above will be deemed to authorise the proxy to vote, or abstain from voting, at the annual general meeting as he/she deems fit, in respect of all the shareholder's votes exercisable thereat.
3. A Caxton shareholder or his/her proxy is not obliged to use all the votes exercisable by the member or to cast all these votes exercised in the same way, but the total of the votes cast, and in respect whereof abstention is recorded, may not exceed the total of the votes exercisable by the member. Failure to comply with the above will be deemed to be authority to the chairman of the annual general meeting, if the chairman is the authorised proxy, to vote in favour of any resolution proposed at the annual general meeting or any other proxy to vote or abstain from voting at the annual general meeting as he/she deems fit, in respect of the shares concerned.
4. Forms of proxy and any power of attorney by virtue of which such proxy is signed (or a notarially certified copy of such power of attorney) must be lodged at or posted to the transfer secretaries of the Company, Computershare Investor Services Proprietary Limited (Rosebank Towers,15 Biermann Avenue Rosebank, Johannesburg or Private Bag X9000, Saxonwold, 2132), to be received by no later than 10:00 on Friday, 1 December 2023 for administrative purposes or thereafter to the Company by hand no later than 9:30 on Tuesday, 5 December 2023; alternatively it may be handed to the chairman of the meeting immediately prior to the commencement of voting at the meeting.
5. Any alteration or correction made to this form of proxy must be initialled by the signatory/ies.
6. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the Company Secretary or waived by the chairman of the annual general meeting.
7. If you are a dematerialised shareholder, other than by own name registration, you must inform your appointed Central Securities Depository Participant ("CSDP") or broker of the manner in which you wish to vote in order for them to notify the Company Secretary by no later than 10:00 on Friday, 2 December 2022 for administrative purposes; alternatively it may be handed to the chairman of the meeting immediately prior to the commencement of voting at the meeting. Only registered certificated shareholders recorded in the main register of members of the Company or under own names in the dematerialised register, may complete a form of proxy or alternatively attend the annual general meeting.
8. Dematerialised shareholders who are not registered under their own names who wish to attend the annual general meeting or vote by proxy must contact their CSDP or broker who will provide them with the necessary authority to do so or carry out their instructions.
9. The chairman of the annual general meeting may reject or accept any form of proxy that is completed and/or received other than in compliance with the Memorandum of Incorporation of the Company or these notes.

CORPORATE INFORMATION

Caxton and CTP Publishers and Printers Limited
(Incorporated in the Republic of South Africa)
(Registration number: 1947/026616/06)
Share code: CAT ISIN: ZAE000043345
Preference share code: CATP ISIN: ZAE000043352

Registered address
368 Jan Smuts Avenue
Craighall Park
Johannesburg, 2196
PO Box 43587
Industria, 2042

Company Secretary
J Edwards

Auditors
BDO South Africa Incorporated
The Wanderers Office Park
52 Corlett Drive
Illovo
Johannesburg, 2196

Attorneys
Fluxmans Inc.
24 Fricker Road
Illovo
Sandton, 2196

Bankers
First National Bank
Bank City, Johannesburg, 2001

Sponsor
AcaciaCap Advisors Proprietary Limited
Registration number 2006/033725/07
20 Stirrup Lane
Woodmead Office Park
Corner Woodmead Drive and Van Reenens Avenue
Woodmead, 2191
Suite #439, Private Bag X29
Gallo Manor, 2052

Transfer Secretaries
Computershare Investor Services Proprietary Limited
Rosebank Towers,
15 Biermann Avenue
Rosebank,
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Saxonwold, 2132
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CAXTON&CTP publishers & printers LIMITED