adcorp

Connecting Human Potential

2025

ANNUAL SEPARATE FINANCIAL STATEMENTS

for the year ended 28 February 2025

CONTENTS

Directors' responsibilities and approval	2
Chief Executive Officer and Chief Financial Officer responsibility statement	3
Company Secretary compliance statement	4
Directors' report	5
Report of the audit and risk committee	8
Independent auditor's report	12
Statement of financial position	16
Statement of profit or loss and other comprehensive income	17
Statement of changes in equity	18
Statement of cash flows	20
Accounting policies	21
Notes to the annual financial statements	24
Annexure A – Details of significant subsidiaries	48

adcorp
Connecting Human Potential

www.adcorpgroup.com

GENERAL INFORMATION

Country of incorporation and domicile	South Africa
Nature of business and principal activities	Adcorp Holdings Limited (the company) has subsidiaries that carry on business in South Africa and Australia. Areas of activities include the permanent recruitment and flexible staffing sectors, specialised IT recruitment services, as well as the provision of business process outsourcing and training.
Directors	GT Serobe (Chairman) P Mnganga H Singh T Mokgabudi M Lubega Dr. J Wentzel N Prendergast R Van Dijk C Smith R Radley (appointed effective 2 June 2025) T Olls (resigned effective 1 January 2025) S Sithole (Alternate director) (resigned effective 1 January 2025)
Business address	102 Western Service Road Gallo Manor Extension 6 Woodmead Johannesburg 2191
Postal address	PO Box 70635 Bryanston 2021
Bankers	First National Bank
Auditor	KPMG Inc.
Company Secretary	C de Jager (appointed effective 1 August 2024) N Chipswa (appointed on an interim basis until 31 July 2024) L Laporte (resigned effective 30 April 2024)
Company registration number	1974/001804/06
Level of assurance	These annual separate financial statements have been audited in compliance with the applicable requirements of the Companies Act 71 of 2008.
Preparer	The annual separate financial statements were independently compiled by: Ernst & Young Advisory Services Proprietary Limited Gisela Pieterse CA(SA)
Supervised by	These annual separate financial statements were prepared under the direction and supervision of Noel Prendergast CA(SA), Chief Financial Officer
Issued	30 June 2025

DIRECTORS' RESPONSIBILITIES AND APPROVAL

The directors are required in terms of the Companies Act No.71 of 2008 (Companies Act) to maintain adequate accounting records and are responsible for the content and integrity of the annual separate financial statements and related financial information included in this report. It is their responsibility to ensure that the financial statements fairly present the state of affairs of the company 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® Accounting Standards as issued by the International Accounting Standards Board (IFRS® Accounting Standards) and the requirements of the Companies Act of South Africa. The external auditor is engaged to express an independent opinion on the financial statements.

The financial statements are prepared in accordance with IFRS® Accounting Standards International Financial Reporting Interpretations Committee (IFRIC) interpretations effective for the company's financial year, and Financial Pronouncements as issued by the Financial Reporting Standards Council and SAICA Financial Reporting Guides as issued by the Accounting Practices Committee (collectively JSE Financial Reporting Requirements) and the Companies Act of South Africa and the JSE Listings Requirements and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

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

The directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the 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's cash flow forecast for the 12 months from date of approval of the audited financial statements to end June 2026 and, in light of this review and the current financial position, they are satisfied that the company has or had access to adequate resources to continue in operational existence for the foreseeable future.

The external auditor is responsible for independently auditing and reporting on the company's audited financial statements. The audited financial statements have been examined by the company's external auditor and their report is presented on pages 12 to 15.

The audited financial statements set out on pages 16 to 49, which have been prepared on the going concern basis, were approved by the board of directors on 30 June 2025 and were signed on their behalf by:

Dr. John Wentzel
Chief Executive Officer

30 June 2025

CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER RESPONSIBILITY STATEMENT

In terms of section 3.84(k) of the JSE Limited (JSE) Listings Requirements, each of the directors, whose names are stated below, hereby confirm that:

- The annual financial statements set out on pages 16 to 49, fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS® Accounting Standards;
- To the best of our knowledge and belief, no facts have been omitted or untrue statements made that would make the annual financial statements false or misleading;
- Internal financial controls have been put in place to ensure that material information relating to the issuer and its 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 auditor any deficiencies in design and operational effectiveness of the internal financial controls, and have remediated the deficiencies/taken steps to remedy the deficiencies; and
- We are not aware of any fraud involving directors.

Dr. John Wentzel
Chief Executive Officer

30 June 2025

Noel Prendergast
Chief Financial Officer

30 June 2025

COMPANY SECRETARY COMPLIANCE STATEMENT

I certify that, to the best of my knowledge and belief, the company and its subsidiaries has lodged with the Companies and Intellectual Property Commission (CIPC) all such returns as are required of a public company in terms of the Companies Act 71 of 2008, as amended, in respect of the year ended 28 February 2025 and that all such returns appear to be true, correct and up to date.

Charissa de Jager
Company Secretary

30 June 2025

DIRECTORS' REPORT

for the year ended 28 February 2025

The directors have pleasure in submitting the report on the annual financial statements of the company for the year ended 28 February 2025.

Nature of business

The company is an investment holding company and has subsidiaries that carry on business in South Africa and Australia. Areas of activities include the permanent recruitment and flexible staffing sectors, specialised IT recruitment services, as well as the provision of business process outsourcing, training and financial services.

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

Review of financial results and activities

The annual separate financial statements have been prepared in accordance with IFRS® Accounting Standards and the requirements of the Companies Act. The accounting policies have been applied consistently compared to the prior year.

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

Share capital

The authorised share capital is 183 177 151 (2024: 183 177 151) ordinary shares of 2,5 cents per share and 16 822 849 (2024: 16 822 849) "B" ordinary shares of 2,5 cents per share.

On the 22nd March 2024, the company repurchased and cancelled 73 701 shares from odd-lot holders, for a total odd-lot consideration of R295 798. The issued share capital of the company at 28 February 2025 was 109 880 974 (2024: 109 954 675) ordinary shares of 2,5 cents per share and 6 729 140 (2024: 6 729 140) "B" ordinary shares of 2,5 cents per share.

Directorate and secretary

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

Name	Current year appointments and resignations
Non-executive directors	
GT Serobe (Chairman)	
P Mnganga	
H Singh	
T Mokgabudi	
M Lubega	
R Van Dijk	
C Smith	
R Radley	Appointed effective 2 June 2025
T Olls	Resignation effective 1 January 2025
S Sithole (Alternate director)	Resignation effective 1 January 2025
Executive directors	
Dr. J Wentzel	
N Prendergast	
Company Secretary	
C de Jager	Appointed effective 1 August 2024
L Laporte	Resignation effective 30 April 2024
N Chipswa	Appointed effective 28 May 2024 on an interim basis until 31 July 2024

adcorp
Connecting Human Potential

DIRECTORS' REPORT continued

for the year ended 28 February 2025

Dividend declaration

The board approved a final gross cash dividend of 50,0 cents per ordinary share for the financial year ended 28 February 2025 (2024: Final gross dividend of 24,2 cents per ordinary share). The dividend has been declared from equity reserves. The directors have performed the required solvency and liquidity tests required by the Companies Act of South Africa.

Directors' interests in contracts

No material contracts involving directors were entered into during the current year. The directors had no interest in any third party or company responsible for managing any of the business activities of Adcorp.

Special resolutions

At the annual general meeting (AGM) held on 30 July 2024, Adcorp's shareholders passed the following special resolutions:

Special resolution 1: To approve the remuneration payable to non-executive directors for their services as directors.

Special resolution 2: To approve that the company and/or any subsidiary of the company be authorised to repurchase shares issued by the company, capped at 10% of issued share capital.

Special resolution 3: To approve, in terms of section 44 read with section 45 of the Companies Act of South Africa, that the company provide financial assistance for the provision of any loans or other financial assistance to present or future related and inter-related companies.

Special resolution number 4: To approve inter-company financial assistance.

Except for the above, no other special resolutions, the nature of which might be significant to shareholders in their appreciation of the state of affairs of the company, were passed by the company or its subsidiaries during the period covered by this directors' report.

Statutory information

The company was incorporated in the Republic of South Africa on 16 July 1974. The registration number is 1974/001804/06.

Auditors

KPMG Inc. continued in office as auditors for the company for 2025, in accordance with section 94(7) of the Companies Act 71 of 2008.

The audit and risk committee resolved to recommend to the shareholders that KPMG Inc. be reappointed as the company's registered external auditor for the 2025 financial year. This will be approved at the upcoming AGM.

Company Secretary

The board is satisfied that Charissa de Jager has the requisite knowledge of or experience in relevant laws and regulations to fulfil the role.

Events after the reporting period

The board of directors is not aware of any material event which occurred after the reporting date and up to the date of this report other than:

Dividend declaration

The board of directors has approved and declared a final gross dividend of 50,0 cents per ordinary share (2024: 24,2 cents per ordinary share) from income reserves, for the year ended 28 February 2025.

Debt refinance in South Africa

The South African operation is in the final stages of renegotiating a facility of R250 million plus an accordion feature of R100 million which is expected to be effective from September 2025. The facility is expected to mature in three years from the effective date and will be used to fund its working capital requirements.

Going concern

The directors have considered the company's financial position, cash flows, available facilities, and budgets, and believe the company has adequate resources to continue operating for the foreseeable future. Accordingly, the annual financial statements have been prepared on the going concern basis. Refer to note 23 for further details.

Compiler of annual separate financial statements

The compiler was responsible for the preparation of the audited financial statements based on information provided by management and worked under the supervision of management. Management is responsible for these audited financial statements.

Compliance with applicable laws

The board of directors hereby confirms that the company is:

- In compliance with the provisions of the Companies Act or laws of establishment, specifically relating to its incorporation; and
- Operating in conformity with its Memorandum of Incorporation and/or relevant constitutional documents.

REPORT OF THE AUDIT AND RISK COMMITTEE

for the year ended 28 February 2025

The company's audit and risk committee (the committee or ARC) presents its report for the financial year ended 28 February 2025. The committee is an independent statutory committee, whose duties are delegated to it by the board of directors. The committee's duties and objectives allow it to discharge its statutory and other board-delegated duties in keeping with its terms of reference. These duties are briefly set out in this report.

Composition, meetings and assessment

The four members of the ARC were recommended by the board of directors to the shareholders and were formally appointed at the previous annual general meeting (AGM) held on 30 July 2024.

T Mokgabudi *(Chairman)*
H Singh
M Lubega
R van Dijk

R Radley was subsequently appointed as a member of the committee on 2nd of June 2025.

Six (6) committee meetings were held during the year, of which one (1) was a special meeting, one (1) was a risk workshop and four (4) were ordinary meetings. As provided for in the ARC's terms of reference, closed sessions are arranged at least once a year with key relevant parties to ensure confidential assessments and discussions can occur.

Roles and responsibilities

The committee is satisfied that it has executed its responsibilities in keeping with the requirements of the Companies Act of South Africa, the JSE Listings Requirements and the recommendations of King IV, as well as additional requirements prescribed by its terms of reference, as approved by the board of directors. The ARC's key areas of responsibilities include:

- Perform and fulfil the committee's duties pursuant to section 94 of the Companies Act and its responsibilities as set out in paragraph 3.84(g) of the JSE Listings Requirements, including the appointment and the assessment of the independence of the external auditor;
- Overseeing the integrated reporting process and assessing disclosures made to all stakeholders, which includes the annual financial statements for the year under review.
- Overseeing and evaluating the governance of risk and compliance and the related internal control environment, and considering the recommendation of the internal auditors in respect of the effectiveness of the system of internal controls;
- Monitoring and assessing all internal and external assurance providers and the non-audit services rendered during the year;
- Assessing key audit matters;
- Assessing the expertise and experience of the CFO and the resources within the financial function; and
- Reviewing and recommending the annual financial statements for approval by the board of directors.

In order to execute her responsibilities, the Chairman of the committee met separately during the course of the year with the CFO, the company secretary, management, and the internal and external auditors.

External auditor appointment and independence

The committee satisfied itself that the external auditor of the company is independent. The requisite assurance was sought and provided by the auditor that the internal governance processes within the audit firm support and demonstrate its claim to independence.

The committee continuously assesses the impact of the overall audit professional environment and current challenges. The external auditor shared their significant risk and focus areas and responses thereto. The committee thus satisfied itself of the continued independence and competence of the auditor. The committee resolved to recommend to the shareholders that KPMG be reappointed as the group's registered external auditor and Mr Fred von Eckardstein as the designated individual auditor, for approval at the AGM, for the 2026 financial year.

The committee, in consultation with executive management, agreed to the engagement letter terms, audit plan, including the materiality levels proposed, and budgeted group audit fees for the year under review. There is a formal procedure and policy that governs the process whereby the auditor is considered for non-audit services.

No material non-audit services were provided by the external auditors during the year under review and it was confirmed that no reportable irregularities had been identified or reported by the external auditor under the Auditing Profession Act 26 of 2005.

Financial statements and accounting policies

The committee has assessed the company's accounting policies and the financial statements for the year ended 28 February 2025 and is satisfied that they are appropriate and comply in all respects with the Companies Act, IFRS® Accounting Standards and the JSE Listings Requirements together with consideration of the findings from the JSE Limited proactive monitoring of financial statements in 2024.

The committee confirmed that no reportable irregularities were identified and reported by the external auditors in terms of the Auditing Profession Act 26 of 2005. The committee did not receive any complaints relating to the accounting practices, internal audit, the content or auditing of the company's financial statements, the internal financial controls of the company or any related matters.

The committee supports the opinion of the board of directors and the external auditor with regard to the financial statements, which have been approved by the board and will be presented to shareholders at the AGM to be held at the end of July 2025.

Based on the information and explanations given by directors and the internal and external auditors, the committee believes that the accounting and internal controls, including the internal financial controls, are adequate and that the financial records may be relied upon for preparing the annual financial statements in accordance with IFRS® Accounting Standards and maintaining accountability for the company's assets and liabilities.

Governance of risk

The committee is responsible for overseeing the governance of risk for the company. During the year, the committee revisited the risk management framework and determined how to ensure effective cascading of integrated assurance across the various board committees.

Nothing has come to the committee's attention to indicate that any material breakdown in the functioning of internal controls, resulting in material loss to the company, has occurred during the year and up to the date of this report.

Internal audit

The internal audit function outsourced to Ernst & Young, reviews and provides assurance on the adequacy and effectiveness of internal controls and internal financial controls.

During the year under review, the committee:

- Reviewed and approved the annual internal audit coverage plan;
- Evaluated the independence, effectiveness and performance of the internal audit function in terms of its scope, execution of its plan, coverage, independence, skills, resourcing, overall performance and position within the organisation and found it to be satisfactory;
- Considered the internal audit reports on the company's systems of internal controls, including financial controls and accounting records;
- Reviewed significant issues raised by the internal audit processes and the adequacy of corrective action in response to internal audit findings and considered management's responses to adverse internal audit findings;
- Met with the internal audit independently of management; and
- Assessed the adequacy of the performance of the internal audit function and found it to be satisfactory.

CEO and CFO responsibility statement

The committee evaluated the CEO's and CFO's responsibility statement on the financial statements and internal financial controls, as set out on page 3 as required by the JSE Listings Requirements.

The CEO and CFO reviewed the controls over financial reporting and presented the findings to the committee. Based on this evaluation management identified certain deficiencies, that were largely mitigated by compensating controls and did not lead to any material concerns with the financial reporting process.

A remediation plan has been developed by management to address control deficiencies as part of the company's ongoing journey towards strengthening the internal controls related to financial reporting, especially as it relates to control improvements associated with control disciplines and together with the relevant compensating controls.

This process has enabled the CEO and CFO to conclude and sign-off on the effectiveness of the internal controls over financial reporting, in accordance with the JSE Listings Requirements.

The committee is of the opinion that the system of internal financial controls and financial reporting procedures are effective and form a basis for the preparation of reliable financial statements in respect of the year under review.

REPORT OF THE AUDIT AND RISK COMMITTEE
continued

for the year ended 28 February 2025

Going concern

In preparing the financial statements, the committee is responsible for evaluating the company's ability to continue as a going concern and therefore the appropriateness of the going concern assumption in the preparation of the financial statements. The committee have assessed the economic environment, current financial position, and the expected cash flows for the next 12 months through to the end of June 2026. The liquidity and solvency position has also been reviewed as part of this assessment.

The committee is satisfied that there are no material uncertainties that cast doubt on the company's ability to operate as a going concern. The company has sufficient resources, or access to resources, to continue with all operating activities for the foreseeable future. Based on this assessment, the committee considers it appropriate to adopt the going concern assumption for the preparation of the 2025 financial statements and recommends the going concern assumption to the board of directors for approval.

Significant areas of judgement

In arriving at the figures disclosed in the financial statements, there are certain areas where judgement is needed. The ARC has considered various elements of the financial statements that require judgement and have found all judgements and estimates to be reasonable and provide additional commentary on the goodwill impairment assessment.

Evaluation of expertise and experience of the CFO and the finance function

The committee has considered and is satisfied with the appropriateness of the expertise and experience of the CFO, Mr Noel Prendergast. The committee considered the appropriateness of the expertise, diversity and adequacy of resources of the company's financial function and the effectiveness of the members of management responsible for the finance function.

The committee is satisfied that it has met the requirements of its terms of reference.

The ARC has access to all financial information of the company, including the financial information of subsidiaries of the company.

Key focus areas

In addition to executing on its statutory duties and the considering key audit matters, the committee also addressed the following key areas of focus during the year ended 28 February 2025:

- The committee continued to receive reports on the risks and related controls in respect of operations, fraud, cybersecurity, IT systems, and controls impacting financial reporting. The committee was informed of initiatives aimed at monitoring cybersecurity and ensuring data security across the organisation.
- The committee continuously monitored the company's risk exposure and the effectiveness of controls to mitigate risks and prevent and detect fraud. The committee focused on ensuring the effectiveness of a group-wide approach to risk management that ensures consistent application of risk management principles and methodologies across all geographies in which the company operates.
- The committee received reports from the compliance function and monitored the company's compliance activities across all geographies in which the company operates.
- The committee oversaw the development and adoption of a Group Governance Framework, thereby setting the company's governance philosophy, structure, and principles.
- The committee ensured the continued application of a robust combined assurance model to coordinate all assurance activities.
- The committee monitored the financial roadmap's alignment with the company's strategy and assessed macroeconomic trends in South Africa and Australia, ensuring resilience and sustained profitability.
- The committee received reports on projects aimed at improving financial performance and continuously assessed macroeconomic trends and risks in South Africa and Australia, ensuring resilience and sustained profitability.

Significant areas of judgement continued

Key focus areas continued

The committee has set the following key areas of focus for 2026:

- Focus on ensuring that all areas of the business are aligned with the company's risk management and compliance philosophy and strategy and that a group-wide approach is maintained where applicable.
- Oversee and evaluate management's response to future changes in legislation and other regulations impacting disclosure requirements, as well as macroeconomic risks and trends. As part of this process, Adcorp will commence a process to assess the implications of Environmental, Social, and Governance (ESG) disclosures and related assurance processes to support the company in meeting the minimum ESG disclosure requirements under the Integrated Reporting (IR) Framework released by the International Auditing and Assurance Standards Board (IAASB).
- Enhance its oversight of initiatives aimed at monitoring cybersecurity and ensuring data security across the organisation.

Conclusion

Having considered all the material factors the committee recommended the financial statements for the year ended 28 February 2025 for approval to the board. The board has approved the annual financial statements which will be open for discussion at the forthcoming AGM of shareholders.

I would like to extend my appreciation to management, the external auditor, internal auditors and fellow committee members for their work and support throughout the year.

T Mokgabudi
Chairman, audit and risk committee

30 June 2025

INDEPENDENT AUDITOR’S REPORT

To the shareholders of Adcorp Holdings Limited

Report on the audit of the separate financial statements

Opinion

We have audited the separate financial statements of Adcorp Holdings Limited (the company) set out on pages 16 to 49, which comprise the statement of financial position as at 28 February 2025, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, material accounting policy information, notes to the financial statements and Annexure A: Details of significant subsidiaries.

In our opinion, the separate financial statements present fairly, in all material respects, the separate financial position of Adcorp Holdings Limited and its subsidiaries as at 28 February 2025, and its separate financial performance and separate cash flows for the year then ended then ended in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting 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 the separate financial statements section of our report. We are independent of the company in accordance with the Independent Regulatory Board for Auditors’ Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements 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.

In terms of the IRBA Rule on Enhanced Auditor Reporting for the Audit of Financial Statements of Public Interest Entities, published in Government Gazette No. 49309 dated 15 September 2023 (EAR Rule), we report:

Final Materiality

The scope of our audit was influenced by our application of materiality. We set quantitative thresholds and overlay qualitative considerations to help us determine the scope of our audit and the nature, timing and extent of our procedures, and in evaluating the effect of misstatements, both individually and in the aggregate, on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Overall materiality	R33 000 000
How we determined it	0.7% (rounded) of total assets
Rationale for benchmark and percentage applied	We selected total assets as the most appropriate benchmark because, in our view, it is the benchmark which best reflects the focus of users of the financial statements given the entity is an investment holding company. We chose 0.7% (rounded) based on our professional judgement after consideration of qualitative factors that impact the company.

Key audit matters

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

In terms of the EAR Rule, we are required to report the outcome of audit procedures or key observations with respect to the key audit matters and these are included below.

Impairment of investments in subsidiaries

Refer to material accounting policy note 1.6 - investments in subsidiaries and note 3 - investments in subsidiaries

Key audit matter	How the matter was addressed in our audit
As at 28 February 2025, the company’s investments in subsidiaries amounted to R3.8 billion which are 88% of total assets. As required by IAS 36, Impairment assets (IAS 36), where an indicator of impairment has been identified, management conduct impairment assessments to test the recoverability of the carrying amount of investments in subsidiaries. One of the impairment indicators considered is the net asset value of the underlying subsidiary. For the purposes of impairment testing, the cost of each of the subsidiaries is compared to the recoverable amount which is the higher of the value in use or fair value less costs to sell. Where the recoverable amount is lower than the cost, an impairment is recognised in profit or loss. The key estimates and assumptions made in determining the value in use, include: • Growth rates applied to revenue, earnings before interest, taxes, depreciation and amortisation (EBITDA) and EBITDA margin; • Terminal growth rates; and • The pre-tax discount rate applied to the projected future cash flows. During the current year an impairment indicator was identified by management in respect of Adcorp Holdings Australia Proprietary Limited due to the investment carrying value exceeding the net asset value of the subsidiary. Due to the estimation uncertainty and significant judgements involved in applying the discounted cash flow model to determine the value in use of the investments, this was considered a key audit matter in our audit of the separate financial statements.	Our team included senior audit team members and valuation specialists, who understand the company’s business and industry. We performed the following audit procedures, amongst others: • Tested the design and implementation of controls relating to the review of management’s assessment of the impairment of investments in subsidiaries. • Assessed whether any indicators of impairment of investments in subsidiaries were identified. In respect of the investment in Adcorp Holdings Australia Proprietary Limited, we performed the following procedures: • Critically evaluated whether the discounted cash flow model used by management to calculate the value in use of this investment complies with the requirements of IAS 36; • Challenged the key assumptions used by management in their value in use calculations by: – assessing the reasonableness of assumptions relating to future cash flows in relation to our knowledge of the subsidiary and the industries in which it operates; – involved our valuation specialists in assessing the reasonableness of the discount rates applied by independently calculating the discount rate using independent inputs and inputs from comparable companies and comparing the rates to those used by management. • Compared the projected cash flows, including assumptions relating to EBITDA growth and terminal growth rates, against historical performance to evaluate the reasonability of management’s projections; • Performed sensitivity analyses on key assumptions to assess the impact on the value in use calculations; and • Evaluated the adequacy and appropriateness of the disclosures made by management in the financial statements in accordance with IAS 36. Based on the procedures performed above in respect of the investment in subsidiaries, we did not identify any significant matters requiring further consideration.

INDEPENDENT AUDITOR'S REPORT continued

Other information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Adcorp 2025 Annual Separate Financial Statement for the year ended 28 February 2025", which includes the Company secretary compliance statement, the Directors' Report and the Report of the audit and risk committee as required by the Companies Act of South Africa. The other information does not include the separate financial statements and our auditor's report thereon.

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

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

Responsibilities of the directors for the separate financial statements

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

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

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

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

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

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

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

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

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

Report on other legal and regulatory requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that KPMG Inc. has been the auditor of Adcorp Holdings Limited for three years.

KPMG Inc.
Per FHC von Eckardstein
Chartered Accountant (SA)
Registered Auditor
Director

30 June 2025

KPMG Inc.
85 Empire Road
Parktown
2193
South Africa

STATEMENT OF FINANCIAL POSITION

as at 28 February 2025

	Notes	2025 R'000	2024 R'000
Assets			
Non-current assets		**4 272 148**	4 313 017
Investments in subsidiaries	3	**3 752 600**	3 752 600
Amounts due by subsidiary companies	5	**519 548**	560 417
Current assets		**4 915**	28 331
Amounts due by subsidiary companies	5	**321**	553
Other receivables	6	**4 538**	4 982
Cash and cash equivalents	7	**56**	22 796
Total assets		**4 277 063**	4 341 348
Equity and liabilities			
Equity		**1 428 144**	1 505 899
Share capital and share premium	8	**1 740 882**	1 741 178
Reserves	9	**9 223**	11 240
Accumulated loss		**(321 961)**	(246 519)
Liabilities			
Non-current liabilities		**25 224**	36 353
Deferred taxation	11	**25 224**	36 353
Current liabilities		**2 823 695**	2 799 096
Trade and other payables	12	**2 575**	3 810
Amounts due to subsidiary companies	13	**2 821 120**	2 795 286
Total liabilities		**2 848 919**	2 835 449
Total equity and liabilities		**4 277 063**	4 341 348

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the year ended 28 February 2025

	Notes	2025 R'000	2024 R'000
Operating loss	14	**(45 256)**	(5 352)
Investment income	15	**2 793**	5 259
Finance costs	16	**(2 793)**	(5 259)
Impairment of intercompany loans receivable		**–**	(4)
Fair value gain on investment		**–**	832
Loss before taxation		**(45 256)**	(4 524)
Taxation	17	**11 129**	(1 378)
Loss for the year		**(34 127)**	(5 902)
Other comprehensive income		**–**	–
Total comprehensive loss for the year		**(34 127)**	(5 902)

adcorp
Connecting Human Potential

STATEMENT OF CHANGES IN EQUITY

for the year ended 28 February 2025

	Share Capital R'000	Share premium R'000	Total share capital R'000	Share-based payment reserve R'000	Total reserves R'000	Accumulated loss R'000	Total equity R'000
Balance at 01 March 2023	3 069	1 738 109	1 741 178	184 093	184 093	(280 549)	1 644 722
Loss for the year	–	–	–	–	–	(5 902)	(5 902)
Other comprehensive income	–	–	–	–	–	–	–
Total comprehensive loss for the year	–	–	–	–	–	(5 902)	(5 902)
Equity settled share-based payment	–	–	–	7 068	7 068	–	7 068
Recognition of B-BBEE and staff share-based payments	–	–	–	3 603	3 603	–	3 603
Transfer to retained earnings	–	–	–	(176 166)	(176 166)	176 166	–
Share scheme settlement	–	–	–	(7 358)	(7 358)	–	(7 358)
Distributions to shareholders	–	–	–	–	–	(136 234)	(136 234)
Total contributions by and distributions to owners of company recognised directly in equity	–	–	–	(172 853)	(172 853)	39 932	(132 921)
Balance at 01 March 2024	3 069	1 738 109	1 741 178	11 240	11 240	(246 519)	1 505 899
Loss for the year	–	–	–	–	–	**(34 127)**	**(34 127)**
Other comprehensive income	–	–	–	–	–	–	–
Total comprehensive loss for the year	–	–	–	–	–	**(34 127)**	**(34 127)**
Movement in share capital*	**(2)**	**(294)**	**(296)**	–	–	–	**(296)**
Equity settled share-based payment	–	–	–	**6 038**	**6 038**	–	**6 038**
Share scheme settlement	–	–	–	**(8 055)**	**(8 055)**	–	**(8 055)**
Distributions to shareholders	–	–	–	–	–	**(41 315)**	**(41 315)**
Total contributions by and distributions to owners of company recognised directly in equity	**(2)**	**(294)**	**(296)**	**(2 017)**	**(2 017)**	**(41 315)**	**(43 628)**
Balance as at 28 February 2025	**3 067**	**1 737 815**	**1 740 882**	**9 223**	**9 223**	**(321 961)**	**1 428 144**
Note	8	8	8				

* *Relates to the repurchase of 73 701 Adcorp Holdings Limited shares from odd-lot holders, for a total odd-lot consideration of R295 798. The shares repurchased were cancelled and delisted, and accordingly, the total issued ordinary share capital of Adcorp was reduced from 109 954 675 to 109 880 974.*

STATEMENT OF CASH FLOWS

for the year ended 28 February 2025

	Notes	2025 R'000	2024 Restated* R'000
Cash flows from operating activities			
Loss before taxation		**(45 256)**	(4 524)
Adjusted for:			
Impairment of intercompany loans receivable		**–**	4
Fair value gain on investment		**–**	(832)
Foreign exchange difference relating to translation of foreign loan receivable		**41 217**	(5 105)
Other non-cash items		**(8 055)**	(581)
Finance income		**(2 793)**	(5 259)
Finance costs		**2 793**	5 259
Share-based payment expense		**6 038**	3 603
Changes in working capital:			
Decrease/(increase) in other receivables		**444**	(730)
Decrease in trade and other payables		**(1 235)**	(806)
Cash utilised by operations		**(6 847)**	(8 971)
Finance income	15	**2 793**	4 690
Finance costs	16	**(430)**	(1 766)
Net cash outflow from operating activities		**(4 484)**	(6 047)
Cash flows from investing activities			
Proceeds upon settlement of investment at fair value		**–**	21 906
Cash flows from financing activities			
Share repurchase	8	**(296)**	–
Proceeds from borrowings	10	**125 000**	400 000
Repayment of borrowings	10	**(125 000)**	(400 000)
Loans obtained from subsidiaries*		**23 355**	28 394
Dividends paid	20	**(41 315)**	(136 234)
Net cash outflows from financing activities		**(18 256)**	(107 840)
Net decrease in cash and cash equivalents		**(22 740)**	(91 981)
Cash and cash equivalents at the beginning of the year		**22 796**	114 777
Cash and cash equivalents at the end of the year	7	**56**	22 796

* *Management have made a decision to apply the accounting policy election under IAS 7 Statement of Cash Flows, paragraph 22, retrospectively, in relation to the cash movements arising from the loans obtained from and repaid to subsidiaries. This change in accounting policy reflects management's judgement that the cash flows are of a short-term, quick turnover, large amount, and have a short maturity, thereby qualifying for the election. The application of this election is consistent with the objective of IAS 7 and enhances the relevance and clarity of the cash flow information presented. Previously disclosed gross amount for loans obtained from subsidiaries (3 259 943) and loans repaid to subsidiaries (3 231 549).*

adcorp
Connecting Human Potential

ACCOUNTING POLICIES

for the year ended 28 February 2025

Corporate information

Adcorp Holdings Limited is a public company incorporated and domiciled in South Africa. The principle activity of the company is investment holding. Areas of activity of its subsidiaries include the rendering of services in areas of permanent recruitment and flexible staffing sectors, specialised IT recruitment services, as well as the provision of business process outsourcing and training. Subsidiaries carry on business in South Africa and Australia.

1 Material accounting policies

Any accounting policies that are general in nature and are applicable to more than one specific note have been disclosed below.

1.1 Basis of preparation

The annual separate financial statements have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (IFRS® Accounting Standards), International Financial Reporting Interpretations Committee (IFRIC) interpretations effective for the company's financial year, and Financial Pronouncements as issued by the Financial Reporting Standards Council and SAICA Financial Reporting Guides as issued by the Accounting Practices Committee (collectively JSE Financial Reporting Requirements) and the requirements of the Companies Act of South Africa. These financial statements have been audited in compliance with the applicable requirements of the Companies Act of South Africa. The annual separate financial statements are presented in Rand (ZAR), the currency of South Africa where Adcorp Holdings Limited is incorporated. All values are rounded to the nearest thousand in the tables presented and nearest million in explanatory notes unless otherwise stated.

The annual separate financial statements have been prepared on a historical cost basis, except for certain financial instruments measure at fair value. These accounting policies are consistent with those of the comparative financial year unless otherwise stated.

The financial statements were authorised by the board of directors for issue on 30 June 2025.

1.2 Financial instruments

Initial recognition

A party to the contractual provisions of the instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Subsequent measurement

All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value depending on their classification of the financial asset.

The company measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held with the objective to collect contractual cash flows; and
- The contractual terms of the financial asset gives rise to cash flows that are solely payments of principal and interest on principal amount outstanding.

This assessment is referred to as the solely payments of principal and interest (SPPI) test and is performed at instrument level.

The financial assets at amortised cost include other receivables (note 6), amounts due by subsidiary companies (note 5) and cash and cash equivalents (note 7) as the business model is to collect payment of principal and interest.

The company currently does not recognise any financial assets through other comprehensive income.

Financial assets are not reclassified subsequent to their initial recognition unless the company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business models.

ACCOUNTING POLICIES continued

for the year ended 28 February 2025

1 Material accounting policies continued

1.2 Financial instruments continued

Subsequent measurement of financial liabilities

All financial liabilities are subsequently measured at amortised cost, using the effective interest method or at fair value through profit or loss. The company currently has no financial liabilities classified as at fair value through profit or loss. Financial liabilities at amortised cost includes amounts due to subsidiary companies (note 13) and trade and other payables (note 12).

Derecognition of financial assets and liabilities

The company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the company neither transfers nor retains all the risks and rewards of ownership substantially and continues to control the transferred asset, the company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the company retains all the risks and rewards of ownership of a transferred financial asset substantially, the company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received. On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

The company derecognises a financial liability when, and only when, the company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss. The company writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery.

When the company exchanges with the existing lender one debt instrument into another one with substantially different terms, such exchange is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, the company accounts for substantial modification of terms of an existing liability or part of it, as an extinguishment of the original financial liability and recognising a new financial liability. It is assumed that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective rate is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability. Any costs or fees incurred are recognised as part of the profit or loss on extinguishment. If the modification is not substantial, the difference between the carrying amount of the liability before the modification and the present value of the cash flows after the modification should be recognised in profit or loss. The modification recognised within profit and loss and any costs or fees incurred adjust the carrying amount of the financial liability and are amortised over the remaining term of the modified liability.

Amortised cost and effective interest rate method

Finance income is recognised in profit or loss and presented in the finance income line item. Finance cost is recognised in profit or loss presented in the finance cost line item.

Other receivables

The company recognises a loss allowance for expected credit losses (ECL) applying the simplified approach and measures the loss allowance at an amount equal to the lifetime ECLs. As there is no significant financing component to other receivables, the company uses a specific identification and provision matrix when measuring ECLs.

The simplified approach is forward looking and takes into account historical credit losses experience, time value of money and future economic factors including inflation. Losses are recognised in the statement of profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the statement of profit or loss. When a trade receivable is uncollectible, it is written off and recognised in profit or loss.

1.3 Tax

Current taxation

Current taxation comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. Current tax assets and liabilities are offset only if certain criteria are met.

The tax rates and tax laws used to compute the amount of taxation are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

1 Material accounting policies continued

1.3 Tax continued

Deferred taxation

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the tax base used for taxation purposes.

Deferred taxation liabilities are generally recognised for all taxable temporary differences and deferred taxation assets are recognised to the extent that it is probable that sufficient taxable profits will be available against which deductible temporary differences, carry forward of unused taxation credits and unused taxation losses can be utilised. Such deferred taxation assets and liabilities are not recognised if the temporary differences arise from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and those deferred taxation liabilities in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future and deferred taxation assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

Deferred taxation assets and liabilities are measured at the tax rates that are expected to apply in the period in which the asset will be realised or the liability will be settled, based on enacted or substantively enacted rates at the reporting date.

Deferred taxation assets and liabilities are offset when they arise from the same tax reporting entity, and relate to the same authority and when there exists a legal right to offset.

Tax expenses

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or other comprehensive income.

1.4 Share-based payment

Share-based payment schemes are all settled by providing shares of the company to the recipients. The company accounts for all share-based payments as equity settled.

Equity-settled share-based payment transactions are measured at the fair value of the equity instruments granted. The fair value is measured at the grant date. IFRS 2 defines the grant date as the date at which the entity and another party agree to a share-based payment arrangement, being when the entity and counterparty have a shared understanding of the terms and conditions of the arrangement.

The grant-date fair value of equity-settled share-based payment arrangements granted to employees is generally recognised as an expense in profit and loss, with a corresponding increase in equity, over the vesting period of the awards.

1.5 Investments in subsidiaries

All investments in subsidiaries are carried at cost less any impairments.

For the purposes of impairment testing, the cost of each of the subsidiaries is compared to the recoverable amount which is the higher of the value in use or fair value less costs to sell. Where the recoverable amount is lower than the cost, an impairment is recognised in profit or loss.

1.6 Cash and cash equivalents

Cash comprises cash on hand and demand deposits.

Cash equivalents are 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. Cash and cash equivalents are measured at amortised costs and stated at carrying amount which reflects its fair value.

Certain bank accounts are provided as security for banking facilities available to the company.

1.7 Share capital and equity

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

NOTES TO THE ANNUAL FINANCIAL STATEMENTS
for the year ended 28 February 2025

2 New Standards and Interpretations

2.1 Standards and interpretations effective and adopted in the current year

The company has adopted all new and amended accounting pronouncements that are relevant to its operations and that are effective for financial years commencing 01 March 2024 but these did not have a significant effect on the financial statements.

2.2 Standards and interpretations not yet effective

The standards and interpretations that are issued but not yet effective up to the date of issuance of the company's financial statements, are disclosed below. The company intends to adopt these standards, if applicable, when they become effective.

Standard/Interpretation	Effective date: Years beginning on or after	Expected impact:
Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures – *Settlement by electronic payments*	1 January 2026	Impact is currently being assessed
Annual Improvements to IFRS® Accounting Standards – *Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7*	1 January 2026	Impact is currently being assessed
IFRS 19 – *Subsidiaries without Public Accountability* – no impact for consolidated financial statements. Applicable for eligible subsidiaries that can choose to apply the reduced disclosure requirements as set out in the standard. The company is in the process of assessing its eligibility of its subsidiaries in applying the standard and, if applicable, assessing the amendments to the reduced disclosure requirements of the standard, in particular which disclosures will no longer be required.	1 January 2027	Unlikely there will be a material impact
Amendments to IAS 21 – *Lack of Exchangeability*	1 January 2025	Unlikely there will be a material impact as currently there are no transactions that are recognised under this standard
Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures – *Amendments to the Classification and Measurement of Financial Instruments*	1 January 2026	Unlikely there will be a material impact as currently there are no transactions that are recognised under this standard
Contracts Referencing Nature-dependent Electricity – *Amendments to IFRS 9 and IFRS 7*	1 January 2026	Unlikely there will be a material impact as currently there are no transactions that are recognised under this standard
IFRS 18 *Presentation and Disclosure in financial statements* – sets out the requirements of the presentation and disclosure of information in the financial statements, and may result in changes to the presentation of the statement of profit and loss as well as the notes to the financial statements.	1 January 2027	The company is in the process of assessing the impact of the amendments, particularly with respect to the collation of additional information needed to meet the new disclosure requirements.

adcorp
Connecting Human Potential

3 Investments in subsidiaries

	2025 R'000	2024 R'000
Investment at cost less any impairments:		
Adcorp Flexible Staffing Solutions Proprietary Limited	**209**	209
DAV Personnel Proprietary Limited	**7 269**	7 269
Research Surveys Proprietary Limited	**6 726**	6 726
Adcorp Holdings Australia Proprietary Limited	**284 875**	284 875
Adcorp Group South Africa Proprietary Limited	**3 011 441**	3 011 441
Adcorp Workforce Management Solutions Proprietary Limited	**456 075**	456 075
	3 766 595	3 766 595
Accumulated impairment of investment in subsidiaries	**(13 995)**	(13 995)
	3 752 600	3 752 600
Accumulated impairment of investments in subsidiaries		
DAV Personnel Proprietary Limited	**(7 269)**	(7 269)
Research Surveys Proprietary Limited	**(6 726)**	(6 726)
	(13 995)	(13 995)

Impairment of assets

As required by IAS 36, Impairment assets (IAS 36), where an indicator of impairment has been identified, management conduct impairment assessments to test the recoverability of the carrying amount of investments in subsidiaries. One of the impairment indicators considered is the net asset value of the underlying subsidiary.

The proportionate share of the net asset value of the underlying subsidiaries is as follows:

	Net asset value R'000
Adcorp Flexible Staffing Solutions Proprietary Limited	**330 681**
DAV Personnel Proprietary Limited	**–**
Research Surveys Proprietary Limited	**–**
Adcorp Group South Africa Proprietary Limited	**3 011 445**
Adcorp Workforce Management Solutions Proprietary Limited	**1 885 997**
Adcorp Holdings Australia Proprietary Limited	**270 176**
	5 498 229

The net asset value of Adcorp Holdings Australia Proprietary Limited (AHA) is below the carrying value of the investment in AHA, which is an indicator of impairment. An impairment test was performed as at 28 February 2025, by comparing the value in use to the carrying value of the investment. No impairment was recognised in the current and prior financial years. Paxus, Paxus Talent Solutions and Labour Solutions are the cash generating units in AHA.

The value-in-use calculation is based on a discounted cash flow (DCF) model or by comparing to the carrying value of the investment at year end to the proportionate share of the net asset value of the underlying subsidiary.

Impairment losses recognised in prior years were based on comparing the carrying value of the investment at year end to the proportionate share of the net asset value of the underlying subsidiary. The investments in subsidiaries are unlisted shares not traded in an active market.

The cash flow inputs to the DCF were derived from the budget for the next four years and do not include restructuring activities that the management of the investee companies is not yet committed to or significant future investments that will enhance the performance of the assets of the CGU being tested. In certain instances, the budgets have been revised to take into account the business risks.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 28 February 2025

3 Investments in subsidiaries continued

Key estimates and assumptions

Key assumptions include the discount rate, terminal growth rate and cash flows used to determine the value in use. Future cash flows are estimated based on the most recent budgets and forecasts approved by management covering five years and are extrapolated over the useful life of the asset to reflect the long-term plans for the company using the estimated growth rate for the specific business which is determined with reference to long-term country specific gross domestic product (GDP) rates.

An annual impairment test was performed at the 28 February 2025 for all CGUs. No impairment was recognised in the current financial year (2024: Rnil).

The table below illustrates the discount rate growth rates and terminal growth rate used in the valuation calculation to determine the headroom of the CGU.

	Pre-tax discount rate 2025 %	Pre-tax discount rate 2024 %	Growth rate range 2025 %	Growth rate range 2024 %	Terminal growth rate 2025 %	Terminal growth rate 2024 %
AHA						
Paxus	**16.6**	15.8	**13-25**	8-15	**2**	2
Paxus Talent Solutions	**21.7**	20.3	**12-22**	10-20	**2**	2
Labour Solutions	**16.6**	17.7	**15-25**	10-20	**2**	2

	Headroom 2025 R'000	Headroom 2024 R'000
Investment in subsidiary		
Adcorp Holdings Australia Proprietary Limited	**1 240 177**	1 442 617

Sensitivity analysis

The impairment calculations are most sensitive to the following assumptions:

- Discount rates.
- Terminal growth rates.
- Growth rates applied to revenue, earnings before interest, taxes, depreciation and amortisation (EBITDA) and EBITDA margin.

Cash flows

Only the plans that are committed to and given effect to at 28 February 2025 were affected in the projected cash flows.

Discount rates

Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the company and its operating segments and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the company's investors. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data. Adjustments to the discount rate are made to factor in the specific amount and timing of the future tax flows in order to reflect a pre-tax discount rate. Adjustments to the discount rates were made at 28 February 2025 to reflect the appropriate level of risk at the reporting date.

Appropriate sensitivity analyses were performed on the CGU, which included fluctuations in growth rates applied to revenue, EBITDA in the cash flow forecast, terminal growth rates and discount rates.

3 Investments in subsidiaries continued

AHA

Paxus Australia

A change of 10% in growth rates applied to revenue, and EBITDA in the cashflow forecast would result in a valuation difference of R113 million (2024: R66 million) which would not result in an impairment if the deviation in earnings is negative (2024: Rnil).

A change of 1% on the discount rate would result in a R87 million (2024: R140 million) difference in the valuation, which would not result in an impairment if the rate increased by 1% (2024: Rnil).

A change of 1% on the terminal growth rate would result in a R52 million (2024: R83 million) difference in the valuation, which would not result in an impairment if the rate decreased by 1% (2024: Rnil).

Paxus Talent Solutions in Australia (Previously TalentCRU)

A change of 10% in growth rates applied to revenue, and EBITDA in the cashflow forecast would result in a valuation difference of R4 million (2024: R4 million) which would not result in an impairment if the deviation in earnings is negative (2024: Rnil).

A change of 1% on the discount rate would result in a R1 million (2024: R3 million) difference in the valuation, which would not result in an impairment if the rate increased by 1% (2024: Rnil).

A change of 1% on the terminal growth rate would result in a R0,8 million (2024: R1 million) difference in the valuation, which would not result in an impairment if the rate decreased by 1% (2024: Rnil).

Labour Solutions Australia

A change of 10% in growth rates applied to revenue, and EBITDA in the cashflow forecast would result in a valuation difference of R115 million (2024: R63 million), which would not result in an impairment if the deviation in earnings was negative (2024: Rnil).

A change of 1% on the discount rate would result in a R83 million (2024: R107 million) difference in the valuation, which would not result in an impairment if the rate increased by 1% (2024: Rnil).

A change of 1% on the terminal growth rate would result in a R62 million (2024: R135 million) difference in the valuation, which would not result in an impairment if the rate decreased by 1% (2024: Rnil).

4 Other financial assets – investment at fair value

	2025 R'000	2024 R'000
Investment at fair value		
Opening balance	–	21 074
Fair value gain	–	832
Proceeds upon settlement of investment	–	(21 906)
Closing balance – carrying amount	–	–

The investment at fair value represented an investment in a cell captive arrangement that was housed within an insurance company where the company owned a special class of shares that entitled the company to participate in the administration, risk and economic result of the agreed insurance business introduced to the insurance company. The investment in the unlisted shares was not traded in an active market and was settled in the prior year.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 28 February 2025

5 Amounts due by subsidiary companies

	2025 R'000	2024 R'000
Subsidiaries		
Adcorp Flexible Staffing Solutions Proprietary Limited	**1 251**	1 251
Adcorp Staffing Solutions Proprietary Limited	**2 012**	2 012
Fortress Administration Proprietary Limited	**175**	1
Adcorp Holdings Australia Proprietary Limited	**518 954**	560 417
Production Management Institute of Southern Africa Proprietary Limited	**241**	95
Adcorp Africa Limited	**594**	552
Expected credit losses	**(3 358)**	(3 358)
	519 869	560 970
Split between non-current and current portions		
Non-current assets	**519 548**	560 417
Current assets	**321**	553
Reconciliation: Expected credit losses on loans to subsidiaries		
Adcorp Staffing Solutions Proprietary Limited	**(2 012)**	(2 012)
Adcorp Flexible Staffing Solutions Proprietary Limited	**(1 251)**	(1 251)
Production Management Institute of Southern Africa Proprietary Limited	**(95)**	(95)
Closing balance	**(3 358)**	(3 358)

The AHA loan denominated in Australian Dollars and the Adcorp Africa Limited loan denominated in United States Dollars are not expected to be repaid within 12 months of the reporting period.

No interest was levied or received on the rest of the intragroup facilities during the current year.

Loans to and from the group companies are generally unsecured and not subject to any fixed terms of repayment.

With the exception of the loans to AHA and Adcorp Africa Limited, the directors consider loans to group companies to be current. These are used for either cash management or trading purposes between group companies and are therefore intended to be repaid within 12 months of the reporting period.

Key estimates and judgements

The company measures the loss allowance at an amount equal to lifetime expected credit losses (lifetime ECL) when there has been a significant increase in credit risk since initial recognition.

In determining the ECL on intercompany receivable loan accounts, management has considered:

- The financial position of the companies from whom intercompany loans are recoverable. The net asset value of the company from whom the loan is recoverable was used by management to determine whether the loan could be recovered in the event of the company's liquidation. A negative net asset value would increase the probability of non-recoverability in future; and
- The change in financial performance of the company where declining profitability was considered a potential sign of decreased ability to make payment on receivable balances in future.

Management has assessed that there has not been a significant increase in credit risk associated with the intercompany loan accounts between the 2024 and 2025 financial years. The company's financial performance contributed significantly to the assessed risk as well as having assessed credit risk, the company expects credit losses of R3,4 million (2024: R3,4 million).

5 Amounts due by subsidiary companies continued

The assessed risk resulted in the recognition of expected credit losses as follows:

	2025 R'000	2024 R'000
Movement in the allowance for ECLs		
Balance at the beginning of the year	**3 358**	3 354
Amounts provided during the year	**–**	4
	3 358	3 358

6 Other receivables

	2025 R'000	2024 R'000
Financial instruments		
Interest from bank facilities	**194**	199
Other receivables	**–**	195
Staff loans	**–**	1
	194	395
Non-financial instruments		
VAT	**4 168**	4 081
Deposits	**–**	500
Prepayments	**176**	6
	4 344	4 587
Total other receivables	**4 538**	4 982

Fair value of other receivables

Due to short-term nature of current receivables, their carrying amounts is considered to be the same as their fair value.

Exposure to credit risk

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

Key estimates and assumptions

The company has considered the fact that no material write-offs have been made on other receivables in the past and has raised no expected credit loss on these assets.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 28 February 2025

7 Cash and cash equivalents

Cash and cash equivalents included in the cash flow statement comprise the following:

	2025 R'000	2024 R'000
Bank balances	**56**	22 796

Credit quality of cash at bank and short-term deposits, excluding cash on hand

The credit quality of cash at bank and short-term deposits, excluding cash on hand that are neither past due nor impaired can be assessed by reference to external credit ratings (if available) or historical information about counterparty default rates.

8 Share capital and share premium

	2025 R'000	2024 R'000
Authorised		
183 177 151 ordinary shares of 2,5 cents each (2024: 183 177 151)	**4 579**	4 579
16 822 849 "B" ordinary shares of 2,5 cents each (2024: 16 822 849)	**421**	421
Total authorised share capital	**5 000**	5 000
Issued		
109 880 974 ordinary shares of 2,5 cents each (2024: 109 954 675)	**2 747**	2 749
6 729 140 "B" ordinary shares of 2,5 cents each (2024: 6 729 140)	**320**	320
Share premium	**1 737 815**	1 738 109
Total issued share capital and share premium	**1 740 882**	1 741 178

8 Share capital and share premium continued

	2025 R'000	2024 R'000
Authorised share capital:		
183 177 151 ordinary shares of 2,5 cents each (2024: 183 177 151)	**4 579**	4 579
16 822 849 "B" ordinary shares of 2,5 cents each (2024: 16 822 849)	**421**	421
Total authorised share capital	**5 000**	5 000
Number of ordinary shares ('000):		
Balance at the beginning of the year excluding treasury shares	**102 868**	103 388
Ordinary shares at the beginning of the year	**109 955**	109 955
Treasury shares at the beginning of the year	**(7 087)**	(6 567)
Odd lot offer share re-purchase and cancellation of ordinary shares	**(74)**	–
Treasury share purchases	**(1 361)**	(1 541)
Transferred to employee share-based scheme	**1 507**	1 021
Balance at the end of the year	**102 940**	102 868
Consisting of:		
Total ordinary shares in issue	**109 881**	109 955
Less: Treasury shares	**(6 941)**	(7 087)
Balance at the end of the year excluding treasury shares	**102 940**	102 868
Number of "B" ordinary shares ('000):		
Number at the beginning of the year	**6 729**	6 729
Number at the end of the year	**6 729**	6 729

Voting and dividend rights

In terms of the memorandum of incorporation, both ordinary and B ordinary shareholders have voting rights, however only ordinary shares shareholders are entitled to a dividend.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 28 February 2025

9 Share-based payment reserve

	2025 R'000	2024 R'000
Opening balance	**11 240**	184 093
Senior management long-term incentive scheme	11 240	11 864
Adcorp employee benefit trust and B-BBEE shareholders' trust	–	172 229
Charge arising from equity-settled share-based schemes	**6 038**	10 671
Senior management long-term incentive scheme*	6 038	7 068
Adcorp employee benefit trust and B-BBEE shareholders' trust	–	3 603
Transfer to accumulated loss	**–**	(176 166)
Adcorp employee benefit trust and B-BBEE shareholders' trust**	–	(175 832)
Senior management long-term incentive scheme***	–	(334)
Other movement in share-based payment reserve	**(8 055)**	(7 358)
Senior management long-term incentive scheme	(8 055)	(7 358)
Closing balance	**9 223**	11 240
Senior management long-term incentive scheme	9 223	11 240

* *Share-based payment charge at subsidiary level.*
** *Relates to the transfer of share-based payment reserve related to the 2013 B-BBEE scheme that has fully vested.*
*** *Relates to vesting of share awards.*

The full movement recognised for share-based payment transactions, for both the management long-term incentive scheme and the Adcorp Employee Benefit Trust and B-BBEE Shareholders' trust, arise from equity-settled share-based payment schemes.

The company awards performance shares (PS) under share-based payment schemes as part of the company's retention policy and to align management remuneration with the achievement of short and long-term strategic and financial performance targets. The PS awards are subject to the fulfilment of service conditions, as well as performance conditions and are made up of conditional and/or forfeitable shares.

Senior management long-term incentive scheme (awards made prior to 2024)

The scheme includes one type of PS award:

- Conditional shares (CS): A conditional right to Adcorp Holdings Limited shares, the vesting of which is subject to the fulfilment of service conditions as well as performance conditions. The performance conditions are based on targets set around growth of return on invested capital (ROIC) (50%), and growth of headline earnings per share (HEPS) (50%). Participants will not be entitled to dividends or have any voting rights on the CS until the awards vest. Vesting periods are three years from date of award.

The following reconciles the outstanding share awards granted under the senior management long-term incentive scheme at the end of the financial year:

	Number of share awards 2025	Weighted average exercise price 2025	Number of share awards 2024	Weighted average exercise price 2024
Senior management long-term incentive scheme				
Outstanding at the beginning of the year	6 043 901	3,94	9 442 033	3,92
Vested during the year	(1 975 821)	3,80	(1 839 394)	4,00
Forfeited during the year	(2 393 349)	3,92	(1 558 738)	4,24
Outstanding at the end of the year	**1 674 731**	**4,25**	6 043 901	3,94

9 Share-based payment reserve continued

The following share awards were issued under the senior management long-term incentive scheme in previous financial years:

	Number still in issue	Grant date	Vesting date	Type	Fair value at grant date
Issued in 2023	1 674 731	14/12/2022	13/12/2025	CS	4,52

The fair value at grant date are independently determined using a binomial model. The inputs to the model determining the fair value of the shares awarded at grant date are set out below:

	2025	2024
Inputs		
Spot price (R)	4,15	5,20 – 6,25
Expected volatility (%)	70.16	91.81 – 93.04
Expected life (years)	3 – 6	3 – 6
Risk-free rate (%)	7.5	4.97 – 7.77
Expected dividend yield (%)	–	7.56 – 10.27

2024 Long-term incentive scheme

The scheme includes two types of performance share awards:

- **CS:** A conditional right to Adcorp Holdings Limited shares, the vesting of which is subject to the fulfilment of service conditions as well as performance conditions. The performance conditions are based on targets set around growth of return on invested capital (ROIC) (50%), and growth of headline earnings per share (HEPS) (50%). Participants will not be entitled to dividends or have any voting rights on the CS until the awards vest. Vesting periods are three years from date of award.
- **Forfeitable share (FS):** The vesting of these shares is subject to continued employment, and is conditional upon achievement of performance targets, measured over a three-year period, for directors and senior management. The performance conditions are based on targets set around growth of return on invested capital (ROIC) (50%), and growth of headline earnings per share (HEPS) (50%). The fair value of the share awards on grant date were measured using the quoted market price of an Adcorp Holdings Limited share without adjusting for expected dividends and non-market conditions.

The following reconciles the shares awards granted under the 2024 long-term incentive scheme at the end of the financial year:

	Number of share awards 2025	Weighted average grant price 2025	Number of share awards 2024	Weighted average grant price 2024
Long-term incentive scheme				
Forfeitable shares				
Outstanding balance at the beginning of the year	1 949 402	4,60	–	–
Granted during the year	2 894 713	4,15	1 949 402	3,92
Forfeited during the year*	(761 471)	4,43	–	–
Outstanding balance at the end of the year	**4 082 644**	**4,31**	1 949 402	3,92
Conditional shares				
Outstanding balance at the beginning of the year	1 824 252	4,60	–	–
Granted during the year	2 521 063	4,15	1 824 252	3,92
Forfeited during the year*	(1 258 934)	4,45	–	–
Outstanding balance at the end of the year	**3 086 381**	**4,29**	1 824 252	4,29

* *Due to resignations during the year.*

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 28 February 2025

9 Share-based payment reserve continued

2024 Long-term incentive scheme continued

The following share awards are the issued awards under the long-term incentive scheme in the current and comparative financial years and have not been forfeited:

	Forfeitable number of shares	Conditional number of shares	Grant date	Vesting date	Fair value at grant date
Issued in 2024	**1 469 129**	**987 115**	**29/02/2024**	**01/06/2026**	**4,60**
Issued in 2025	**2 613 515**	**2 099 266**	**16/07/2024**	**01/06/2027**	**4,15**
	4 082 644	**3 086 381**			

The number of shares available for utilisation for the above share-based schemes is 10% of the issued ordinary share capital being a total of 10 988 097 (2024: 10 995 467) shares.

	Number of shares 2025 '000	Number of shares 2024 '000
Reconciliation of shares available for utilisation		
Opening balance	**1 178**	–
Additions during the year	**966**	1 178
Closing balance	**2 144**	1 178

Key estimates and judgements

The assessed fair value at grant date of share awards granted during the 28 February 2025 financial year is disclosed above. The conditional shares at grant date are independently determined with the present value of future expected dividends discounted at a risk-free rate. The valuation models take into account the exercise price, the term of the share award, the impact of dilution (where material), the share price at grant date and expected price volatility of the underlying share, the expected dividend yield, the risk-free interest rate for the term of the share award and the correlations and volatilities of the peer group companies.

Adcorp Employee Benefit Trust 2 (AEBT 2) and B-BBEE shareholders' interest

In terms of the Black Economic Empowerment (BEE) transaction in 2013 (2013 B-BBEE transaction), Adcorp had authorised and issued a total of 6 729 140 "B" ordinary shares (2024: 6 729 140) to its empowerment shareholder (AEBT 2) at a value of 2,5 cents per share.

	2025 R'000	2024 R'000
Issued "B" class shared in Adcorp Holdings shares		
6 729 140 "B" ordinary shares of 2,5 cents per share (2024: 6 729 140) at the beginning of the year	**168**	168
6 729 140 "B" ordinary shares of 2,5 cents per share (2024: 6 729 140) at the end of the year	**168**	168
Details of the amount of expenses over the remaining period of the scheme are as follows:		
One year	**–**	3 603

9 Share-based payment reserve continued

The following reconciles the outstanding share awards granted under the Adcorp Employee Benefit Trust at the beginning and end of the financial year:

	Number of share awards 2025	Weighted average grant price 2025	Number of share awards 2024	Weighted average grant price 2024
Adcorp Employee Benefit Fund Trust 2				
Outstanding balance	**6 729 140**	**42,17**	6 729 140	42,17

10 Interest-bearing borrowings

Borrowing base credit facilities

The facilities include a revolving credit facility of R150 million (ZAR revolving credit facility), an overdraft facility of R100 million and an accordion facility of R100 million which were effective from 1 September 2022 and matures in three years from the effective date, at the end of August 2025. New facilities are in negotiation.

Interest is compounded monthly in arrears at an agreed margin plus Johannesburg Interbank Average Rate (JIBAR) which is determined on each measurement date, being the last day of each month. Any amount outstanding on the ZAR Revolving credit facility is to be repaid on the last day of the interest period. Any amount on the accordion facility which remains outstanding on the maturity date will be repaid in full on that date.

The margin applicable for the utilisation of facilities is 2.9% where no default has occurred and is continuing. The agreement sets out various events of default. For as long as an event of default has occurred and is continuing, the margin shall be the applicable margin plus 2% per annum. The financial covenants set out in the agreement that need to be complied with within 12 months of the reporting date include the following:

South African financial covenant ratio	Requirement
Interest cover ratio (ratio of adjusted EBITDA to net finance costs)	>3
Current ratio (ratio of current assets divided by current liabilities)	>1.1
Tangible net asset value ('000)	R1 200 000

As at the reporting date, no events of default had occurred and the group has complied with all financial covenants. The group expects to comply with the quarterly covenants within 12 months after the reporting date.

Any breach of a covenant at or before the reporting date, that triggers a repayment of the facility within 12 months after the reporting date, results in the group classifying the liability as current unless the breach is remediated at or before the reporting date.

The accordion facility was not utilised during the current financial year, and the revolving credit facility has been utilised during the year from time to time, however the value at year-end is nil (2024: Rnil).

Trade receivables of the group with a carrying value of R863 million are used as security to secure funding relating to the borrowing base facility. The eligible receivables are defined as those with outstanding invoices aged up to 90 days.

As security for the borrowing base facility, a shared security agreement was entered into that holds a cession over the trade receivables and certain bank accounts between specified operating subsidiaries of the Adcorp Group.

	2025 R'000	2024 R'000
Reconciliation of movements on interest-bearing borrowings		
Opening balance	**–**	–
Interest accrued	**2 793**	5 259
Interest paid	**(2 793)**	(5 259)
Repayments on facilities during the year	**(125 000)**	(400 000)
Proceeds from facilities during the year	**125 000**	400 000
Closing balance at the end of the year	**–**	–

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 28 February 2025

11 Deferred taxation

	2025 R'000	2024 R'000
Deferred tax liability		
Deferred tax on translation adjustment of foreign loan	**(25 224)**	(36 353)
Deferred tax liability	**(25 224)**	(36 353)
Reconciliation of deferred tax liability		
At beginning of year	**(36 353)**	(34 975)
Movement of deferred tax on translation adjustment on foreign loan	**11 129**	(1 378)
	(25 224)	(36 353)

12 Trade and other payables

	2025 R'000	2024 R'000
Financial instruments		
Trade payables	**849**	142
Other payables	**1 726**	3 668
Total trade and other payables	**2 575**	3 810

13 Amounts due to subsidiary companies

	2025 R'000	2024 R'000
Subsidiaries		
Adcorp Management Services Proprietary Limited	**1 178 746**	1 158 108
Research Surveys Proprietary Limited	**17 867**	17 867
Capital Outsourcing Group Proprietary Limited – Africa	**13 274**	13 274
Adcorp Workforce Solutions Proprietary Limited	**471**	1 109
Adcorp Contracting Proprietary Limited	**4 826**	5 255
Quest Staffing Solutions Proprietary Limited	**2 493**	2 027
Torque Technical Computer Training Proprietary Limited	**11 232**	5 430
Adfusion Contract Management Services Proprietary Limited	**77**	–
Adcorp Group South Africa Proprietary Limited	**1 592 001**	1 592 001
Adcorp Fulfilment Services Proprietary Limited	**133**	215
	2 821 120	2 795 286

During the current year no interest on the intragroup facilities was levied or received.

Loans from subsidiaries are generally unsecured and not subject to any fixed terms of repayment.

Adcorp Group South Africa Proprietary Limited and Adcorp Management Services Proprietary Limited have subordinated their claims to loans made to the company in favour of third-party creditors until such time as the company's current assets exceed its current liabilities.

Fair value of amounts due to subsidiaries

The fair value of group loans payable approximates their carrying amounts due to their short-term nature.

adcorp
Connecting Human Potential

14 Operating loss

Operating loss includes the following items:

	2025 R'000	2024 R'000
Remuneration, other than to employees		
Consulting and professional services	**975**	1 386
Share-based payment expense	**6 038**	3 603
Other		
Administrative and managerial services	**(2 182)**	(2 462)
Board fees	**4 808**	4 698
Exchange differences arising on the foreign loan receivable by subsidiary	**41 217**	(5 105)
Fair value gain on other financial asset	**–**	(832)
Other expenses	**–**	2 896

15 Investment income

	2025 R'000	2024 R'000
Investment income comprises:		
Bank and other cash	**430**	569
Interest received (recovery from subsidiaries)	**2 363**	4 690
Total investment income	**2 793**	5 259

16 Finance costs

	2025 R'000	2024 R'000
Interest-bearing borrowings	**2 793**	5 259
Total finance costs	**2 793**	5 259

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 28 February 2025

17 Taxation

Major components of the tax (income)/expense

	2025 R'000	2024 R'000
Deferred		
Current period	**(11 129)**	1 378
	(11 129)	1 378
Reconciliation of the tax expense		
Reconciliation between accounting profit and tax (income)/expense:		
Loss before taxation	**(45 256)**	(4 524)
Tax at the applicable tax rate of 27% (2024: 27%)	**(12 219)**	(1 221)
Tax effect of adjustments on taxable income		
Impairment of loans	**–**	1
Limitation of loss*	**12 232**	1 909
Share-based payment	**(71)**	973
Non-taxable income**	**(11 129)**	(284)
Non-deductible expenses	**58**	–
	(11 129)	1 378

* *This relates to the expenses that were added back to avoid creating an assessed loss as this entity does not have revenue. The expenditure is not incurred in the production of revenue.*

** *This relates to foreign exchange differences arising on the foreign loan receivable by subsidiary.*

The corporate tax rate for South Africa is 27%.

18 Related parties

Relationships

Refer to notes 5, 13 and 14 for details regarding related party balances. Refer to Annexure A for a listing of significant subsidiaries.

	2025 R'000	2024 R'000
Related party transactions		
Consulting fees paid to related party		
Non-executive director – C Smith	**840**	1 184
Recovery of costs from subsidiary companies		
Adcorp Management Services Proprietary Limited	**2 182**	2 462

19 Directors' and prescribed officers' emoluments

Executive directors 2025	Salary R'000	Bonuses R'000	Employee benefit R'000	Realised gains on other share amounts R'000	Total R'000
Dr. J Wentzel	**5 855**	**6 319**	**1 138**	**4 681**	**17 993**
N Prendergast	**3 132**	**2 584**	**570**	**1 037**	**7 323**
	8 987	**8 903**	**1 708**	**5 718**	**25 316**

Executive directors 2024	Salary R'000	Bonuses R'000	Employee benefit R'000	Realised gains on other share amounts R'000	Total R'000
Dr. J Wentzel	5 553	3 000	1 075	–	**9 628**
N Prendergast	3 002	1 450	530	1 032	**6 014**
	8 555	4 450	1 605	1 032	**15 642**

The executive directors remuneration is paid out of Adcorp Management Services Proprietary Limited.

Prescribed officers 2025	Salary R'000	Bonuses R'000	Employee benefit R'000	Realised gains on other share amounts R'000	Notice and leave pay R'000	Ex-gratia and other R'000	Total R'000
H Duvenage (Appointed 1 June 2024)	**1 891**	**1 199**	**397**	**107**	**–**	**–**	**3 594**
N Najjar (Resigned 30 June 2024)	**1 027**	**–**	**40**	**496**	**258**	**232**	**2 053**
B Toerien	**2 413**	**1 656**	**732**	**621**	**–**	**–**	**5 422**
P Prasad (Resigned 31 December 2024)	**4 618**	**–**	**179**	**–**	**1 089**	**–**	**5 886**
N Parmanand (Appointed 1 August 2024)	**1 532**	**1 037**	**377**	**40**	**–**	**–**	**2 986**
	11 481	**3 892**	**1 725**	**1 264**	**1 347**	**232**	**19 941**

The prescribed officers' remuneration is paid by other companies within the group.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 28 February 2025

19 Directors' and prescribed officers' emoluments continued

Prescribed officers 2024	Salary R'000	Bonuses R'000	Employee benefit R'000	Realised gains on other share amounts R'000	Notice and leave pay R'000	Total R'000
R de Grooth (Resigned 1 February 2024)	2 744	–	274	968	158	4 144
N Najjar	2 510	146	577	-	-	3 233
B Toerien	2 307	1 050	689	746	-	4 792
P Prasad	4 382	1 300	331	-	-	6 013
	11 943	2 496	1 871	1 714	158	18 182

Non-executive directors	2025 Fees R'000	2024 Fees R'000
GT Serobe	943	901
Dr. P Mnganga	625	597
H Singh	593	566
R van Dijk	679	648
C Smith	442	422
T Olls*	330	422
T Mokgabudi	679	648
M Lubega	517	494
	4 808	4 698

* *Resigned as NED effective 1 January 2025.*

Non-executive directors are paid by the company.

19 Directors' and prescribed officers' emoluments continued

	Number of outstanding share awards as at 29 February 2024	Issue price R/share	Number of share awards granted	Issue price R/share	Number of share awards vested	Number of share awards forfeited	Number of outstanding share awards as at 28 February 2025	Vesting date
Executive directors								
Dr. J Wentzel	453 048[1]	4,88	–	–	(453 048)	–	–	01/04/2024
	949 367[2]	3,82	–	–	(474 684)	(474 683)	–	30/06/2024
	614 878[2]	4,25	–	–	–	–	614 878[2]	13/12/2025
	1 247 531[3]	4,60	–	–	–	–	1 247 351[3]	01/06/2026
	–	–	1 869 524[3]	4,15	–	–	1 869 524[3]	01/06/2027
N Prendergast	303 797[2]	3,82	–	–	(151 899)	(151 898)	-	30/06/2024
	245 481[2]	4,25	–	–	–	–	245 481[2]	13/12/2025
	498 531[3]	4,60	–	–	–	–	498 531[3]	01/06/2026
	–	–	742 840[3]	4,15	–	–	742 840[3]	01/06/2027
Prescribed officers								
H Duvenage	–	–	489 305[3]	4,15	–	–	489 305[3]	01/06/2027
N Najjar	261 076[2]	3,82	–	–	(130 538)	(130 538)	–	30/06/2024
	136 953[2]	4,25	–	–	–	(136 953)	–	13/12/2025
	348 648[3]	4,60	–	–	–	(348 648)	–	01/06/2026
B Toerien	232 595[2]	3,82	–	–	(116 298)	(116 297)	–	30/06/2024
	94 747[2]	4,25	–	–	–	–	94 747[2]	13/12/2025
	338 302[3]	4,60	–	–	–	–	338 302[3]	01/06/2026
	–	–	504 570[3]	4,15	–	–	504 570[3]	01/06/2027
N Parmanand	–	–	553 476[3]	4,15	–	–	553 476[3]	01/06/2027
P Prasad	188 492[2]	4,25	–	–	–	(188 492)	–	13/12/2025
	501 850[3]	4,60	–	–	–	(501 850)	–	01/06/2026
	–	–	702 995[3]	4,15	–	(702 995)	–	01/06/2027

[1] *Sign-on shares.*
[2] *Conditional shares.*
[3] *Forfeitable and conditional shares.*

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 28 February 2025

19 Directors' and prescribed officers' emoluments continued

	Number of outstanding share awards as at 28 February 2023	Issue price R/share	Number of share awards granted	Issue price R/share	Number of share awards vested	Number of share awards forfeited	Number of outstanding share awards as at 29 February 2024	Vesting date
Executive directors								
Dr. J Wentzel	906 095[1]	4,88	–	–	–	(453 047)	453 048[1]	01/04/2024
	949 367[2]	3,82	–	–	–	–	949 367[2]	30/06/2024
	614 878[2]	4,25	–	–	–	–	614 878[2]	13/12/2025
	–	–	1 247 531[3]	4,60	–	–	1 247 531[3]	01/06/2026
N Prendergast	258 064[2]	4,26	–	–	(258 064)	–	–	30/11/2023
	303 797[2]	3,82	–	–	–	–	303 797[2]	30/06/2024
	245 481[2]	4,25	–	–	–	–	245 481[2]	13/12/2025
	–	–	498 531[3]	4,60	–	–	498 531[3]	01/06/2026
Prescribed officers								
R de Grooth	241 984[2]	4,26	–	–	(241 984)	–	–	30/11/2023
	284 868[2]	3,82	–	–	–	(284 868)	–	30/06/2024
	184 148[2]	4,25	–	–	–	(184 148)	–	13/12/2025
N Najjar	261 076[2]	3,82	–	–	–	–	261 076[2]	30/06/2024
	136 953[2]	4,25	–	–	–	–	136 953[2]	13/12/2025
	–	–	348 648[3]	4,60	–	–	348 648[3]	01/06/2026
B Toerien	186 457[2]	4,26	–	–	(186 457)	–	–	30/11/2023
	232 595[2]	3,82	–	–	–	–	232 595[2]	30/06/2024
	94 747[2]	4,25	–	–	–	–	94 747[2]	13/12/2025
	–	–	338 302[3]	4,60	–	–	338 302[3]	01/06/2026
P Prasad	–		188 492[2]	4,50	–	–	188 492[2]	13/12/2025
	–		501 850[3]	4,60	–	–	501 850[3]	01/06/2026

[1] *Sign-on shares.*
[2] *Conditional shares.*
[3] *Forfeitable and conditional shares.*

19 Directors' and prescribed officers' emoluments continued

Schedule of directors' interests – Adcorp Holdings Limited

	Direct number of shares 2025	Indirect number of shares 2025	Total number of shares 2025	Direct number of shares 2024	Indirect number of shares 2024	Total number of shares 2024
Directors' names						
Dr. J Wentzel	**1 052 732**	**–**	**1 052 732**	125 000	–	125 000
N Prendergast	**245 479**	**–**	**245 479**	161 935	–	161 935
C Smith	**–**	**1 601 463**	**1 601 463**	–	1 601 463	1 601 463
H Singh	**40 650**	**–**	**40 650**	40 650	–	40 650
T Olls*	**–**	**–**	**–**	–	34 258 743	34 258 743
Alternate directors						
S Sithole*	**–**	**–**	**–**	–	34 258 743	34 258 743
	1 338 861	**1 601 463**	**2 940 324**	327 585	70 118 949	70 446 534
Less duplicate counting for Value Capital Partners (VCP)	**–**	**–**	**–**	–	(34 258 743)	(34 258 743)
	1 338 861	**1 601 463**	**2 940 324**	327 585	35 860 206	36 187 791

* *Interest held through VCP.*
* *Resignation effective 1 January 2025.*

Note: There have been no changes in directors' interest post-year-end to the date of this report.

20 Dividends

	2025 R'000	2024 R'000
Dividends paid	**41 315**	13 624

Dividends paid

The prior year final gross dividend of 24,2 cents, and the declared interim dividend of 13,4 cents were paid in the current financial year. The company has elected to disclose dividends paid under financing activities in the statements of cash flows.

Dividends declared

The board of directors of Adcorp has approved and declared a final gross dividend of 50,0 cents per ordinary share (2024: 24,2 cents), from income reserves, for the year ended 28 February 2025.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 28 February 2025

21 Financial instruments and risk management

Categories of financial instruments

Categories of financial assets

	Notes	Amortised cost and total R'000
2025		
Amounts due by subsidiary companies	5	**519 869**
Other receivables	6	**194**
Cash and cash equivalents	7	**56**
		520 119
2024		
Amounts due by subsidiary companies	5	560 970
Other receivables	6	395
Cash and cash equivalents	7	22 796
		584 161

Categories of financial liabilities

	Notes	Amortised cost and total R'000
2025		
Trade and other payables	12	**2 575**
Amounts due to subsidiary companies	13	**2 821 120**
		2 823 695
2024		
Trade and other payables	12	3 810
Amounts due to subsidiary companies	13	2 795 286
		2 799 096

The carrying value of financial assets and liabilities at amortised cost approximates their fair value.

Capital risk management

The company manages its capital to ensure that it will be able to continue as a going concern, while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the company consists of debt, which includes amounts due by subsidiary companies in note 5, amounts due to subsidiary companies disclosed in note 13, cash and cash equivalents disclosed in note 7 and equity comprising of issued capital and reserves disclosed in note 8.

21 Financial instruments and risk management continued

Financial risk management

Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The company is exposed to credit risk on amounts due by subsidiary companies, other receivables and cash and cash equivalents. The maximum exposure to credit risk is presented in the table below:

		2025			2024		
	Notes	Gross carrying amount R'000	Credit loss allowance R'000	Amortised cost/fair value R'000	Gross carrying amount R'000	Credit loss allowance R'000	Amortised cost/fair value R'000
Amounts due by subsidiary companies	5	**523 227**	**(3 358)**	**519 869**	564 328	(3 358)	560 970
Other receivables	6	**194**	**–**	**194**	395	–	395
Cash and cash equivalents	7	**56**	**–**	**56**	22 796	–	22 796
		523 477	**(3 358)**	**520 119**	587 519	(3 358)	584 161

Foreign currency risk

The Adcorp Holdings Australia Proprietary Limited loan exposes the company to foreign currency risk.

The table below analyses the impact on amounts due by subsidiary companies on profit or loss and equity. The analysis is based on the assumption that the ZAR had strengthened/weakened by 10% against the foreign currency with all variables held constant.

	Rand weakened 2025 R'000	Rand weakened 2024 R'000	Rand strengthened 2025 R'000	Rand strengthened 2024 R'000
Amounts due by subsidiary companies				
Adcorp Holdings Australia Proprietary Limited	**51 895**	56 042	**51 895**	56 042

Interest rate risk results from the cash flow and financial performance uncertainty arising from interest rate fluctuations.

Financial assets and liabilities affected by interest rate fluctuations include bank and cash deposits as well as bank borrowings.

At the reporting date, the company cash deposits were accessible immediately or had maturity dates up to six months. The interest rates earned on these deposits closely approximate the market rates prevailing.

adcorp
Connecting Human Potential

NOTES TO THE ANNUAL FINANCIAL STATEMENTS continued

for the year ended 28 February 2025

21 Financial instruments and risk management continued

Financial risk management continued

Interest rate risk

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates (IBORs) with alternative nearly risk-free rates (referred to as 'IBOR reform'). The company has exposure to the JIBAR through certain debt instruments. Refer to note 10.

The South African Reserve Bank (SARB) has indicated their intention to move away from JIBAR and to create an alternative reference rate for South Africa. The Market Practitioners Group (MPG), a joint public and private sector body, comprising representatives from SARB, the Financial Sector Conduct Authority and senior professionals from a variety of institutions and financial market interest groups active in the domestic money market, has designated the South African Rand Overnight Index Average (ZARONIA) as the successor rate to replace JIBAR. ZARONIA reflects the interest rate at which rand denominated overnight wholesale funds are obtained by commercial banks. It is based on actual transactions and calculated as a trimmed, volume-weighted mean of interest rates paid on eligible unsecured overnight deposits. In November 2022, SARB commenced publishing the ZARONIA to allow market participants to observe its performance and consider the implications of adopting it as a replacement for the JIBAR. The observation period for the ZARONIA ended on 3 November 2023 and market participants may use ZARONIA as a reference rate in financial contracts going forward. The MPG also engaged several market infrastructure providers to prepare their processes and technology to support the adoption of the benchmark. Even so, the transition away from JIBAR to ZARONIA is expected to be a multi-year initiative. The MPG is expected to provide detailed information regarding the transition roadmap and offer further guidance on the salient aspects of the transition. Accordingly, there is uncertainty surrounding the timing and manner in which the transition would occur and how this would affect various financial instruments held by the company. The company's treasury function monitors and manages the transition to alternative rates and evaluates the extent to which contracts reference IBOR cash flows, whether such contracts will need to be amended as a result of IBOR reform and how to manage communication about IBOR reform with counterparties.

Management continues to stay abreast of the changes and will assess impacts once the changes have been finalised.

At 28 February 2025, if interest rates had been 1% higher/lower and all other variables were held constant, the profit or loss and equity for the year would have decreased/increased by R1 million (2024: decreased/increased by R1 million).

22 Commitments

	2025 R'000	2024 R'000
The bank has issued guarantees to landlords and other creditors to the value of:	**24 852**	24 370

23 Going concern

In preparing the financial statements, the board of directors is responsible for evaluating the company's ability to continue as a going concern and as a consequence the appropriateness of the going concern assumption in the preparation of the financial statements. The board of directors has assessed the economic environment, current financial position and the cash flow position for the next 12 months through to the end of June 2026. The liquidity and solvency position has also been reviewed as part of this assessment. The company was solvent at year end, however it made losses in the current year amounting to R34.1 million and was in a net current liability position of R2.8 billion at year end due to amounts owing to group subsidiaries. The net current liability position is supported at the reporting period by a subordinated loan of R1.6 billion with Adcorp Group South Africa Proprietary Limited and a subordinated loan of R880 million with Adcorp Management Services Proprietary Limited and undrawn facilities totalling R350 million enabling the company to settle its obligations as they become due in the normal course of business and will remain in force for as long as it takes to restore the liquidity of the company.

Solvency

On 28 February 2025, the total assets of the company exceeded the total liabilities by R1.4 billion (2024: R1.5 billion). The current ratio is 1.91:1, excluding all amounts due to subsidiary companies. There are no events anticipated in the year ahead that indicate any risk to the company's solvency position.

Liquidity

The group's executive and head office treasury function provides services to the operating subsidiaries, coordinates access to domestic financial markets, and monitors and manages the financial risks relating to the operations of the group. In assessing the liquidity position, cash flow forecasts were prepared, covering the period up until the end of June 2026. These cash flow forecasts are prepared on a group basis that include all operating subsidiaries, due to the centralised treasury function and cash management structure of the group. Based on the short and long term forecasts (as per the budget approved by the board of directors), the company is expected to be able to meet all its short-term obligations through a combination of the cash generated by operations and the utilisation of the current facilities available to the company. The cash position is monitored daily by management and the company is comfortable with its liquidity levels.

Going concern conclusion

The board, after considering the factors described above, has concluded that the company will be able to discharge its liabilities as they fall due in the normal course of business and is therefore of the opinion that the going concern assumption is appropriate in the preparation of the separate financial statements.

24 Events after the reporting period

The board of directors is not aware of any material event which occurred after the reporting date and up to the date of this report other than:

Dividend declaration

The board of directors has approved and declared a final gross dividend of 50,0 cents per ordinary share (2024: 24,2 cents per ordinary share) from income reserves, for the year ended 28 February 2025.

Debt refinance in South Africa

The South African operation is in the final stages of renegotiating a facility of R250 million plus an accordion feature of R100 million which is expected to be effective from September 2025. The facility is expected to mature in three years from the effective date and will be used to fund its working capital requirements.

adcorp
Connecting Human Potential

ANNEXURE A: DETAILS OF SIGNIFICANT SUBSIDIARIES

for the year ended 28 February 2025

			Authorised share capital of subsidiary/associate		Issued share capital of subsidiary/associate		Number of shares held by Adcorp	
Name of subsidiary	**Nature of business/status**	**Share type**	**February 2025 Number**	**February 2024 Number**	**February 2025 Number**	**February 2024 Number**	**February 2025 Number**	**February 2024 Number**
Adcorp Contracting Proprietary Limited	Outsourcing solutions	Ordinary	**4 000**	4 000	**1**	1	**1**	1
Adcorp Fulfilment Services Proprietary Limited	Flexible staffing	Ordinary	**20 000**	20 000	**18 403**	18 403	**18 403**	18 403
Adcorp Group South Africa Proprietary Limited	South African intermediate holding Group	Ordinary	**100 000**	100 000	**10 005**	10 005	**6 462**	6 462
Adcorp Group South Africa Proprietary Limited	South African intermediate holding Group	A preference	**10 000**	10 000	**1 592**	1 592	**1 592**	1 592
Adcorp Health Proprietary Limited	Flexible staffing	Ordinary	**100**	100	**100**	100	**100**	100
Adcorp Holdings Australia Proprietary Limited	Holding Group	Ordinary	**30 000 100**	30 000 100	**30 000 100**	30 000 100	**30 000 100**	30 000 100
Adcorp Management Services Proprietary Limited	Shared services	Ordinary	**4 000**	4 000	**400**	400	**400**	400
Adcorp Staffing Solutions Proprietary Limited	Flexible staffing	Ordinary	**4 000**	4 000	**101**	101	**101**	101
Adcorp Technical Training Proprietary Limited	Training	Ordinary	**1 000**	1 000	**101**	101	**101**	101
Adcorp Workforce Management Solutions Proprietary Limited	South African intermediate holding Group	Ordinary	**900 000 000**	900 000 000	**349 716 713**	349 716 713	**349 716 713**	349 716 713
Adcorp Workforce Management Solutions Proprietary Limited	South African intermediate holding Group	Cumulative preference	**100 000 000**	100 000 000	**–**	–	**–**	–
Adcorp Workforce Solutions Proprietary Limited	Flexible staffing	Ordinary	**1 000 000 000**	1 000 000 000	**100 000 004**	100 000 004	**100 000 004**	100 000 004
Adfusion Contract Management Services Proprietary Limited	Flexible staffing	Ordinary	**4 000**	4 000	**2 101**	2 101	**2 101**	2 101
Adcorp Employee Benefits Trust 3	Trust	N/a	**N/a**	N/a	**N/a**	N/a	**N/a**	N/a
Cinergia Mozambique Limitada	Flexible staffing	Ordinary	**10 000**	10 000	**10 000**	10 000	**4 900**	4 900
Fortress Administration Solutions Proprietary Limited	Outsourcing and recruitment solutions	Ordinary	**4 000**	4 000	**2 552**	2 552	**2 552**	2 552
Fortress Administration Solutions Proprietary Limited	Outsourcing solutions	A' ordinary	**450**	450	**450**	450	**450**	450
Funxiono Aust Proprietary Limited	Outsourcing solutions	Ordinary	**100**	100	**100**	100	**100**	100
Funxiono Queensland Proprietary Limited	Outsourcing Solutions	Ordinary	**100**	100	**100**	100	**100**	100
Inn-Staff Swaziland Proprietary Limited	Flexible staffing	Ordinary	100	100	100	100	100	100
Jobvine Aust Proprietary Limited	Supplier of IT recruitment services	Ordinary	100	100	100	100	100	100
Labour Solutions Australia (Agri) Proprietary Limited[1]	Flexible staffing	Ordinary	**1 000**	1 000	**1 000**	1 000	**920**	920
Labour Solutions Australia Proprietary Limited	Flexible staffing	Ordinary	**60 530 464**	60 530 464	**60 530 464**	60 530 464	**60 530 464**	56 414 392
Paxus Australia Proprietary Limited	Supplier of IT services	Ordinary	**152 856**	152 856	**152 856**	152 856	**152 856**	152 856
Production Management Institute of Southern Africa	Training	Ordinary	**4 000**	4 000	**101**	101	**101**	101
Quest Staffing Solutions Proprietary Limited	Flexible staffing & Outsourcing solutions	Ordinary	**1 000**	1 000	**701**	701	**701**	701
Quest Staffing Solutions Proprietary Limited	Flexible staffing & Outsourcing solutions	A' ordinary	**1 000**	1 000	**400**	400	**400**	400
Skills Collective Professional Services Pty Ltd (Australia)	Flexible staffing	Ordinary	**100**	–	**100**	–	**100**	–
Paxus Talent Solutions Proprietary Limited (Australia)[2]	Recruitment services	Ordinary	**100**	1 000	**100**	100	**100**	100
Torque Technical Computer Training Proprietary Limited	Supplier of IT services	Ordinary	**1000**	1 000	**101**	101	**101**	101
Zest Hospitality and Leisure Australia	Outsourcing Solutions	Ordinary	**100**	100	**100**	100	**100**	100

The table of significant subsidiaries and trusts excludes entities disposed during the current financial year, dormant subsidiaries and subsidiaries in a deregistration process.

A full list of the group's dormant subsidiaries and trusts is available on request from the group's registered office.

[1] *Indirectly held.*
[2] *Previously TalentCRU Proprietary Limited (Australia).*

adcorp

Connecting Human Potential

www.adcorpgroup.com