

# Reviewed Group Results

for the year ended 28 February 2010



> Normalised EBITDA down by **14%** | > Normalised earnings per share down by **19%** | > Cash conversion ratio **92%** | > Balance sheet strengthened by **R112,5 million** capital raised | > **4 500** learnerships facilitated | > Scrip distribution with a cash dividend election of **115 cents per share**

## ABRIDGED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 28 FEBRUARY

	Reviewed year ended 28 February 2010 R'000	Audited year ended 28 February 2009 R'000
Revenue	5 050 358	4 837 123
Cost of sales	(3 953 341)	(3 724 735)
<b>Gross profit</b>	<b>1 097 017</b>	<b>1 112 388</b>
Other income	39 353	32 695
Administrative expenses	(346 123)	(305 615)
Marketing and selling expenses	(451 326)	(451 956)
Other operating expenses	(172 390)	(160 910)
<b>Operating profit</b>	<b>166 531</b>	<b>226 602</b>
Interest received	12 859	19 782
Interest paid	(62 127)	(52 914)
Share of profits from associates	-	18
Impairment of investments in associates and goodwill	(984)	(389)
(Loss)/profit on sale of property and equipment	(389)	667
<b>Profit before taxation</b>	<b>115 890</b>	<b>194 155</b>
Taxation	(11 574)	(50 082)
<b>Profit for the year</b>	<b>104 316</b>	<b>144 073</b>
<b>Other comprehensive income</b>		
Exchange differences on translating foreign operations	(752)	316
Fair value adjustment of derivative financial instrument	(863)	(1 756)
Other comprehensive income for the year, net of tax	(1 615)	(1 440)
<b>Total comprehensive income for the year</b>	<b>102 701</b>	<b>142 633</b>
<b>Profit attributable to:</b>		
Owners of the parent	104 316	144 073
<b>Total comprehensive income attributable to:</b>		
Owners of the parent	102 701	142 633
<b>Earnings per share</b>		
Basic (cents)	193,5	272,8
Diluted (cents)	188,7	271,8
<b>Distribution to shareholders</b>		
Interim dividend (cents)	50	62
Final dividend (cents) in respect of the prior year	160	160

CALCULATION OF HEADLINE EARNINGS		
Profit for the year	104 316	144 073
Profit/(loss) on sale of property and equipment	280	(480)
Impairment of investments in associates and goodwill	984	-
<b>Headline earnings</b>	<b>105 580</b>	<b>143 593</b>
<b>Headline earnings per share</b>		
Headline earnings per share – cents	195,9	271,9
Diluted headline earnings per share – cents	191,0	270,9
Weighted average number of shares – 000's	53 903	52 808
Diluted weighted average number of shares – 000's	55 272	53 000

## ABRIDGED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 28 FEBRUARY

	Reviewed year ended 28 February 2010 R'000	Audited year ended 28 February 2009 R'000
<b>OPERATING ACTIVITIES</b>		
Cash generated by operations before working capital changes	280 009	326 827
Increase in working capital	(55 253)	(84 542)
<b>Cash generated by operations</b>	<b>224 756</b>	<b>242 285</b>
Net interest paid	(46 621)	(28 689)
Taxation paid	(50 258)	(50 713)
<b>Free cash generated by operations</b>	<b>119 877</b>	<b>162 883</b>
Net dividend paid	(118 379)	(126 638)
Cash inflows from operating activities	1 498	36 245
<b>INVESTING AND FINANCING ACTIVITIES</b>		
Cash outflows from investing activities	(81 901)	(231 891)
Cash inflows from financing activities	80 894	195 414
Net increase/(decrease) in cash and cash equivalents	491	(232)
Net cash and cash equivalents at the beginning of the year	(50 737)	(50 505)
<b>Net cash and cash equivalents at the end of the year</b>	<b>(50 246)</b>	<b>(50 737)</b>
Free cash generated by operations per share – cents	222,4	308,4

## ABRIDGED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 28 FEBRUARY

	Share capital R'000	Share premium R'000	Treasury shares R'000	Foreign currency translation reserve R'000	BEE shareholders interest R'000	Retained earnings R'000	Total R'000
<b>Balance as at 1 March 2008</b>	1 271	283 070	(701)	(688)	421	384 798	668 171
Issue of ordinary shares under employee share option plan	3	1 812	-	-	-	99 787	101 602
Issue of ordinary shares for the acquisition of subsidiaries	81	99 706	-	-	-	18 316	199 803
Recognition of BBEE and staff share-based payments	-	-	-	-	-	(126 935)	(126 935)
Dividend distributions	-	-	109	-	-	144 073	144 073
Profit for the year	-	-	-	316	-	(1 756)	(1 440)
Other comprehensive income for the year	-	-	-	-	-	-	-
<b>Balance as at 28 February 2009</b>	<b>1 355</b>	<b>384 594</b>	<b>(592)</b>	<b>(372)</b>	<b>421</b>	<b>418 496</b>	<b>803 902</b>
Issue of ordinary shares under employee share option plan	3	999	-	-	-	1 002	2 004
Buy-back of ordinary shares	-	-	(12 822)	-	-	-	(12 822)
Issue of shares under private placement	125	112 375	-	-	-	112 500	239 800
Treasury shares sold	-	-	31	-	-	-	31
Dividend distributions	-	-	90	-	-	(118 469)	(118 379)
Recognition of BBEE and staff share-based payments	-	-	-	-	-	19 008	19 008
Profit for the period	-	-	-	-	-	104 316	104 316
Other comprehensive income for the period	-	-	-	(752)	-	(863)	(1 615)
<b>Balance as at 28 February 2010</b>	<b>1 483</b>	<b>497 968</b>	<b>(13 293)</b>	<b>(1 124)</b>	<b>421</b>	<b>422 488</b>	<b>907 943</b>

## COMMENTS

**OVERVIEW**  
The financial year ended 28 February 2010 proved to be a particularly tough year for the Adcorp Group. In the context of the severe recessionary conditions that characterised the South African economy, trading results were, however, generally satisfactory albeit lower than the earnings reported for the prior year.

In this regard, normalised earnings for the year of 315,3 cents per share (FY2009: 390,1 cents per share) were some 19% lower than the comparable normalised earnings per share for the prior year.

Group revenue of R5 050 million reflected a 4% increase compared to revenues of R4 837 million achieved in the prior year.

Whilst different reporting entities within the Group experienced the effects of the recession in varying degrees, the dominant blue collar flexible staffing businesses continued to perform well, vindicating the Group's decision in 2009 to significantly increase its exposure to this particular sector of the market.

The shift of the Group's exposure toward blue collar flexible staffing was in response to the rapid growth that this sector was experiencing at the time and, as such, the strategy was therefore predominantly offensive in nature.

The growth in exposure to this sector was effected by the acquisitions of Capital Outsourcing Group ("COG") in 2007 and Staff-U-Need ("SUN") in 2008. With the benefit of hindsight, this strategy has also proved to be robust and defensive in nature. Both of these acquisitions have integrated well into the Group and, together with legacy blue collar flexible staffing business, Capacity, have performed extremely well in difficult circumstances.

Also, in 2006, the decision was taken to increase the Group's exposure to the Business Process Outsourcing ("BPO") sector and, in this regard, the Group acquired FMS Marketing Solutions ("FMS") in 2007. This has also proved to be a good defensive play and, once again, delivered strong results for the Group.

Our training business, Production Management Institute of SA ("PMI"), also made a strong contribution, particularly in the area of delivering approximately 4 500 learnerships in terms of the Skills Development Act within the Adcorp contract staffing complement which, whilst adding an additional cost burden, has resulted in benefits accruing to the Group in the form of tax credits.

## ABRIDGED STATEMENT OF FINANCIAL POSITION

AS AT 28 FEBRUARY

	Reviewed 28 February 2010 R'000	Audited 28 February 2009 R'000
<b>ASSETS</b>		
<b>Non-current assets</b>	<b>801 608</b>	<b>845 422</b>
Property and equipment	53 405	59 807
Goodwill	554 290	555 208
Intangible assets	179 334	209 087
Investment in associates	-	100
Derivative financial instruments and other financial assets	910	1 872
Deferred taxation	13 669	19 348
<b>Current assets</b>	<b>870 188</b>	<b>868 178</b>
Trade, other receivables and prepayments	717 047	685 943
Assets classified as held-for-sale	845	845
Taxation prepaid	14 703	330
Cash resources	137 593	181 060
<b>Total assets</b>	<b>1 671 796</b>	<b>1 713 600</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity attributable to owners of the parent</b>	<b>907 943</b>	<b>803 902</b>
Share capital	1 483	1 355
Share premium	497 968	384 594
Treasury shares	(13 293)	(592)
Retained earnings	422 488	418 496
Foreign currency translation reserve	(1 124)	(372)
BEE shareholders' interest	421	421
<b>Non-current liabilities</b>	<b>212 502</b>	<b>249 670</b>
Other non-current liabilities	5 034	2 700
Long-term loan	59 912	78 755
Redeemable preference shares	130 000	130 000
Obligation under finance lease	2 597	3 165
Deferred taxation	14 959	35 050
<b>Current liabilities</b>	<b>551 351</b>	<b>660 028</b>
<b>Non-interest-bearing current liabilities</b>	<b>327 799</b>	<b>388 791</b>
Trade and other payables	249 073	257 918
Amount due to vendor	-	32 353
Provisions	77 850	83 737
Taxation	876	14 783
<b>Interest-bearing current liabilities</b>	<b>223 552</b>	<b>271 237</b>
Current portion of other non-current liabilities	2 124	3 138
Current portion of long-term loan	31 227	32 871
Current portion of redeemable preference shares	2 362	3 431
Bank overdraft	187 839	231 797
<b>Total equity and liabilities</b>	<b>1 671 796</b>	<b>1 713 600</b>
Number of ordinary shares in issue (000's)	58 777	54 220
Net asset value per share (cents)	1 545	1 483

## TOTAL INTEREST-BEARING LIABILITIES OF THE GROUP

	Reviewed 28 February 2010 R'000	Audited 28 February 2009 R'000
Net bank overdraft	50 246	50 737
Other non-current liabilities	5 034	2 700
Long-term loan	59 912	78 755
Redeemable preference share	130 000	130 000
Obligations under finance lease	2 597	3 165
Current portion of other non-current liabilities	2 124	3 138
Current portion of long-term loan	31 227	32 871
Current portion of redeemable preference shares	2 362	3 431
<b>Total interest-bearing liabilities</b>	<b>283 502</b>	<b>304 797</b>

Adcorp Holdings Limited ("Adcorp" or "Adcorp Group" or "the Group")  
Registration number 1974/001804/06 • Share code: ADR  
ISIN number: ZAE000000139

Executive directors	Independent non-executive directors	Non-executive directors	Company secretary	Transfer secretaries
RL Pike, C Bomelo, AM Sher, PC Swart	A Albäck, M Mthunzi, TDA Ross	LM Mojela, MR Ramaite, I Ramano	L Sudbury	Link Market Services SA (Pty) Ltd, 11 Diagonal Street, Johannesburg, 2001
				Sponsor Deloitte & Touche Sponsor Services (Pty) Ltd

## NORMALISED EARNINGS

Normalised earnings exclude the amortisation of intangibles arising on business combinations as well as share based payments and lease smoothing adjustments. The table below sets out the normalised earnings for the year ended 28 February 2010 as well as the prior year comparative figures.

	Year ended 28 February 2010 R'000	Year ended 28 February 2009 R'000	% change
Revenue	5 050 358	4 837 123	4
Cost of Sales	(3 953 341)	(3 724 735)	(6)
<b>Gross Profit</b>	<b>1 097 017</b>	<b>1 112 388</b>	(1)
Other income	39 353	32 695	20
Administrative marketing selling and operating expenses	(969 839)	(918 481)	(6)
<b>Operating profit</b>	<b>166 531</b>	<b>226 602</b>	(27)
Adjusted for:			
Depreciation	26 423	25 522	(4)
Amortisation of intangible assets	68 771	56 082	(23)
Share-based payments	19 008	18 316	(4)
Lease smoothing	(984)	374	
<b>EBITDA (excluding share based payments and lease smoothing)</b>	<b>279 749</b>	<b>326 896</b>	(14)
Adjusted for:			
Depreciation	(26 423)	(25 522)	(4)
Amortisation of intangibles other than those acquired in a business combination	(9 598)	(848)	
<b>Normalised operating profit</b>	<b>243 728</b>	<b>300 526</b>	(19)
Net interest paid	(46 622)	(28 850)	(62)
<b>Profit before taxation</b>	<b>197 106</b>	<b>271 676</b>	(27)
Taxation	(27 158)	(65 652)	59
<b>Profit for the year</b>	<b>169 948</b>	<b>206 024</b>	(18)
<b>Normalised effective tax rate</b>	<b>14%</b>	<b>24%</b>	
<b>Normalised earnings per share – cents</b>	<b>315,3</b>	<b>390,1</b>	(19)
Diluted normalised earnings per share – cents	307,5	388,7	(20)
Weighted average no of shares – 000's	53 903	52 808	
Diluted weighted average no of shares – 000's	55 272	53 000	

shares have generally increased following the enactment of similar regulation. In addition, the case for intermediating contract workers is strengthened which, it is believed, should also favour the Group. Adcorp has taken an active role in the negotiations regarding the future of the industry and will continue to push for responsible regulation.

The acquisition of SUN was concluded in August 2008 and, as such, has been included in Group profits for the full financial year for the first time. The business has a specific focus on providing skilled and semi-skilled workers to the power generation and engineering industries. As such, it has become an important contributor to the Group and it is anticipated that it will continue to remain so into the future. The business has integrated well into the Adcorp Group and is performing in line with expectations.

The implementation of the new Microsoft Dynamics AX ERP system has been successful with the majority of Group companies having now gone live on the system. The system will contribute positively to the quality, extent and relevance of management information as well as to operating efficiencies.

A major focus of management is now to unlock the potential benefits the system offers in terms of being able to streamline processes and systems as well as in terms of accessing valuable management information.

During the year under review, an unfortunate internal employee dispute spilled over into the media attracting much unwanted and unwarranted publicity and attention. The matter was referred to private arbitration whereby the arbitrator found overwhelmingly in favour of the company in terms of all aspects of the matter and ordered that six employees, including the then Chief Financial Officer, be summarily dismissed.

Whilst extremely disruptive by its very nature at the time, the matter was successfully dealt with timeously, decisively and conclusively with due regard to limiting reputational damage to the Adcorp Group as well as limiting disruption to the day to day operations of the business. The Board commends the Chief Executive Officer and management in the manner in which the matter was dealt with.

**FINANCIAL OVERVIEW**  
Normalised EBITDA of R279,7 million for the year ended 28 February 2010 is 14% below the R326,9 million for the comparative prior year primarily as a result of the economic conditions discussed earlier in this commentary.

The Group's normalised EBITDA margin was 5,5% as opposed to 6,8% in the prior year. Margins were negatively affected by pricing pressure in the white collar flexible staffing operations and by reduced scale in the permanent recruitment businesses. The biggest impact on group margin was, however, a greater mix swing in favour of the typically lower margin blue collar businesses. Also impacting margins negatively were retrenchment, restructuring costs, foreign exchange losses as well as the costs associated with delivering learnerships.

Cash management continues to remain a high priority for management. In this regard, debtors' days outstanding totalled 38 days (FY2009: 35 days). This was achieved despite an extremely difficult collections environment, particularly with regard to the public sector where some significant balances remained unpaid at year end. Subsequent to the balance sheet date a significant amount approximating R62 million of the outstanding public sector debt has since been collected.

The Group's overall normalised effective tax rate has been significantly reduced to 14% (FY2009: 24%) due to the tax benefits received arising from the facilitation of the approximately 4 500 registered learnerships in compliance with the Skills Development Act.

Whilst it is not the Group's intention to entrench an enduring dependency on these tax incentives on an indefinite basis, given the critical imperative of the country to rapidly develop skills across its workforce as well as to up-skill and enhance the potential employability of a sizeable unemployed constituency, it is likely that these incentives will continue and possibly increase for the foreseeable future.

With effect 13 October 2009, the Group acquired the business operations of the Crestfin Group for R13,6 million, which was funded out of the group's cash resources. The operations acquired include the employee benefit business ("EBB") and the payroll card business ("PCB"). In terms of IAS 34 requirements the profit from this entity included in Group profits for the year ended February 2010 is R0,23 million. This profit has been arrived at after deduction of the amortisation charges arising from the valuation of the intangible assets acquired. Since EBB, and more particularly PCB, were fledgling businesses at the time of acquisition, the purchase consideration has been allocated to intangibles and a profit of R0,6 million would have been included in the Group profits, had the effective date of inclusion been 1 March 2009.

During the period May to June 2009, Adcorp purchased 532 493 Adcorp shares for a total cost of R12,8 million which is an average of R24,06 per share. These shares have not been cancelled and are treated as treasury shares in the Group's weighted average number of shares in issue.

## CHANGES TO THE BOARD OF ADCORP

During the year under review, the Chairman of the Board of Directors, Dr Fredrick Van Zyl Stobbert, retired due to ill health after providing exceptional service to the Adcorp Group, its shareholders, clients and staff for fifteen years.

In the interim, the role of Acting Chairman has been assumed by Ms Louisa Mojela. The gratitude of the board is extended to Ms Mojela for her considerable contribution in this role.

In order to strengthen the composition of the board in compliance with the recommendations of King III, Mr Tim Ross and Mr Mncane Mthunzi both joined the board of Adcorp as independent non-executive directors with effect from 1 September 2009 and 27 January 2010 respectively. Additionally the Board is in the process of appointing an independent chairman and an announcement will be made shortly.

Mr Anthony Sher was appointed as Chief Financial Officer of the Group with effect from 2 December 2009 following the disqualification and removal from the board of Ms Faunce Burd, with effect from 4 December 2009.

Ms Gugu Duda resigned from the Board as an Alternate Director with effect from 26 February 2010.

## OUTLOOK

The expectation for the ensuing year is that the South African economy will recover slowly and, Adcorp should benefit as a result. Strategically, the Group is focused on increasing the level of sophistication and technological advancement it applies in its day to day operations. Such initiatives include the introduction of a

global leading Vendor Management System, Skillstream, to which Adcorp has exclusive rights in Africa.

As an adjunct to this, automated timesheet processing is becoming widely accepted by our client base with commensurate benefits in terms of improving internal and accounting controls, improving efficiencies and reducing costs.

The introduction of this additional sophistication and technological advancement should enhance our market position as well as provide an ability to demonstrate significant value add to clients.

Other strategic initiatives which are beginning to make a useful contribution to Group profits are the roll out of a number of specifically designed financial products to our sizeable contract workforce including insurance products, micro loans and a payroll card.

In addition, the successes achieved in the learnership space should continue to show good growth, not only in terms of offering these training benefits to our existing contractor base, but also with the prospect of offering these services to a far broader external client base.

The recently installed Microsoft Dynamics AX ERP system also offers much advantage in terms of providing the opportunity for process improvement with