

Profitability. Empowerment. Positive Social Impact.

REVIEWED CONDENSED CONSOLIDATED FINANCIAL RESULTS

FOR THE YEAR ENDED 31 DECEMBER 2024

Salient features

- **Headline earnings per share up by 51% to 108 cents (2023: 71.6 cents)**
- **Dividend declared of 40 cents per share (2023: 40 cents)**
- **Repaid funders R516.8 million**
- **Repurchase of 4.5 million shares for a cash consideration of R21.7 million**
- **Subsequent to year-end, repurchased 861 325 shares for a cash consideration of R4.3 million**
- **Deconsolidation of Sea Harvest, resulting in net loss on deemed disposal of R562.1 million**

Commentary

The year under review saw a volatile Rand, high interest rates and easing inflation. While loadshedding eased, persistent pressure on the domestic transport network, particularly ports, weighed on the economy and impacted growth. High unemployment also continued to curb consumer spending, further straining an already pressured economy.

Operating conditions remained challenging, and we expect that slow economic growth, high inflation and Rand volatility will continue to pose challenges in the medium term.

Brimstone reported headline earnings per share of 108 cents, up 51% from the prior year. However, due to the deconsolidation of Sea Harvest following the acquisition of certain subsidiaries of Terrasan Group Limited, a loss on deemed disposal of R562.1 million was recognised, resulting in a loss per share for the year.

In line with its stated objective to reduce debt through disposals, the Group fully disposed of three and partially disposed of two of its investments for a total gross cash consideration of R673.6 million of which, R516.8 million was used to repay debt. At year-end the Group's outstanding preference share debt funding was R1.72 billion (2023: R2.24 billion). This process is ongoing and the Group is on track to meet its 31 December 2025 target of reducing debt by R600 million.

Enhancing shareholder returns remains a focus for the Board and management, and the Group repurchased 4.5 million Ordinary and "N" Ordinary shares for R21.7 million during the year. Subsequent to year-end a further 861 325 shares were repurchased for R4.3 million.

Underlying investments



Brimstone portfolio

Food

Oceana (25.1%)¹

Brimstone held 32.7 million shares in Oceana with a market value of R2.2 billion at year end (31 December 2023: R2.3 billion). Oceana's share price closed at R67.48 per share, down from R70.67 per share at 31 December 2023. Brimstone recognised R299.6 million (2023: R366.4 million)³ as its share of profits of the associate based on Oceana's reported profit for the year to 30 September 2024.

Brimstone received cash dividends of R162 million (2023: R142.4 million) from Oceana during the year under review.

Sea Harvest (44.5%)¹

Brimstone held 159.6 million shares in Sea Harvest with a market value of R1.3 billion at year end (31 December 2023: R1.5 billion). Sea Harvest's share price closed at R8.35 per share, down from R9.45 per share at 31 December 2023.

During the year under review, Sea Harvest concluded its acquisition of certain subsidiaries of Terrasan Group Limited ("Terrasan"), which resulted in Sea Harvest issuing 60 million fresh shares to Terrasan, diluting existing shareholders. Consequently, Sea Harvest is no longer a subsidiary of Brimstone, and has been accounted for as an associate, with effect from 14 May 2024.

After the effective date, Brimstone recognised R111.4 million as its share of profits of the associate based on Sea Harvest's reported profit for the year to 31 December 2024.

Vuna Fishing Company ("Vuna") (49.8%)

Vuna is a fully integrated fishing business based in Mossel Bay, fishing for Cape hake, sole, monkfish and kingklip. It processes and packages its catch, providing value-added chilled and frozen food products to foodservice customers throughout South Africa and abroad. Vuna contributed R2.9 million (2023: R1 million) in equity accounted earnings during the year under review.

Financial services and property

Aon Re Africa (18%)

Aon Re Africa is a leading reinsurance broker licensed and operating in South Africa and the rest of Africa. Brimstone recorded R21.3 million (2023: R22.5 million) in equity accounted earnings and received dividends of R24.3 million (2023: R15.4 million) from Aon Re Africa during the year under review.²

FPG Property Fund (10.0%)

FPG Property Fund is a Cape-based black-owned and managed unlisted property fund specialising in the retail convenience sector. It owns 38 convenience shopping centres in South Africa with an expanding footprint in the United Kingdom. The portfolio is valued annually, of which a third is valued by an independent external valuer, and is currently valued in excess of R10 billion on a gross basis.

The investment was revalued upwards by R77.8 million to R440.4 million at year end. Brimstone received a dividend of R5.3 million (2023: R4.3 million) from FPG during the year under review.

FPG Investments (1.4%)

FPG Investments, which has interests in a chain of franchised fast-food retail outlets and an ice cream manufacturing business, holds 86.4% of FPG Property Fund. Brimstone acquired 1.6 million shares in FPG Investments for R50 million in September 2024.

Brimstone received a dividend of R0.4 million from FPG Investments during the year under review.

¹ Treasury shares have been included in the calculation of the percentage interest held.

² Amounts stated in respect of associates held through partially owned subsidiaries are before attribution to non-controlling interests.

³ Includes R103.6 million representing Brimstone's share of the profit realised by Oceana on disposal of Commercial Cold Storage.

Brimstone portfolio (continued)

Restricted BEE

MTN Zakhele Futhi (1.4%)

MTN Zakhele Futhi's share price closed at R8.00 per share, down from R17.17 per share at 31 December 2023. During the year under review, Brimstone disposed of 137 746 shares for a total cash consideration of R2.0 million. The remaining shares were revalued downwards by R15.4 million to R13.4 million at year end.

Phuthuma Nathi (1.3%)

Phuthuma Nathi's share price closed at R81.01 per share, down from R93.00 per share at 31 December 2023. During the year under review, Brimstone disposed of 1 000 000 shares for a total cash consideration of R100 million. The remaining 895 425 shares were revalued downwards by R10.7 million to R72.5 million at year end. Brimstone received a dividend of R18.2 million (2023: R38.6 million) from Phuthuma Nathi during the year under review.

Healthcare

Obsidian Health ("Obsidian") (70%)¹

Obsidian is a leading supplier of innovative healthcare solutions to both the private and public healthcare sectors within Sub-Saharan Africa.

Obsidian contributed R13.8 million (2023: R3.7 million) to Group profit during the year under review.

Obsidian achieved strong revenue growth of 29% which contributed to a 63% growth in its EBITDA², largely as a result of additional revenue generated from the new Life Sciences division. In addition to the increased revenue, profitability was positively impacted through margin improvement, as well as a strong focus on cost management.

Other

South African Enterprise Development ("SAED") (25%)

SAED is an investment vehicle providing equity growth capital to high potential small and medium sized enterprises. Its main investments include holdings in Decision Inc. Proprietary Limited (48.4%) and ASG Holdings Proprietary Limited (33.5%).

SAED contributed R0.2 million (2023: R8.7 million) in equity accounted earnings to Brimstone during the year under review. Brimstone accrued a dividend of R3.5 million (2023: R1.6 million) from SAED during the year under review.

Disposals

In line with our stated objective of reducing debt through disposals, Brimstone, partially disposed of its investments in Phuthuma Nathi and MTN Zakhele Futhi and fully disposed of its investments in Milpark, STADIO and Equites.

¹ Treasury shares have been included in the calculation of the percentage interest held.

² Earnings before interest, taxation, depreciation and amortisation.

Intrinsic net asset value (“INAV”)

The INAV information presented in this report has been prepared on a basis consistent with that used in the Integrated Report for the year ended 31 December 2023. The analysis of INAV is available on the Company’s website at www.brimstone.co.za.

DESCRIPTION	2024	2023	% CHANGE
Intrinsic NAV of Brimstone (R’m)	2 681.4	2 978.9	(10.0)
Intrinsic NAV per share (cents)	1 110.1	1 213.3	(8.5)
Discount to Intrinsic NAV			
Ordinary shares (%)	54.6	57.9	
“N” Ordinary shares (%)	54.5	60.0	

Declaration of cash dividend

Brimstone’s board has declared a final gross dividend of 40 cents per share for the year ended 31 December 2024 (2023: 40 cents) payable on Tuesday 22 April 2025. The final dividend has been declared out of income reserves. In compliance with the requirements of Strate, the Company has determined the following salient dates for the payment of the final dividend:

Declaration date	Tuesday, 4 March 2025
Last day to trade	Monday, 14 April 2025
Shares trade ex-dividend	Tuesday, 15 April 2025
Record date	Thursday, 17 April 2025
Payment date	Tuesday, 22 April 2025

Shares may not be rematerialised or dematerialised from Tuesday, 15 April 2025 to Thursday, 17 April 2025, both days inclusive.

The final dividend is subject to a local Dividends Tax at 20%. The final net local dividend amount is 32 cents per share for shareholders liable to pay Dividends Tax and 40 cents per share for shareholders exempt from paying Dividends Tax. The number of Brimstone Ordinary and “N” Ordinary shares eligible for the final dividend at the date of this declaration is 39 874 146 and 224 975 962 respectively and the Company’s tax reference number is 9397002719.

F Robertson
EXECUTIVE CHAIRMAN

MA Brey
CHIEF EXECUTIVE OFFICER

4 March 2025

Directorate and administration

REGISTERED OFFICE: Boundary Terraces, 1 Mariendahl Lane, Newlands, 7700, Cape Town

TRANSFER SECRETARIES: Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196

SPONSOR: Nedbank Corporate and Investment Banking, a division of Nedbank Limited, 135 Rivonia Road, Sandton, 2196

DIRECTORATE: F Robertson (Executive Chairman)*, MA Brey (Chief Executive Officer)*, GG Fortuin (Financial Director)*, MI Khan (Chief Operating Officer)*, T Moodley*, PL Campher (Lead Independent), M Hewu, N Khan, M Ndlovu, LA Parker, FD Roman, L Wort *Executive

COMPANY SECRETARY: T Moodley

WEBSITE: www.brimstone.co.za

E-MAIL: info@brimstone.co.za

Independent reviewer's report on condensed consolidated financial statements

To the Shareholders of Brimstone Investment Corporation Limited

We have reviewed the condensed consolidated financial statements of Brimstone Investment Corporation Limited, contained on pages 6 to 20 of the accompanying reviewed condensed consolidated financial results, which comprise the condensed consolidated statement of financial position as at 31 December 2024 and the condensed consolidated statement of profit or loss, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the year then ended, and selected explanatory notes.

Directors' Responsibility for the Condensed Consolidated Financial Statements

The directors are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with the requirements of the JSE Limited Listings Requirements for condensed financial statements, as set out in note 1 to the financial statements, and the requirements of the Companies Act of South Africa, and for determining that the basis of preparation is acceptable in the circumstances and for such internal control as the directors determine is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

Independent Reviewer's Responsibility

Our responsibility is to express a conclusion on these financial statements. We conducted our review in accordance with the International Standard on Review Engagements (ISRE) 2400 (Revised), Engagements to Review Financial Statements (ISRE 2400 (Revised)). ISRE 2400 (Revised) requires us to conclude whether anything has come to our attention that causes us to believe that the financial statements, taken as a whole, are not prepared in all material respects in accordance with the applicable financial reporting framework. This Standard also requires us to comply with relevant ethical requirements.

A review of condensed consolidated financial statements in accordance with ISRE 2400 (Revised) is a limited assurance engagement. The independent reviewer performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing. Accordingly, we do not express an audit opinion on these financial statements.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements of Brimstone Investment Corporation Limited for the year ended 31 December 2024 are not prepared, in all material respects, in accordance with the requirements of the JSE Limited Listings Requirements for condensed financial statements, as set out in note 1 to the financial statements, and the requirements of the Companies Act of South Africa.

Ernst & Young Inc.

Ernst & Young Inc.

DIRECTOR – PIERRE GUSTAV DU PLESSIS
CHARTERED ACCOUNTANT (S.A.)
REGISTERED AUDITOR

4 March 2025

3rd Floor, Waterway House
3 Dock Road, V&A Waterfront
Cape Town

Condensed consolidated statement of profit or loss

for the year ended 31 December 2024

R'000	NOTES	REVIEWED YEAR ENDED 31 DECEMBER 2024	AUDITED YEAR ENDED 31 DECEMBER 2023
Revenue	3	2 227 262	6 528 963
Sales and fee income		2 195 642	6 460 762
Dividends received		31 620	68 201
Operating expenses		(2 164 208)	(6 073 867)
Operating profit		63 054	455 096
Fair value gains/(losses)		159 036	(37 220)
Other investment gains	4	59 987	95 522
Net loss on deemed disposal of subsidiary	10.1	(562 093)	—
Share of profits of associates and joint ventures		433 215	428 331
Profit before net finance costs		153 199	941 729
Interest income		30 913	29 866
Finance costs	5	(298 190)	(471 843)
(Loss)/profit before taxation		(114 078)	499 752
Taxation		(74 684)	(77 878)
(Loss)/profit for the period		(188 762)	421 874
(Loss)/profit attributable to:			
Equity holders of the parent		(200 407)	291 267
Non-controlling interests		11 645	130 607
		(188 762)	421 874
(Loss)/earnings per share (cents)			
Basic		(82.5)	117.9
Diluted		(82.5)	116.6

Condensed consolidated statement of comprehensive income

for the year ended 31 December 2024

R'000	REVIEWED YEAR ENDED 31 DECEMBER 2024	AUDITED YEAR ENDED 31 DECEMBER 2023
(Loss)/profit for the year	(188 762)	421 874
Other comprehensive (loss)/income, net of tax	(251 587)	91 258
Items that may be reclassified subsequently to profit or loss		
Cash flow hedges		
Profit/(loss) arising during the year	49 540	(62 974)
Recycled to operating expenses	1 104	716
Recycled to net loss on deemed disposal of subsidiary	(40 470)	—
Cost of hedging reserve		
Loss arising during the year	—	(6 301)
Recycled to operating expenses	—	4 682
Recycled to net loss on deemed disposal of subsidiary	31 777	—
Foreign currency translation		
(Loss)/profit arising during the year	(29 040)	85 677
Recycled to net loss on deemed disposal of subsidiary	(74 378)	—
Share of other comprehensive (loss)/income of associates		
Current year movement	(181 184)	69 351
Items that will not be reclassified subsequently to profit or loss		
Movement in investment at fair value through other comprehensive income	1 623	(2 242)
Measurement of defined benefit plans	—	1 513
Share of other comprehensive income of associates	1 973	836
Transferred to retained earnings on deemed disposal of subsidiary	(12 532)	—
Total comprehensive (loss)/income for the year	(440 349)	513 132
Total comprehensive (loss)/income attributable to:		
Equity holders of the parent	(462 552)	372 948
Non-controlling interests	22 203	140 184
	(440 349)	513 132

Condensed consolidated statement of financial position

as at 31 December 2024

R'000	REVIEWED YEAR ENDED 31 DECEMBER 2024	AUDITED YEAR ENDED 31 DECEMBER 2023
Assets		
Non-current assets	4 950 073	9 368 582
Property, plant, equipment and vehicles	13 088	2 450 740
Investment property	—	79 432
Right-of-use assets	10 896	209 658
Biological assets	—	71 410
Goodwill	—	1 036 759
Intangible assets	2 678	1 484 135
Investments in associate companies and joint ventures	4 330 757	2 927 839
Investments	549 297	883 421
Loans and receivables	6 868	21 052
Loans to supplier partners	—	103 590
Deferred taxation	32 156	64 521
Other financial assets	4 333	36 025
Current assets	259 930	2 623 348
Inventories	72 095	1 089 380
Biological assets	—	118 266
Trade and other receivables	58 459	985 097
Loans and receivables	1 947	2 385
Other financial assets	—	55
Taxation	13	6 336
Cash and cash equivalents	127 416	421 829
Non-current assets held for sale	72 538	263 774
TOTAL ASSETS	5 282 541	12 255 704

Condensed consolidated statement of financial position (continued)

as at 31 December 2024

R'000	REVIEWED YEAR ENDED 31 DECEMBER 2024	AUDITED YEAR ENDED 31 DECEMBER 2023
Equity and liabilities		
Capital and reserves	3 291 127	5 104 476
Share capital	39	39
Capital reserves	663 204	627 487
Revaluation reserves	14 097	18 734
Cash flow hedging reserve	—	11 125
Cost of hedging reserve	—	(31 777)
Foreign currency translation reserve	—	91 205
Changes in ownership	—	489 918
Retained earnings	2 561 017	2 370 897
Attributable to equity holders of the parent	3 238 357	3 577 628
Non-controlling interests	52 770	1 526 848
Non-current liabilities	1 759 339	5 642 336
Long-term interest bearing borrowings	1 629 687	4 436 309
Long-term non-interest bearing borrowings	45 069	—
Employee related liabilities	—	29 791
Lease liabilities	13 876	216 647
Deferred grant income	—	30 990
Other financial liabilities	—	3 252
Deferred taxation	70 707	925 347
Current liabilities	232 075	1 508 892
Short-term interest bearing borrowings	86 535	395 473
Short-term provisions	—	4 704
Bank overdrafts	—	56 116
Trade payables	52 341	598 869
Other payables	47 137	245 175
Deferred grant income	—	4 367
Lease liabilities	2 305	34 101
Other financial liabilities	42 602	166 975
Taxation	1 155	3 112
Total equity and liabilities	5 282 541	12 255 704
NAV per share (cents)	1 341	1 457
Shares in issue at end of period (000's)	241 544	245 512

Condensed consolidated statement of changes in equity

for the year ended 31 December 2024

R'000	SHARE CAPITAL	CAPITAL RESERVES	REVALUATION RESERVES	CASH FLOW		COST OF HEDGING RESERVE	FOREIGN CURRENCY TRANSLATION RESERVE		CHANGES IN OWNERSHIP	RETAINED EARNINGS	ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT		NON-CONTROLLING INTERESTS	TOTAL
				HEDGING RESERVE	RESERVE		TRANSLATION RESERVE	RESERVE			HOLDERS OF THE PARENT	NON-CONTROLLING INTERESTS		
	39	572 786	19 989	47 457	(30 731)	41 417	508 419	2 164 128	3 323 504	1 479 703	4 803 207			
Balance 1 January 2023 - audited														
Attributable profit for the year	—	—	—	—	—	—	—	291 267	291 267	130 607	421 874			
Other comprehensive income/(loss)	—	70 729	(1 299)	(36 352)	(937)	49 540	—	—	81 681	9 577	91 258			
Total comprehensive income/(loss)	—	70 729	(1 299)	(36 352)	(937)	49 540	—	291 267	372 948	140 184	513 132			
Recognition of share-based payments	—	38 671	—	—	—	—	—	—	38 671	6 574	45 245			
Further investment in subsidiary	—	—	—	—	—	—	(21 328)	—	(21 328)	9 882	(11 446)			
Arising on disposal of subsidiaries	—	—	—	—	—	—	—	—	—	(26 722)	(26 722)			
Dividends paid	—	—	—	—	—	—	—	(84 498)	(84 498)	(63 314)	(147 812)			
Share of other net asset changes of associate	—	(15 153)	—	—	—	—	—	—	(15 153)	—	(15 153)			
Shares repurchased by subsidiaries	—	(17 935)	44	20	(109)	248	2 827	—	(14 905)	(19 459)	(34 364)			
Shares repurchased	—	(21 611)	—	—	—	—	—	—	(21 611)	—	(21 611)			
Balance 31 December 2023 - audited	39	627 487	18 734	11 125	(31 777)	91 205	489 918	2 370 897	3 577 628	1 526 848	5 104 476			
Balance 1 January 2024 - audited	39	627 487	18 734	11 125	(31 777)	91 205	489 918	2 370 897	3 577 628	1 526 848	5 104 476			
Attributable (loss)/profit for the year	—	—	—	—	—	—	—	(200 407)	(200 407)	11 645	(188 762)			
Other comprehensive (loss)/income	—	(186 955)	(4 637)	(11 125)	31 777	(91 205)	—	—	(262 145)	10 558	(251 587)			
Total comprehensive (loss)/income	—	(186 955)	(4 637)	(11 125)	31 777	(91 205)	—	(200 407)	(462 552)	22 203	(440 349)			
Recognition of share-based payments	—	18 002	—	—	—	—	—	—	18 002	5 003	23 005			
Arising on disposal of subsidiaries	—	—	—	—	—	—	—	—	—	(1 433 045)	(1 433 045)			
Transfer of reserves	—	10 206	—	—	—	—	(489 918)	492 244	12 532	—	12 532			
Dividends paid	—	—	—	—	—	—	—	(101 717)	(101 717)	(68 239)	(169 956)			
Share of other net asset changes of associate	—	216 183	—	—	—	—	—	—	216 183	—	216 183			
Shares repurchased*	—	(21 719)	—	—	—	—	—	—	(21 719)	—	(21 719)			
Balance 31 December 2024 - reviewed	39	663 204	14 097	—	—	—	—	2 561 017	3 238 357	52 770	3 291 127			

* Refer to note 8

Condensed consolidated statement of cash flows

for the year ended 31 December 2024

R'000	NOTES	REVIEWED YEAR ENDED 31 DECEMBER 2024	AUDITED YEAR ENDED 31 DECEMBER 2023
Operating activities			
(Loss)/profit for the year		(188 762)	421 874
Adjustments for non-cash and other items		302 361	322 724
Operating cash flows before movements in working capital		113 599	744 598
Increase in inventories		(14 693)	(8 762)
Increase in trade and other receivables		(83 260)	(77 689)
Decrease in trade and other payables		(76 619)	(25 979)
Cash (used in)/generated from operations		(60 973)	632 168
Interest received		28 101	33 896
Proceeds from receipt of a government grant		—	2 353
Dividends received from associates and joint ventures		189 827	174 208
Dividends received from other equity investments		31 620	68 201
Income taxes paid		(40 037)	(37 674)
Finance costs paid		(633 911)	(411 545)
Net cash (used in)/generated by operating activities		(485 373)	461 607
Investing activities			
Loans receivables repaid		(8 461)	—
Loans receivables advanced		—	(3 330)
Proceeds on disposal of property, plant, equipment and vehicles		174	64 184
Proceeds on disposal of investments	10.3	556 107	—
Insurance proceeds		—	9 410
Acquisition of property, plant, equipment and vehicles		(159 385)	(466 654)
Acquisition of biological assets		(24 187)	(76 872)
Acquisition of intangible assets		—	(286)
Acquisition of investments		(50 000)	—
Deemed disposal of subsidiary	10.1	68 000	—
Disposal of subsidiary	10.2	117 500	6 158
Disposal of investment at fair value through other comprehensive income		14 180	—
Supplier partner loans repaid		457	3 330
Supplier partner loans advanced		(725)	(250)
Net cash generated by/(used in) investing activities		513 660	(464 310)
Financing activities			
Dividends paid by Company and subsidiaries		(169 956)	(147 812)
Redemption/repayment of borrowings and lease liabilities		(451 358)	(175 379)
Proceeds from borrowings		377 608	392 966
Shares repurchased	8	(21 719)	(21 611)
Shares repurchased by subsidiaries		—	(34 364)
(Decrease)/increase in bank overdrafts		(56 116)	31 401
Net cash (used in)/generated by financing activities		(321 541)	45 201
Net (decrease)/increase in cash and cash equivalents		(293 254)	42 498
Cash and cash equivalents at beginning of year		421 829	375 133
Foreign exchange differences		(1 159)	4 198
Cash and cash equivalents at end of year		127 416	421 829
Bank balances and cash		127 416	421 829

Headline earnings per share

for the year ended 31 December 2024

	REVIEWED YEAR ENDED 31 DECEMBER 2024	AUDITED YEAR ENDED 31 DECEMBER 2023
Headline earnings per share (cents)		
Basic	108.0	71.6
Diluted	106.4	70.8
Headline earnings calculation (R'000)		
(Loss)/profit attributable to equity holders of the parent	(200 407)	291 267
Net loss on deemed disposal of subsidiary	562 093	—
Impairment of property, plant equipment and vehicles	—	26
Insurance proceeds	—	(5 396)
Profit on disposal of property, plant, equipment and vehicles	—	(970)
(Gain)/loss on disposal of subsidiary	(73 094)	293
Adjustments relating to results of associates	(30 872)	(109 906)
Total tax effects of adjustments	4 626	1 664
Headline earnings	262 346	176 978
Weighted average number of shares on which basic earnings and basic headline earnings per share is based (000's)	242 818	247 071
Weighted average number of shares on which diluted earnings and diluted headline earnings per share is based (000's)	246 455	249 831

Further information

1. Basis of preparation

The condensed consolidated financial statements for the year ended 31 December 2024 are prepared in accordance with the requirements of the JSE Limited ("JSE") Listings Requirements for condensed financial statements and the requirements of the Companies Act of South Africa, applicable to financial statements. The JSE Listings Requirements require condensed financial statements to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards ("IFRS" Accounting Standards"), and contain the information required by IAS 34 *Interim Financial Reporting*, and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council.

The condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's consolidated annual financial statements for the year ended 31 December 2024, once issued.

The condensed consolidated financial statements have been reviewed by Ernst & Young Inc., who expressed an unmodified review conclusion thereon. The directors take full responsibility for the preparation of this report.

The condensed consolidated financial statements were prepared under the supervision of the Financial Director, Geoffrey George Fortuin CA(SA).

2. Accounting policies

The accounting policies and methods of computation applied in the preparation of these condensed consolidated financial statements are in terms of IFRS[®] Accounting Standards and are consistent with those applied in the financial statements for the year ended 31 December 2023.

R'000	NOTES	REVIEWED YEAR ENDED 31 DECEMBER 2024	AUDITED YEAR ENDED 31 DECEMBER 2023
3. Revenue			
Revenue for the year is analysed as follows:			
Revenue recognised at a point in time		2 161 588	6 338 979
Revenue recognised over time		34 054	121 783
		2 195 642	6 460 762
The Group's revenue comprises:			
Food products		1 868 268	6 204 776
Clothing products		401	213
Healthcare products		325 216	253 053
Other		1 757	2 720
Total sales and fee income		2 195 642	6 460 762
Dividends received		31 620	68 201
Total revenue		2 227 262	6 528 963
Revenue per food product mix comprises:			
Wild-caught fish		1 132 419	3 387 715
Shellfish		117 939	559 516
Convenience foods		48 311	490 213
Traded		53 991	180 361
Dairy		515 608	1 586 971
		1 868 268	6 204 776
4. Other investment gains			
Deal costs incurred		(17 107)	(95)
Gain on purchased loans		—	93 310
Gain/(loss) on disposal of subsidiary	10.2	73 094	(578)
Other items		4 000	2 885
Total other investment gains		59 987	95 522

Further information (continued)

R'000	REVIEWED YEAR ENDED 31 DECEMBER 2024	AUDITED YEAR ENDED 31 DECEMBER 2023
5. Finance costs		
Interest on borrowings	92 618	222 448
Preference dividends	198 108	224 064
Interest expense on lease liabilities	7 335	19 899
Other	129	5 432
Total finance costs	298 190	471 843
6. Segmental information		
<p>Information reported to the Group's operating decision makers for the purpose of resource allocation and assessment of segment performance is specifically focused on the individual entity in which Brimstone has invested. The Chief Operating Decision-Maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors of Brimstone, who makes strategic decisions. The Group's reportable segments under IFRS 8 <i>Operating Segments</i>, are food and investments. Investments include subsidiaries House of Monatic (Pty) Ltd and Firefly Investments 306 (Pty) Ltd (Obsidian Health), as well as, investments at fair value through other comprehensive income ("FVTOCI") and investments at fair value through profit or loss ("FVTPL").</p>		
Segment revenue	2 227 262	6 528 963
Food	1 868 268	6 204 776
Investments	358 994	324 187
Segment operating profit	63 054	455 096
Food	85 297	459 600
Investments	(22 243)	(4 504)
<p>A reconciliation of operating profit from segments to profit for the year is provided below:</p>		
Operating profit	63 054	455 096
Fair value gains/(losses)	159 036	(37 220)
Other investment gains	59 987	95 522
Net loss on deemed disposal of subsidiary	(562 093)	—
Share of profits of associates and joint ventures	433 215	428 331
Interest income	30 913	29 866
Finance costs	(298 190)	(471 843)
Taxation	(74 684)	(77 878)
(Loss)/profit for the year	(188 762)	421 874
Segment assets and liabilities		
Segment assets		
Food	7 954	8 017 556
Investments	5 274 587	4 238 148
Total segment assets	5 282 541	12 255 704
Segment liabilities		
Food	46 004	4 647 749
Investments	1 945 410	2 503 479
Total segment liabilities	1 991 414	7 151 228

Further information (continued)

7. Fair value measurements

This note provides information about how the Group determines fair values of various financial assets, non-financial assets and financial liabilities.

Some of the Group's financial assets, non-financial assets and financial liabilities are measured at fair value at each reporting date. The following table gives information about how the fair values of these financial assets, non-financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used). The directors consider that the carrying amounts of financial assets, non-financial assets and financial liabilities not measured at fair value on a recurring basis (but fair value disclosures are required) recognised in the condensed consolidated financial statements approximate their fair values.

R'000	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
31 December 2024 – reviewed				
Financial assets at FVTPL				
Derivative financial assets	—	4 333 ¹	—	4 333
Listed shares	85 987	—	—	85 987
Unlisted shares	—	—	535 848 ²	535 848
Total	85 987	4 333	535 848	626 168
Financial liabilities at FVTPL				
Derivative financial liabilities	—	2 602 ¹	—	2 602
Financial liability with contingent settlement provisions	—	—	40 000 ⁶	40 000
Total	—	2 602	40 000	42 602
31 December 2023 – audited				
Financial assets at FVTPL				
Derivative financial assets	—	36 080 ¹	—	36 080
Listed shares	629 636	—	—	629 636
Unlisted shares	—	—	401 700 ²	401 700
Non-financial assets at fair value				
Biological assets	—	—	189 676 ³	189 676
Investment properties	—	—	79 432 ⁴	79 432
Financial assets at FVTOCI				
Unlisted shares	—	—	28 360 ⁵	28 360
Total	629 636	36 080	699 168	1 364 884
Financial liabilities at FVTPL				
Derivative financial liabilities	—	70 293 ¹	—	70 293
Financial liability with contingent settlement provisions	—	—	99 934 ⁶	99 934
Total	—	70 293	99 934	170 227

Further information (continued)

7. Fair value measurements (continued)

The table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped in Levels 1 to 3 based on the degree to which fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

There were no transfers between levels 1, 2 and 3 in the current or prior year.

There are no changes to unobservable inputs that might result in a significantly higher or lower fair value measurement within level 2 and level 3 assets and liabilities.

Notes

- ¹ The following methods and inputs are used in valuing level 2 financial assets and liabilities:
 - The fair value of the financial asset representing the call option to acquire shares in Vuna Fishing Company Proprietary Limited (“Vuna”) was independently determined by an expert using the Black-Scholes option pricing model. The inputs applied in the option pricing model were i) the value of Vuna calculated using an average of actual 2023 and 2024 earnings and 2025 projected earnings multiplied by a price earnings multiple, ii) yield curve, and iii) volatility. A change in unobservable inputs would not have a material change in the fair value.
 - Financial assets and liabilities relate to hedging contracts entered into by the Group for the purpose of minimising the Group’s exposure to foreign currency and fuel price volatility. The valuation is performed by an independent valuer, taking into account forward exchange contracts spot and forward rates, current fuel prices and discount factors.
 - The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- ² Value is based on the effective interest held in the net assets of the underlying entity. In assessing the net assets of the underlying entity, substantially all of the assets are carried at fair value and all of the liabilities are carried at amortised cost. The assets are valued annually using the capitalisation of net income method or open market values for existing use. A third of the assets are valued by an independent external valuer each year. Therefore, application of Brimstone’s percentage interest to the net asset value of the entity is the best indication of fair value of the investment. If the net assets of the underlying entity had been 10% higher/lower, loss for the year would decrease/increase by R34.5 million (2023: R28.4 million).
- ³ Biological assets were measured at fair value less costs to sell. Biological assets included abalone and oysters cultivated at aquaculture farms, and were measured at their fair value less estimated point-of-sale costs. Fair value was determined based on the dollar denominated market prices of biological assets of similar age, breed and genetic merit. In order to measure and value biological assets, management uses growth formula and drip-and-purge-loss factors to determine the weight of animals at the reporting date. These formulas are based on empirical evidence and confirmed industry norms. During the prior year, a fair value gain of R14.6 million was recognised in profit or loss relating to the valuation of biological assets. A change in unobservable inputs would not have resulted in a significant change in the fair value.
- ⁴ Subsequent to the sale of a 5% interest in subsidiary BM Foods Manufacturers Proprietary Limited (“BMFM”) and the consequential loss of control, commercial and industrial properties occupied by BMFM were no longer owner occupied and were held as investment properties which resulted in an increase in investment properties of R75.7 million. The fair value was determined by an independent valuer, using the income capitalisation approach.
- ⁵ Asset valuation method performed by an independent valuer represented unlisted shares in a vessel-owning company. The underlying vessel was valued based on the age and condition of the vessel and current market value derived by sales comparison of these or similar types of vessels adjusted for differences in age, condition, degree of upgrade already carried out on the vessel, and size. A change in unobservable inputs would not have resulted in a significant change in the fair value.
- ⁶ The fair value of the financial liability with contingent settlement provisions is measured as the undiscounted amount that the Group could be required to repay immediately, and is represented by the net liabilities of Lion of Africa Insurance Company Limited (“Lion”) at the date of disposal of the discontinued operation, which was 30 December 2021. During the current year, the fair value of the liability was remeasured based on updated financial information received from Lion.

Further information (continued)

8. Share capital (number)

	REVIEWED YEAR ENDED 31 DECEMBER 2024	AUDITED YEAR ENDED 31 DECEMBER 2023
In issue (number)		
Ordinary shares	39 874 146	39 874 146
Held as treasury shares	(3 295 673)	(3 256 948)
	36 578 473	36 617 198
"N" Ordinary shares	224 975 962	224 975 962
Held as treasury shares	(20 010 064)	(16 080 679)
	204 965 898	208 895 283
Total net of treasury shares	241 544 371	245 512 481
Closing share price (cents)		
Ordinary shares	504	511
"N" Ordinary shares	505	485

During the year, Brimstone, through its treasury share vehicle, bought back 38 725 Ordinary shares and 4 474 275 "N" Ordinary shares for a total cash consideration of R0.2 million (average price of R5.33 per share) and R21.5 million (average price of R4.81 per share), respectively. These shares are now classified as treasury shares.

9. Material related party transactions

In terms of a supply agreement between joint venture group, Vuna and SeaVuna Fishing Company Proprietary Limited ("SeaVuna"), and Sea Harvest Group Limited's ("Sea Harvest") subsidiary, Sea Harvest Corporation Proprietary Limited ("Sea Harvest Corporation"), fish caught by Vuna and SeaVuna is marketed by Sea Harvest Corporation.

The following information is presented for the period when Sea Harvest was a subsidiary of Brimstone. Purchases from SeaVuna amounted to R98.6 million compared to R295.1 million for the year ended 31 December 2023. Sales to SeaVuna during the year amounted to R1.5 million compared to R14.8 million for the year ended 31 December 2023.

At year end, a loan owing by subsidiary Vuna Fishing Group Proprietary Limited to Sea Harvest, amounted to R45.1 million. Prior to the loss of control of Sea Harvest, this loan was eliminated upon consolidation.

Further information (continued)

10. Disposals

10.1 Deemed disposal of subsidiary

During the current year, Sea Harvest concluded its acquisition of certain subsidiaries of Terrasan Group Limited (“Terrasan”), which resulted in Sea Harvest issuing 60 million fresh shares to Terrasan. Consequently, Sea Harvest is no longer a subsidiary of Brimstone, and is now accounted for as an associate, with effect from 14 May 2024.

Upon the loss of control of Sea Harvest, Brimstone recognised a net loss on deemed disposal of R562.1 million, which comprises, a loss on deemed disposal of R337.5 million, a loss of R307.7 million on the remeasurement to fair value of the portion of the investment retained, and a gain of R83.1 million relating to the recycling of other comprehensive income (“OCI”).

R'000	31 DECEMBER 2024
Portion of investment “disposed of”	
Consideration	—
Less: carrying value of investment “disposed of”	337 511
Loss on deemed disposal	(337 511)
Portion of investment retained	
Fair value	1 241 368
Less: carrying value of investment retained	1 549 022
Remeasurement loss	(307 654)
Recycling of OCI	83 072
Net loss on deemed disposal	(562 093)

Further information (continued)

10. Other transactions (continued)

10.1 Deemed disposal of subsidiary (continued)

The carrying amount of the assets and liabilities at the date of deemed disposal were:

R'000	14 MAY 2024
Property, plant, equipment and vehicles	2 484 527
Investment property	79 432
Right-of-use assets	190 247
Biological assets	198 441
Goodwill	1 030 162
Intangible assets	1 445 346
Investments in associate companies and joint ventures	126 275
Investments	14 180
Loans and other receivables	59 115
Loans to supplier partners	106 636
Deferred taxation	5 225
Other financial assets	37 806
Inventories	1 054 155
Trade receivables	1 007 053
Taxation	14 487
Cash and cash equivalents	64 873
Total assets	7 917 960
Interest bearing borrowings	2 654 503
Employee related liabilities	25 774
Lease liabilities	226 878
Deferred grant income	34 706
Deferred taxation	870 403
Short-term provisions	18 897
Bank overdrafts	132 873
Trade payables	446 434
Other payables	218 455
Other financial liabilities	57
Taxation	11 870
Total liabilities	4 640 850
Non-controlling interest	21 258
Net assets attributable to Brimstone	3 255 852
Total consideration received	
Cash	—
Net cash flow on disposal of subsidiary	
Consideration received in cash	—
Add: net overdraft "disposed of"	68 000
	68 000
Loss on deemed disposal and remeasurement loss	
Consideration	—
Net assets "disposed of"	(3 255 852)
Non-controlling interests "disposed of"	1 369 319
Investment in associate (formerly a subsidiary) recognised at fair value	1 241 368
	(645 165)

Further information (continued)

10. Other transactions (continued)

10.2 Disposal of subsidiary

During the current year, Brimstone disposed of its 51% holding in Newshelf 1409 Proprietary Limited (which held the investment in Milpark Investments SPV Proprietary Limited) to STADIO Holdings Limited, for a total consideration of R117.5 million. The Group realised a profit of R73.1 million on the disposal.

R'000	31 DECEMBER 2024
Portion of investment disposed of	
Consideration	117 500
Less: carrying value of investment disposed of	(44 406)
Gain on disposal	73 094
The carrying amount of the assets and liabilities at the date of disposal were:	
Investments	87 499
Total assets	87 499
Other payables	830
Total liabilities	830
Net assets attributable to Brimstone	86 669
Net cash flow on disposal of subsidiary	
Consideration received in cash	117 500

10.3 Disposal of investments

Brimstone disposed of the following investments during the current year:

INVESTMENT	NUMBER OF SHARES SOLD	GROSS PROCEEDS REALISED R'000
Phuthuma Nathi Investments (RF) Limited	1 000 000	100 000
Equities Property Fund Limited	13 958 621	197 384
MTN Zakhele Futhi (RF) Limited	137 746	1 986
STADIO Holdings Limited	43 565 057	256 737
		556 107

Proceeds from disposals were used to reduce debt.

11. Events occurring after the reporting period

There are no events which have occurred between the reporting date and the date the condensed consolidated financial statements were authorised for issue which require adjustment or disclosure in the condensed consolidated financial statements.

12. Going concern

The Brimstone board has assessed the funding facilities available to the Group and the projected cash flow forecast and is satisfied that sufficient funding and cash is available for a period of at least twelve months from the reporting date.