Sea Harvest

AUDITED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

A 60-YEAR JOURNEY

A LEGACY OF LIFE, GROWTH AND GLOBAL IMPACT

2024

1964

SEA HARVEST IS ESTABLISHED IN SALDANHA BAY

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APPROVAL OF ANNUAL FINANCIAL STATEMENTS

The directors of Sea Harvest Group Limited (the Group or the Company or Sea Harvest) are responsible for the preparation, integrity and objectivity of the consolidated and separate[1] annual financial statements.

To fulfil this responsibility, the Group and Company maintain controls to provide reasonable assurance that assets are safeguarded and that records accurately reflect the transactions of the Group and Company.

The Group and Company annual financial statements are prepared in terms of IFRS® Accounting Standards (IFRS Accounting Standards) as issued by the International Accounting Standards Board (IASB) and have been reported on by our auditors in conformity with International Standards of Auditing and the Companies Act, No 71 of 2008 as amended (Companies Act). The Group and Company annual financial statements for the year ended 31 December 2024, which appear on **pages 2 to 123**, were approved by the Board of Directors on 31 March 2025 and signed on its behalf by:

FREDERICK ROBERTSON
Non-executive Chairperson

FELIX RATHEB
Chief Executive Officer

PREPARATION OF ANNUAL FINANCIAL STATEMENTS

The Group and Company annual financial statements of Sea Harvest Group Limited for the year ended 31 December 2024 were prepared under the supervision of the Chief Financial Officer, M Brey CA(SA).

REPORT OF THE COMPANY SECRETARY

In terms of section 88(2)(e) of the Companies Act, I certify that the Company has lodged with the Commissioner all such returns and notices as are required by the Companies Act, and that all such returns and notices are true, correct and up to date.

S Gounden
Company Secretary

DECLARATION BY GROUP CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)

FOR THE YEAR ENDED 31 DECEMBER 2024

The Group CEO and the CFO hereby confirm that:

- the consolidated and separate annual financial statements, set out on **pages 2 to 123**, fairly present in all material respects the financial position, financial performance and cash flows of Sea Harvest Group Limited 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 Sea Harvest Group Limited and its consolidated subsidiaries has been provided to effectively prepare the financial statements;
- 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 committee and the auditors any deficiencies in design and operational effectiveness of the internal controls and remediated the deficiencies; and
- we are not aware of any fraud involving directors.

FELIX RATHEB
Chief Executive Officer

MUHAMMAD BREY
Chief Financial Officer

[1] *Separate and Company are used interchangeably.*

01

OUR REPORTS

1964

SEA HARVEST IS ESTABLISHED IN SALDANHA BAY

2017

LISTED ON THE JSE

REPORT OF THE DIRECTORS

The directors have pleasure in submitting their report, which forms part of the annual financial statements of Sea Harvest Group Limited and its subsidiaries (the Group) for the year ended 31 December 2024.

NATURE OF BUSINESS AND OPERATIONS

Sea Harvest is a leading black-controlled and internationally recognised, vertically integrated wild-caught fishing, aquaculture, and branded fast-moving consumer goods (FMCG) business established in 1964. The Group's principal activities are divided into the following operations:

- **South African Fishing** is a vertically integrated fishing business that catches, processes, packs and markets a range of value-added frozen, chilled and canned seafood, as well as fishmeal and fish oil, nationally and internationally. Its range of products includes hake, Horse Mackerel and pelagic fish.
- **Sea Harvest Australia** is a vertically integrated fishing business that catches, processes, packs and markets king and tiger prawns, scallops, crabs, Spanish Mackerel, and other wild-caught fish species for the Australian domestic and international markets and operates a nationwide retail and foodservice sales and distribution business.
- **Sea Harvest Aquaculture** is a high-value vertically integrated abalone aquaculture business and includes 87% of the shares of Viking Aquaculture Proprietary Limited (Viking Aquaculture) and 63% of Aqunion Proprietary Limited (Aqunion).
- **Cape Harvest Foods** includes 100% of Ladismith Cheese Company Proprietary Limited (Ladismith), a value-added dairy operation, and a 46% investment in associate BM Foods Manufacturers Proprietary Limited (BMFM), a manufacturer and distributor of a range of convenience food products.

SEA HARVEST PELAGIC AND AQUNION ACQUISITION

With effect from 14 May 2024, the Group, through its wholly-owned subsidiaries Sea Harvest Pelagic Proprietary Limited (Sea Harvest Pelagic) and Sea Harvest Aquaculture Proprietary Limited (Sea Harvest Aquaculture), respectively, successfully concluded:

- the acquisition of 100% of the issued shares and loan claims of certain of Terrasan Investments Proprietary Limited's (Terrasan's) subsidiaries engaged in the catching, processing and sale of pelagic fish (Sea Harvest Pelagic); and
- the acquisition of 63.07% of the issued shares and loan claims of certain of Terrasan's subsidiaries engaged in the farming, processing and sale of abalone (Aqunion).

The transaction diversifies Sea Harvest into pelagic (anchovy and pilchard) fishing and rounds out the Group's exposure to all material wild-caught fisheries in South Africa, while the abalone business doubles in size, thereby creating an abalone business of scale. Importantly, the acquisition has increased the Group's hard currency earnings, created a stronger merged business, increased black ownership in the fishing and abalone industries, and broadened Sea Harvest's shareholder base.

Refer to **note 32** for additional details on the business combination.

COMPANIES ACT

The Board confirms that the Group has complied with the provisions of the Companies Act, specifically relating to its incorporation and operated in conformity with its Memorandum of Incorporation (MOI) during the year under review.

FINANCIAL RESULTS AND GENERAL REVIEW

The results for the year under review are reflected in the attached financial statements.

The profit attributable to ordinary shareholders for the year is R227.0 million (2023: R282.1 million)

SHARE CAPITAL

The following share movements occurred during the year under review:

	TOTAL SHARES IN ISSUE	LESS TREASURY SHARES	TOTAL NET SHARES IN ISSUE
Opening balance	**298 866 214**	**23 493 243**	**275 372 971**
Shares issued[1]	60 000 000	–	60 000 000
Shares repurchased	–	2 527 310	(2 527 310)
Shares vested	–	(3 935 660)	3 935 660
Closing balance	**358 866 214**	**22 084 893**	**336 781 321**

[1] *Shares were issued as part of the consideration for the current year business combination. Refer to* ***note 32***

Details of the authorised and issued share capital of the Company are set out in **note 21**.

REPORT OF THE DIRECTORS CONTINUED

SPECIAL RESOLUTIONS

During the 2024 financial year, the shareholders of the Company passed the following special resolutions:

- The approval of the general authority to repurchase the Company's shares, the effect of which was to authorise the Company and/or its subsidiaries to repurchase its own securities.
- The approval of the non-executive directors' remuneration, the effect of which was to approve the annual remuneration of non-executive directors for the period from 1 July 2024 to 30 June 2025.
- The approval to provide financial assistance to related or interrelated companies, the effect of which was to authorise the Company to provide direct and indirect financial assistance to related or interrelated companies in terms of section 45 of the Companies Act.
- The approval to provide financial assistance for the acquisition of shares, the effect of which was to authorise the Company to provide such direct and indirect financial assistance in terms of section 44 of the Companies Act.
- The specific authority to repurchase vested shares resulting from the Group's forfeitable share plan.

CHANGES TO THE BOARD

- Professor Elias Links was appointed as a Non-executive Director on 5 August 2024.
- Iqbal Khan retired as a Non-executive Director on 27 February 2025.
- Geoff Fortuin was appointed as a Non-executive Director on 27 February 2025.
- Simone Gounden resigned as Company Secretary effective 30 April 2025.

DIRECTORS

The names of the directors in office at the date of this report are set out on **page 123** along with the name and business and registered address of the Company.

DIRECTORS' INTEREST IN SHARES

The aggregate direct and indirect beneficial interest of the directors in the issued share capital of the Company at 31 December 2024 was as follows:

	NUMBER OF SHARES			
	DIRECT BENEFICIAL	INDIRECT BENEFICIAL	TOTAL	PERCENTAGE OF ISSUED ORDINARY SHARE CAPITAL %
2024				
M Brey	**550 743**	**–**	**550 743**	**0.15**
WA Hanekom	**–**	**945 219**	**945 219**	**0.26**
MI Khan	**8 000**	**–**	**8 000**	**0.00**
T Moodley	**–**	**8 000**	**8 000**	**0.00**
BM Rapiya	**40 000**	**–**	**40 000**	**0.01**
F Ratheb	**416 812**	**–**	**416 812**	**0.12**
F Robertson	**5 600**	**267 205**	**272 805**	**0.09**
Total	**1 021 155**	**1 220 424**	**2 241 579**	**0.63**
2023				
M Brey[1]	291 816	–	291 816	0.10
WA Hanekom	–	945 219	945 219	0.32
MI Khan	8 000	–	8 000	0.00
T Moodley	–	8 000	8 000	0.00
BM Rapiya	40 000	–	40 000	0.01
F Ratheb[1]	–	–	–	–
F Robertson	5 600	239 318	244 918	0.08
Total	345 416	1 192 537	1 537 953	0.51

[1] *The direct beneficial number of shares for M Brey and F Ratheb as at 31 December 2023 was decreased by 1 723 970 and 3 081 044, respectively, to only include shares in their own name and exclude unvested shares related to the forfeitable share plan scheme.*

No shares held by directors are pledged as security for loans.

The following shares have been issued to directors in terms of the forfeitable share plan between 31 December 2024 and the date of approval of the financial statements:

M Brey **623 876**

F Ratheb **1 311 043**

Details of directors' individual interests in options held in terms of the forfeitable share plan are set out in **note 38**.

SUBSIDIARIES

Details of the Company's interest in and share of aggregate profits and losses of its subsidiaries are given in separate schedules on **page 120**.

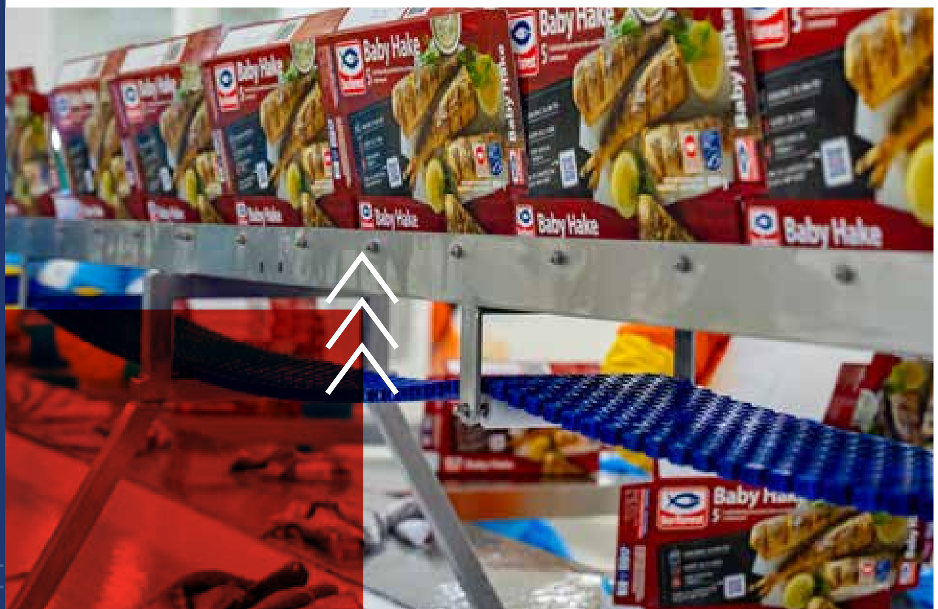
Refer to **note 32** for details on the current year business combination.

PROPERTY, PLANT AND EQUIPMENT

Capital expenditure during the year amounted to R568.5 million (2023: R463.0 million). Further details are disclosed in **note 7**. During the year, there was no major change in the nature of the assets or in the policy relating to their use.

DIRECTORS' RESPONSIBILITY FOR ANNUAL FINANCIAL STATEMENTS

The directors are responsible for the preparation and fair presentation of the Group and separate annual financial statements of Sea Harvest Group Limited, comprising the statements of financial position as at 31 December 2024 and the statements of comprehensive income, statements of changes in equity and cash flows for the year then ended, and the notes to the annual financial statements, which include a summary of significant accounting policies and other explanatory notes, in accordance with IFRS Accounting Standards, the requirements of the Companies Act, and the JSE Limited (JSE) Listings Requirements.



INTERNAL CONTROL

The directors are responsible for such internal controls as the directors determine are necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error, and for maintaining adequate accounting records and effective systems of risk management as well as the preparation of the supplementary schedules included in these annual financial statements.

GOING CONCERN

Management assessed going concern, taking into account current economic conditions, available information about future risks and uncertainties, cash flow analyses, operational analyses, and available funding facilities across the Group.

The result of these analyses was that the Group will have sufficient cash resources to sustain operations. No material funding covenants were breached during the year ended 31 December 2024. The directors have no reason to believe that the Group and the Company will not be a going concern in the foreseeable future and, accordingly, the consolidated and separate annual financial statements have been prepared on a going concern basis.

Further details are disclosed in **note 30**.

LITIGATION

There is no material litigation outstanding for the Company or its subsidiaries.

EVENTS SUBSEQUENT TO THE REPORTING DATE

The Board of Directors declared a gross and final cash dividend on 4 March 2025 amounting to 22 cents per share (2023: 40 cents per share) in respect of the year ended 31 December 2024.

AUDIT AND RISK COMMITTEE REPORT

FOR THE YEAR ENDED 31 DECEMBER 2024

The Audit and Risk Committee (the Committee) is governed by formal terms of reference which have been reviewed and approved by the Board. The functions of the Committee are consistent with:

- the Companies Act;
- the King IV Report on Corporate Governance™ (King IV™) for South Africa; and
- the JSE Listings Requirements.

ROLES AND RESPONSIBILITIES

The terms of reference include the Committee's statutory duties as described in the Companies Act, King IV™, the JSE Listings Requirements, and the additional responsibilities assigned to it by the Board. In addition to its statutory duties prescribed by the Companies Act, the Committee is required to provide independent oversight of the system of internal control and risk management and the effectiveness of the internal financial controls to assist the Board in monitoring the integrity of the Group's interim and annual financial statements and other performance-related external reports. The Committee further oversees the effectiveness and independence of the Group's external and internal assurance providers and services that contribute to the integrity of the Group's financial and integrated reporting.

The Committee assists the Board by advising and making submissions on financial reporting and providing oversight of the risk management process and internal financial controls, external and internal audit functions, and other responsibilities assigned to it by the Board.

COMPOSITION AND MEETINGS OF THE COMMITTEE

The members of the Committee remained unchanged for the 2024 financial year. The members of the Committee, as indicated below, are knowledgeable about the affairs of the Group and all have extensive expertise and experience in finance, accounting, commerce and industry, and legal and risk management practices. The members of the Committee are appointed annually at the annual general meeting (AGM). The composition of the Committee for the 2024 financial year and attendance at meetings were as follows:

MEMBERS	QUALIFICATIONS	STATUS	ATTENDANCE
KA Lagler (Committee Chairperson) Appointed 2018	CA(SA) BCom Hons (Tax)	Independent Non-executive	Attended 3 of 3 meetings
WA Hanekom Appointed 2016	CA(SA)	Independent Non-executive	Attended 3 of 3 meetings
BM Rapiya Appointed 2016	BAdmin	Independent Non-executive	Attended 3 of 3 meetings
KC Zama Appointed 2018	CA(SA)	Independent Non-executive	Attended 3 of 3 meetings

The Group Chairman, CEO, CFO, Mr MI Khan (Non-executive Director), Mr GG Fortuin (Non-executive Director), Ms T Moodley (Non-executive Director), Professor E Links (Non-executive Director), senior executives, internal auditors and external auditors attend the meeting of the Committee by invitation.

The agenda of each meeting is derived from the adopted work plan of the Committee, which is based on the formal terms of reference, ensuring that the Committee discharges its responsibilities in a structured manner.

The external and internal auditors attend Committee meetings and have unrestricted access to the Committee and its chairperson and have the opportunity to address the Committee and its chairperson without management being present, which helps ensure open discussion.

KEY FUNCTIONS OF THE COMMITTEE

The Committee performed the following duties during the year ended 31 December 2024:

- Reviewed the interim and annual financial statements of Sea Harvest Group Limited and recommended them to the Board for approval
- Reviewed the solvency and liquidity, working capital, and going concern position
- Reviewed impairment assessment calculations and considerations
- Reviewed and recommended the annual dividend proposal to the Board for approval
- Reviewed the management representation letter in connection with the audit of the consolidated and separate financial statements of the Group and Company
- Considered the independence and effectiveness of the external auditors and received and considered the external auditors reports
- Considered and nominated for approval at the AGM the external auditors and the designated audit partner for the financial year under review
- Determined the fees paid to the external auditors and auditor's terms of engagement
- Reviewed the expertise and experience of the Group's CFO and finance function
- Satisfied itself with the adequacy of the Group's internal controls, including internal controls over financial reporting
- Reviewed work plans, discussions and reports of the respective subsidiary companies' Finance and Risk Committees
- Reviewed the strategic risk register and mitigation plans put in place by management as well as outputs from subsidiaries' risk profiles
- Reviewed the fraud and defalcation reports including confirmation from management in respect of the anonymous fraud tip-off hotline
- Reviewed insurance renewal terms
- Conducted a self-assessment evaluation in accordance with the terms of reference
- Reviewed the Insider Trading Policy, Non-audit Services Policy, Fraud Prevention Policy inclusive of the Whistle-blowing Policy, having considered the extent of the fraud awareness training provided at each operational subsidiary, and the Group's manual as required by the Promotion of Access to Information Act, No 2 of 2000
- Determined the nature and extent of non-audit services and the pre-approval of such services as the Committee deemed appropriate in accordance with the approved Non-audit Services Policy
- Reviewed and approved the internal audit terms of reference and annual internal audit plan
- Considered the effectiveness and independence of the head of internal audit and the internal audit function and received and considered the internal auditors reports
- Received and considered the JSE Proactive Monitoring Reports and satisfied itself with the responses provided to the Committee by management
- Confirmed that there were no concerns or complaints raised in relation to financial reporting matters and internal controls
- Provided oversight over information technology (IT) governance and IT risk management
- Assessed the Group's application of the King IV™ principles as set out in the King IV™ Application Register and Report on Corporate Governance
- Received reports detailing the tax status of each entity within the Group and compliance with tax laws and regulations
- Reviewed the Group's framework for determining materiality applied to ensure that significant areas of risk, complexity and judgement are included in the evaluation of internal financial reporting controls
- Considered the Group structure and the nature and size of the components forming part thereof to ensure that management has established appropriate procedures to ensure that all relevant components have submitted audited or reviewed financial reporting packages, prepared in accordance with IFRS Accounting Standards, which have been included in the consolidated financial statements of Sea Harvest, as required by paragraph 3.84(g)(ii) of the JSE Listings Requirements

AUDIT AND RISK COMMITTEE REPORT CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

FINANCE FUNCTION

The preparation of financial reports, including the annual financial statements, were completed under the supervision of Mr M Brey (CA)SA, the Group's CFO. As required by paragraph 3.84(g) of the JSE Listings Requirements, as well as the recommended practices of the King IV™ Code, the Committee reviewed and satisfied itself that the expertise and experience of Mr Brey is appropriate to meet his responsibilities in that position. The Committee further reviewed and was satisfied that the expertise and resources within the finance function were appropriate.

SUBSIDIARY FINANCE AND RISK COMMITTEE MEETINGS

For the Australian and Aquaculture components of the Group, respective subsidiary Finance and Risk Committees are in place that meet three times a year; coinciding with the meetings of the Committee. The Aquaculture Finance and Risk Committee meetings are chaired by the Group CFO and Sea Harvest Australia has an independent, non-executive chairperson. Group Audit and Risk Committee members, as well as the external auditors, internal auditors, and representation from Group Finance and Compliance, are invited to attend each subsidiary Finance and Risk Committee meeting.

As is relevant, the functions of these subsidiary Finance and Risk Committees are mirrored to that of the Group Audit and Risk Committee and, as such, allows for the necessary oversight and governance to be exercised through these Committees; including, risk management, internal audit, compliance, financial reporting governance, tax compliance and information technology management.

The finance, risk, audit and governance requirements of the Cape Harvest Foods component were reincorporated into the Committee during 2024.

RISK MANAGEMENT AND COMBINED ASSURANCE

The Committee continues to exercise oversight of strategic risks that could materially impact the ability of the Group to deliver its objectives and the related mitigation plans and considers these appropriate through the adopted combined assurance approach. Assurance is obtained from several assurance providers in a co-ordinated manner to avoid duplication of effort.

For the 2024 financial year, the Committee considered the risk assessments and mitigation plans presented by management and evaluated and approved the plans of the internal audit function, the external auditors, the outcomes of the audit work performed. The Committee is satisfied that the combined assurance approach is appropriate and provides sufficient assurance over the Group's risk universe.

IT GOVERNANCE

The Committee has oversight responsibility for IT governance and IT risk management, which is rigorously managed through the established IT Steering Committee.

IT governance and IT risk management are managed through various charters, plans, policies, procedures and practices. The Committee reviewed management's continued work in relation to, especially, the effectiveness of the technology and information environment, disaster recovery, cyber security and outsourced service providers.

The Committee is satisfied that the report of the IT Steering Committee adequately addresses IT governance and risk management requirements, including the appropriateness of IT strategy and policy, systems and network architecture, applications, disaster recovery and security management.

EXTERNAL AUDITORS

The Committee has satisfied itself, through the evaluation of submissions made, that the external auditors of the Group and its subsidiaries are independent as defined by the Companies Act and therefore are able to express an independent opinion on the Group and Company annual financial statements. The Committee, in consultation with management, agreed to the audit fee for the 2024 financial year and evaluated the extent for non-audit work in accordance with the established policy in this regard. The policy of non-audit services establishes that non-audit work performed by the external auditor beyond an agreed rand quantum is approved by the Committee chairperson and tabled at Committee meetings at set intervals. The fees paid to the external auditors for non-audit services in 2024 related to taxation work and agreed upon procedures in respect of royalty certificates issued to the Marine Stewardship Council. The non-audit fees in respect of 2024 amounted to 7.1% of the audit fees.

At each meeting of the Committee, the external auditor is provided the opportunity to engage with the Committee without management's presence.

Mr P du Plessis was the designated audit partner for the year ended 31 December 2024. Mr P du Plessis has confirmed to the Committee that Ernst & Young Inc. have complied with the independence requirements in terms of the Independent Regulatory Board for Auditors and the South African Institute of Chartered Accountants standards.

The Committee evaluated the information required in its assessment of the suitability for appointment of the audit firm and the designated audit partner as required by paragraph 3.84(g)(iii) of the JSE Listings Requirements.

Key audit matters relating to the 2024 audit

The report of the independent auditors for the year ended 31 December 2024 contained the following key audit matters:

- Sea Harvest Pelagic and Aqunion provisional purchase price allocation
- Impairment assessment of Sea Harvest Australia goodwill allocated to the Fishing cash generating unit

The Committee addressed the key audit matters as follows:

- The Committee assessed procedures followed by management in accounting for acquisitions governed by IFRS 3: *Business Combinations*, which requires judgement in the identification and valuation of assets acquired and liabilities assumed. The Committee is satisfied with the outcomes of the purchase price allocation performed by management and assessed by the auditors, including the assessment of the independent valuation performed for intangible assets recognised.
- The Committee considered the rigour of impairment testing performed by management and agreed with the conclusions reached by both management and the external auditor that no impairment is required.

INTERNAL AUDITORS

The Group's in-house internal audit function operates in accordance with the terms of reference that the Committee reviewed and approved during the reporting period. The Committee has considered the independence and effectiveness of the in-house internal audit function and considered these appropriate.

The Committee regularly evaluated the progress made in relation to the internal audit coverage plan for 2024 and is satisfied that significant matters reported to it and management by the internal audit function are appropriately remediated.

The head of internal audit has the opportunity to meet with the Committee at each meeting without management being present. On a regular basis, the chairperson of the Committee also meets with the head of internal audit and provides feedback to the Committee as appropriate.

The Committee is satisfied, through the declarations made by the internal auditors, that the assurances provided to the Committee align with the Code of Ethics of the Institute of Internal Auditors.

ACCOUNTING PRACTICES AND INTERNAL FINANCIAL CONTROLS

The Group has designed internal financial controls and systems to provide reasonable assurances as to the integrity and reliability of the interim and annual financial information as well as to safeguard and maintain the assets of the Group.

The Committee has reviewed the written assessment performed by internal audit on the design, implementation and effectiveness of the Group's internal financial controls. Based on the results of this review, information provided by management, and in conjunction with the independent assurance providers, the Committee believes the internal financial controls are suitable and effective and provide a sound basis for the preparation of reliable financial information.

ANNUAL FINANCIAL STATEMENTS

The Committee reviewed the annual financial statements for the year ended 31 December 2024 and is satisfied that it complies with IFRS Accounting Standards. Accordingly, the Committee recommended the annual financial statements to the Board for approval, which the Board subsequently approved.

GOING CONCERN, SOLVENCY AND LIQUIDITY

The Committee reviewed the going concern status of the Group and the Company, which took into account cash flow analysis, operational analysis, and available funding facilities. The cash flow analysis considered material factors impacting the ability of the Group to generate or preserve cash. The Committee recommended to the Board that the going concern basis of accounting is considered appropriate, and that the Group and the Company are considered solvent and liquid to be able to distribute its proposed dividend to shareholders.

AUDIT AND RISK COMMITTEE REPORT CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

JSE REPORTING REQUIREMENTS

The Committee evaluated the submissions made to it by the Company Secretary and management and is satisfied that the Group has met the JSE Listings Requirements and the requirements of the King IV™ Code. The King IV™ Application Register can be found on the Group's website **www.seaharvestgroup.co.za.**

JSE PROACTIVE MONITORING REPORT

The Committee has received and considered the findings in the JSE's reports for compliance with IFRS Accounting Standards:

- Report on Proactive Monitoring of Financial Statements in 2024 (issued 7 November 2024)
- Financial instruments: Disclosures:
  - The IFRS 7 items on pages 11 to 18 of the Report on Proactive Monitoring of Financial Statements in 2023 (issued 3 November 2023)
  - Section 8: Liquidity risk (pages 21 to 24) from the Proactive Monitoring Limited Scope Thematic Review: Cash flow information and disclosures of liquidity and going concern (issued 6 October 2022)
- Specific sections from the Combined Findings of the JSE Proactive Monitoring of Financial Statements Report (issued 31 October 2024):
  - Disclosure of judgements and estimates (page 20)
  - Interim financial reporting (page 53)
  - Statement of cash flows (page 28)
  - Revenue from contracts with customers (page 42)
  - Fair value measurement disclosures (page 87)
- Fair value disclosure sections from the Investment Property: Common Findings Report (issued 3 November 2020)

The Committee has ensured that, where applicable, the contents of these reports have been appropriately actioned in the preparation of the consolidated and separate annual financial statements for the year ended 31 December 2024.

JSE REPORTING REQUIREMENTS 3.84(K)

The Committee considered the approach adopted by management to ensure that the CEO and CFO responsibility statement sign-off on the annual financial statements and internal financial reporting controls in terms of JSE Listings Requirement 3.84(k) is appropriately supported.

The Committee, in satisfying itself in this regard, has evaluated:

- the consistency of the processes adopted in respect of risk assessment and scoping, including the determination of materiality applied to ensure that significant areas of risk, complexity and judgement are included for the evaluation of internal financial reporting controls; and
- at each reporting period, the assessment of controls following a combined assurance approach, including management declarations and internal audit findings, following their assessment of the operating effectiveness of internal financial reporting controls.

The Committee is satisfied that this aforementioned process was applied to all material subsidiaries. The Committee will continue to monitor progress in the implementation of amended and supplementary controls over financial reporting and formal remediation plans developed to address control deficiencies identified in operating effectiveness and design.

The Committee discussed and documented the basis for its conclusion, which includes discussions with internal audit, external audit and management.

The Committee believes that the Group's internal financial reporting controls can be relied upon as a reasonable basis for the preparation of the annual financial statements.

KA LAGLER
CA(SA)
31 March 2025

CONCLUSION

I wish to extend my thanks to my fellow Committee members for the work undertaken during this reporting period. On behalf of the Committee, I wish also to thank the invitee non-executive and executive directors, management, and assurance providers for their contributions to the Committee this year.

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF SEA HARVEST GROUP LIMITED

REPORT ON THE AUDIT OF THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

OPINION

We have audited the consolidated and separate financial statements of Sea Harvest Group Limited and its subsidiaries ('the Group') and company set out on **pages 18** to **117**, which comprise of the consolidated and separate statements of financial position as at 31 December 2024, and the consolidated and separate statements of profit or loss and other comprehensive income, the consolidated and separate statements of changes in equity and the consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including material accounting policy information.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of the Group and company as at 31 December 2024, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board 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 Consolidated and Separate Financial Statements section of our report. We are independent of the Group and company in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements of the Group and company and 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 of the Group and company and 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 Number 49309 dated 15 September 2023 (EAR Rule) we report:

FINAL MATERIALITY

The ISAs recognise that:

- misstatements, including omissions, are considered to be material if the misstatements, individually or in the aggregate, could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements;
- judgments about materiality are made in light of surrounding circumstances, and are affected by the size or nature of a misstatement, or a combination of both; and
- judgments about matters that are material to users of the financial statements consider users as a group rather than as specific individual users, whose needs may vary greatly.

The amount we set as materiality represents a quantitative threshold used to evaluate the effect of misstatements to the financial statements as a whole based on our professional judgment. Qualitative factors are also considered in making final determinations regarding what is material to the financial statements.

GROUP FINAL MATERIALITY:

We determined final materiality for the Group to be R27 000 000 which is based on 5% of earnings before interest and tax. We have identified earnings before interest and tax as the most appropriate basis as we typically believe that profit companies are evaluated by users on their ability to generate earnings.

INDEPENDENT AUDITOR'S REPORT CONTINUED

COMPANY FINAL MATERIALITY:

We determined final materiality for the standalone company to be R11 708 000, which is based on 5% of earnings before interest and tax. We have identified earnings before interest and tax as the most appropriate basis as we typically believe that profit companies are evaluated by users on their ability to generate earnings.

GROUP AUDIT SCOPE

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for each component within the Group. Taken together, this enables us to form an opinion on the consolidated financial statements. We take into account the size and risk profile of the components in the Group. In addition, we further consider the organisation of the Group and effectiveness of Group wide controls, changes in the business environment, and other factors such as our experience in prior years and recent internal audit results when assessing the level of work to be performed at each component of the Group. Our process focuses on identifying and assessing the risk of material misstatements of the Group financial statements as a whole including, with respect to the consolidation process.

In establishing our overall approach to the Group audit, we determined the type of work that needed to be undertaken at each of the components by us, as the primary audit engagement team, or by component auditors under our instruction.

In selecting components, we perform risk assessment activities across the Group and its components to identify risks of material misstatement. We then identify how the nature and size of the account balances at the components contribute to those risks and thus determine which account balances require an audit response. We then consider for each component the degree of risk identified (whether pervasive or not) and the number of accounts requiring audit responses to assign either a full or specific scope (including specified procedures) to each component.

In our assessment of the residual account balances not covered by the audit procedures, we considered whether these could give rise to a risk of material misstatement of the Group financial statements. This assessment included performing overall analytical procedures at Group level.

Of the 10 components selected, we identified:

- 4 components ("full scope components") which were selected based on the pervasiveness of risk in those components and for which we therefore performed procedures on what we considered to be the entire financial information of the component.
- 6 components ("specific scope components") where our procedures were more focussed or limited to specific accounts which we considered had the potential for the greatest impact on the significant accounts in the financial statements given the specific risks identified.

At Group level we also tested the consolidation process.

KEY AUDIT MATTERS

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

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated and separate financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated and separate financial statements.

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.

The key audit matters apply equally to the audit of the consolidated and separate financial statements.

KEY AUDIT MATTER DESCRIPTION	HOW THE MATTER WAS ADDRESSED IN THE AUDIT
MATTER ONE **Sea Harvest Pelagic and Aqunion provisional purchase price allocation** Effective 14 May 2024, the group, through its wholly owned subsidiary Sea Harvest Aquaculture, acquired loan claims and a 63.33% equity stake in Aqunion from Terresan Belleginings' (Aqunion operations). Additionally, its wholly owned subsidiary, Sea Harvest Pelagic, acquired 100% of the equity shares and loan claims of Terresan's fishing business (Pelagic Operations) for a total consideration of R984.7 million. The acquisition of the Aqunion operations resulted in Goodwill of R82.9 million being recognised following the purchase price allocation. The acquisition of the Pelagic operations resulted in a gain on bargain purchase of R28.3 million being recognised following the purchase price allocation. The disclosures required by IFRS 3: *Business Combinations* are set out in note 32: Business Combination. In completing the purchase price allocation (PPA), management engaged independent specialists to assist in valuing certain intangible assets involved in the transaction. Given the magnitude of the transaction and the level of management judgement involved in identifying and accounting for the acquired assets at fair value, including intangible assets, resultant goodwill and bargain purchase price recognised, we consider the purchase price allocation to be a matter of significance to the audit and identified it as a key audit matter.	Our audit procedures included: • In conjunction with our internal financial reporting specialists, we evaluated the reasonableness of the recognition and adequacy of related disclosure of the acquisition in the financial statements in accordance with IFRS 3: *Business Combinations.* • Through inspection of the agreement and calculations, we obtained an understanding of the process that management followed in order to provisionally allocate the purchase price. • We inspected the key contracts to obtain an understanding of the transaction and its key terms. • We evaluated whether the appropriate accounting treatment had been applied to the transaction. • We assessed the valuation and completeness of the recognised tangible and intangible assets (fishing licences and brand names) by performing the following: – We performed a robust assessment and evaluation of the valuation approach, methodology and assumptions applied by management to value the fair value of intangible assets and residual goodwill and gain on bargain purchase. This included assessing the mathematical accuracy of the valuation models used by management. – We assessed the rights, obligations and completeness of intangible assets recognised. – We evaluated the appropriateness of management's independent specialist's work by validating key inputs or assessing them for reasonableness compared to independently sourced data. – We assessed the competence, objectivity, experience and independence of each of the independent valuers engaged by management. – We assessed the appropriate deferred tax treatment of the assets and liabilities acquired. – We assessed whether all associated transaction costs have been expensed correctly. – We assessed the determination of the fair values of the components of working capital. – We agreed the various components of the consideration paid to appropriate supporting documentation.

KEY OBSERVATIONS – MATTER ONE

Based on the procedures performed over the **Sea Harvest Pelagic and Aqunion provisional purchase price allocation**, we did not identify any significant matters requiring further consideration in concluding on our procedures.

INDEPENDENT AUDITOR'S REPORT CONTINUED

KEY AUDIT MATTER DESCRIPTION	HOW THE MATTER WAS ADDRESSED IN THE AUDIT
MATTER TWO **Impairment assessment of Sea Harvest Australia goodwill allocated to the Fishing cash generating unit.** The Group, through its wholly-owned subsidiary in Australia, Sea Harvest Proprietary Limited, has within the Fishing cash generating unit indefinite useful life intangible assets relating to fishing licences and goodwill allocated resultant from a previous acquisition. The Group in accordance with IAS 36: *Impairment of Assets* (IAS 36) is required on an annual basis to assess the recoverable amount of the goodwill. In response to the above management has prepared a carrying value impairment assessment of the Australian cash generating unit (CGU) which applies significant judgement and estimation in determining the recoverable amounts regarding future performance of the all cash-generating units by applying value in use discounted cash flow computations. The value in use of the Fishing cash generating unit required significant auditor attention in the current year and is considered a key audit matter due to the recoverable amount of the Australian and more specifically Fishing cash generating unit, being sensitive to the following key inputs: • Average selling price per kilogram impacted by average food inflation • Historical and incremental catch rates • Discount rate • Consumer price inflation • Terminal growth rate As a result of management's assessment the sensitivity disclosures required by IAS 36: *Impairment of assets* are set out in note 12: Goodwill	For the Fishing cash generating unit, we have performed the following audit procedures: • Evaluated management's assessment of determination of each cash generating unit. • Examined management's impairment models to assess whether the value in use model was prepared in accordance with the requirements of IAS 36. • Evaluated key assumptions included in the value in use model with reference to the actual current year results compared to budget, assumptions used for the 2025 budget and the remaining periods used for the value in use calculation. • Involved EY Valuation specialists to assess key macro-economic, catch rate and pricing assumptions used in the value in use model. • Assessed the carrying value of the Fishing cash generating unit, in particular the completeness of assets, including intangibles being allocated to the cash generating unit. • Performed sensitivity analyses to ascertain the extent to which changes in key assumptions could lead to alternative conclusions specifically in relation to the terminal catch input for the Fishing cash generating unit. • We evaluated the completeness and accuracy of sensitivity disclosure of the Australian cash generating unit relating to the impairment assessments of goodwill and intangible assets with indefinite useful lives, to assess compliance with the requirements of IAS 36.

KEY OBSERVATIONS - MATTER TWO

Based on the **impairment assessment of Sea Harvest Australia goodwill allocated to the Fishing cash generating unit**, we identified areas of discussions with management and after resolution we were able to conclude on our procedures.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the 123-page document titled "Sea Harvest Group Limited Audited Annual Financial Statements for the year ended 31 December 2024", which includes the Directors' Report, the Audit Committee's Report and the Company Secretary's Certificate as required by the Companies Act of South Africa. The other information does not include the consolidated or the separate financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

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

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group and 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 CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

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

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

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

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

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

INDEPENDENT AUDITOR'S REPORT CONTINUED

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

AUDIT TENURE

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that Ernst & Young Inc. has been the auditor of Sea Harvest Group Limited for 4 years.

Ernst & Young Inc.

Ernst & Young Inc
Director Pierre Gustav Du Plessis
Chartered Accountant (SA)
Registered Auditor

31 March 2025

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

Cape Town

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OUR CONSOLIDATED STATEMENTS

1964
SEA HARVEST IS ESTABLISHED IN SALDANHA BAY

2017
LISTED ON THE JSE

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024

	NOTES	2024 R'000	2023 R'000
Revenue	1	**7 177 534**	6 204 776
Cost of sales		**(5 296 369)**	(4 694 367)
Gross profit		**1 881 165**	1 510 409
Other operating income		**120 595**	132 757
Selling and distribution expenses		**(341 005)**	(276 467)
Marketing expenses		**(23 331)**	(20 303)
Other operating expenses[1]		**(1 057 038)**	(883 979)
Operating profit	2	**580 386**	462 417
Share of profit in associates		**1 674**	4 845
Fair value (losses)/gains		**(6 511)**	16 910
Gain on purchased loans		**–**	93 310
Loss on disposal of subsidiaries		**–**	(578)
Gain on bargain purchase	32	**28 252**	–
Profit on disposal of associate		**5 096**	–
Profit before net finance costs and taxation		**608 897**	576 904
Investment income	3	**47 666**	23 298
Finance costs	4	**(323 459)**	(245 903)
Profit before taxation		**333 104**	354 299
Taxation	5	**(103 316)**	(84 940)
Profit after taxation		**229 788**	269 359
Profit after taxation attributable to:			
Shareholders of Sea Harvest Group Limited		**226 960**	282 139
Non-controlling interests		**2 828**	(12 780)
		229 788	269 359

	NOTES	2024 R'000	2023 R'000
OTHER COMPREHENSIVE INCOME			
Items that may be reclassified subsequently to profit or loss:		**26 106**	21 800
Movement in cash flow hedging reserve		104 976	(88 338)
Movement in cost of hedging reserve		33 545	(8 631)
Reserves recycled to other operating income		(162)	7 394
Exchange rate differences on foreign operations		(74 791)	85 677
Deferred taxation effect		(37 462)	25 698
Items that may not be reclassified subsequently to profit or loss:		**3 191**	(729)
Movement in investment at fair value through other comprehensive income		1 623	(2 859)
Net measurement gain on defined benefit plan		(355)	2 073
Deferred taxation effect		1 923	57
Other comprehensive income, net of tax		**29 297**	21 071
Total comprehensive income for the year		**259 085**	290 430
Total comprehensive income for the year attributable to:			
Shareholders of Sea Harvest Group Limited		256 262	302 546
Non-controlling interests		2 823	(12 116)
		259 085	290 430
Earnings per share (cents)			
– Basic	6	72	102
– Diluted	6	71	100

[1] *Included in other operating expenses is movement in expected credit loss (ECL) of R5.0 million (2023: R15.2 million).*

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

	NOTES	2024 R'000	2023 R'000
ASSETS			
Property, plant, equipment and vehicles	7	3 055 654	2 447 353
Right-of-use assets	8	292 845	196 098
Biological assets	9	180 391	71 410
Investment properties	10	74 882	79 432
Intangible assets	11	1 597 694	1 480 314
Goodwill	12	1 102 475	1 036 759
Investments in associates	14	34 237	37 417
Investment at fair value through other comprehensive income	15	14 180	28 360
Other financial assets	26	34 449	33 174
Loans to related parties	37	133 375	131 086
Loans to supplier partners	16.1	112 770	103 590
Loans receivable	16.2	12 962	9 961
Deferred tax assets	17	1 399	5 007
Non-current assets		**6 647 313**	5 659 961
Inventories	18	1 348 670	1 034 520
Trade and other receivables	19	1 075 176	929 056
Biological assets	9	331 680	118 266
Other financial assets	26	80 240	34
Tax assets		8 334	2 107
Cash and bank balances	20	335 810	280 601
Current assets		**3 179 910**	2 364 584
Non-current assets held for sale	7	**20 000**	–
Total assets		**9 847 223**	8 024 545

	NOTES	2024 R'000	2023 R'000
EQUITY AND LIABILITIES			
Stated capital	21	**2 175 597**	1 689 419
Other reserves	21	**78 334**	66 296
Retained earnings		**1 716 354**	1 598 636
Equity attributable to the shareholders of Sea Harvest Group Limited		**3 970 285**	3 354 351
Non-controlling interests		**(9 935)**	23 061
Equity		**3 960 350**	3 377 412
Long-term borrowings	22	**2 774 282**	2 277 006
Employee-related liabilities	23	**30 131**	29 791
Deferred grant income	24	**28 459**	30 990
Lease liabilities	25	**293 666**	201 926
Deferred tax liabilities	17	**1 071 739**	853 988
Non-current liabilities		**4 198 277**	3 393 701
Short-term borrowings	22	**459 938**	321 786
Trade and other payables	27	**956 696**	768 031
Lease liabilities	25	**39 829**	30 005
Deferred grant income	24	**3 327**	4 292
Other financial liabilities	26	**6 740**	67 041
Contingent consideration	28	**148 579**	–
Provision	29	**25 590**	2 838
Taxation		**1 757**	3 366
Bank overdrafts	20	**46 140**	56 073
Current liabilities		**1 688 596**	1 253 432
Total equity and liabilities		**9 847 223**	8 024 545

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2024

	ATTRIBUTABLE TO EQUITY OWNERS OF THE PARENT											
	STATED CAPITAL R'000	SHARE-BASED PAYMENTS RESERVE R'000	INVESTMENT REVALUATION RESERVE R'000	CASH FLOW HEDGING RESERVE R'000	COST OF HEDGING RESERVE R'000	FOREIGN CURRENCY TRANSLATION RESERVE R'000	ACTUARIAL GAINS/LOSSES RESERVE R'000	CHANGE OF OWNERSHIP R'000	RETAINED EARNINGS R'000	TOTAL R'000	NON-CONTROLLING INTERESTS R'000	TOTAL EQUITY R'000
Balance as at 1 January 2023	1 705 898	(43 835)	21 913	63 123	(53 222)	71 729	10 491	(18 584)	1 427 529	3 185 042	52 016	3 237 058
Profit for the year	–	–	–	–	–	–	–	–	282 139	282 139	(12 780)	269 359
Dividends declared and paid	–	–	–	–	–	–	–	–	(111 032)	(111 032)	–	(111 032)
Other comprehensive income for the year	–	–	(2 242)	(62 921)	(1 620)	85 677	1 513	–	–	20 407	664	21 071
Recognition of share-based payments	–	33 487	–	–	–	–	–	–	–	33 487	–	33 487
Shares vested in terms of forfeitable share plan	17 885	(17 885)	–	–	–	–	–	–	–	–	–	–
Shares repurchased	(34 364)	–	–	–	–	–	–	–	–	(34 364)	–	(34 364)
Sale of subsidiaries	–	–	–	–	–	–	–	–	–	–	(26 722)	(26 722)
Acquisition of non-controlling interests	–	–	–	–	–	–	–	(21 328)	–	(21 328)	9 883	(11 445)
Balance as at 31 December 2023	**1 689 419**	**(28 233)**	**19 671**	**202**	**(54 842)**	**157 406**	**12 004**	**(39 912)**	**1 598 636**	**3 354 351**	**23 061**	**3 377 412**
Profit for the year	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**226 960**	**226 960**	**2 828**	**229 788**
Dividends declared and paid	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(120 859)**	**(120 859)**	**(2 939)**	**(123 798)**
Other comprehensive income for the year	**–**	**–**	**3 450**	**76 375**	**24 527**	**(74 791)**	**(259)**	**–**	**–**	**29 302**	**(5)**	**29 297**
Issue of shares	**466 837**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**466 837**	**–**	**466 837**
Recognition of share-based payments	**–**	**35 678**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**35 678**	**–**	**35 678**
Shares vested in terms of forfeitable share plan	**41 325**	**(41 325)**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**
Shares repurchased	**(21 984)**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(21 984)**	**–**	**(21 984)**
Non-controlling interests at acquisition of subsidiary	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(32 880)**	**(32 880)**
Reclassify reserve to retained earnings	**–**	**–**	**(11 617)**	**–**	**–**	**–**	**–**	**–**	**11 617**	**–**	**–**	**–**
Balance as at 31 December 2024	**2 175 597**	**(33 880)**	**11 504**	**76 577**	**(30 315)**	**82 615**	**11 745**	**(39 912)**	**1 716 354**	**3 970 285**	**(9 935)**	**3 960 350**


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CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2024

	NOTES	2024 R'000	2023 R'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Operating cash flows before changes in working capital	A	**1 079 989**	861 034
Working capital changes	B	**76 249**	(178 805)
Cash generated from operations		**1 156 238**	682 229
Interest paid		**(318 464)**	(215 348)
Interest received		**40 749**	15 678
Proceeds from government grants		**–**	2 353
Income taxes paid	C	**(104 645)**	(34 728)
Net cash generated from operating activities		**773 878**	450 184
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of loan claims and subsidiaries (net of cash acquired)	32	**(246 819)**	–
Disposal of subsidiaries (net of bank overdraft disposed)		**–**	6 158
Acquisition of property, plant, equipment and vehicles		**(568 516)**	(462 986)
Proceeds from the disposal of property, plant, equipment and vehicles		**10 287**	2 191
Insurance proceeds		**25 366**	9 410
Additions to biological assets		**(141 817)**	(76 874)
Proceeds on disposal of investment properties		**5 160**	–
Acquisition of intangible assets		**(14 056)**	(257)
Proceeds on disposal of investments		**24 010**	–
Loans advanced to related parties		**(11 065)**	(1 723)
Proceeds on loans advanced to supplier partners and related parties		**7 594**	3 330
Loans advanced to supplier partners		**(12 241)**	(250)
Cash movement in other long-term and short-term loans		**3 038**	(3 339)
Net cash utilised in investing activities		**(919 059)**	(524 340)
CASH FLOWS FROM FINANCING ACTIVITIES			
Shares repurchased		**(21 984)**	(34 364)
Proceeds from borrowings	D	**1 400 829**	392 966
Repayment of borrowings and lease liabilities	D	**(1 042 906)**	(171 674)
Dividends paid		**(123 798)**	(111 032)
Net cash generated from financing activities		**212 141**	75 896
Net increase in cash and cash equivalents		**66 960**	1 740
Cash and cash equivalents at the beginning of the year		**224 528**	218 590
Effects of exchange rate changes on the balance of cash held in foreign operation		**(1 818)**	4 198
Cash and cash equivalents at the end of the year	20	**289 670**	224 528

		2024 R'000	2023 R'000
A.	**CASH GENERATED BY OPERATIONS**		
	Profit after taxation	**229 788**	269 359
	Adjustments for:		
	Finance costs	**323 459**	245 903
	Investment income	**(47 666)**	(23 298)
	Taxation charge	**103 316**	84 940
	Profit on disposal of property, plant, equipment and vehicles	**(1 181)**	(3 001)
	Loss on disposal of property, plant, equipment and vehicles	**11 574**	1 114
	Unrealised foreign exchange (gains)/losses	**(4 050)**	6 947
	Depreciation and amortisation on non-current assets	**346 904**	301 325
	Impairment of assets	**581**	–
	Share of profits of associate	**(1 674)**	(4 845)
	Profit on disposal of associate	**(5 096)**	–
	Gain on purchased loans	**–**	(93 310)
	Loss on disposal of subsidiaries	**–**	578
	Gain on bargain purchase	**(28 252)**	–
	Government grant income	**(3 496)**	(4 189)
	Non-cash movements in relation to share-based payments	**35 681**	33 482
	Fair value adjustment on option	**(1 058)**	(2 317)
	Fair value adjustment on contingent consideration	**11 142**	–
	Fair value adjustment on biological assets	**(3 572)**	(14 592)
	Non-cash movements on investment properties	**(610)**	–
	Non-cash movement on biological assets	**128 887**	60 683
	Movement in provisions	**5 727**	8 991
	Insurance proceeds on property, plant, equipment and vehicles	**(29 033)**	(9 410)
	Other non-cash movements	**8 618**	2 674
		1 079 989	861 034
B.	**MOVEMENTS IN WORKING CAPITAL**	**76 249**	(178 805)
	Decrease/(increase) in inventories	**22 268**	(78 616)
	Decrease/(increase) in trade and other receivables	**59 304**	(75 301)
	Decrease in trade payables	**(5 323)**	(24 888)
	Cash generated from operations	**1 156 238**	682 229
C.	**INCOME TAXES PAID**		
	Amount owing/(prepaid) at 1 January	**1 259**	(14 418)
	Disposal of subsidiaries	**–**	2 165
	Acquired through business combination	**33 994**	–
	Other non-cash movements	**939**	(683)
		36 192	(12 936)
	Income tax expense	**61 876**	48 923
	Prepaid/(amount owing) at 31 December	**6 577**	(1 259)
	Income taxes paid	**104 645**	34 728

CONSOLIDATED STATEMENT OF CASH FLOWS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

D. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

	BORROWINGS R'000	LEASE LIABILITIES R'000	TOTAL R'000
Balance as at 1 January 2023	2 387 094	228 177	2 615 271
Loans raised	392 966	–	392 966
Capital repaid	(143 173)	(28 501)	(171 674)
New leases	–	33 420	33 420
Terminated leases	–	(1 061)	(1 061)
Interest charged	215 917	18 088	234 005
Interest paid	(186 182)	(17 071)	(203 253)
Disposal of subsidiaries	(29 726)	(7 168)	(36 894)
Gain on purchased loans	(93 310)	–	(93 310)
Other non-cash movements	2 619	–	2 619
Effect of foreign currency exchange differences	52 587	6 047	58 634
Balance as at 31 December 2023	**2 598 792**	**231 931**	**2 830 723**
Loans raised	**1 400 829**	**–**	**1 400 829**
Capital repaid	**(1 009 936)**	**(32 970)**	**(1 042 906)**
New leases	**–**	**127 715**	**127 715**
Interest charged	**272 040**	**21 410**	**293 450**
Interest paid	**(267 791)**	**(20 793)**	**(288 584)**
Acquired through business combination	**278 501**	**10 000**	**288 501**
Other non-cash movements[1]	**10 170**	**–**	**10 170**
Effect of foreign currency exchange differences	**(48 385)**	**(3 798)**	**(52 183)**
Balance as at 31 December 2024	**3 234 220**	**333 495**	**3 567 715**

[1] *Relates to instalment sale agreements where the purchase price of assets was paid directly by the finance provider*

SEGMENTAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2024

BASIS OF SEGMENT PRESENTATION

The segmental information has been prepared in accordance with IFRS 8: *Operating Segments*, which defines requirements for the disclosure of financial information of an entity's operating segments. The standard requires segmentation based on the Group's internal organisation and internal accounting presentation of revenue and operating income.

IDENTIFICATION OF REPORTABLE SEGMENTS

The Group discloses its reportable segments according to the entity's components that the chief operating decision-maker monitors regularly in making decisions about operating matters. The Group has four reportable segments being South African Fishing, Australia, Aquaculture and Cape Harvest Foods.

Segment information is prepared in conformity with the basis that is reported to the Board of Directors, who are the chief operating decision-makers, in assessing segment performance and allocating resources to segments. These values have been reconciled to the consolidated annual financial statements. The basis reported by the Group is in accordance with the accounting policies adopted for preparing and presenting the consolidated annual financial statements.

The South African Fishing operations predominantly fish and sell Cape Hake, Horse Mackerel and Pelagic fish; the Aquaculture operation farms, processes and sells abalone; and the Australian operations predominantly fish and sell prawns, scallops, crabs and Spanish Mackerel. The Cape Harvest Foods segment produces and sells value-added dairy products and FMCG and includes the Sea Harvest factory shops.

The following tables are an analysis of the Group's revenue and results by reportable segment for the year ended 31 December 2024:

2024[1]	SOUTH AFRICAN FISHING[2] R'000	AUSTRALIA R'000	AQUACULTURE[2] R'000	CAPE HARVEST FOODS R'000	TOTAL R'000
Revenue[3]	4 128 186	996 905	323 886	1 728 557	7 177 534
Cost of sales	(2 876 661)	(750 888)	(175 573)	(1 493 247)	(5 296 369)
Gross profit	1 251 525	246 017	148 313	235 310	1 881 165
Other operating income	88 440	8 752	17 628	5 775	120 595
Selling and distribution expenses	(237 184)	(37 512)	(28 111)	(38 198)	(341 005)
Marketing expenses	(14 968)	(791)	(5 609)	(1 963)	(23 331)
Other operating expenses	(609 619)	(216 291)	(121 708)	(109 420)	(1 057 038)
Operating profit	478 194	175	10 513	91 504	580 386
Share of profit in associates	–	–	516	1 158	1 674
Fair value (losses)/gains	(5 897)	–	(1 114)	500	(6 511)
Gain on bargain purchase	28 252	–	–	–	28 252
Profit on disposal of associate	–	–	5 096	–	5 096
Investment income	42 016	864	483	4 303	47 666
Finance costs	(222 110)	(54 217)	(31 627)	(15 505)	(323 459)
Profit/(loss) before taxation	320 455	(53 178)	(16 133)	81 960	333 104
Taxation	(89 009)	10 706	(6 358)	(18 655)	(103 316)
Profit/(loss) after taxation	231 446	(42 472)	(22 491)	63 305	229 788
Operating profit includes:					
Depreciation and amortisation	224 609	53 777	34 439	34 080	346 905
Employee-related expenses (excluding share-based payments)	1 140 145	123 537	107 891	180 260	1 551 833
Share-based payments	33 248	–	–	2 430	35 678
Inventory adjustments	14 486	3 403	–	68	17 957
Foreign currency and commodity price gains	(19 037)	(539)	(8 189)	(106)	(27 871)
Segment assets	4 374 967	2 356 259	1 577 179	1 538 818	9 847 223
Segment liabilities	3 298 266	1 232 437	874 163	482 007	5 886 873
Segment assets includes:					
Non-current assets	2 704 111	1 966 043	1 101 806	875 353	6 647 313
Additions to non-current assets	421 159	71 768	158 693	94 570	746 190
Investment in associates (included in non-current assets)	–	–	–	34 237	34 237

[1] *During the June 2024 meeting, the IFRS Interpretations Committee finalised the agenda decision: disclosure of revenues and expenses for reportable segments (IFRS 8). The Group has considered this development and, in order to further enhance the disclosure within the financial statements, cost of sales, gross profit, other operating income, selling and distribution expenses, marketing expenses, and other operating expenses have been disclosed per segment for the current and prior year.*

[2] *As a result of the current year business combination, Sea Harvest Pelagic financial information is reported within the South African Fishing segment, while Aqunion is reported within the Aquaculture segment.*

[3] *Revenue excludes the following intersegmental revenues that are eliminated on consolidation:*
- *South African Fishing and Australia R223.0 million (2023: R127.9 million)*
- *South African Fishing and Cape Harvest Food Group R37.3 million (2023: R42.8 million)*
- *Aquaculture and South African Fishing R6.9 million (2023: Rnil)*

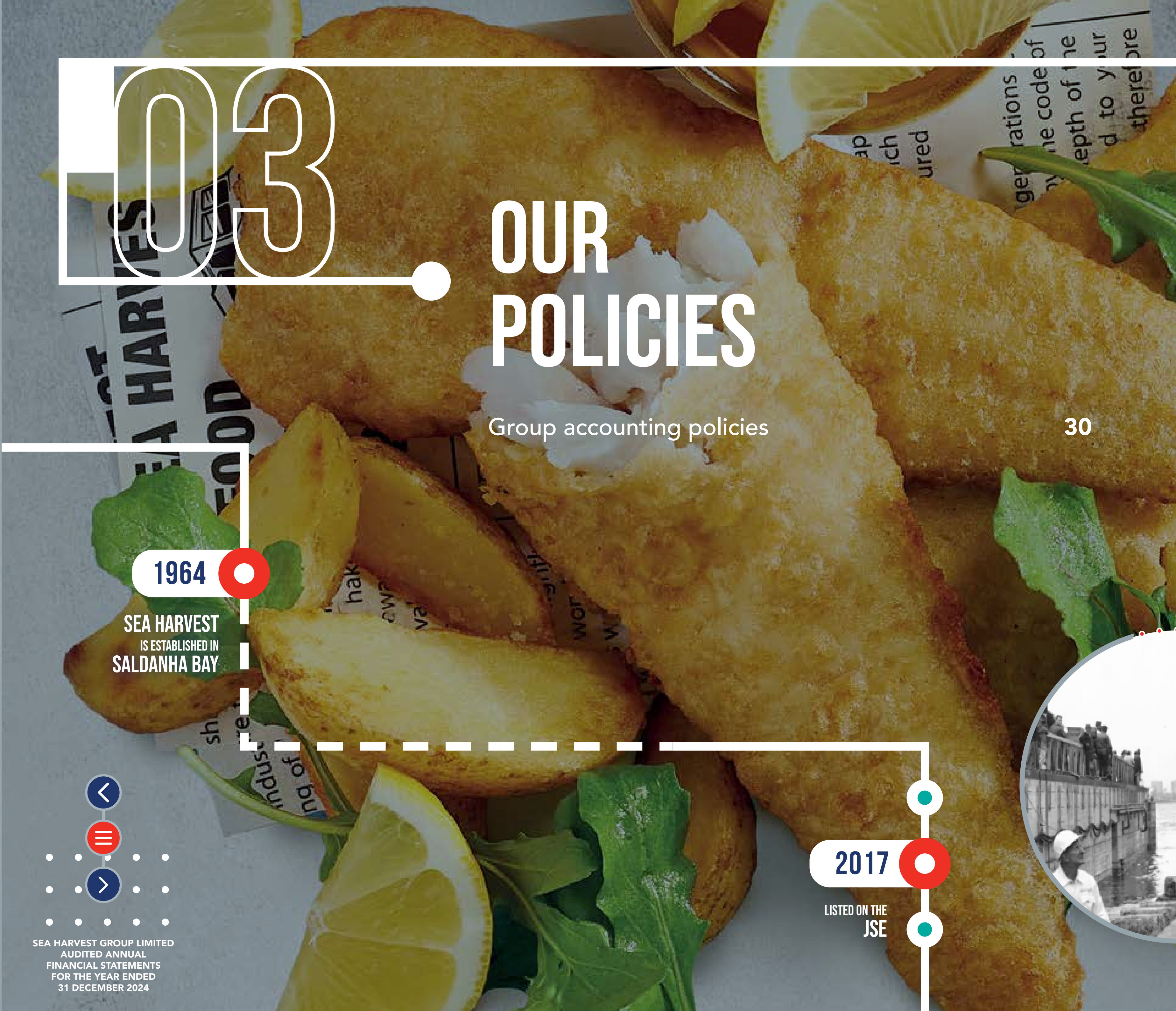
SEGMENTAL REPORT CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

2023	SOUTH AFRICAN FISHING R'000	AUSTRALIA R'000	AQUACULTURE R'000	CAPE HARVEST FOODS R'000	TOTAL R'000
Revenue	3 030 196	1 140 027	136 015	1 898 538	6 204 776
Cost of sales	(2 096 348)	(858 777)	(86 027)	(1 653 215)	(4 694 367)
Gross profit	933 848	281 250	49 988	245 323	1 510 409
Other operating income	91 761	10 692	6 516	23 788	132 757
Selling and distribution expenses	(159 010)	(54 214)	(19 492)	(43 751)	(276 467)
Marketing expenses	(13 503)	(577)	(891)	(5 332)	(20 303)
Other operating expenses	(462 363)	(222 580)	(60 433)	(138 603)	(883 979)
Operating profit	390 733	14 571	(24 312)	81 425	462 417
Share of profit of associates	–	–	285	4 560	4 845
Fair value gains	2 318	–	14 592	–	16 910
Gain on purchased loans	–	–	93 310	–	93 310
Gain/(loss) on disposal of subsidiaries	–	–	469	(1 047)	(578)
Investment income	20 300	–	171	2 827	23 298
Finance costs	(165 529)	(51 465)	(19 600)	(9 309)	(245 903)
Profit/(loss) before taxation	247 822	(36 894)	64 915	78 456	354 299
Taxation	(71 776)	8 316	(13)	(21 467)	(84 940)
Profit/(loss) after taxation	176 046	(28 578)	64 902	56 989	269 359
Operating profit includes:					
Depreciation and amortisation	202 492	48 478	14 369	35 986	301 325
Employee-related expenses (excluding share-based payments)	959 189	99 261	39 912	215 744	1 314 106
Share-based payments	31 212	–	–	2 275	33 487
Inventory adjustments	12 226	1 350	350	–	13 926
Foreign currency and commodity price losses/(gains)	(1 486)	916	1 646	370	1 446
Segment assets	3 443 118	2 529 374	692 424	1 359 629	8 024 545
Segment liabilities	2 624 682	1 277 232	372 152	373 067	4 647 133
Segment assets includes:					
Non-current assets	2 215 712	2 077 219	551 158	815 872	5 659 961
Additions to non-current assets	342 225	65 400	26 133	82 887	516 645
Investment in associates (included in non-current assets)	–	–	4 338	33 079	37 417

INFORMATION REGARDING MAJOR CUSTOMERS

No customers (2023: nil) individually contribute 10% or more of the Group's revenue arising from the South African Fishing, Australian, Aquaculture and Cape Harvest Foods segments.



03

OUR POLICIES

1964

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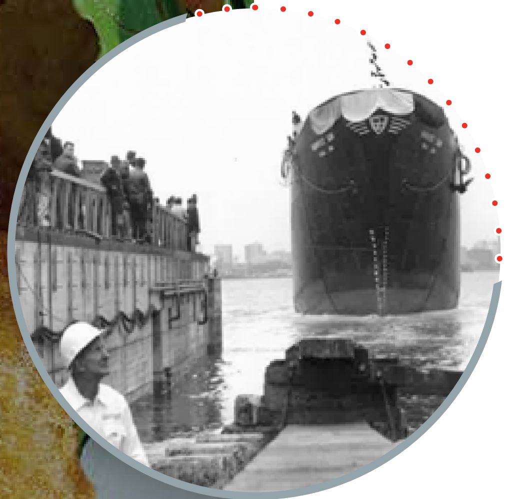

GROUP ACCOUNTING POLICIES

BASIS OF PREPARATION

STATEMENT OF COMPLIANCE

The consolidated (or Group) and separate (or Company) financial statements have been prepared in accordance with IFRS Accounting Standards, in compliance with the JSE Listings Requirements, the interpretations adopted by the IASB, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, and the requirements of the Companies Act. The financial statements were approved for issue by the Board of Directors on 31 March 2025.

BASIS OF MEASUREMENT AND PREPARATION

The Group and Company financial statements are prepared on the going concern and historical cost basis, except for the revaluation of certain assets and liabilities detailed in **notes 9, 10, 15 and 26**.

The principal accounting policies set out below and in the individual notes have been applied on a basis consistent with the previous year.

FUNCTIONAL AND PRESENTATION CURRENCY

The presentation and functional currency of the Group and Company financial statements is South African rand, and all amounts are rounded to the nearest thousand, except when stated otherwise.

DISCLOSURE OF ACCOUNTING POLICIES

The Group and Company disclose only those accounting policies that relate to material transactions, other events or conditions and:

- were changed during the reporting period because the Group and Company were required to or chose to change its policy, and this change resulted in a material change to the amounts included in the financial statements;
- were chosen from one or more alternatives in an IFRS Accounting Standard;
- were developed in accordance with paragraphs 10 to 12 of IAS 8: *Accounting Policies, Changes in Accounting Estimates and Errors* in the absence of an IFRS Accounting Standard that specifically applies;
- relate to an area for which the Group and Company are required to make significant judgements;
- are in relation to assumptions on applying an accounting policy and disclose those judgements or assumptions; or
- apply the requirements of an IFRS Accounting Standard in a way that reflects the Group and Company's specific circumstances.

FOREIGN CURRENCY TRANSLATION

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing at the reporting date. Income and expenses are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a foreign currency translation reserve.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Group and Company financial statements in conformity with IFRS Accounting Standards requires management to make judgements (other than those including estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. These judgements and estimates are described in the notes and identified under the heading "Significant judgements and estimates". The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

NEW STANDARDS, INTERPRETAIONS, AND AMENDMENTS EFFECTIVE AND ADOPTED

In the current year, the Group applied amended IFRS Accounting Standards and interpretations issued by the IASB that are effective for annual periods that begin on or after 1 January 2024. Their adoption has not had any material impact on the disclosures or the amounts reported in these financial statements other than outlined below.

DISCLOSURES: SUPPLIER FINANCE ARRANGEMENTS – AMENDMENTS TO IAS 7: STATEMENT OF CASH FLOWS AND IFRS 7: FINANCIAL INSTRUMENTS: DISCLOSURES

The amendments to IAS 7 and IFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements.

The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows, and exposure to liquidity risk.

As a result of implementing the amendments, the Group has provided additional disclosures about its supplier finance arrangement. Refer to **note 22 and note 35**.

STANDARDS THAT ARE ISSUED BUT NOT YET EFFECTIVE

A number of new standards/amendments to standards will become effective for annual periods beginning on or after 1 January 2025 and thereafter. These are not expected to have a material impact on the disclosures or the amounts in the financial statements, other than outlined below.

The new standards/amendments to standards have not been early adopted and are likely to be implemented on the effective date.

PRESENTATION AND DISCLOSURES IN FINANCIAL STATEMENTS (IFRS 18)

IFRS 18 replaces IAS 1: *Presentation of Financial Statements*, carrying forward many of the requirements in IAS 1 unchanged and complementing them with new requirements. IFRS 18 introduces new requirements to:

- present specified categories and defined subtotals in the statement of profit or loss;
- provide disclosures on management-defined performance measures in the notes to the financial statements; and
- improve aggregation and disaggregation.

IFRS 18 is effective for annual reporting periods beginning on or after 1 January 2027. The Group is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements.

04

OUR NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

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SEA HARVEST IS ESTABLISHED IN SALDANHA BAY

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NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

1. REVENUE

ACCOUNTING POLICY

RECOGNITION AND MEASUREMENT

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer, excluding value-added tax (VAT). Revenue is reduced for estimated customer returns, rebates, and other similar allowances.

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, which is normally on delivery. Delivery in the case of export sales is determined by reference to the sales contract and application of Incoterms. The normal credit terms are 30 to 90 days after delivery.

The Group considers whether there are other promises in the sales order that are separate performance obligations to which a portion of the transaction price needs to be allocated, such as warranties and customer loyalty points. The impact of warranties and customer loyalty points is insignificant.

Revenue recognised over time is generated from the Australian segment:

- Revenue from the rendering of services, such as ship repairs and maintenance, is recognised over time as the customer simultaneously receives and consumes the benefits provided by the entity's performance.

The Group does not adjust consideration for the effect of financing, as the period between the transfer of goods and services and receiving payment from customers is less than one year.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

1. REVENUE CONTINUED

	2024 R'000	2023 R'000
Group revenue for the year can be analysed as follows:		
Revenue recognised at a point in time	**7 037 752**	6 082 993
Revenue recognised over time	**139 782**	121 783
	7 177 534	6 204 776
Revenue per product mix comprises:		
Wild-caught fish[1]	**4 556 104**	3 387 715
Shellfish[2]	**620 308**	559 516
Convenience foods[3]	**143 488**	490 213
Traded[4]	**206 050**	180 361
Dairy	**1 651 584**	1 586 971
	7 177 534	6 204 776
Revenue per channel mix comprises:		
International	**3 652 059**	3 017 744
Retail[5]	**1 026 932**	998 113
Foodservice	**1 561 740**	1 387 449
Wholesale	**353 836**	268 135
Business-to-business[5]	**582 967**	533 335
	7 177 534	6 204 776
Revenue per geographic location comprises:		
South Africa	**3 525 477**	3 187 032
Europe	**1 924 493**	1 347 646
Australia	**967 452**	1 107 539
Asia[5]	**374 117**	176 543
Other markets[5]	**385 995**	386 016
	7 177 534	6 204 776

[1] *Cape Hake, Horse Mackerel, anchovy, pilchard, Spanish Mackerel, fish trawl, related by-catch and revenue from engineering services*
[2] *Prawns, scallops, crabs and abalone*
[3] *The decrease relates to the deconsolidation of BMFM on 1 July 2023.*
[4] *Includes sales of purchased products*
[5] *The 2023 comparative amounts for **revenue per channel mix and revenue per geographic location** have been changed to allow accurate comparative information. Within the revenue per channel mix, retail revenue of R533 million was reallocated to a newly reported **business-to-business** channel. Within the revenue per geographic location, other markets revenue in the amount of R177 million was reallocated to a newly reported **Asia** channel.*

Revenue from wild-caught fish is disclosed in the South African Fishing, Australian and Cape Harvest Foods segments. Shellfish revenue is disclosed in the South African Fishing, Australian, Aquaculture and Cape Harvest Foods segments. Revenue from convenience foods is disclosed in the Australian segment, with dairy revenue disclosed in the Cape Harvest Foods segment. Traded revenue is disclosed in the South African Fishing, Aquaculture and Cape Harvest Foods segments.

International revenue is disclosed in all segments. Retail, wholesale and business-to-business revenue is disclosed in the South African Fishing and Cape Harvest Foods segments, while foodservice revenue is disclosed in the South African Fishing, Aquaculture and Cape Harvest Food Group segments.

The geographic location split of revenue is based on where the customer is located. Within each segment, products are marketed nationally and internationally.

	2024 R'000	2023 R'000
2. OPERATING PROFIT		
Operating profit is arrived at after taking into account the following:		
Income		
Foreign currency and commodity price gains	27 871	–
Government grant income	3 496	4 189
Profit on the disposal of property, plant, equipment and vehicles	1 181	3 001
Insurance proceeds	39 650	64 863
Operating expenses		
Amortisation of intangibles	10 440	8 469
Auditors remuneration		
– External statutory audit	9 112	7 826
– Other	1 239	876
Depreciation of property, plant, equipment and vehicles	299 394	260 769
Depreciation of right-of-use assets	37 071	32 087
Foreign currency and commodity price losses	–	1 446
Movement in ECLs	4 999	15 275
Inventory adjustments		
– Net increase/(decrease) in the provision for obsolescence	1 329	(12 941)
– Write downs to net realisable value	16 628	26 867
Loss on the disposal of property, plant, equipment and vehicles	11 574	1 114
Employee-related expenses		
Salaries, wages and other short-term benefits	1 483 995	1 253 912
Post-employment benefits	67 838	60 194
Share-based payments expense	35 678	33 487
Total employee-related expenses	1 587 511	1 347 593
3. INVESTMENT INCOME[1]		
Interest received on bank deposits and from external parties	38 930	17 966
Interest received on loans to related parties	8 736	5 332
	47 666	23 298
4. FINANCE COSTS		
Interest on borrowings and overdraft	298 152	222 448
Interest on lease liabilities	21 410	18 088
Other[2]	3 897	5 367
	323 459	245 903

1 *The 2023 comparative amounts have been changed to provide more useful, disaggregated information. Interest received on bank deposits and from external parties has decreased by R5.3 million and is now disclosed as interest received on loans to related parties.*

2 *Other finance costs relates mainly to interest paid to post-retirement medical aid.*

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

5. TAXATION

	2024 R'000	2023 R'000
Current tax: South Africa		
In respect of the current year	67 853	43 871
In respect of prior years	(5 036)	4 422
	62 817	48 293
Deferred tax: South Africa		
In respect of the current year	47 787	43 895
In respect of prior years	3 418	1 068
	51 205	44 963
Current tax: Australia[1]		
In respect of the current year	(941)	630
	(941)	630
Deferred tax: Australia		
In respect of the current year	(14 701)	(11 557)
In respect of prior years	4 936	2 611
	(9 765)	(8 946)
Taxation charge	103 316	84 940
Deferred tax recognised through other comprehensive income		
Fair value remeasurement of cash flow hedges	(37 462)	25 697
Movement in investment at fair value through other comprehensive income	1 827	618
Net measurement gain on defined benefit plan	96	(560)
	(35 539)	25 755
Tax expense reconciliation		
Profit before tax	333 104	354 299
Income tax expense calculated at 27% (2023: 27%)	89 938	95 661
Prior year adjustment	3 318	8 101
Over provided previous year	(752)	(509)
Non-taxable income[2]	(22 043)	(31 377)
Non-deductible expenses[3]	20 311	6 198
Deferred tax asset not recognised	14 364	9 371
Capital gains tax	146	(165)
Tax effect of fair value adjustments	162	822
Tax effect of utilisation of prior year losses	(91)	(1 682)
Tax effect of share of results of associates	(452)	(77)
Tax effect of tax rates of subsidiary operating in other jurisdictions	(1 585)	(1 403)
Taxation charge	103 316	84 940

[1] *The Australian tax rate is 30% (2023: 30%).*
[2] *Non-taxable income relates mainly to the gain on bargain purchase, reversal of prior year provisions, and learnership incentives.*
[3] *Non-deductible expenses relates mainly to deal costs and legal consulting and other professional fees.*

6. EARNINGS PER SHARE

6.1 CALCULATION OF WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES (WANOS)

	NUMBER OF SHARES 2024 R'000	NUMBER OF SHARES 2023 R'000
WANOS used in the calculation of basic and headline earnings per share[1]	**313 472 189**	275 923 041
Dilutive effect of treasury shares (forfeitable share plan)	**8 195 497**	7 020 767
WANOS used in the calculation of basic and headline diluted earnings per share	**321 667 686**	282 943 808

[1] *The movement in WANOS largely relates to the issue of 60 million shares as part of the purchase consideration for the current period business combination. Refer to* ***note 32***

6.2 DETERMINATION OF HEADLINE EARNINGS

	GROSS 2024 R'000	NET[1] 2024 R'000	GROSS 2023 R'000	NET[1] 2023 R'000
Profit attributable to shareholders of Sea Harvest Group Limited	**333 104**	**226 960**	354 299	282 139
Adjusted for:				
(Profit)/loss on disposal of property, plant, equipment and vehicles	**10 392**	**7 412**	(1 887)	(750)
Insurance proceeds[2]	**(29 033)**	**(21 195)**	(9 410)	(6 769)
Fair value gain on investment properties	**(500)**	**(186)**	–	–
Loss on disposal of subsidiaries	**–**	**–**	578	506
Gain on bargain purchase	**(28 252)**	**(28 252)**	–	–
Profit on disposal of associate	**(5 096)**	**(3 995)**	–	–
Remeasurements included in the equity-accounted earnings of associates	**(6 878)**	**(6 878)**	–	–
Headline earnings for the year	**273 737**	**173 866**	343 580	275 126

[1] *Net of tax and non-controlling interests*
[2] *Relates only to insurance income with respect to property, plant, equipment and vehicles*

	2024	2023
Headline earnings per share (cents)		
– Basic	**55**	100
– Diluted	**54**	97
Basic earnings per share (cents)	**72**	102
Diluted basic earnings per share (cents)	**71**	100

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

7. PROPERTY, PLANT, EQUIPMENT AND VEHICLES

ACCOUNTING POLICY

RECOGNITION AND MEASUREMENT

Property, plant, equipment and vehicles is stated at historical cost less accumulated depreciation and accumulated impairment losses.

Cost
Historical cost includes expenditure that is directly attributable to the acquisition of the item.

The cost of fishing trawler refits (major overhauls) includes expenditure on materials, direct labour, and an allocated proportion of project overheads. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset only when it is probable that the future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of comprehensive income in the period in which they are incurred.

Gains or losses on disposals of property, plant, equipment and vehicles are determined by comparing proceeds with the carrying amount and are included in operating profit in the statement of comprehensive income.

Depreciation
Property, plant, equipment and vehicles is depreciated to its estimated residual value on a straight-line basis over its expected useful life. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

Impairment
The Group reviews the carrying amount of its property, plant, equipment and vehicles annually and if events occur that call into question the carrying amount of the assets to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated, being the higher of the asset's fair value less costs to sell and value-in-use (VIU). When assessing VIU, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows (cash generating units). Where the carrying amount exceeds the estimated recoverable amount, such assets are written down to their recoverable amount.

SIGNIFICANT JUDGEMENTS AND ESTIMATES

Depreciation and residual values
The Group depreciates its assets over their estimated useful lives. The estimation of the useful lives of assets is based on historic performance as well as expectations about future use and therefore requires a significant degree of judgement. The actual lives of these assets can vary depending on a variety of factors, including technological innovation, operating conditions and maintenance programmes. These depreciation rates represent management's current best estimate of the useful lives of these assets.

Significant judgement is applied when determining the residual values for property, plant, equipment and vehicles. When determining the residual value, the following factors are taken into account:

- External residual value information (if available)
- Internal technical assessments for specialised plant and machinery

The useful lives for classes of property, plant, equipment and vehicles are as follows:

	USEFUL LIFE
Freehold buildings	**5 – 50 years**
Leasehold improvements	**Term of lease**
Fishing trawlers	**5 – 45 years**
Refits	**2 – 2.5 years**
Plant, machinery and equipment	**2 – 40 years**
Motor vehicles	**2 – 14 years**
Office equipment	**2 – 26 years**

	FREEHOLD LAND AND BUILDINGS R'000	LEASEHOLD LAND AND BUILDINGS R'000	FISHING TRAWLERS AND REFITS R'000	PLANT, MACHINERY AND EQUIPMENT R'000	CAPITAL IN PROGRESS[1] R'000	MOTOR VEHICLES R'000	OFFICE EQUIPMENT R'000	TOTAL R'000
2024								
Balance as at 1 January 2024	**242 323**	**27 495**	**1 258 021**	**787 549**	**40 596**	**34 483**	**56 886**	**2 447 353**
Cost	274 546	65 561	1 809 954	1 149 389	40 596	60 703	133 781	3 534 530
Accumulated depreciation and impairment	(32 223)	(38 066)	(551 933)	(361 840)	–	(26 220)	(76 895)	(1 087 177)
Transfers in[1]	26 195	1 208	43 376	97 250	400	792	804	170 025
Transfers out[1]	–	(110)	–	(16 315)	(152 354)	(148)	–	(168 927)
Transfer to non-current assets held for sale	(20 000)	–	–	–	–	–	–	(20 000)
Additions[2]	1 922	6 390	336 259	59 975	157 046	5 912	13 339	580 843
Acquired through business combination	140 846	594	39 710	200 555	10 726	2 762	2 824	398 017
Disposals/derecognition	(20)	(306)	(21 641)	(2 931)	(392)	(441)	(85)	(25 816)
Cost	(91)	(3 831)	(117 338)	(13 624)	(392)	(3 573)	(2 385)	(141 234)
Accumulated depreciation and impairment	71	3 525	95 697	10 693	–	3 132	2 300	115 418
Depreciation for the year	(11 749)	(5 368)	(178 023)	(82 751)	–	(6 822)	(14 681)	(299 394)
Impairment	(103)	–	(95)	(423)	–	40	–	(581)
Effect of foreign currency exchange differences	(1 207)	–	(22 914)	(599)	(484)	(175)	(487)	(25 866)
Balance as at 31 December 2024	**378 207**	**29 903**	**1 454 693**	**1 042 310**	**55 538**	**36 403**	**58 600**	**3 055 654**
Cost	421 406	69 812	2 081 031	1 474 489	55 538	65 865	145 529	4 313 670
Accumulated depreciation and impairment	(43 199)	(39 909)	(626 338)	(432 179)	–	(29 462)	(86 929)	(1 258 016)
2023								
Balance as at 1 January 2023	332 466	28 477	1 079 879	802 723	14 003	32 761	50 916	2 341 225
Cost	359 928	61 953	1 542 290	1 118 511	14 003	50 895	112 478	3 260 058
Accumulated depreciation and impairment	(27 462)	(33 476)	(462 411)	(315 788)	–	(18 134)	(61 562)	(918 833)
Transfers in	7 205	–	52 740	26 354	–	965	2 373	89 637
Transfers out[1]	–	–	–	–	(90 034)	–	–	(90 034)
Transfer to investment property	(75 732)	–	–	–	–	–	–	(75 732)
Additions[3]	4 169	6 513	270 891	44 738	114 323	12 177	19 364	472 175
Disposal of subsidiaries	(19 317)	(1 737)	(3 400)	(20 289)	–	(3 676)	(1 970)	(50 389)
Cost	(23 166)	(1 932)	(4 283)	(37 183)	–	(4 581)	(2 339)	(73 484)
Accumulated depreciation and impairment	3 849	195	883	16 894	–	905	369	23 095
Disposals/derecognition	–	(177)	(3 212)	(1 334)	–	(1 271)	(175)	(6 169)
Cost	–	(973)	(43 546)	(4 018)	–	(3 888)	(976)	(53 401)
Accumulated depreciation and impairment	–	796	40 334	2 684	–	2 617	801	47 232
Depreciation for the year	(7 872)	(5 581)	(158 582)	(68 096)	–	(6 675)	(13 963)	(260 769)
Effect of foreign currency exchange differences	1 404	–	19 705	3 453	2 304	202	341	27 409
Balance as at 31 December 2023	242 323	27 495	1 258 021	787 549	40 596	34 483	56 886	2 447 353
Cost	274 546	65 561	1 809 954	1 149 389	40 596	60 703	133 781	3 534 530
Accumulated depreciation and impairment	(32 223)	(38 066)	(551 933)	(361 840)	–	(26 220)	(76 895)	(1 087 177)

[1] *Project costs are accumulated in a capital work-in-progress account and transferred to the relevant asset categories when the asset is complete and ready for use. The difference between transfers in and out relates to spare parts transferred from inventory.*

[2] *R12.3 million of additions for the year were non-cash and in respect of instalment sale agreements and loans to supplier partners.*

[3] *R9.1 million of additions for the year were non-cash and in respect of instalment sale agreements.*

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

7. PROPERTY, PLANT, EQUIPMENT AND VEHICLES CONTINUED

GOVERNMENT GRANTS

A grant of Rnil million (2023: R2.3 million) was received and used towards the purchase of property, plant, equipment and vehicles. The government grant is treated as deferred income and released to the statement of comprehensive income over the useful lives of the assets. Refer to **note 24**.

ADDITIONAL INFORMATION

The moveable assets of the Group , including property, plant, equipment and vehicles with a carrying amount of approximately R3.1 billion (2023: R2.4 billion) have been pledged to secure long-term borrowings of the Group (refer to **note 22**).

The cost of fully depreciated property, plant, equipment and vehicles amounts to R185.3 million (2023: R138.6 million).

Income of R29.0 million (2023: R9.4 million) was recognised as compensation from third parties for items of property, plant, equipment and vehicles that were scrapped due to damage.

NON-CURRENT ASSETS HELD FOR SALE

A property with a fair value of R20 million has been classified as a non-current asset held for sale at the reporting date as it meets the criteria for held-for-sale classification under IFRS 5: *Non-current Assets Held for Sale and Discontinued Operations.*

The property relates to the South African Fishing segment.

8. RIGHT-OF-USE ASSETS

ACCOUNTING POLICY

RECOGNITION AND MEASUREMENT

Right-of-use assets

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

The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable and variable lease payments that depend on an index or a rate.

The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments, or a change in the assessment to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of certain properties, motor vehicles and equipment (i.e. those leases that have a lease term of 12 months or shorter from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered of low value (i.e. below R100 000). Lease payments on short-term leases and leases of low-value assets are recognised as expenses on a straight-line basis over the lease term.

ACCOUNTING POLICY

SIGNIFICANT JUDGEMENT IN DETERMINING THE LEASE TERM OF CONTRACTS WITH RENEWAL OPTIONS

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised or any periods covered by an option to terminate the lease if it is reasonably certain not to be exercised. Judgement is required in determining whether the Group is reasonably certain to exercise its option to extend the lease or terminate the lease at initial inception. This is based on various factors including terms for renewal in relation to market rates, whether there has been significant leasehold improvements, and the costs relating to termination.

The Group has entered into agreements to lease land and manufacturing/office buildings and retail shops, with lease terms between three and 15 years. In the current year, the Group entered into battery energy storage system leases which are used as part of a solar purchase power agreement, with lease terms of 10 years.

The Group has the option, under some leases, to lease the assets for additional terms of three to five years. The likelihood of exercising these options is assessed on a lease-by-lease basis. Leases relating to Sea Harvest Australia with a carrying amount of approximately R56.4 million (2023: R62.9 million) have been pledged to secure long-term borrowings. Refer to **note 22**.

	PROPERTY LEASES R'000	SOLAR LEASES R'000	TOTAL R'000
Balance as at 1 January 2024	**196 098**	**–**	**196 098**
Cost	296 005	–	296 005
Accumulated depreciation and impairment	(99 907)	–	(99 907)
Additions to leases	18 621	109 095	127 716
Acquired through business combination	10 000	–	10 000
Terminated leases	–	–	–
Cost	(11 189)	–	(11 189)
Accumulated depreciation	11 189	–	11 189
Depreciation	(33 434)	(3 637)	(37 071)
Effect of foreign currency exchange differences	(3 898)	–	(3 898)
Balance as at 31 December 2024	**187 387**	**105 458**	**292 845**
Cost	308 227	109 095	417 322
Accumulated depreciation and impairment losses	(120 840)	(3 637)	(124 477)
Balance as at 1 January 2023	194 149	–	194 149
Cost	269 937	–	269 937
Accumulated depreciation and impairment	(75 788)	–	(75 788)
Additions to leases	33 420		33 420
Disposal of subsidiaries	(4 445)	–	(4 445)
Cost	(9 513)	–	(9 513)
Accumulated depreciation	5 068	–	5 068
Terminated leases	(872)	–	(872)
Cost	(3 355)	–	(3 355)
Accumulated depreciation	2 483	–	2 483
Depreciation	(32 087)	–	(32 087)
Effect of foreign currency exchange differences	5 933	–	5 933
Balance as at 31 December 2023	196 098	–	196 098
Cost	296 005	–	296 005
Accumulated depreciation and impairment	(99 907)	–	(99 907)

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

8. RIGHT-OF-USE ASSETS CONTINUED

	2024 R'000	2023 R'000
Amounts recognised in profit and loss:		
Depreciation expense on right-of-use assets	**37 071**	32 087
Interest expense on lease liabilities	**21 410**	18 088
Expenses relating to leases of low-value assets	**18 828**	9 671
Expenses relating to short-term leases	**15 658**	12 353
Gain on modification of leased asset	**69**	194
Total cash flows recognised:		
Rental expenses consist of:	**88 249**	67 596
Operating activities		
Expenses relating to low-value and short-term leases	**34 486**	22 024
Interest expense on lease liabilities	**20 793**	17 071
Financing activities		
Capital portion of lease liabilities	**32 970**	28 501

At 31 December 2024, the Group is committed to R15.7 million (2023: R11.5 million) relating to short-term leases.

9. BIOLOGICAL ASSETS

ACCOUNTING POLICY

RECOGNITION AND MEASUREMENT

Biological assets include abalone cultivated at aquaculture farms and are measured at their fair value less estimated point-of-sale costs. Fair value is determined based on the US dollar and rand denominated market prices of biological assets of similar age, breed and genetic merit. Point-of-sale costs include all costs that would be incurred in order to get the biological assets to the customer. Gains or losses arising from measurement on initial recognition or from a subsequent change in fair value less estimated point-of-sale costs are included in the statement of comprehensive income in the period in which it arises.

SIGNIFICANT ESTIMATES

The fair value is determined based on US dollar and rand denominated market prices of biological assets of a similar age, breed and genetic merit. In the absence of an active market, due to early stages of biological assets development, the capitalised costs are deemed to be the best estimate of fair value. Subsequent expenditure incurred in the development of abalone, from a certain size up to the point of maturity, is capitalised in the cost.

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. The purge loss range is 1% to 5%, which is standard for the industry.

9.1 RECONCILIATION OF BIOLOGICAL ASSETS

	ABALONE R'000	MUSSELS AND OYSTERS R'000	TOTAL R'000
2024			
Balance as at 1 January 2024	**189 676**	**–**	**189 676**
Acquired through business combination	**260 290**	**–**	**260 290**
Increase due to additions and cost capitalised[1]	**158 489**	**–**	**158 489**
Decrease due to harvest and mortalities	**(145 558)**	**–**	**(145 558)**
Fair value adjustment	**49 174**	**–**	**49 174**
Balance as at 31 December 2024	**512 071**	**–**	**512 071**
Transferred to current	**331 680**	**–**	**331 680**
Total non-current	**180 391**	**–**	**180 391**
2023			
Balance as at 1 January 2023	148 556	16 640	165 196
Increase due to additions and cost capitalised[1]	73 696	9 116	82 812
Decrease due to harvest and mortalities	(52 842)	(13 779)	(66 621)
Disposal of subsidiary	–	(6 303)	(6 303)
Fair value adjustment	20 266	(5 674)	14 592
Balance as at 31 December 2023	189 676	–	189 676
Transferred to current	118 266	–	118 266
Total non-current	71 410	–	71 410

[1] *The additions and cost capitalised to biological assets include non-cash costs of R16.7 million (2023: R5.9 million).*

	ABALONE (TONNES)
2024	
Quantities on hand at 31 December 2024	**1 247**
Quantities harvested during the period	**885**
2023	
Quantities on hand at 31 December 2023	**506**
Quantities harvested during the period	**233**

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

9. BIOLOGICAL ASSETS CONTINUED

9.1 RECONCILIATION OF BIOLOGICAL ASSETS CONTINUED

Included in the inventory of finished goods is an amount of R75.7 million (2023: R6.3 million) relating to canned, frozen and dried biological assets. A fair value loss of R45.6 million (2023: Rnil) was recognised on biological assets in inventory.

The operating cycle is more than one year and therefore only abalone above and including 40g to 50g are classified as current assets.

The fair value gain on biological assets of R49.1 million (2023: R14.6 million gain) consists of R3.4 million gain (2023: R6.3 million gain) relating to physical change in size and R45.7 million gain (2023: R8.3 million gain) relating to change in market price. A change in unobservable inputs would not have a significant change in fair value.

The Group has budgeted to spend R64.9 million (2023: R77 million) in further development and acquisition of biological assets during the next reporting period. There are no biological assets pledged as security for debt.

9.1.1 FAIR VALUE HIERARCHY

The fair value measurements for biological assets have been categorised as Level 3 fair values based on the inputs to the valuation techniques used. Refer to **note 34** and the accounting policy.

9.2 RISK MANAGEMENT STRATEGY RELATED TO AQUACULTURAL ACTIVITIES

9.2.1 EXCHANGE RATE RISKS

The Group is subject to changes in the exchange rate as abalone sales prices are denominated in US dollar and biological assets are measured at fair value, which is also based on the US dollar market price. The Group's currency risk management is described in **note 35**.

9.2.2 MECHANICAL, ENVIRONMENTAL AND DISEASE RISKS

Reliance on property, plant, equipment and vehicles to sustain a living environment for the abalone exposes the Group to certain risks. This risk is managed by allowing for redundancy of key equipment and the use of generators and wind turbines to mitigate the shortage of electricity supply. Critical assets are monitored with sophisticated monitoring/detection systems.

Aquaculture farming is exposed to storms, disease, red tides and water temperatures that could lead to animal mortalities and/or introduce stress-related illnesses. As far as possible, the farms have been placed within the biological parameters of the species being grown to minimise extreme temperature profiles. Each of the farms belong to a Veterinary Health Programme to ensure good husbandry to minimise disease risk. The abalone farms have recirculation and mitigation systems to prevent the abalone being exposed to red tides and other contaminants.

Strict testing and closure protocols are in place where animals cannot be removed from red tide events to prevent accidental human consumption and illness.

The aquaculture operation has insurance cover for fire, lightning, mechanical breakdowns, business interruption, and processed abalone in transit.

9.2.3 SECURITY RISKS

Abalone is a high-value, high-demand product that exposes the Group to security risks. This is mitigated through strict access controls, 24-hour security, and security cameras.

9.2.4 KELP RIGHTS

Certain of the aquaculture farms rely on wild-harvested kelp either from their own concessions or third parties. These concessions are regulated by the South African Department of Forestry, Fisheries and the Environment through the Fishing Rights Allocation Process (FRAP), and allocation is dependent on maintaining sound B-BBEE credentials.

9.3 ASSUMPTION SENSITIVITY ANALYSIS

The Group has performed a sensitivity analysis relating to its exposure to a change in exchange rates used in the valuation of abalone. The sensitivity analysis demonstrates the increase/(decrease) in the biological assets valuation that could result from a change in this assumption.

	EXCHANGE RATE	FAIR VALUE ADJUSTMENT R'000
2024		
-10% (weakening of the rand against the US dollar)	**$1/R20.76**	**54 559**
+10% (strengthening of the rand against the US dollar)	**$1/R16.98**	**(50 607)**
2023		
-10% (weakening of the rand against the US dollar)	$1/R20.27	15 889
+10% (strengthening of the rand against the US dollar)	$1/R16.58	(15 889)

10. INVESTMENT PROPERTY

ACCOUNTING POLICY

Investment property, which is held to earn rentals and for capital appreciation, is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment property is measured at fair value. Gains or losses arising from changes in the fair value of investment property are included in the statement of comprehensive income in the period in which they arise.

	2024 R'000	2023 R'000
Balance at the beginning of the year	**79 432**	3 700
Transfer from property, plant, equipment and vehicles	**–**	75 732
Additions to investment property	**200**	–
Disposal of investment property	**(5 250)**	–
Fair value adjustment	**500**	–
Balance at the end of the year	**74 882**	79 432

Investment property consists of commercial and industrial property occupied by BMFM in Montague Gardens, Cape Town. Commercial offices at The Estuaries in Centry City, Cape Town were disposed of during the current year.

The fair value has been determined by an independent valuator using the income capitalisation approach.

The fair value estimate for investment property is classified as a Level 3 measurement within the fair value hierarchy. There were no transfers between fair value hierarchy levels in the current period.

The following table summarises the quantitative information about the significant unobservable inputs used in the valuation:

VALUATION TECHNIQUE	SIGNIFICANT UNOBSERVABLE INPUTS	SENSITIVITY
Income capitalisation approach (WesternPro valuers)	Capitalisation rate of 9% (2023: 9%), taking into account the rental income potential, nature of the property, and prevailing market conditions	A 10% increase in the capitalisation rate used will result in a decrease in fair value of R8.5 million (2023: R8.5 million), and a 10% decrease in the capitalisation rate used will result in an increase in fair value of R10.5 million (2023: R10.4 million)

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

11. INTANGIBLE ASSETS

ACCOUNTING POLICY

RECOGNITION AND MEASUREMENT

Cost
Intangible assets acquired separately are initially measured at cost. These include fishing rights and licences, retail agency rights, trade names, brands, and aquaculture-related intangibles. Intangible assets acquired in a business combination are identified and recognised separately from goodwill when they satisfy either the separability criterion or contractual legal criterion in IFRS 3: *Business Combinations*. The cost of such intangible assets is their fair value at acquisition date.

Accumulated amortisation
Subsequent to initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation. Amortisation is charged on a straight-line basis over the assets' estimated useful lives and is recognised as expenses in the statement of comprehensive income. The estimated useful lives and amortisation methods are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Impairment
An indefinite useful life intangible asset is an intangible asset where there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the Group.

An impairment assessment is performed on indefinite useful life intangible assets at the end of each reporting period or more frequently if there are impairment indicators.

Intangible assets with finite useful lives are reviewed at the end of each reporting period, but they are only assessed for impairment when there are impairment indicators. Impairment testing is performed by comparing the recoverable amount to the carrying amount of the intangible asset.

The recoverable amount of intangible assets is determined as the higher of VIU and fair value less costs to sell.

SIGNIFICANT JUDGEMENTS AND ESTIMATES

Value-in-use
Refer to the goodwill accounting policy in **note 12**.

Intangible assets as a result of contractual or legal rights
Significant judgement is applied when determining the classification of fishing rights and licences as finite or indefinite useful life intangible assets and in determining the amortisation period for finite useful life intangible assets.

Perpetual fishing licences
Australian fishing licences held in perpetuity by the Group are subject to compliance with regulatory and financial obligations, which are probable of being complied with, and are classified as indefinite useful life intangible assets.

Long-term fishing rights
Fishing rights allocated by the South African Department of Forestry, Fisheries and the Environment for a period of time in terms of its FRAP are classified as finite useful life intangible assets.

Indefinite useful life intangible assets constitute 88% (2023: 93%) of total intangible assets.

Amortisation of long-term fishing rights
The Group amortises long-term fishing rights over a longer period than the original term of the right, after considering:
- whether the Group intends and is able to renew the fishing rights;
- whether there are substantial costs associated with renewal; and
- whether there will be any material modifications to the existing terms of the right.

The expectation of renewal of the long-term fishing rights is based on the Group's:
- transformation credentials;
- history of compliance with permit conditions and fishing responsibly;
- significant capital investment in order to conduct deep-sea fishing operations;
- employment and job creation;
- socio-economic impact on the communities in which it operates; and
- assessment of the impact of new entrants on the FRAP;

and therefore requires a significant degree of judgement.

Due to the nature of the Group's intangible assets, management does not apply residual values to them.

Amortisation useful lives
The anticipated useful lives used to amortise the Group's intangible assets for the 2024 year are as follows:

	USEFUL LIFE
Fishing licences	**Indefinite**
Brands	**8 years – indefinite**
Retail agency rights	**Indefinite**
Fishing rights	**2 allocation cycles**
Maritime, aquaculture and seaweed rights	**8 – 14 years**
Trade names	**5 years**

	INDEFINITE USEFUL LIFE INTANGIBLE ASSETS			FINITE USEFUL LIFE INTANGIBLE ASSETS				
	FISHING LICENCES R'000	BRANDS R'000	RETAIL AGENCY RIGHT R'000	FISHING RIGHTS AND LICENCES R'000	MARITIME AQUACULTURE AND SEAWEED RIGHTS R'000	TRADE NAMES R'000	BRAND R'000	TOTAL R'000
2024								
Balance as at 1 January 2024	**1 327 571**	**46 683**	**3 735**	**99 201**	**1 749**	**–**	**1 375**	**1 480 314**
Cost	**1 327 571**	**46 683**	**3 735**	**270 709**	**2 991**	**2 643**	**1 972**	**1 656 304**
Accumulated amortisation and impairment	**–**	**–**	**–**	**(171 508)**	**(1 242)**	**(2 643)**	**(597)**	**(175 990)**
Additions from separate acquisitions	**–**	**14 056**	**–**	**–**	**–**	**–**	**–**	**14 056**
Acquired through business combination	**–**	**94 816**	**–**	**102 305**	**–**	**–**	**–**	**197 121**
Amortisation for the year	**–**	**–**	**–**	**(9 967)**	**(226)**	**–**	**(247)**	**(10 440)**
Effect of foreign currency exchange differences	**(83 951)**	**875**	**(236)**	**(45)**	**–**	**–**	**–**	**(83 357)**
Balance as at 31 December 2024	**1 243 620**	**156 430**	**3 499**	**191 494**	**1 523**	**–**	**1 128**	**1 597 694**
Cost	**1 243 620**	**156 430**	**3 499**	**372 879**	**2 991**	**2 643**	**1 972**	**1 784 034**
Accumulated amortisation and impairment	**–**	**–**	**–**	**(181 385)**	**(1 468)**	**(2 643)**	**(844)**	**(186 340)**
2023								
Balance as at 1 January 2023	1 235 324	72 232	3 476	106 611	1 975	263	1 622	1 421 503
Cost	1 235 324	72 232	3 476	270 305	2 991	2 643	1 972	1 588 943
Accumulated amortisation and impairment	–	–	–	(163 694)	(1 016)	(2 380)	(350)	(167 440)
Additions from separate acquisitions	–	–	–	257	–	–	–	257
Disposal of subsidiaries	–	(25 609)	–	–	–	–	–	(25 609)
Amortisation for the year	–	–	–	(7 733)	(226)	(263)	(247)	(8 469)
Effect of foreign currency exchange differences	92 247	60	259	66	–	–	–	92 632
Balance as at 31 December 2023	1 327 571	46 683	3 735	99 201	1 749	(0)	1 375	1 480 314
Cost	1 327 571	46 683	3 735	270 709	2 991	2 643	1 972	1 656 304
Accumulated amortisation and impairment	–	–	–	(171 508)	(1 242)	(2 643)	(597)	(175 990)

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

11. INTANGIBLE ASSETS CONTINUED

INDEFINITE USEFUL LIFE INTANGIBLES

The most significant intangible assets are the fishing licences with an indefinite useful life.

The fishing licences and retail agency rights in Australia are held in perpetuity and are classified as indefinite useful life intangible assets. The licences represent 10 of 18 licences, issued by the Western Australia Department of Fisheries for the Shark Bay Prawn Managed Fishery, 20 Spanish Mackerel licences, 15 Exmouth prawn licences, five Pilbara fish trawl licences, two Pilbara wet line licences, and one Western Deepwater trawl licence. There have been no breaches of financial or regulatory obligations.

Fishing licences with a carrying value of R1.24 billion (2023: R1.33 billion) have been pledged to secure long-term borrowings with the Commonwealth Bank of Australia (CBA).

Refer to **note 12** for the impairment assessment of the Australian operation.

Brands with an indefinite useful life relates to the:

- Ladismith brand in the Cape Harvest Foods segment;
- Saldanha brand in the South African Fishing segment, acquired in the current year business combination; and
- Diamond and Aqunion brands in the Aquaculture segment, acquired in a separate acquisition and business combination in the current year.

Management has, based on an analysis of relevant factors, concluded that there is no foreseeable limit to the period over which the brand is expected to generate net cash inflows for the Group. Factors considered include historical product sales, volumes and margins, the stability of the industry, limited risk of obsolescence, and future cash flows considering Group strategy. Refer to **note 12** for the impairment assessments.

DEFINITE USEFUL LIFE INTANGIBLES

Fishing rights and licences with a carrying amount of R91 million have a remaining useful life of 11.8 years (2023: 12.8) and the remainder of R100 million have a remaining useful life of 13 years.

12. GOODWILL

ACCOUNTING POLICY

RECOGNITION AND MEASUREMENT

Goodwill arising on the acquisition of subsidiaries or businesses is presented separately in the statement of financial position and carried at cost less accumulated impairment losses.

Cost
Goodwill is initially measured as the excess of the aggregate of the consideration transferred, the amount of any non-controlling interest, the acquisition date fair value of any previously held equity interest over the net identifiable assets acquired, and liabilities assumed. If the cost of the acquisition is less than the fair value of the net assets of the subsidiary or business acquired, the difference (gain on bargain purchase) is recognised in profit or loss.

The gain or loss recognised in profit or loss on the loss of control of a subsidiary is calculated after taking into account the carrying amount of any related goodwill.

Impairment
For the purposes of impairment testing, goodwill is allocated to the lowest level of cash generating unit (CGU). Each of those CGUs represents the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash flows from other assets or groups of assets. The allocation is made to those CGUs or groups of CGUs that are expected to benefit from the business combination in which the goodwill arose. Impairment assessments are performed annually or more frequently if there are indicators that the carrying amount might be impaired. Impairment testing is performed by comparing the VIU of the CGUs to the carrying amount. Impairment testing is only performed on CGUs that are considered to be significant in comparison to the total carrying amount of goodwill. In addition, the carrying values of **intangible assets with an indefinite useful life** have been included in the carrying amounts and fair values of the CGUs and therefore form part of the overall impairment consideration.

SIGNIFICANT JUDGEMENTS AND ESTIMATES

The VIU calculation used in the Australian, Aquaculture and Cape Harvest Foods CGUs requires management to estimate future cash flows, discount rates, revenue growth rates, and terminal growth rates in order to calculate present value. The South African Fishing CGU recoverable amount is the fair value less cost to sell, which requires earnings projections and price earnings multiple estimates.

Value-in-use
Key assumptions relating to this valuation include the discount rate and cash flows used to determine the VIU. Future cash flows are estimated based on the most recent budgets and forecasts approved by management, covering a period of up to five years, and are extrapolated over the useful life of the asset to reflect the long-term plans of the Group using the estimated growth rate for the specific business or product. The estimated future cash flows and discount rates used are pre-tax, based on an assessment of the current risks applicable to the specific asset and/or entity and country in which it operates or the product is sold.

Management determines the expected performance of the assets based on the following:

- An assessment of existing products against past performance and market conditions
- An assessment of existing products against existing market conditions
- The pipeline of products under development, applying past experiences of launch success, existing market conditions, and new markets

The growth rate used to extrapolate cash flow projections beyond the period covered by the budgets and forecasts takes into account the long-term average rates of the industry in which the CGU operates. Estimations are based on a number of key assumptions, such as volume, price and product mix, which create a basis for future growth and gross margin. These assumptions are set in relation to historic figures and external reports on market growth. If necessary, these cash flows are then adjusted to take into account any changes in assumptions or operating conditions that have been identified subsequent to the preparation of the budgets and forecasts. Judgement is also applied in estimating the future cash flows of the CGUs. These values are sensitive to the cash flows projected for the periods for which detailed forecasts are not available and to the assumptions regarding the long-term sustainability of the cash flows thereafter.

The weighted average cost of capital is derived from a pricing model based on credit risk and the cost of debt. The variables used in the model are established on the basis of management judgement and current market conditions.

Impairment losses recognised in respect of goodwill are not reversed in subsequent periods.

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12. GOODWILL CONTINUED

	2024 R'000	2023 R'000
Balance as at 1 January	**1 036 759**	1 017 694
Cost	**1 036 759**	1 017 694
Acquired through business combination	**82 971**	–
Effect of foreign currency exchange differences	**(17 255)**	19 065
Balance as at 31 December	**1 102 475**	1 036 759
Cost	**1 102 475**	1 036 759
Allocation of goodwill to CGUs or groups of CGUs for the purpose of impairment reviews and testing		
Goodwill is allocated to the consolidated entity's CGUs identified according to reportable segments.		
South African Fishing	**463 325**	463 325
Australia	**255 615**	272 870
Aquaculture[1]	**152 954**	69 983
Cape Harvest Foods	**230 581**	230 581
	1 102 475	1 036 759

[1] The goodwill acquired in the current year business combination has been allocated to the Aquaculture group of CGUs, which will now consist of the Viking Aquaculture CGU and Aqunion CGU. With the intention of operating a single abalone business, this represents the lowest level at which goodwill is monitored for internal purposes.

SOUTH AFRICAN FISHING

The recoverable amount of the CGU was determined on the basis of fair value less costs to sell. The fair value less costs to sell calculation used an average of actual 2024 earnings and 2025 projected earnings. A price earnings multiple of 9.65 (2023: 9.28) was used in the valuation, which is an average of listed companies operating in the same industry adjusted by a 15% (2023: 15%) risk factor for size, the unlisted nature of the CGU, and the completion of the FRAP. The valuation resulted in a surplus over the carrying value of the CGU, and the directors believe that a reasonably possible change in the multiple would not result in an impairment of the carrying value of goodwill.

The fair value measurements for the recoverable amount have been categorised as Level 3 fair value, based on the inputs to the valuation techniques used.

AUSTRALIA

In 2023 and 2024, prawn prices reduced 23% on a global basis as result of higher inventories driven by tightening economic conditions and the prolonged reopening of the Chinese market. Due to the protracted recovery within the prawn fishing industry, management performed an impairment assessment of the Australian CGU. Goodwill of R256 million and intangible assets of R1.2 billion with indefinite useful lives in Australia largely relate to the fishing division. The recoverable amount of this CGU is determined based on a VIU calculation that requires the use of certain assumptions. The calculation uses cash flow projections based on approved financial budgets and forecasts, covering a five-year period.

The below key estimates are used in the VIU calculation:

	2024 %	2023 %
Pre-tax discount rate[1]	**13.30**	11.46
Average food inflation increase[2]	**5.00**	3.00
Incremental catch growth rate[3]	**10.00**	10.00
Consumer price inflation[4]	**2.75**	3.00
Terminal growth rate[4]	**2.75**	3.00

[1] *The discount rate represents the current market assessment of the risks specific to the CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated into the cash flow estimates. The discount rate calculation is based on the specific circumstances of the CGU and is derived from its weighted average cost of capital, which takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest-bearing borrowings the Group is obliged to service. 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.*

[2] *The average sales price used in the VIU calculation is the average sales prices achieved in 2024 increased by food inflation in the forecast periods. The food inflation used assumes that prawn prices will incrementally increase in each of the forecast periods with the gradual reduction in oversupply of prawn until almost full recovery in 2029.*

[3] *The incremental catch growth rate assumes that the CGU will recover to historical averages as supported by long-term historical catch data.*

[4] *In line with long-term consumer inflation and the GDP growth in Australia*

Due to the protracted recovery within the prawn fishing industry, management has exercised significant judgement on the sales prices, incremental catch growth rates (sales volumes), and the discount rate.

RESULT OF IMPAIRMENT TEST AND SENSITIVITY ANALYSIS

As at 31 December 2024, the valuations resulted in a surplus of the VIU over the carrying amount of the CGU.

A sensitivity analysis of the impact on the excess of the VIU over the carrying value of the CGU to changes in key assumptions, in isolation, at 31 December 2024 is set out below:

	MOVEMENT (%)	IMPAIRMENT (R'000)
Key inputs		
Pre-tax discount rate	**+0.50**	**Nil**
Average food inflation	**-0.25**	**Nil**
Incremental catch growth rate	**-5.00**	**Nil**
Consumer price inflation	**+0.25**	**Nil**
Terminal growth rate	**-0.25**	**Nil**
The Group estimates that an impairment would be triggered if:		
Pre-tax discount rate increases by	**0.7**	
Average food inflation decreases by	**0.7**	
Incremental catch growth rate decreases by	**7.8**	
Consumer price inflation increases by	**0.9**	
Terminal growth rate decreases by	**0.9**	

Management will continue to assess the long-term effects of the global oversupply of prawns, sales price recovery, and catch volumes recovery as well as the impact it has on goodwill and intangible assets with indefinite useful lives in respect of the impairment assessment on the Australian CGU.

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FOR THE YEAR ENDED 31 DECEMBER 2024

12. GOODWILL CONTINUED

AQUACULTURE (INCLUDING AQUNION)

The recoverable amount of this CGU is determined based on a VIU calculation that requires the use of certain assumptions. The calculation uses cash flow projections based on approved financial budgets and forecasts, covering a five-year period. The below key estimates are used in the VIU calculation:

	2024 %	2023 %
Pre-tax discount rate	**17.06**	16.36
Revenue growth per annum (five-year average)[1]	**12.60**	13.70
Inflation[2]	**6.00**	6.00
Terminal growth	**6.00**	6.00

1 The growth rate is based on forecasting larger average-sized abalone of increased quality, driving an enhanced sales mix.
2 In line with the long-term inflation rate in South Africa

The Aquaculture segment, with its main markets being in the Far East, is impacted by a slowing Hong Kong economy as a result of higher interest rates and the spillover from the Chinese real estate meltdown. As a result, significant judgement was required in estimating the future sales volumes and pricing.

The valuation resulted in a surplus over the carrying values of the CGU, and the directors believe that a reasonably possible change in the assumptions would not result in an impairment of the carrying value of goodwill.

CAPE HARVEST FOODS

The recoverable amount of this CGU is determined based on a value-in-use calculation that requires the use of certain assumptions. The calculation uses cash flow projections based on approved financial budgets and forecasts, covering a five-year period. The below key estimates are used in the value-in-use calculation:

	2024 %	2023 %
Pre-tax discount rate	**15.53**	15.37
Revenue growth per annum (five-year average)	**8.10**	8.20
Inflation[1]	**6.00**	6.00
Terminal growth	**6.00**	6.00

1 In line with the long-term inflation rate in South Africa

The valuation resulted in a surplus over the carrying value of the CGU, and the directors believe that a reasonably possible change in the assumptions would not result in an impairment of the carrying value of goodwill or indefinite useful life intangible assets.

The carrying values of intangible assets with indefinite useful lives have been included in the carrying amounts and fair values of the following CGUs:

- South African Fishing: R37.8 million (2023: Rnil)
- Australia: R1.2 billion (2023: R1.3 billion)
- Aquaculture: R71.9 million (2023: Rnil)
- Cape Harvest Foods: R45.8 million (2023: R45.8 million)

13. INVESTMENTS IN SUBSIDIARIES

NON-WHOLLY-OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

Summarised financial information in respect of the Group's subsidiaries that have material non-controlling interests is set out below.

The summarised financial information below represents amounts including goodwill and fair value adjustments recognised at acquisition and is presented before intra-group eliminations.

	AQUNION PROPRIETARY LIMITED[1]	VIKING AQUACULTURE PROPRIETARY LIMITED[2]		BM FOODS GROUP PROPRIETARY LIMITED[3]	
	2024 R'000	2024 R'000	RESTATED 2023 R'000	2024 R'000	RESTATED 2023 R'000
Current assets	**319 808**	**160 388**	140 970	**520**	302
Non-current assets[2, 3]	**551 520**	**550 401**	546 345	**138 739**	134 582
Current liabilities	**(22 685)**	**(35 770)**	(34 325)	**(2 361)**	(4 182)
Non-current liabilities[3]	**(866 441)**	**(441 726)**	(645 657)	**(54 431)**	(49 146)
Net (liabilities)/assets of the subsidiary[2, 3]	**(17 798)**	**233 293**	7 333	**82 467**	81 556
Attributable to owners of the Company[2, 3]	**11 432**	**251 141**	19 011	**57 940**	56 821
Attributable to non-controlling interests	**(29 230)**	**(17 848)**	(11 678)	**24 527**	24 735
Revenue	**252 098**	**81 606**	135 967	**2 212**	245 681
Profit/(loss) for the year	**14 578**	**(37 520)**	(26 735)	**911**	(5 189)
Attributable to owners of the Company	**7 989**	**(31 354)**	(15 085)	**1 119**	(1 969)
Attributable to non-controlling interests	**6 589**	**(6 166)**	(11 650)	**(208)**	(3 220)
Other comprehensive (loss)/income for the year attributable to owners of the Company	**–**	**(30)**	4 445	**–**	–
Other comprehensive (loss)/income for the year attributable to non-controlling interests	**–**	**(4)**	664	**–**	–
Other comprehensive income/(loss) for the year	**–**	**(34)**	5 109	**–**	–
Total comprehensive income/(loss) for the year attributable to owners of the Company	**7 989**	**(31 384)**	(10 640)	**1 119**	(1 969)
Total comprehensive income/(loss) for the year attributable to non-controlling interests	**6 589**	**(6 170)**	(10 986)	**(208)**	(3 220)
Total comprehensive income/(loss) for the year	**14 578**	**(37 554)**	(21 626)	**911**	(5 189)
Dividends paid to non-controlling interests	**2 939**	**–**	–	**–**	–

[1] *Included since acquisition date on 14 May 2025. Refer to* ***note 32***

[2] *The prior year Non-current assets line previously stated as R403.0 million was increased by R143.3 million due to an additional fair value adjustment being incorrectly included in the prior year. This resulted in the Net (liabilities)/assets of the subsidiary line previously stated as (R135.0 million) and the Attributable to owners of the Company line previously stated as (R124.3 million) increasing by the same amount.*

[3] *The prior year Non-current assets line previously stated as R112.4 million was increased by R22.2 million and the non-current liabilities line previously stated as (R43.1 million) was increased by R6.0 million due to a fair value adjustment and the deferred tax thereon being incorrectly excluded in the prior year. This resulted in the Net (liabilities)/assets of the subsidiary line previously stated as R65.3 million and the Attributable to owners of the Company line previously stated as R40.6 million increasing by the same net amount of R16.2 million.*

Refer to **pages 119 to 120** for details of all investments in subsidiaries.

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14. INVESTMENTS IN ASSOCIATES

ACCOUNTING POLICY

RECOGNITION AND MEASUREMENT

Associates are entities in which the Group has an interest directly or indirectly and over which it has significant influence, but not control or joint control, through participation in the financial and operating policy decisions of the entity. Where the Group holds at least a 20% equity interest, it is presumed to have significant influence.

The Group applies the equity method of accounting, under which the investments are initially recognised at the fair value of the purchase consideration, including acquisition-related costs, and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the investee, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the investee.

The most recently available financial statements of the associate is used in applying the equity method. When the reporting period of the associate is different to that of the Group by not more than three months, the associate or joint venture prepares, for the use of the Group, financial statements as of the same date as the financial statements of the Group unless it is impracticable to do so.

The investments in associates relate to:

- BM Foods Group Proprietary Limited's (BMFG's) 46% investment in BMFM, a manufacturer and distributor of various convenience foods across South Africa;
- BMFG's 23.45% investment in Alliance Food Services Proprietary Limited (CPT) and 20% investment in Alliance Food Services Proprietary Limited (JHB), suppliers of quality and innovative ingredients to the foodservice industry across South Africa; and
- Viking Aquaculture's 30% investment in Specialised Aquatic Feeds Proprietary Limited, a company that provides feed for the biological assets within the aquaculture industry and which was sold during the current year.

No dividends were received from associates during the current financial year.

The following table illustrates the summarised financial information of the Group's investments in associates:

	BM FOODS MANUFACTURERS		SPECIALISED AQUATIC FEEDS[1]		ALLIANCE FOODS	
	2024 R'000	2023 R'000	2024 R'000	2023 R'000	2024 R'000	2023 R'000
Current assets	**78 910**	118 363	**–**	27 888	**60 211**	95 948
Non-current assets	**65 952**	74 006	**–**	15 921	**12 660**	5 924
Current liabilities	**(42 519)**	(88 886)	**–**	(18 915)	**(47 008)**	(74 498)
Non-current liabilities	**(29 279)**	(33 322)	**–**	(15 375)	**(11 638)**	(13 322)
Net assets of the associate	**73 064**	70 161	**–**	9 519	**14 225**	14 052
Revenue	**422 925**	247 107	**86 870**	92 776	**209 758**	175 558
Expenses	**(423 754)**	(243 573)	**(84 511)**	(91 475)	**(209 048)**	(167 269)
Operating (loss)/profit before tax	**(829)**	3 534	**2 359**	1 301	**710**	8 289
Income tax expense	**3 731**	(488)	**(637)**	(351)	**(1 467)**	(2 061)
Profit/(loss) for the year	**2 902**	3 046	**1 722**	950	**(757)**	6 228
Group's share of profit/(loss) for the year	**1 335**	1 402	**517**	285	**(178)**	3 158

[1] *The investment in Specialised Aquatic Feeds Proprietary Limited was disposed of on 2 September 2024 for a consideration of R9.95 million. A profit on disposal of R5.32 million was recognised in the statement of comprehensive income.*

A reconciliation of the above summarised financial information to the carrying amount of the investments in associates recognised in the consolidated financial statements is set out below:

	BM FOODS MANUFACTURERS		SPECIALISED AQUATIC FEEDS[1]		ALLIANCE FOODS	
	2024 R'000	2023 R'000	2024 R'000	2023 R'000	2024 R'000	2023 R'000
Net assets of the associate	**73 064**	70 161	**–**	9 519	**14 225**	14 052
Proportion of the Group's ownership interest in the associate	**46%**	46%	**0%**	30%	**23%**	25%
Share of associates' net assets	**33 609**	32 274	**–**	2 856	**3 336**	3 514
Pre-acquisition impairment reversal not recognised	**–**	–	**–**	(5 950)	**–**	–
Loan to associate	**–**	–	**–**	4 000	**–**	–
Fair value adjustment on recognition of associate	**(2 708)**	(2 708)	**–**	–	**–**	–
Goodwill recognised at acquisition of the associate	**–**	–	**–**	3 431	**–**	–
Carrying amount of the Group's interest in the associate	**30 901**	29 566	**–**	4 337	**3 336**	3 514

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15. INVESTMENT AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

ACCOUNTING POLICY

The Group elected to irrevocably classify its unlisted equity investments under this category as the Group considers this investment to be strategic in nature.

Investment at fair value through other comprehensive income financial assets are measured at fair value, and any fair value changes in the carrying amount of financial assets are recognised in other comprehensive income and accumulated under the heading of investments revaluation reserve. Gains or losses on these financial assets are never recycled to profit or loss.

Dividends are recognised as investment income in the statement of comprehensive income when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case such gains are recorded in other comprehensive income.

	2024 R'000	2023 R'000
Balance at the beginning of the year	**28 360**	31 220
Fair value adjustment	**(120)**	(2 860)
Disposal of investment	**(14 060)**	–
	14 180	28 360

The Group holds 5% (2023: 10%) of the ordinary share capital of Desert Diamond Fishing Proprietary Limited, a Company involved in the fishing and fish processing industries.

On 26 January 2024, the Group disposed of 50% of its shares for R14 million (in line with the fair value), reducing its shareholding from 10% to 5%. The disposal was in line with the Group's strategy to address the capital structure by selling non-core assets.

Subsequent to the disposal, R11.5 million of the investment revaluation reserve was reclassified to retained earnings.

The asset valuation performed by an independent valuator represents the valuation of unlisted shares in a vessel-owning company. The underlying vessel is 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, size, and degree of upgrade already carried out on the vessel. A change in unobservable inputs would not have a significant change in the fair value.

The fair value measurement for the investment through other comprehensive income has been categorised as Level 3 based on the inputs to the valuation techniques used. Refer to **note 34**.

16. LOANS TO SUPPLIER PARTNERS AND LOANS RECEIVABLE

16.1 LOANS TO SUPPLIER PARTNERS

	2024 R'000	2023 R'000
Balance at the beginning of the year	**114 145**	101 664
Advances to supplier partners[1]	**12 241**	6 962
Interest charged	**10 034**	8 470
Interest repaid	**(8 086)**	(2 129)
Loans repaid[2]	**(2 882)**	(822)
Acquired through business combination	**3 669**	–
Balance at the end of the year	**129 121**	114 145
Non-current	**112 770**	103 590
Current – included in trade and other receivables	**16 351**	10 555
	129 121	114 145

The balance relates mainly to loans advanced to Nalitha Investments Proprietary Limited and South African Fishing Empowerment Corporation Proprietary Limited. These loans bear interest at the Johannesburg Interbank Average Rate (JIBAR) plus 2.65% and are repayable in equal quarterly instalments over 19 years with a bullet repayment to be made in 2037.

The remaining loans relate to various supplier partners where loans are granted for the sale of part shares in vessels. These loans are interest free and have repayment terms of between five and eight years.

16.2 LOANS RECEIVABLE

	2024 R'000	2023 R'000
Balance at the beginning of the year	**9 961**	7 240
Advances during the year	**9 053**	4 974
Loans repaid	**(13 079)**	(1 635)
Acquired through business combination	**10 061**	–
Current – included in trade and other receivables	**(3 034)**	(618)
Balance at the end of the year	**12 962**	9 961

[1] *In the prior year, R5.8 million of the advances to supplier partners relate to the non-cash sale of vessels to supplier partners.*

[2] *In the current year, R2.1 million of the loans repaid by supplier partners is non-cash and relates to a buyback of vessels from supplier partners.*

The Group applies the general approach in calculating ECLs for loans and advances. ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (12-month ECL). For credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure irrespective of the timing of the default (lifetime ECL). The Group considered the ECLs required on these loans and the impact is insignificant.

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17. DEFERRED TAXATION

ACCOUNTING POLICY

RECOGNITION AND MEASUREMENT

Deferred tax is provided using the liability method, providing for temporary differences arising between the tax base and the accounting carrying amount of amounts reflected in the consolidated financial statements. Deferred tax is, however, not provided for temporary differences that arise from the initial recognition of an asset or liability where that transaction affects neither accounting profit nor tax profit (tax loss). The only exception to this being when that asset or liability arises in terms of a business combination. Deferred tax is determined at tax rates that are enacted or substantively enacted at year end and are expected to apply when the temporary difference reverses.

Deferred tax is not provided on temporary differences arising on investments in subsidiaries and associates where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets and liabilities are only offset to the extent that the balances are recoverable from the same tax authority and there is a legal right to offset them at settlement of those balances.

Temporary differences arising in connection with investments in associates are insignificant.

	2024 R'000	2023 R'000
Deferred tax assets	**(1 399)**	(5 007)
Deferred tax liabilities	**1 071 739**	853 988
Net deferred tax liability	**1 070 340**	848 981
Net deferred tax liability at the beginning of the year	**848 981**	820 912
Recognised in profit or loss	**41 440**	36 017
Recognised in other comprehensive income	**35 539**	(25 755)
Other	**100**	(724)
Acquired through business combination	**164 375**	–
Derecognised on disposal of subsidiaries	**–**	(4 203)
Effect of foreign currency exchange differences	**(20 095)**	22 734
Net deferred tax liability at the end of the year	**1 070 340**	848 981
The major components of the deferred tax balances are as follows:		
Excess tax allowance over depreciation charges for property, plant, equipment and vehicles	**646 335**	524 885
Excess of tax allowances over amortisation of intangible assets	**453 703**	459 321
Excess tax allowance over depreciation charges for investment properties	**4 780**	5 763
Investment at fair value through other comprehensive income	**2 832**	4 658
Derivative financial instruments	**8 204**	5 410
Difference between tax and accounting treatment of:		
– Biological assets	**88 530**	12 742
– Inventory	**(4 749)**	(2 607)
– Prepayments	**5 730**	3 680
– Government grants	**(341)**	(779)
– Cash flow hedges and cost of hedging	**21 317**	(16 750)
– Leases	**(1 325)**	(19 953)
– Share-based payments	**20 201**	13 996
Provisions[1]	**(44 149)**	(32 758)
Other	**1 066**	4 714
Effect of tax losses[2]	**(131 794)**	(113 341)
	1 070 340	848 981

[1] *Provisions includes leave pay accruals*

[2] *Tax losses relates mainly to the Australian, Aquaculture and Cape Harvest Foods operations to the extent that they are considered recoverable in the foreseeable future. The recognition of the deferred tax asset is based on the achievement of future taxable income that is highly probable based on recent forecasts and budgets.*

18. INVENTORIES

ACCOUNTING POLICY

RECOGNITION AND MEASUREMENT

The Group recognises inventories initially at cost when it has control of the inventories, expects it to provide future economic benefits, and the cost can be measured reliably. Cost is determined on the first-in-first-out basis. Cost includes expenditure incurred in acquiring, manufacturing and transporting the inventory to its present location. Inventories are subsequently measured at the lower of cost and net realisable value. The carrying amounts of finished goods and work in progress include raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity) but exclude borrowing costs. Net realisable value is the estimate of the selling price in the ordinary course of business less the costs of completion and applicable variable selling expenses.

A provision for obsolete inventories is established when there is evidence that no future economic benefits will be obtained for such inventories. The carrying amount of the inventories is reduced and the amount of the loss is recognised in the statement of comprehensive income within cost of sales

SIGNIFICANT JUDGEMENTS AND ESTIMATES

Determination of net realisable value of inventories
Management is required to exercise significant judgement in the determination of net realisable value, specifically relating to the forecasting of demand.

Management is also required to exercise significant judgement in estimating the provision for obsolete inventory. Such judgement would take into account:

- change in taste;
- change in market; and
- inventory nearing expiry dates.

	2024 R'000	2023 R'000
Raw materials	**115 831**	46 140
Work in progress	**15 980**	34 370
Finished goods	**1 017 212**	749 882
Consumable stores	**205 422**	208 574
	1 354 445	1 038 966
Obsolescence provision	**(5 775)**	(4 446)
Total inventories at the lower of cost and net realisable value	**1 348 670**	1 034 520

The cost of inventories recognised as an expense during the year was R5.3 billion (2023: R4.7 billion). This is recognised in cost of sales.

The cost of inventories recognised as an expense includes R16.7 million (2023: R26.9 million) in respect of the write down of inventory to net realisable value.

The amount of inventories carried at cost was R1.2 billion (2023: R958.9 million), and inventories carried at net realisable value was R111.3 million (2023: R75.6 million).

The moveable assets of the Group, including inventory with a carrying amount of R1.3 billion (2023: R1.0 billion), have been pledged to secure the long-term borrowings of the Group (refer to **note 22**).

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

19. TRADE AND OTHER RECEIVABLES

ACCOUNTING POLICY

Receivables (except for trade receivables which are initially measured at transaction price) are initially recognised at fair value and subsequently measured at amortised cost, less impairments, using the effective interest rate method. No fair value adjustment is made for the effect of time value of money where receivables have a short-term profile.

Other receivables comprise mainly prepayments and VAT, initially recognised at fair value and subsequently at amortised cost.

The Group applies the simplified approach in calculating ECLs. Trade receivables are assessed collectively in groups that share similar credit risk characteristics within operating segments and days past due. There has been no change in the estimation techniques during the current reporting period. The Group has established a provision matrix based on its historical credit loss data, adjusted for forward-looking factors specific to the debtors and economic environment by looking at the future prospects of the industries in which the Group's debtors operate, obtained from financial analysts and various forecast economic information relating to the debtors' core operations.

The Group considered the ECLs on receivables other than trade receivables under the general model and the impact is not considered material.

The ECL provision is recognised through the use of an allowance account for losses. The carrying amount of the asset is reduced and the amount of the loss is recognised in the statement of comprehensive income within operating expenses. When a trade receivable is uncollectible, it is written off against the allowance account for losses.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, among others, the failure of a debtor to engage in a repayment plan with the Group for a period of greater than 180 days past due.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is credited against other operating income in the statement of comprehensive income.

	2024 R'000	2023 R'000
Trade receivables, gross	**822 367**	732 604
Less: allowance for impairment of receivables	**(27 376)**	(22 391)
Net trade receivables	**794 991**	710 213
Other receivables	**280 185**	218 843
VAT receivable	**125 657**	96 838
Prepayments	**70 468**	65 609
Other receivables[1,2]	**63 419**	44 585
Short-term loans to supplier partners	**16 351**	10 555
Short-term loan receivables[1]	**4 290**	1 256
	1 075 176	929 056

[1] *Short-term loan receivables has been disclosed separately from other receivables in the current year. The prior year amount has been restated to allow accurate comparative information.*

[2] *Other receivables consists of non-trade debtors and other sundry receivables.*

Trade receivables and other receivables are non-interest bearing and are generally on terms of 30 to 90 days.

As at 31 December 2024, the following table shows the movement in lifetime ECL that has been recognised for trade receivables in accordance with the simplified approach set out in IFRS 9: *Financial Instruments*.

	2024 R'000	2023 R'000
Balance at the beginning of the year	**(22 391)**	(7 953)
Movement through profit or loss	**(4 999)**	(15 275)
Amounts written off during the year	**3 158**	5 589
Increase in allowance	**(8 157)**	(20 864)
Disposal of subsidiaries	**–**	864
Effect of foreign currency exchange differences	**14**	(27)
Balance at the end of the year	**(27 376)**	(22 391)

As at 31 December 2024, the total allowance for impairment of trade receivables comprised both portfolio allowances and specific allowances. The majority of the allowance related to a portfolio allowance, which cannot be identified with specific receivables.

	31 DECEMBER 2024			31 DECEMBER 2023		
	CARRYING VALUE R'000	IMPAIRMENT R'000	EXPECTED LOSS RATE %	CARRYING VALUE R'000	IMPAIRMENT R'000	EXPECTED LOSS RATE %
Current	**548 898**	**–**	**0**	638 874	–	0
30 – 60 days	**176 364**	**–**	**0**	41 338	(1)	0
60 – 90 days	**35 287**	**(163)**	**0**	7 935	(24)	0
90 – 120 days	**10 682**	**(10)**	**0**	3 300	(5)	0
120 – 150 days	**16 646**	**(469)**	**3**	38 287	(19 829)	52
150 – 180 days	**5 590**	**–**	**0**	–	–	0
180 – 210 days	**–**	**–**	**0**	–	–	0
210 – 240 days	**5**	**–**	**0**	360	(22)	6
Over 240 days	**28 895**	**(26 734)**	**93**	2 510	(2 510)	100
	822 367	**(27 376)**		732 604	(22 391)	

The granting of credit is controlled by application and credit-vetting procedures, which are reviewed and updated on an ongoing basis. Credit risk is reduced by other measures depending on the nature of the customer and market. Credit exposure relating to the South African Fishing and Australian segments is largely covered by credit guarantee insurance, which will settle a percentage of the lower of the credit limit approved or the amount outstanding at the bad debt date subject to certain criteria, including strict adherence to procedures in the event of a customer paying after payment due date.

At 31 December 2024, 74% (2023: 76%) of the Group's trade receivables are covered by the credit guarantee insurance.

The Group considers a financial asset in default when contractual payments are 60 days and more past due. However, in certain cases, the Group also considers a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full. This definition of default is consistent with the procedures required to comply with credit guarantee insurance. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows. For material debtors, this will be once liquidation proceedings are finalised.

All trade receivables are included in the forward-looking impairment calculations. The impairment provision for trade receivables at the end of the year is R27.4 million (2023: R22.4 million).

The increase in the ECL allowance when compared to the prior year is due to a specific allowance on a debtor that is in liquidation, this has also impacted the expected loss rate percentage, especially in the over 240 days category (current year) and 120 to 150 days category (prior year).

Refer to **note 35** on credit risk of trade receivables, which explains how the Group manages and measures credit quality of trade receivables.

The moveable assets of the Group, including trade and other receivables with a carrying amount of approximately R1.08 billion (2023: R929.1 million), have been pledged to secure long-term borrowings of the Group (refer to **note 22**).

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

20. CASH AND BANK BALANCES

ACCOUNTING POLICY

Cash and cash equivalents consists of cash on hand and short-term deposits held with banks that are available for use by the Group and are initially measured at fair value. Due to their short-term nature, amortised cost approximates fair value. The bank overdrafts are repayable on demand and form an integral part of the Group's cash management practices.

For the purpose of the statement of cash flows, cash and cash equivalents includes cash on hand and deposits held with banks.

	2024 R'000	2023 R'000
Cash at banks and on hand	**335 810**	280 601
Bank overdrafts	**(46 140)**	(56 073)
	289 670	224 528

Cash at banks earns interest at floating rates based on daily bank deposit rates.

The assets of the Group included in cash and cash equivalents with a carrying amount of R289.7 million (2023: R224.5 million) have been pledged to secure long-term borrowings of the Group (refer to **note 22**).

21. SHARE CAPITAL AND RESERVES

21.1 STATED CAPITAL

	NOTES	2024 R'000	2023 R'000
Authorised			
10 000 000 000 (2023: 10 000 000 000) ordinary shares of no par value		**–**	–
Issued and fully paid			
358 866 214 (2023: 298 866 214) ordinary shares of no par value	21.1.1	**2 406 043**	1 939 206
Held as treasury shares			
22 084 893 (2023: 23 493 243) ordinary shares	21.1.2	**(230 446)**	(249 787)
Total stated capital		**2 175 597**	1 689 419

21.1 STATED CAPITAL CONTINUED

21.1.1 ORDINARY SHARES

	2024 R'000	2023 R'000
As at 31 December, the movement in share capital is as follows:		
Balance at the beginning of the year	**1 939 206**	1 939 206
Issue of share capital[1]	**466 837**	–
Balance at the end of the year	**2 406 043**	1 939 206

	NUMBER OF SHARES 2024	NUMBER OF SHARES 2023
Balance at the beginning of the year	**298 866 214**	298 866 214
Issue of share capital[1]	**60 000 000**	–
Balance at the end of the year	**358 866 214**	298 866 214

[1] *The issue of shares was non-cash and formed part of the consideration for the current year business combination. Refer to* ***note 32***

21.1.2 HELD AS TREASURY SHARES

	2024 R'000	2023 R'000
As at 31 December, the movement in share capital is as follows:		
Balance at the beginning of the year	**(249 787)**	(233 308)
Shares repurchased, net of tax[1,2]	**(21 984)**	(34 364)
Shares vested in terms of forfeitable share plan	**41 325**	17 885
Balance at the end of the year	**(230 446)**	(249 787)

	NUMBER OF SHARES 2024	NUMBER OF SHARES 2023
Balance at the beginning of the year	**23 493 243**	22 530 877
Shares repurchased[1,2]	**2 527 310**	3 428 084
Shares vested in terms of forfeitable share plan	**(3 935 660)**	(2 465 718)
Balance at the end of the year	**22 084 893**	23 493 243

[1] *The average price for the shares bought back was R8.70 (2023: R10.02) per share.*
[2] *Shares were bought back by Sea Harvest Corporation Proprietary Limited, a wholly-owned subsidiary of Sea Harvest Group Limited.*

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

21. SHARE CAPITAL AND RESERVES CONTINUED

21.2 OTHER RESERVES (NET OF INCOME TAX)

	NOTES	2024 R'000	2023 R'000
Share-based payment reserve	A	**(33 880)**	(28 233)
Investment revaluation reserve	B	**11 504**	19 671
Cash flow hedging reserve	C	**76 577**	202
Cost of hedging reserve	D	**(30 315)**	(54 842)
Foreign currency translation reserve	E	**82 615**	157 406
Actuarial gains/losses reserve	F	**11 745**	12 004
Change in ownership	G	**(39 912)**	(39 912)
		78 334	66 296

A The share-based payments reserve arises on the recognition of share options granted by the Group to certain employees under its employee share incentive schemes. Further information about the share-based payments is set out in **note 31**.

B The investment revaluation reserve represents the cumulative gains and losses arising on the revaluation of the "investment at fair value through other comprehensive income" financial asset that has been recognised in other comprehensive income. Refer to **note 15**.

C The cash flow hedging reserve arises from the change in fair value of foreign exchange forward contracts (FECs) held by the Group and designated as effective cash flow hedging instruments at year end. The effective portion of changes in the fair value of FECs is recognised in other comprehensive income and accumulated in the cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in other operating income or loss in the statement of comprehensive income.

D The cost of hedging reserve is the forward elements of the FECs that arise as a result of Sea Harvest choosing to designate only the spot rate as per IFRS 9.

E Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. South African rand) are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Exchange differences previously accumulated in the foreign currency translation reserve are reclassified to profit or loss on the disposal of the foreign operation.

F The actuarial gains/losses reserve represents the actuarial gains/losses on the Group's defined benefit plans.

G The change in ownership reserve arose on the acquisition of additional shares in subsidiaries in prior years.

21.2 OTHER RESERVES (NET OF INCOME TAX) CONTINUED

		2024 R'000	2023 R'000
	As at 31 December, the movement in the reserves (net of income tax), is as follows:		
A	**SHARE-BASED PAYMENT RESERVE**		
	Balance at the beginning of the year	**(28 233)**	(43 835)
	Arising on share-based payments	**35 678**	33 487
	Transfer from forfeitable share plan (shares vested)	**(41 325)**	(17 885)
	Balance at the end of the year	**(33 880)**	(28 233)
B	**INVESTMENT REVALUATION RESERVE**		
	Balance at the beginning of the year	**19 671**	21 913
	Current year movement	**1 623**	(2 859)
	Deferred taxation	**1 827**	617
	Reclassify reserve to retained earnings	**(11 617)**	–
	Balance at the end of the year	**11 504**	19 671
C	**CASH FLOW HEDGING RESERVE**		
	Balance at the beginning of the year	**202**	63 123
	Net fair value gain/(loss) on cash flow hedges	**104 976**	(88 338)
	Transferred to other operating income[1]	**(216)**	982
	Less: deferred taxation	**(28 389)**	25 099
	Non-controlling interests share of cash flow hedging reserve	**4**	(664)
	Balance at the end of the year	**76 577**	202
D	**COST OF HEDGING RESERVE**		
	Balance at the beginning of the year	**(54 842)**	(53 222)
	Current year movement	**33 545**	(8 631)
	Transferred to other operating income[1]	**53**	6 412
	Less: deferred taxation	**(9 071)**	599
	Balance at the end of the year	**(30 315)**	(54 842)
E	**FOREIGN CURRENCY TRANSLATION RESERVE**		
	Balance at the beginning of the year	**157 406**	71 729
	Net foreign currency (loss)/gain on the translation of foreign operations	**(74 791)**	85 677
	Balance at the end of the year	**82 615**	157 406
F	**ACTUARIAL GAINS/LOSSES RESERVE**		
	Balance at the beginning of the year	**12 004**	10 491
	Actuarial (loss)/gain on post-retirement medical aid obligation	**(355)**	2 073
	Less: deferred taxation	**96**	(560)
	Balance at the end of the year	**11 745**	12 004
G	**CHANGE IN OWNERSHIP**		
	Balance at the beginning of the year	**(39 912)**	(18 584)
	Arising on acquisition of additional shares in subsidiary	**–**	(21 328)
	Balance at the end of the year	**(39 912)**	(39 912)

[1] *For FECs designated as cash flow hedges, the gains and losses transferred from equity into profit or loss are included in foreign currency and commodity price gains and losses.*

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FOR THE YEAR ENDED 31 DECEMBER 2024

22. LONG-TERM BORROWINGS

ACCOUNTING POLICY

RECOGNITION AND MEASUREMENT

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of comprehensive income over the period of the borrowings.

Fees paid on the establishment of selected loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment against the loan for liquidity services and amortised over the period of the facility to which it relates.

The Group presents separately current and non-current borrowings in the statement of financial position. A liability is classified as current unless the Group expects, and has the discretion, to refinance or roll over the obligation for at least 12 months after the reporting period under an existing loan facility, in which case the Group classifies the obligation as non-current, even if it would otherwise be due within a shorter period.

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

All other borrowing costs are expensed in profit or loss in the period in which they are incurred.

The Group classifies financial liabilities arising from supplier finance arrangements as borrowings as the terms of these arrangements differ significantly from those of typical trade payables and are akin to a financing arrangement. Settlement of the arrangement is therefore classified as a financing activity in the statement of cash flows. The liability is recognised at the time that the bank settles the supplier invoices.

Judgement has been exercised by management in concluding that the bank acts as an agent for the Group when making payments to suppliers under the arrangement, resulting in payments to suppliers being recognised as an operating cash flow and financing received recognised as a financing cash flow.

	2024 R'000	2023 R'000
SECURED – AT AMORTISED COST		
Loans from financial institutions to Sea Harvest Corporation Proprietary Limited (SHC)		
Bullet loan A – Standard Bank and Sanlam Capital Markets	**600 000**	600 000
The loan was raised in December 2023 as part of a refinancing exercise. The loan period is for three years (with an option to extend for an additional year for two years) and is subject to a variable interest rate of three-month JIBAR plus 1.80%. A repayment of R600 million will be made at the end of the loan term. No capital payments or drawdowns were made in the current year. During the current year, notice was given to extend, which was approved by the funders. The loan is secured by marine bonds over the majority of the South African Fishing segment's vessels as well as a general notarial bond over the substantial majority of the Group's assets located in South Africa.		
Amortising loan – Standard Bank and Sanlam Capital Markets	**480 000**	600 000
The loan was raised in December 2023 as part of a refinancing exercise. The loan period is for five years and is subject to a variable interest rate of three-month JIBAR plus 1.80%, repayments of R60 million are required every six months. Capital repayments of R120 million were made in the current year. The loan is secured by marine bonds over the majority of the South African Fishing segment's vessels as well as a general notarial bond over the substantial majority of the Group's assets located in South Africa.		
Revolving credit facility – Standard Bank	**325 000**	286 000
The loan was raised in December 2023 as part of a refinancing exercise. The loan period is for three years and is subject to a variable interest rate of three-month JIBAR plus 1.80%. Loan repayments of R450 million and drawdowns of R489 million were made in the current year. The loan is secured by marine bonds over the majority of the South African Fishing segment's vessels as well as a general notarial bond over the substantial majority of the Group's assets located in South Africa.		
Bullet loan B – Standard Bank and Sanlam Capital Markets	**400 000**	–
The loan of R400 million was raised in 2024 to fund the current year business combination. The loan period is for three years (with an option to extend for an additional year for two years) and is subject to a variable interest rate of three-month JIBAR plus 1.80%. A repayment of R400 million will be made at the end of the loan term. During the current year, notice was given to extend, which was approved by the funders. The loan is secured by marine bonds over the majority of the South African Fishing segment's vessels as well as a general notarial bond over the substantial majority of the Group's assets located in South Africa.		
Loans from financial institutions to Sea Harvest Australia (SHA)		
Cash advance facility – CBA	**583 145**	622 510
Capital repayments will be made annually in January over 15 years commencing in 2026. There were no drawdowns in 2024 or 2023. The loan is subject to a variable interest rate of the Bank Bill Swap Yield (BBSY) plus 1.8% plus 0.7% available commitment fee (2023: 1.80% plus 0.7%) and is secured by a security interest and charge in the form of a General Security Agreement on the Personal Properties Security Register (PPSR) over all of SHA's assets.		
Trade finance facility – CBA	**174 943**	137 498
The trade finance facility is a rolling facility, limited to working capital parameters. The loan is subject to a variable interest rate of BBSY plus 1.3% plus 0.7% available commitment fee (2023: 1.3% plus 0.7%) and is secured by a security interest and charge in the form of a General Security Agreement on the PPSR over all of SHA's assets.		
Loans from financial institutions to BMFG		
Bond – Nedbank	**19 082**	21 508
The loan bears interest at prime minus 0.6% (2023: 1.0%), capital repayments are made monthly until maturity in May 2031. The loan is secured by property of BMFG.		
Instalment sale agreements – Standard Bank, Wesbank, Nedbank	**77 160**	34 926
Instalment sale contracts with terms between 48 to 60 months over the fleet and assets with variable interest rates from prime less 1.5% to prime and a fixed interest rate of 11%.		
UNSECURED – AT AMORTISED COST		
Loans from financial institutions to SHC		
Invoice financing facility – Standard Bank	**78 836**	–
Invoice financing facility whereby the bank settles specified supplier invoices, up to R100 million, on behalf of SHC. The facility is repaid every 60 days with interest charged at prime minus 1.9%. The original terms of the supplier invoices are 30 days from statement date.		
Loans from financial institutions to SHA		
Premium funding agreement – Premium Finance Proprietary Limited	**10 520**	11 674
The loan relates to SHA's insurance policy, attracts interest at 2.09% (2023: 2.09%) and is repayable over 10 instalments.		

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22. LONG-TERM BORROWINGS CONTINUED

	2024 R'000	2023 R'000
UNSECURED – AT AMORTISED COST CONTINUED		
Loans from non-controlling shareholders to Sea Harvest Aquaculture		
Loan from Viking Fishing Group Administration Proprietary Limited	**157 603**	193 800
Loan from Odin Investments Proprietary Limited	**27 367**	33 652
Loan claims with a face value of R303 million were purchased for a consideration of R210 million in 2023. The loans are repayable in five annual instalments commencing on 1 January 2024 consisting of capital of R42 million plus interest calculated monthly at a rate equal to prime less 2%. R54.9 million was paid in 2024 (2023: Rnil).		
Loan from former Viking Aquaculture director	**3 088**	4 106
The loan amount of R5 million will be settled in five annual instalments consisting of interest and capital, R1.2 million was repaid during the year (2023: R1.0). The loan is unsecured and bears interest at Consumer Price Index.		
Loans from non-controlling shareholders to Viking Aquaculture Proprietary Limited (VA)		
Loan from De Beers Proprietary Limited	**2 794**	3 724
Loan from Redburg Investments Proprietary Limited (Redburg)	**–**	46 280
The loan from Redburg Investments Proprietary Limited bore interest at prime plus 2% compounded monthly and payable monthly in arrears. Agri-Vie Investments and Agri-Vie Fund purchased the 13% minority stake of VA along with the loan claims from Redburg during the current year, replacing Redburg as the non-controlling shareholder of VA.		
Loan from Agri-Vie II Investments Proprietary Limited (Agri-Vie Investments)	**7 070**	–
Loan from Agri-Vie Fund II Proprietary Limited (Agri-Vie Fund)	**40 959**	–
R27.7 million of the loans bear interest at prime minus 2% compounded monthly and the remainder is interest free. There are no fixed capital repayment terms, repayments will be at the discretion of the directors.		
Loans from non-controlling shareholders to Aqunion		
Loan from Agri-Vie Investments	**34 114**	–
Loan from Agri-Vie Fund	**197 467**	–
The loans were acquired in the current year business combination, refer to **note 32**. R90.6 million of the loans bear interest at JIBAR plus 1.80% compounded and payable quarterly. The remainder is interest free. There are no fixed capital repayment terms, repayments will be at the discretion of the directors.		
Loans from non-controlling shareholders to Diamond Coast Abalone Proprietary Limited		
Loan from Agri-Vie Fund	**2 954**	–
Loan from Aquastel Proprietary Limited	**4 797**	–
Loan from Diamond Coast Employee Incentive Trust	**1 469**	–
The loans were acquired in the current year business combination, refer to **note 32**. The loans bear interest at prime compounded and payable quarterly. There are no fixed capital repayment terms, repayments will be at the discretion of the directors.		
Loan from non-controlling shareholders of BMFG	**5 852**	3 114
The loan is unsecured with no fixed capital repayment terms and bears interest at prime plus 5%.		
	3 234 220	2 598 792
Current portion of long-term interest-bearing liabilities	**(459 938)**	(321 786)
Non-current portion of long-term interest-bearing liabilities	**2 774 282**	2 277 006

	2024 R'000	2023 R'000
Movement in borrowings		
Balance 1 January	**2 598 792**	2 387 094
Loans raised	**1 400 829**	392 966
Capital repaid	**(1 009 936)**	(143 173)
Interest charged	**272 040**	215 917
Interest paid	**(267 791)**	(186 182)
Acquired through business combination	**278 501**	–
Disposal of subsidiaries	**–**	(29 726)
Gain on purchased loans	**–**	(93 310)
Other movements	**10 170**	2 619
Foreign currency exchange differences	**(48 385)**	52 587
Balance 31 December	**3 234 220**	2 598 792

COVENANTS

The secured loans provided by the lenders are subject to covenant conditions using specific, bank-defined formulas as set out in the loan agreements and are regularly monitored by management to ensure compliance. In the event that an entity is at risk of breaching its covenants, negotiations are entered into with lenders to remediate.

	2024		2023	
	REQUIRED COVENANTS	COMPLIANCE (YES/NO)	REQUIRED COVENANTS	COMPLIANCE (YES/NO)
Covenants regarding term loans and revolving credit facilities				
Sea Harvest Corporation Proprietary Limited (assessed biannually)				
Net debt: EBITDA ratio	**2.75**	**Yes**	2.75	Yes
Interest cover ratio	**3.75**	**Yes**	3.75	Yes
Sea Harvest Australia (assessed annually)				
Interest cover ratio more than	**1.50**	**Yes**	2.00	Yes

The Board is satisfied with the current debt levels and the Group's ability to make repayments as they fall due. The directors will continue to review the loan covenants as part of the going concern assessment. The Group does not expect any difficulty complying with the covenants.

INTEREST RATE REFORM

The South African Reserve Bank has commenced the transition in South Africa from the JIBAR benchmark to the South African Rand Overnight Index Average (ZARONIA). The transition from JIBAR to ZARONIA in South Africa is expected in 2026.

Bank loans of R1.8 billion and loans to supplier partners of R92.1 million are currently the only financial instruments impacted by the interest rate reform.

ZARONIA adoption and transition, and the impact thereof, is being assessed within the Group.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

23. EMPLOYEE-RELATED LIABILITIES

	2024 R'000	2023 R'000
Post-employment medical aid liability	**18 452**	18 154
Leave pay liability	**11 679**	11 637
	30 131	29 791

DEFINED CONTRIBUTION PLANS

The Group provides for retirement contribution plans for all qualifying employees through independent funds. These funds are governed by the Pension Funds Act of 1956 of the Republic of South Africa.

The only obligation of the Group with respect to the retirement contribution plans funds is to make the specified contributions each month.

The total expense recognised in the statement of comprehensive income of R67.6 million (2023: R60.2 million) represents contributions payable to these funds by the Group at rates specified in the rules of the funds.

DEFINED BENEFIT PLANS

The Group operates a post-employment medical benefit scheme that covers certain of its retirees. This benefit is no longer offered by the Group to current employees or new employees. The defined benefit plans are administered by a separate fund that is legally separated from the entity. The Board of the Medical Assistance Fund is required by law and by its Articles of Association to act in the interest of the fund and of all relevant stakeholders.

The liabilities are valued annually using the projected unit credit method and have been funded by contributions to an independent administered insurance plan. The latest actuarial valuation was performed at 31 December 2024.

	2024	2023
The principal assumptions used for the purposes of the actuarial valuations were as follows:		
Discount rate	**11.10%**	12.50%
Healthcare cost inflation	**6.70%**	8.10%
Retirement age	**63**	63

	2024 R'000	2023 R'000
Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows:		
Current service cost	69	160
Interest costs	2 285	2 483
Actuarial loss/(gain) recognised	259	(1 512)
	2 613	1 131
The net unexpected actuarial (loss)/gain of R0.3 million (2023: R1.5 million) arose as a result of a combination of the following factors:		
Change in real discount rate	(394)	312
Higher than expected healthcare cost inflation including changes in members' benefit options	(344)	(431)
Unexpected changes in membership	479	1 631
	(259)	1 512
Movements in the present value of the defined benefit obligation in the current year were as follows:		
Opening defined benefit obligation	20 020	20 794
Current service cost	69	160
Interest cost	2 285	2 483
Actuarial loss/(gain) arising during the year	259	(1 512)
Benefits paid	(1 962)	(1 905)
Balance at the end of the year	20 671	20 020
Current portion transferred to trade and other payables	(2 219)	(1 866)
Non-current defined benefit obligation	18 452	18 154

The expected contribution to the plan for the next annual reporting period is R2.2 million (2023: R1.9 million), and the estimated duration of the liability is 8.7 years (2023: 9.1 years).

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

23. EMPLOYEE-RELATED LIABILITIES CONTINUED

ACTUARIAL ASSUMPTION SENSITIVITY ANALYSIS

The Group has performed a sensitivity analysis relating to its exposure to a change in the actuarial assumptions used in the valuation. This sensitivity analysis demonstrates the increase/(decrease) in the defined benefit obligation that could result from a change in these risks.

	2024 R'000	2023 R'000
Discount rate		
+1%	**(1 413)**	(1 408)
-1%	**1 624**	1 620
Healthcare cost inflation		
+5% for five years	**3 084**	3 000
+10% for five years	**6 572**	6 390
Retirement age		
One year younger	**209**	59
One year older	**(219)**	(24)

	2024 R'000	2023 R'000
LEAVE PAY LIABILITIES		
Balance at the beginning of the year	**83 275**	72 542
Acquired through business combination	**4 189**	–
Disposal of subsidiaries	**–**	(89)
Arising during the year	**37 422**	37 028
Utilised during the year	**(40 187)**	(27 003)
Effect of foreign currency exchange differences	**(1 515)**	797
Balance at the end of the year	**83 184**	83 275
Current portion transferred to trade and other payables	**(71 505)**	(71 638)
Non-current portion of leave pay liabilities	**11 679**	11 637

Refer to **note 35** on the liquidity risk of employee-related liabilities, which explains the Group's process for managing its liquidity risk.

24. DEFERRED GRANT INCOME

ACCOUNTING POLICY

Government grants are initially recognised as deferred income when there is reasonable assurance they will be received and there is reasonable assurance that the Group will comply with the conditions attaching to them.

Government grants that compensate the Group for expenses incurred are recognised as income over the period necessary to match them with the related costs for which the grants are intended to compensate. Government grants of which the primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

	2024 R'000	2023 R'000
Balance at the beginning of the year	**35 282**	37 118
Received in the current year	**–**	2 353
Released to the statement of comprehensive income	**(3 496)**	(4 189)
Balance at the end of the year	**31 786**	35 282
Current portion of deferred government grant	**(3 327)**	(4 292)
Non-current portion of deferred government grant	**28 459**	30 990

Government grants were for the purchase of items of property, plant and equipment.

All conditions or contingencies attached to these grants were fulfilled and the grant is treated as deferred income and released to the statement of comprehensive income over the useful lives of the grant assets.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

25. LEASE LIABILITIES

	2024 R'000	2023 R'000
Carrying value as at 1 January	**231 931**	228 177
New leases acquired	**127 715**	33 420
Acquired through business combination	**10 000**	–
Disposal of subsidiaries	**–**	(7 168)
Leases terminated	**–**	(1 061)
Interest charged	**21 410**	18 088
Interest paid	**(20 793)**	(17 071)
Capital repaid	**(32 970)**	(28 501)
Effect of foreign currency exchange differences	**(3 798)**	6 047
Carrying value as at 31 December	**333 495**	231 931
Less: transfer to short-term lease liability	**(39 829)**	(30 005)
Non-current lease liability	**293 666**	201 926
Maturity analysis		
Year 1	**66 303**	44 301
Year 2	**58 819**	43 384
Year 3	**55 585**	34 443
Year 4	**53 932**	31 156
Year 5	**108 681**	50 716
Onwards	**141 057**	112 685
Total	**484 377**	316 685
Less: unincurred interest	**(150 882)**	(84 754)
	333 495	231 931

The Group does not face a significant liquidity risk with regard to its lease liabilities.

26. FINANCIAL ASSETS AND LIABILITIES

	2024 R'000	2023 R'000
Financial derivative assets	**80 240**	792
Assets held at fair value through profit or loss	**34 449**	32 416
	114 689	33 208
Current portion of other financial assets	**(80 240)**	(34)
Non-current portion of other financial assets	**34 449**	33 174
Financial derivative liabilities	**6 740**	67 041
Current portion of other financial liabilities	**(6 740)**	(67 041)
Non-current portion of other financial liabilities	**–**	–

FINANCIAL DERIVATIVE ASSETS AND LIABILITIES

Financial derivative assets and liabilities arise from hedging contracts entered into by the Group for the purpose of minimising the Group's exposure to foreign currency and commodity prices volatility. (Refer to **note 35** for details on the Group's hedging process.)

ASSET HELD AT FAIR VALUE THROUGH PROFIT OR LOSS

The balance relates to (i) a call option of R32.3 million (2023: R31.8 million) and (ii) a R2.0 million (2023: R0.6 million) other financial asset held by Sea Harvest Risk Management Proprietary Limited, which is considered immaterial.

The call option, entered into on 1 January 2017, is an option to acquire 100% of the shareholding in Vuna Fishing Company Proprietary Limited (Vuna) from Vuna Fishing Group Proprietary Limited.

The fair value of the call option was independently determined by an expert using the Black-Scholes option pricing model. The call option financial asset has been classified as a non-current asset at year end due to the expected exercise date thereof exceeding 12 months from the reporting date. The call option is regarded as a Level 3 financial instrument for fair value purposes.

A fair value gain for the year on the revaluation of the share option of R0.6 million (2023: R2.3 million) has been recognised in profit or loss.

	2024 R'000	2023[1] R'000
The movement in the call option derivative is as follows:		
Opening balance	**31 828**	29 511
Fair value movement	**558**	2 317
Closing balance	**32 386**	31 828

[1] *The prior year disclosure has been amended to only show the reconciliation for the call option derivative and not the full balance of assets held at fair value through profit or loss.*

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

26. FINANCIAL ASSETS AND LIABILITIES CONTINUED

ASSUMPTION SENSITIVITY ANALYSIS

The Group has performed a sensitivity analysis relating to its exposure to a change in the assumptions used in the valuation.

The sensitivity analysis demonstrates the increase/(decrease) on the asset held at fair value through profit or loss which could result from a change in these assumptions.

	2024 R'000	2023 R'000
Vuna Fishing Company valuation		
+5%	**3 379**	3 058
-5%	**(3 345)**	(3 009)
Yield curve 7.29% (2023: 7.68%)		
+5%	**722**	1 124
-5%	**(569)**	(1 017)
Volatility 32.22% (2023: 37.00%)[1]		
+1%	**600**	710
-1%	**(595)**	(706)

[1] *As Vuna is unlisted, the volatility was determined using the quadratic mean volatility of peer group companies.*

27. TRADE AND OTHER PAYABLES

	2024 R'000	2023 R'000
Trade payables	**693 561**	561 505
Employee-related payables	**70 486**	43 332
VAT payable	**5 668**	4 625
Leave pay accrual	**71 505**	71 638
Other accruals[1]	**40 001**	46 514
Other payables[2]	**75 475**	40 417
	956 696	768 031

[1] *Included in other accruals are deferred licence accruals.*
[2] *Included in other payables are audit fees, product claims, and skimmed milk powder supply.*

Trade and other payables are non-interest bearing and are generally on terms of 30 to 90 days. Refer to **note 35** on the liquidity risk of trade payables, which explains the Group's process for managing its liquidity risk.

28. CONTINGENT CONSIDERATION

	2024 R'000	2023 R'000
Contingent consideration	148 579	–
Balance at the beginning of the year	–	–
Arising from business combination	137 437	–
Fair value adjustment – effect of discounting	11 142	–
Balance at the end of the year	148 579	–
Portion transferred to current liabilities	(148 579)	–
Non-current liabilities	–	–

The contingent consideration requires that the Group pay the former owners of Aqunion and Sea Harvest Pelagic for achieving certain earn-out targets for the 2024 financial year up to a maximum undiscounted amount of R158 million. The amount determined to be due (on the basis of an agreed scale) is payable at 30 June 2025.

The agreed scale is based on the achievement by Sea Harvest Pelagic and Aqunion (on a combined basis) of minimum attributable net profit after tax of R180 million for the financial year ending 31 December 2024. For every incremental R1 of attributable net profit after tax greater than R180 million earned in the financial year ended 31 December 2024, Sea Harvest will pay R5.25, subject to a maximum of R158 million (which equates to R210 million attributable net profit after tax).

The fair value of the contingent consideration arrangements was estimated by calculating the present value of the expected future cash flows. The estimates are based on discount rates and the assumption that the earn-out targets will be met based on the best available forecast information at acquisition date.

29. PROVISION

	2024 R'000	2023 R'000
Bonus		
Balance at the beginning of the year	2 838	5 740
Acquired through business combination	17 729	–
Disposal of subsidiaries	–	(122)
Arising during the year	51 011	12 695
Utilised during the year	(45 988)	(15 475)
Balance at the end of the year	25 590	2 838

BONUS

A provision is recognised for an expected bonus payout in the first quarter. The provision is calculated by management based on earnings targets for the year and individual employee performance during the year and approved by the Remuneration Committee.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

30. GOING CONCERN

Management assessed going concern, taking into account current economic conditions, available information about future risks and uncertainties, cash flow analyses, operational analyses, and available funding facilities across the Group.

The South African Fishing and Australian segments' assessment included the consideration of the sustainability of fishing resources in the sectors and geographies in which the Group operates as well as the impact of climate change. The sustainability of resources and the impact of climate change features as one of the Group's top risks, and management continues to assess the potential effects on the business and value chain. The Group's diversification strategy and investment along different coastlines enable it to mitigate risk through geographic and species diversification.

The Cape Harvest Foods segment's assessment included the consideration of organic expansion projects through investment in additional capacity and the upgrade of facilities to increase performance as well as the impact of climate change.

The Aquaculture segment's assessment included the consideration of the growth rates, quality improvements, new product formats, new markets and customers.

The Group's forecasts and projections of its current and expected profitability and cash flows, taking account of reasonably possible changes in trading performance, capital and liquidity, show that the Group will have sufficient cash resources to sustain operations for at least 12 months from the reporting date of the consolidated financial statements.

No material covenants were breached during the year. Therefore, the directors have no reason to believe that the Group will not be a going concern for the foreseeable future and, accordingly, the consolidated financial statements have been prepared on a going concern basis.

31. SHARE-BASED PAYMENT PLANS

ACCOUNTING POLICY

EQUITY-SETTLED SHARE-BASED BENEFITS

In terms of the Group's share plans, executive directors and senior managers are awarded forfeitable shares in the Group.

The equity-settled share-based payment reserve is measured at the fair value of share instruments granted to Group employees at grant date with a corresponding charge to profit or loss over the period during which the employee becomes unconditionally entitled to the instruments.

The fair value of the instruments granted is measured using generally accepted valuation techniques, taking into account the terms and conditions upon which the instruments are granted.

	2024 R'000	2023 R'000
Equity-settled compensation plans		
The Sea Harvest Management Investment Trust No. 2	**(42 441)**	(42 441)
Sea Harvest Employee Share Trust	**(28 851)**	(28 851)
Sea Harvest Australia	**(3 186)**	(3 186)
Forfeitable share plan	**40 598**	46 245
Share-based payment reserve	**(33 880)**	(28 233)

Costs of R35.7 million (2023: R33.5 million) relating to the forfeitable share plan are accounted for as employee expenses in the statement of comprehensive income and are included in the calculation of distributable reserves.

THE SEA HARVEST MANAGEMENT INVESTMENT TRUST NO 2

The Sea Harvest Management Investment Trust No 2 was established as an investment vehicle for senior executives of Sea Harvest Corporation Proprietary Limited to acquire shares in the Company. All shares vested in 2020.

SEA HARVEST EMPLOYEE SHARE TRUST

The Sea Harvest Employee Share Trust was established as an investment vehicle for employees of Sea Harvest Corporation Proprietary Limited to acquire an economic exposure to an investment in shares in the Company.

In 2017, the scheme was modified and 50% of the options were settled. The remaining 50% of the options vested in 2022.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

31. SHARE-BASED PAYMENT PLANS CONTINUED

FORFEITABLE SHARE PLAN

Sea Harvest Group Limited has a forfeitable share plan to attract, retain, incentivise and reward the right calibre of employees.

The following awards are issued:

1. PERFORMANCE SHARES

Annual awards of performance shares to key executives and strategic management as a percentage of guaranteed pay, the vesting of which will be subject to:

(i) the employment condition of three years post-award date; and

(ii) sufficiently stretching performance conditions measured over a three-year period, which include a combination of return on capital employed, headline earnings per share growth, and transformation.

2. BONUS SHARES

Annual awards of bonus shares to key executives and strategic management in the form of a matched short-term incentive, the vesting of which will be subject to the employment condition of three years from award date.

3. RETENTION SHARES

Once-off awards of retention shares in order to retain key executives and selected members of strategic management instrumental in delivering the Group's business strategy.

The shares issued vest equally in years three, four and five from award date. The shares issued in 2024 vest in three years from award date.

	PERFORMANCE SHARES	BONUS SHARES	RETENTION SHARES	TOTAL
2024				
Number of shares outstanding at the beginning of the year	6 836 322	1 907 748	5 229 062	13 973 132
Granted during the year	4 097 902	324 286	616 438	5 038 626
Vested during the year[1]	(1 647 736)	(651 785)	(1 636 139)	(3 935 660)
Number of shares outstanding at the end of the year	9 286 488	1 580 249	4 209 361	15 076 098
2023				
Number of shares outstanding at the beginning of the year	5 465 563	2 088 540	4 908 421	12 462 524
Granted during the year	3 368 550	380 087	320 641	4 069 278
Forfeited	(53 685)	(39 254)	–	(92 939)
Vested during the year[1]	(1 944 106)	(521 625)	–	(2 465 731)
Number of shares outstanding at the end of the year	6 836 322	1 907 748	5 229 062	13 973 132

[1] *The weighted average share price at the date of vesting was R8.77 (2023: R10.10) per share.*

Shares that have not been exercised in accordance with the rules of the plan are forfeited upon termination of employment, other than on death, retrenchment or retirement.

The fair value of the equity-settled share plan is estimated at the award date using the Monte Carlo model, taking into account the terms and conditions upon which the options were granted.

The key assumptions used in the measurement of the fair values at grant date of the unvested equity-settled share-based payment plans were as follows:

FORFEITABLE SHARES ISSUED 30 NOVEMBER 2021

Fair value at grant date (R'000)	58 574
Dividend yield (%)	3.5
Expected volatility (%)	35.78
Risk-free interest rate (%)	6.60
Share price at grant date	12.81
Expected life of share offers	3 – 5 years
Model used	Monte Carlo

FORFEITABLE SHARES ISSUED 23 MARCH 2022

Fair value at grant date (R'000)[1]	21 122
Dividend yield (%)	4.2
Expected volatility (%)	45.62
Risk-free interest rate (%)	6.47
Share price at grant date	13.70
Expected life of share offers	5 years
Model used	Monte Carlo

[1] *The fair value at grant date previously stated as R58.6 million has been restated to the correct amount. This is purely a disclosure change and had no impact on the prior year measurement or the primary financial statements.*

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

31. SHARE-BASED PAYMENT PLANS CONTINUED

FORFEITABLE SHARES ISSUED 13 MARCH 2023

Fair value at grant date (R'000)	25 043
Dividend yield (%)	3.8
Expected volatility (%)	48.64
Risk-free interest rate (%)	7.62
Share price at grant date	9.92
Expected life of share offers	3 – 5 years
Model used	Monte Carlo

FORFEITABLE SHARES ISSUED 12 MARCH 2024

Fair value at grant date (R'000)	**25 509**
Dividend yield (%)	**4.6**
Expected volatility (%)	**35.97**
Risk-free interest rate (%)	**8.14**
Share price at grant date	**8.62**
Expected life of share offers	**3 years**
Model used	**Monte Carlo**

Expected volatility was calculated using historical market information from the peer group companies, using one- to five-year historical annualised share price volatilities on a daily, weekly and monthly basis.

4. UNALLOCATED SHARES

At 31 December 2024, the Group had bought back 3 460 341 (2023: 5 971 653) of its own shares for the purpose of future forfeitable share plan allocation. The movement is as follows:

	NUMBER OF SHARES	
	2024	2023
Numbers of shares at the beginning of the year	**5 971 653**	6 519 908
Shares repurchased	**2 527 310**	3 428 084
Forfeitable share plan allocation during the year	**(5 038 622)**	(4 069 278)
Forfeited	**–**	92 939
Numbers of shares at the end of the year	**3 460 341**	5 971 653

32. BUSINESS COMBINATION

With effect from 14 May 2024, the Group, through its wholly-owned subsidiaries Sea Harvest Pelagic and Sea Harvest Aquaculture, entered into a share purchase agreement and implementation agreement in respect of the following target entities:

- The acquisition by Sea Harvest Pelagic of 100% of the issued shares and loan claims of certain of Terrasan's subsidiaries engaged in the catching, processing and sale of pelagic fish (Sea Harvest Pelagic)
- The acquisition by Sea Harvest Aquaculture of 63.07% of the issued shares and loan claims of certain of Terrasan's subsidiaries engaged in the farming, processing and sale of abalone (Aqunion)

The transaction represents a notable step in the execution of Sea Harvest's strategy to grow and diversify in the South African fishing and aquaculture sectors.

The Group has elected to measure the non-controlling interests in Aqunion at its proportionate percentage (36.93%) of the recognised amounts of the acquiree's identifiable net assets.

The initial accounting for the acquisition had not been finalised at reporting date and may be subject to working capital, biological asset and intangible asset changes.

The CGUs identified for the business combination are Sea Harvest Pelagic and Aqunion.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

32. BUSINESS COMBINATION CONTINUED

The provisional purchase price allocation is as follows:

	FAIR VALUE AT ACQUISITION DATE		
	SEA HARVEST PELAGIC R'000	AQUNION R'000	TOTAL R'000
Assets acquired and liabilities assumed			
Property, plant, equipment and vehicles	202 951	195 066	398 017
Biological assets	–	260 290	260 290
Intangible assets	140 151	56 970	197 121
Right-of-use assets	555	9 445	10 000
Loans receivable	9 074	988	10 062
Loans to supplier partners	3 669	–	3 669
Inventories	310 864	87 846	398 710
Trade and other receivables	161 617	35 038	196 655
Cash and bank balances	102 542	31 153	133 695
Borrowings	(346 140)	(640 486)	(986 626)
Deferred tax liabilities	(54 679)	(109 696)	(164 375)
Current tax payable	(27 034)	(6 960)	(33 994)
Lease liabilities	(648)	(9 568)	(10 216)
Provisions	(17 729)	–	(17 729)
Trade and other payables	(183 643)	(22 574)	(206 217)
Total identifiable assets and liabilities	301 550	(112 488)	189 062
Total consideration is made up of the following:			
Cash	228 645	151 867	380 512
Equity instruments (60 million ordinary shares)	280 517	186 320	466 837
Contingent consideration	79 641	57 796	137 437
	588 803	395 983	984 786
Loans acquired from Terrasan[1]	315 505	392 620	708 125
Purchase consideration relating to equity	273 298	3 363	276 661
Net cash flow on acquisition of business			
Consideration paid in cash	228 645	151 867	380 512
Less cash and cash equivalent balances acquired	(102 542)	(31 153)	(133 695)
	126 103	120 714	246 818
(Gain on bargain purchase)/goodwill on acquisition			
Consideration	273 298	3 363	276 661
Less: Fair value of identifiable assets acquired and liabilities assumed	(301 550)	112 488	(189 062)
Non-controlling interest	–	(32 880)	(32 880)
	(28 252)	82 971	54 719

[1] *Included in borrowings are amounts owed to the former controlling shareholders of the respective entities, which were acquired by Sea Harvest and the new non-controlling shareholders as part of the business combination. Refer to* ***note 22***

The main class of intangible asset identified in Aqunion was the brand name. The main class of intangible assets identified in the Sea Harvest Pelagic businesses were the fishing rights and brand names. The fair values were determined by an external independent valuer with reference to the best estimate of arm's length transactions in an open market.

Goodwill is attributable to a control premium as well as the benefit of expected synergies, revenue growth and diversification. Goodwill is not expected to be deductible for tax purposes.

The gain on bargain purchase is largely attributable to the reduction of the total purchase consideration as a result of recognition of the fair value of the issued shares at acquisition date, which was lower than the contractual offer price.

The fair value of trade and other receivables of R196.7 million includes trade receivables with a gross contractual amount of R178.3 million and a R1.4 million contractual amount not expected to be collected. The balance of R19.8 million relates to the gross contractual amounts of other receivables.

	R'000
Impact of the acquisition on the results of the Group	
Amounts included in the Group's results relating to Aqunion and Sea Harvest Pelagic since date of acquisition:	
Revenue	**1 222 501**
Profit for the period	**134 680**
Results of the Group if Aqunion and Sea Harvest Pelagic had been consolidated from 1 January 2024:	
Revenue	**7 705 981**
Profit for the year	**296 687**

The directors consider these amounts to represent an approximate measure of the performance of the combined Group and to provide a reference point for comparison in future periods.

ACQUISITION-RELATED COSTS

Acquisition costs of R23.2 million were recognised in the statement of comprehensive income for the year within the other operating expenses line item

33. EVENTS SUBSEQUENT TO THE REPORTING DATE

The Board of Directors declared a gross and final cash dividend on 4 March 2025 amounting to 22 cents per share (2023: 40 cents per share), in respect of the year ended 31 December 2024.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

34. FAIR VALUE MEASUREMENT OF ASSETS AND LIABILITIES

FAIR VALUE MEASUREMENT

The following table analyses the Group's assets and liabilities that are measured at fair value subsequent to initial recognition, 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 assets or liabilities that are not based on observable market data (unobservable inputs).

Fair value measurement hierarchy for assets and liabilities as at 31 December 2024:

	DATE OF VALUATION	TOTAL R'000	LEVEL 1 R'000	LEVEL 2 R'000	LEVEL 3 R'000
Assets measured at fair value					
Biological assets	**31 December 2024**	**512 071**	**–**	**–**	**512 071**
Investment properties	**31 December 2024**	**74 882**	**–**	**–**	**74 882**
Investment at fair value through other comprehensive income	**31 December 2024**	**14 180**	**–**	**–**	**14 180**
Other financial assets	**31 December 2024**	**114 689**	**–**	**80 240**	**34 449**
Liabilities measured at fair value					
Other financial liabilities	**31 December 2024**	**6 740**	**–**	**6 740**	**–**
Contingent consideration	**31 December 2024**	**148 579**	**–**	**–**	**148 579**

Fair value measurement hierarchy for assets and liabilities as at 31 December 2023:

	DATE OF VALUATION	TOTAL R'000	LEVEL 1 R'000	LEVEL 2 R'000	LEVEL 3 R'000
Assets measured at fair value					
Biological assets	31 December 2023	189 676	–	–	189 676
Investment property	31 December 2023	79 432	–	–	79 432
Investment at fair value through other comprehensive income	31 December 2023	28 360	–	–	28 360
Other financial assets	31 December 2023	33 208	–	792	32 416
Liabilities measured at fair value					
Other financial liabilities	31 December 2023	67 041	–	67 041	–

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

Specific valuation techniques used for the instruments:

- **Biological assets:** Biological assets are measured at fair value less costs to sell. Biological assets relate to abalone cultivated at aquaculture farms and are measured at their fair value less estimated point-of-sale costs. Fair value is determined based on the US 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. The purge loss range is 1% to 5%, which is standard for the industry. A net fair value gain for the year of R3.6 million (2023: R14.6 million) was recognised in the statement of comprehensive income relating to the valuation of biological assets and related trading stock. A change in unobservable inputs would not have a significant change in the fair value. Refer to **note 9.**
- **Investment properties:** Investment properties relates to industrial and commercial properties owned by Delecto Proprietary Limited, a subsidiary of BMFG. These properties were revalued by an independent valuator using the income capitalisation approach. A net fair value gain of R0.5 million (2023: Rnil) was recognised in the statement of comprehensive income upon revaluation of properties. In the current year, the remaining movement of R5.1 million (2023: Rnil) relates to the disposal of investment properties. Refer to **note 10**.
- **Investment at fair value through other comprehensive income:** The asset valuation is performed by an independent valuator and represents unlisted shares in a vessel-owning company, Desert Diamond Fishing Proprietary Limited. The underlying vessel is 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, size, and degree of upgrade already carried out on the vessel. A fair value loss for the year of R0.1 million (2023: R2.9 million) was recognised in other comprehensive income relating to the valuation of the investment. A change in unobservable inputs would not have a significant change in the fair value. On 26 January 2024, the Group disposed of 50% of its shares for R14 million, reducing its shareholding from 10% to 5%. Refer to **note 15**.
- **Financial assets:**
  - Level 3 financial assets represents the call option to acquire shares in Vuna. The fair value was independently determined by an expert using the Black-Scholes option pricing model with key unobservable assumptions being (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 of 7.29% (2023: 7.68%), and (iii) volatility of 32.22% (2023: 37.00%). A change in unobservable inputs would not have a material change in the fair value. A fair value gain for the year on the revaluation of the share option of R0.6 million (2023: R2.3 million) has been recognised in the statement of comprehensive income. Refer to **note 26**.
  - Level 2 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 valuator, taking into account forward exchange contracts spot and forward rates, current fuel prices, and discount factors. **Refer to note 26**.
- **Contingent consideration:** The contingent consideration requires that the Group pay the former owners of Aqunion and Sea Harvest Pelagic for achieving certain earn-out targets for the 2024 financial year, up to a maximum undiscounted amount of R158 million. The amount determined to be due (on the basis of an agreed scale) is payable at 30 June 2025.

  The agreed scale is based on the achievement by Sea Harvest Pelagic and Aqunion (on a combined basis) of minimum attributable net profit after tax of at least R180 million for the financial year ending 31 December 2024. For every incremental R1 of attributable net profit after tax greater than R180 million earned in the financial year ended 31 December 2024, Sea Harvest will pay R5.25, subject to a maximum of R158 million (which equates to R210 million attributable net profit after tax).

  The fair value of the contingent consideration arrangements was estimated by calculating the present value of the expected future cash flows. The estimates are based on discount rates and the assumption that the earn-out targets will be met based on the best available forecast information at acquisition date. A fair value adjustment of R11.1 million was recognised during the year, relating to the effect of discounting. Refer to **note 28**.

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FOR THE YEAR ENDED 31 DECEMBER 2024

35. FINANCIAL RISK MANAGEMENT

Through the Group's activities it is exposed to capital risk, market risk (currency and interest rate risk), liquidity risk and credit risk.

Risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Board and the Audit Committee oversee how management monitors compliance with the Group's risk management policies and procedures and review the adequacy of the risk management framework in relation to the risks faced by the Group.

CAPITAL RISK MANAGEMENT

Capital risk is managed to ensure that entities in the Group will be able to continue as a going concern, the return to stakeholders is optimised, and expansion can be funded as and when necessary.

The capital structure of the Group consists of net debt (borrowings as detailed in **note 22** offset by cash and bank balances as detailed in **note 20**) and equity of the Group (comprising issued capital, reserves, retained earnings and non-controlling interests as detailed in **note 21**). The Group manages its capital structure and makes adjustments in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, or issue new shares.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2024 and 2023.

LIQUIDITY AND INTEREST RATE RISK MANAGEMENT

The Group is exposed to interest rate risk because entities in the Group mainly borrow funds at floating interest rates. To mitigate the impact of interest rate fluctuations, the Group monitors interest rate movements and manages liquidity to ensure it can meet its obligations in the event of higher rates.

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

The Group does this by maintaining adequate reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Banking facilities include long-term debt facilities as well as working capital facilities. Included within working capital facilities is a supplier finance arrangement entered into during 2024 to assist in working capital management. Refer to the invoice financing facility with Standard Bank under **note 22**.

	2024 R'000	2023 R'000
Unutilised banking facilities		
Total banking and loan facilities	**3 893 699**	3 083 656
Facilities utilised	**(3 234 220)**	(2 598 793)
	659 479	484 863
Unrestricted cash and cash equivalents	**289 670**	224 528
Unutilised banking facilities and cash and cash equivalents	**949 149**	709 391

LIQUIDITY AND INTEREST RATE RISK TABLES

The following tables detail the Group's remaining contractual maturity for derivative and non-derivative financial liabilities and assets.

The liabilities are drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the liabilities are due contractually and include both interest and principal cash flows. The asset tables have been drawn up based on the undiscounted contractual maturities of the financial assets, including interest that will be earned on those assets, and, in the case when contractual maturities cannot be determined, using management's best view of the period when the amounts will be recovered.

	INTEREST RATE	WITHIN 1 YEAR	1 – 2 YEARS	2 – 3 YEARS	3 – 4 YEARS	4 – 5 YEARS	OVER 5 YEARS	TOTAL	UNEARNED/ UNACCRUED INTEREST	CARRYING AMOUNT
2024										
Financial assets										
Investment at fair value through other comprehensive income	0%	–	–	–	–	–	14 180	14 180	–	14 180
Loans to related parties	Prime plus 2%	5 882	4 893	5 525	6 251	54 983	–	77 534	(43 554)	33 980
Loans to related parties	JIBAR plus 5%	3 379	26 906	–	–	–	–	30 285	(3 379)	26 906
Loans to related parties	0%	–	–	72 489	–	–	–	72 489	–	72 489
Loans to supplier partners	JIBAR plus 2.65%	16 350	11 750	11 750	10 722	10 722	125 777	187 071	(94 923)	92 148
Loans to supplier partners	Prime plus 1%	1 065	1 076	1 087	1 097	1 108	6 747	12 180	(5 671)	6 509
Loans to supplier partners	0%	–	–	–	–	–	30 464	30 464	–	30 464
Financial assets	0%	80 240	–	34 449	–	–	–	114 689	–	114 689
Trade and other receivables	0%	879 051	–	–	–	–	–	879 051	–	879 051
Cash and bank balances	Bank deposit rates	335 810	–	–	–	–	–	335 810	–	335 810
		1 321 777	44 625	125 300	18 070	66 813	177 168	1 753 753	(147 527)	1 606 226
Financial liabilities										
Interest-bearing borrowings – variable rates	Refer to note 22	682 417	434 006	734 502	1 286 744	86 741	858 406	4 082 816	(921 872)	3 160 944
Instalment sale agreement borrowings – fixed rates	Refer to note 22	21 387	21 814	20 574	16 383	13 511	–	93 669	(20 393)	73 276
Financial derivative liabilities	0%	6 740	–	–	–	–	–	6 740	–	6 740
Trade and other payables	0%	879 523	–	–	–	–	–	879 523	–	879 523
Bank overdrafts[1]	Bank overdraft rates	46 140	–	–	–	–	–	46 140	–	46 140
Lease liabilities	Various incremental borrowing rates	66 303	58 819	55 585	53 932	108 681	141 057	484 377	(150 882)	333 495
Contingent consideration	Prime	157 525						157 525	(8 946)	148 579
		1 860 035	514 639	810 661	1 357 059	208 933	999 463	5 750 790	(1 102 093)	4 648 697

[1] *Bank overdrafts are repayable on demand.*

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

35. FINANCIAL RISK MANAGEMENT CONTINUED

	INTEREST RATE	WITHIN 1 YEAR	1 – 2 YEARS	2 – 3 YEARS	3 – 4 YEARS	4 – 5 YEARS	OVER 5 YEARS	TOTAL	UNEARNED/ UNACCRUED INTEREST	CARRYING AMOUNT
2023										
Financial assets										
Investment at fair value through other comprehensive income	0%	–	–	–	–	–	28 360	28 360	–	28 360
Loans to related parties	Prime plus 2%	3 861	4 409	5 047	5 778	33 228	–	52 323	(25 728)	26 595
Loans to related parties	JIBAR plus 5%	5 921	5 921	25 123	2 705	15 504	–	55 174	(23 172)	32 002
Loans to related parties	0%	–	–	72 489	–	–	–	72 489	–	72 489
Loans to supplier partners	JIBAR plus 2.65%	10 556	10 556	10 556	10 556	10 556	137 699	190 479	(104 008)	86 471
Loans to supplier partners	Prime plus 1%	1 045	1 055	1 066	1 076	1 087	6 028	11 357	(4 608)	6 749
Loans to supplier partners	0%	–	–	–	–	–	20 925	20 925	–	20 925
Financial assets	0%	34	758	–	–	–	32 416	33 208	–	33 208
Trade and other receivables	0%	756 054	–	–	–	–	–	756 054	–	756 054
Cash and bank balances	Bank deposit rates	280 601	–	–	–	–	–	280 601	–	280 601
		1 058 072	22 699	114 281	20 115	60 375	225 428	1 500 970	(157 516)	1 343 454
Financial liabilities										
Interest-bearing borrowings – variable rates	Refer to note 22	525 800	356 881	707 719	327 050	1 624 736	3 390	3 545 576	(946 784)	2 598 792
Instalment sale agreement borrowings – fixed rates	Refer to note 22	10 899	10 782	10 555	8 079	3 854	–	44 169	(9 243)	34 926
Financial derivative liabilities	0%	67 041	–	–	–	–	–	67 041	–	67 041
Trade and other payables	0%	659 636	–	–	–	–	–	659 636	–	659 636
Bank overdrafts[1]	Bank overdraft rates	56 073	–	–	–	–	–	56 073	–	56 073
Lease liabilities	Various incremental borrowing rates	44 301	43 384	34 443	31 156	50 716	112 685	316 685	(84 754)	231 931
		1 363 750	411 047	752 717	366 285	1 679 306	116 075	4 689 180	(1 040 781)	3 648 399

[1] *Bank overdrafts are repayable on demand.*

The Group has performed a sensitivity analysis relating to its exposure to interest rate risk at the reporting date. This sensitivity analysis demonstrates the effect on the current year results and equity that could result from a 50 basis point change in these risks.

	2024 R'000	2023 R'000
Increase in profits	**16 335**	12 306
Decrease in profits	**(16 335)**	(12 306)

CREDIT RISK MANAGEMENT

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

The maximum exposure to credit risk, excluding the value of any collateral or other security at the reporting date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the statement of financial position and notes to the financial statements.

The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Within the South African Fishing and Australian segments, credit exposure is largely covered by credit guarantee insurance. The insurance will settle a percentage of the amount outstanding at the bad debt date subject to certain criteria set out by the insurance company, including the adherence to procedures if the customer pays subsequently.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Because of this, the Group has no significant concentration of credit risk with respect to any single counterparty or group of counterparties other than those receivables specifically provided for.

FOREIGN CURRENCY RISK MANAGEMENT

Foreign currency risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency).

Exchange rate exposures are managed within approved policy parameters utilising foreign currency forward exchange contracts.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

35. FINANCIAL RISK MANAGEMENT CONTINUED

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	2024 R'000	2023 R'000
Assets		
USD denominated	**24 765**	17 097
GBP denominated	**4**	12 388
EURO denominated	**195 256**	214 000
AUD denominated	**59 586**	73 782
Liabilities		
USD denominated	**32 950**	407
EURO denominated	**8 085**	2 480

FOREIGN CURRENCY SENSITIVITY ANALYSIS

The following table details the Group's sensitivity to a 10% increase or 10% decrease in the rand against the respective foreign currencies. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at year end for a 10% change in foreign currency rates.

This analysis has been conducted for the exposure on receivables and payables outstanding at reporting date. A negative number indicates a decrease in profit where the rand weakens by 10% against the relevant currency. For a 10% strengthening in the rand against the relevant currency, there would be an equal and opposite effect on the profit.

	2024 R'000	2023 R'000
USD denominated		
Profit or loss	**(819)**	1 669
GBP denominated		
Profit or loss	**0**	1 239
EURO denominated		
Profit or loss	**18 717**	21 152
AUD denominated		
Profit or loss	**5 959**	7 378

COMMODITY PRICE RISK MANAGEMENT

Commodity price risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in commodity prices. The Group's exposure to the risk of changes in commodity prices relates primarily to the Group's operating activities that require the ongoing purchase of diesel fuel. Due to the volatility, the Group often enters into derivatives such as swaps and options for the forecasted diesel fuel purchase requirements for future fishing seasons.

Commodity price exposures are managed within approved policy parameters utilising a mix of cash-settled commodity forward exchange contracts, swaps and options for diesel fuel.

HEDGING AND DERIVATIVES

CASH FLOW HEDGES

Due to the volatility in foreign currency rates and commodity prices, the Group enters into derivatives, such as options, swaps and forward exchange contracts, for the purpose of minimising the Group's exposure to fluctuations in cash flows over the hedging period that results from the volatility.

The derivatives are designated as effective cash flow hedging instruments at year end. The effective portion of changes in the fair value of the derivatives is recognised in other comprehensive income and accumulated in the cash flow hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

The Group designates only the spot element of forward contracts as a hedging instrument. The forward element is recognised in other comprehensive income and accumulated in a separate component of equity under cost of hedging reserve. The hedges relate to highly probable forecast transactions and the critical terms of both the hedged items and the hedging instruments are the same. The Group performs a qualitative assessment of effectiveness, and it is expected that the value of the forward contracts and the value of the corresponding hedged items will systematically change in the opposite direction in response to the movements in the underlying exchange rates.

The main sources of ineffectiveness in these hedge relationships are the effect of counterparty and the Group's own credit risk on the fair value of the forward contracts, which is not reflected in the fair value of the hedged item attributable to changes in the foreign exchange rates. No other sources of ineffectiveness emerged from these relationships.

I. FOREIGN CURRENCY RISK

The Group enters into forward exchange contracts to buy and sell specified amounts of various foreign currencies in the future at a predetermined exchange rate.

Within the South African operations, the contracts are entered into to manage the Group's exposure to fluctuations in foreign currency exchange rates on specific transactions.

The contracts are matched by anticipated future cash flows in foreign currencies, primarily from sales. It is the Group's policy to enter into forward exchange contracts for all material net foreign currency trade or capital items. No forward exchange contract is entered into when a relatively short settlement period is involved and risk is considered to be minimal.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

35. FINANCIAL RISK MANAGEMENT CONTINUED

II. COMMODITY PRICE RISK

The Group entered into commodity forward exchange contracts to reduce the volatility attributable to the price fluctuations of diesel fuel. Hedging the price volatility of forecast diesel fuel purchases is in accordance with the risk management strategy outlined by the Board of Directors.

The following tables detail the amounts that the Group is contracted to sell under forward exchange contracts in respect of future receivables:

FOREIGN CURRENCY	R'000	AVERAGE CONTRACT EXCHANGE RATE	CONTRACTUAL EXPIRY DATE
2024			
USD	**187 719**	**18.46**	**13 November 2024 – 12 November 2025**
EURO	**1 187 195**	**21.40**	**2 October 2023 – 31 December 2025**
AUD	**166 070**	**12.58**	**1 February 2024 – 31 December 2025**
2023			
USD	10 199	18.87	5 January 2024 – 22 January 2024
EURO	1 690 159	20.07	5 January 2024 – 31 December 2025
AUD	244 699	12.58	16 February 2024 – 31 December 2024
GBP	2 528	23.83	5 January 2024

The following tables detail the amounts that the Group is contracted to buy under forward exchange contracts in respect of future payables:

FOREIGN CURRENCY	R'000	AVERAGE CONTRACT EXCHANGE RATE	CONTRACTUAL EXPIRY DATE
2024			
USD	**15 933**	**18.03**	**19 September 2024 – 11 April 2025**
EURO	**10 439**	**18.98**	**22 October 2024 – 31 March 2025**
GBP	**75**	**22.64**	**12 December 2024 – 17 January 2025**
2023			
USD	5 233	18.93	26 January 2024 – 5 March 2024
EURO	12 459	20.58	3 January 2024 – 1 March 2024
GBP	152	23.98	17 January 2024
AUD	109	12.55	2 January 2024 – 16 January 2024

	2024 R'000	2023 R'000
Carrying value of foreign currency forward exchange contracts	**73 500**	(66 249)

The foreign exchange currency contracts have been acquired to hedge the underlying currency risk arising from firm commitments received from customers for the purchase of goods as well as forecast sales.

The majority of cash flows are expected to occur and affect profit or loss within the next 24 months.

36. COMMITMENTS AND CONTINGENCIES

As a result of the Group's strategic and operating decisions, the Group has the following capital and other commitments at the end of the reporting period.

CAPITAL COMMITMENTS

Budgeted capital expenditure is as follows:

	2024 R'000	2023 R'000
Commitments for the acquisition of property, plant, equipment and vehicles	**23 183**	13 048
Authorised by the directors but not contracted	**449 682**	276 115
	472 865	289 163

CONTINGENT LIABILITIES

The Group has no contingent liabilities at the end of the reporting period.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

37. RELATED PARTY TRANSACTIONS

Balances and transactions between the Group and its subsidiaries, which are related parties of the Group, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are disclosed as follows:

A. TRADING TRANSACTIONS AND BALANCES

	SALES TO RELATED PARTIES R'000	PURCHASES FROM RELATED PARTIES[1] R'000	RECOVERIES AND OTHER INCOME[2] R'000	AMOUNTS OWED BY RELATED PARTIES[3] R'000	AMOUNTS OWED TO RELATED PARTIES[3] R'000
2024					
SeaVuna (subsidiary of Vuna)[4]	**12 988**	**312 399**	**28 875**	**29 255**	**40 935**
BM Food Manufacturers Proprietary Limited (associate)	**5 467**	**709**	**3 193**	**2 770**	**35**
Specialised Aquatic Feeds (associate until September 2024)	**–**	**7 345**	**–**	**–**	**–**
2023					
SeaVuna (subsidiary of Vuna)[4]	14 778	295 092	23 623	40 580	56 074

1 *In terms of the supply agreement with Vuna and SeaVuna Fishing Company Proprietary Limited (SeaVuna), fish caught by Vuna and SeaVuna are marketed by Sea Harvest Corporation Proprietary Limited.*
2 *Recoveries relates to expenses incurred by Sea Harvest Corporation Proprietary Limited on behalf of SeaVuna and recovered from SeaVuna. This has no impact on the Group earnings.*
3 *The amounts are classified as trade receivables and trade payables, respectively (see **notes 19** and **27**).*
4 *Vuna is a joint venture of Brimstone Investment Corporation Limited.*

All sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.

Outstanding balances at year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

For the year ended 31 December 2024, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (2023: Rnil). This assessment is undertaken each financial year by examining the financial position of the related party and the market in which the related party operates.

B. LOANS TO AND FROM RELATED PARTIES

	INTEREST RECEIVED R'000	AMOUNTS OWED BY RELATED PARTIES R'000
2024		
Non-current		
Vuna (joint venture of Brimstone Investment Corporation Limited)[1]	–	27 420
Vuna Fishing Group Proprietary Limited (subsidiary of Brimstone Investment Corporation Limited)[1]	–	45 069
SeaVuna (subsidiary of Vuna)[1]	5 109	33 980
BMFM (associate of BM Foods Group Proprietary Limited)[1]	3 627	26 906
	8 736	133 375

	INTEREST RECEIVED R'000	AMOUNTS OWED BY RELATED PARTIES R'000
2023		
Non-current		
Vuna (joint venture of Brimstone Investment Corporation Limited)[1]	–	27 420
Vuna Fishing Group Proprietary Limited (subsidiary of Brimstone Investment Corporation Limited)[1]	–	45 068
SeaVuna (subsidiary of Vuna)[1]	5 332	39 396
BMFM (associate of BM Foods Group Proprietary Limited)[1]	–	19 202
	5 332	131 086
Non-current (investment in associate – refer to note 14)		
Specialised Aquatic Feeds Proprietary Limited (associate of Viking Aquaculture Proprietary Limited)	–	4 000
	–	4 000

[1] *Classified as non-current based on expected settlement date rather than contractual maturity*

Loans to related parties have no fixed terms of repayment.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

37. RELATED PARTY TRANSACTIONS CONTINUED

C COMPENSATION OF KEY MANAGEMENT PERSONNEL

	2024 R'000	2023 R'000
Short-term benefits	**34 097**	27 407
Post-employment benefits	**4 091**	3 965
Forfeitable share plan vested	**24 724**	16 064
	62 912	47 436

The remuneration of directors and key executives is determined by the Remuneration Committee, having regard to the performance of individuals and market trends. Refer to **note 38** for remuneration paid to directors and prescribed officers.

D. OTHER RELATED PARTY TRANSACTIONS

In addition to the above, the following related party transactions took place during the year:

A. SEA HARVEST CORPORATION PROPRIETARY LIMITED PERFORMED CERTAIN ADMINISTRATIVE SERVICES FOR VUNA, FOR WHICH A MANAGEMENT FEE WAS CHARGED AND PAID

	2024 R'000	2023 R'000
Management fees received	**3 000**	3 000

B. SEA HARVEST GROUP LIMITED/SEA HARVEST CORPORATION PROPRIETARY LIMITED PERFORMED CERTAIN ADMINISTRATIVE SERVICES FOR BMFM, FOR WHICH A MANAGEMENT FEE WAS CHARGED AND PAID.

	2024 R'000	2023 R'000
Management fees received	**2 000**	–

C. BRIMSTONE INVESTMENT CORPORATION LIMITED PERFORMED CERTAIN ADMINISTRATIVE SERVICES FOR SEA HARVEST CORPORATION PROPRIETARY LIMITED, FOR WHICH A MANAGEMENT FEE WAS CHARGED AND PAID.

	2024 R'000	2023 R'000
Management fees paid to Brimstone Investment Corporation Limited	**2 024**	1 924

D. THE GROUP HAS AN OPTION TO ACQUIRE 100% OF THE SHAREHOLDING IN VUNA FROM VUNA FISHING GROUP PROPRIETARY LIMITED. REFER TO NOTE 26.

E. HOLDING COMPANY

As a result of the issue of 60 million fresh ordinary shares on 14 May 2024 as part of the total purchase consideration for the acquisition referred to in **note 32**, Newshelf 1063 (RF) Proprietary Limited (a wholly-owned subsidiary of Brimstone Investment Corporation Limited) was diluted from 53.4% to 44.5% (before deducting treasury shares). As a result, Sea Harvest is no longer a subsidiary of Brimstone Investment Corporation Limited and has no ultimate parent.

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

38. REMUNERATION PAID TO DIRECTORS AND PRESCRIBED OFFICERS

	SHORT-TERM BENEFITS				POST-EMPLOYMENT BENEFITS	
	SALARY AND FEES R'000	SHORT-TERM INCENTIVE[1,2] R'000	FORFEITABLE SHARE PLAN VESTED R'000	OTHER R'000	PENSION/PROVIDENT R'000	TOTAL R'000
2024						
Executive directors						
M Brey	3 973	1 877	4 652	64	770	11 336
F Ratheb	6 405	4 444	8 220	109	1 242	20 420
	10 378	6 321	12 872	173	2 012	31 756

[1] *The short-term incentive relates to the 2023 financial year, paid in February 2024, which related to the functional targets achieved.*
[2] *For the 2024 financial year, paid in February 2025, M Brey received R2.8 million and F Ratheb received R6.7 million in short-term incentives.*

	FORFEITABLE SHARES	VALUE OF FORFEITABLE SHARES R'000
M Brey	1 613 827	12 277
F Ratheb	3 023 388	22 724

The remuneration of the abovementioned directors and prescribed officers is paid by Sea Harvest Corporation Proprietary Limited for services rendered to the Group.

There are no service contracts with directors of the Group with a notice period of greater than three months.

	GROUP BOARD FEES R'000	GROUP COMMITTEE FEES R'000	SUBSIDIARY BOARD FEES R'000	TOTAL R'000
Non-executive directors				
WA Hanekom	286	385	–	671
MI Khan[1]	286	71	–	357
BM Rapiya	357	242	–	599
F Robertson[2]	756	143	485	1 384
KA Lagler	286	187	–	473
CK Zama	286	170	–	456
T Moodley[3]	286	–	–	286
E Links[4]	118	–	–	118
	2 661	1 198	485	4 344

[1] *The fees above were paid to Brimstone Investment Corporation Limited. In addition, MI Khan received R7.1 million (2023: R7.2 million) as remuneration from Brimstone Investment Corporation Limited in his capacity as an Executive Director.*
[2] *F Robertson received R10.6 million (2023: R11.0 million) as remuneration from Brimstone Investment Corporation Limited in his capacity as an Executive Director. Subsidiary Board fees are paid by Sea Harvest Australia for director services.*
[3] *The fees above were paid to Brimstone Investment Corporation Limited. In addition, T Moodley received R3.6 million (2023: R3.6 million) as remuneration from Brimstone Investment Corporation Limited in her capacity as an Executive Director.*
[4] *E Links was appointed to the Board as a Non-executive Director on 5 August 2024.*

NOTES TO THE CONSOLIDATED ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

38. REMUNERATION PAID TO DIRECTORS AND PRESCRIBED OFFICERS CONTINUED

	SHORT-TERM BENEFITS				POST-EMPLOYMENT BENEFITS	
	SALARY AND FEES R'000	SHORT-TERM INCENTIVE R'000	FORFEITABLE SHARE PLAN VESTED R'000	OTHER R'000	PENSION/PROVIDENT R'000	TOTAL R'000
2023						
Executive directors						
M Brey	3 749	932	3 185	59	726	8 651
F Ratheb	6 050	1 637	6 187	100	1 170	15 144
	9 799	2 569	9 372	159	1 896	23 795

	FORFEITABLE SHARES	VALUE OF FORFEITABLE SHARES R'000
M Brey	1 723 971	15 105
F Ratheb	3 081 044	27 340

	GROUP BOARD FEES R'000	GROUP COMMITTEE FEES R'000	SUBSIDIARY BOARD FEES R'000	TOTAL R'000
Non-executive directors				
WA Hanekom	271	365	–	636
MI Khan	271	68	–	339
BM Rapiya	339	229	–	568
F Robertson	717	136	490	1 343
KA Lagler	271	176	–	447
CK Zama	271	162	–	433
T Moodley	271	–	–	271
	2 411	1 136	490	4 037

05

OUR COMPANY STATEMENTS

1964

SEA HARVEST IS ESTABLISHED IN SALDANHA BAY

2017

LISTED ON THE JSE

COMPANY STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2024

	NOTES	2024 R'000	2023 R'000
Revenue	2	**271 194**	119 501
Gross profit		**271 194**	119 501
Other operating income		**558**	2 317
Operating expenses		**(34 300)**	(11 229)
Operating profit	3	**237 452**	110 589
Loss on write-off of loan[1]		**(209 908)**	–
Operating profit before net finance cost and taxation		**27 544**	110 589
Investment income	4	**60**	181
Finance costs	5	**–**	(105)
Profit before taxation		**27 604**	110 665
Taxation	6	**151**	(478)
Profit after taxation		**27 755**	110 187
Other comprehensive income, net of taxation		**–**	–
Total comprehensive income for the year		**27 755**	110 187

[1] *As part of a restructuring exercise in the current year, Sea Harvest Group waived its right to payment of related party loans owed by Sea Harvest Aquaculture resulting in a loss on write-off of loan of R210 million being recognised.*

COMPANY STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2024

	NOTES	R'000 2024	R'000 2023
ASSETS			
Loans to related parties	15	**2 184 441**	1 807 224
Other financial asset	9	**32 386**	31 828
Non-current assets		**2 216 827**	1 839 052
Cash and bank balances		**1 765**	3 518
Trade receivables and other receivables		**968**	204
Tax assets		**644**	271
Current assets		**3 377**	3 993
Total assets		**2 220 204**	1 843 045
EQUITY AND LIABILITIES			
Capital and reserves			
Stated capital	7	**2 406 043**	1 939 206
Accumulated loss		**(194 105)**	(104 188)
Total equity		**2 211 938**	1 835 018
Deferred tax liabilities	11	**6 996**	6 875
Non-current liabilities		**6 996**	6 875
Other payables	8	**1 270**	1 152
Current liabilities		**1 270**	1 152
Total equity and liabilities		**2 220 204**	1 843 045

COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2024

	STATED CAPITAL R'000	ACCUMULATED LOSS R'000	TOTAL R'000
Balance as at 1 January 2023	1 939 206	(103 343)	1 835 863
Profit for the year	–	110 187	110 187
Dividends paid	–	(111 032)	(111 032)
Balance as at 1 January 2024	**1 939 206**	**(104 188)**	**1 835 018**
Shares issued	**466 837**	**–**	**466 837**
Profit for the year	**–**	**27 755**	**27 755**
Dividends paid	**–**	**(117 672)**	**(117 672)**
Balance as at 31 December 2024	**2 406 043**	**(194 105)**	**2 211 938**

COMPANY STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2024

	NOTES	2024 R'000	2023 R'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Cash generated from operations	A	**(25 478)**	(2 833)
Working capital changes	B	**(646)**	(40)
Cash utilised in operations		**(26 124)**	(2 873)
Investment income received		**60**	181
Dividends received from subsidiary		**117 372**	111 000
Income tax paid		**(101)**	(249)
Net cash generated from operating activities		**91 207**	108 059
CASH FLOWS FROM INVESTING ACTIVITIES			
Amounts advanced to related parties		**(22 878)**	–
Amounts repaid by related parties		**47 590**	4 330
Net cash generated from investing activities		**24 712**	4 330
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividends paid		**(117 672)**	(111 032)
Net cash utilised in financing activities		**(117 672)**	(111 032)
Net (decrease)/increase in cash and cash equivalents		**(1 753)**	1 357
Cash and cash equivalents at the beginning of the year		**3 518**	2 161
Cash and cash equivalents at the end of the year		**1 765**	3 518

		2024 R'000	2023 R'000
A.	**CASH GENERATED FROM OPERATIONS**		
	Profit for the year	**27 755**	110 187
	Adjustments for:		
	Taxation charge	**(151)**	478
	Investment income	**(60)**	(181)
	Dividends received from subsidiary	**(262 372)**	(111 000)
	Fair value gain on option	**(558)**	(2 317)
	Loss on write-off of loan	**(209 908)**	–
		(25 478)	(2 833)
B.	**WORKING CAPITAL CHANGES**	**(646)**	(40)
	Increase in trade and other receivables	**(764)**	(94)
	Increase in trade and other payables	**118**	54
	Cash utilised in operations	**(26 124)**	(2 873)

06

OUR NOTES TO THE COMPANY ANNUAL FINANCIAL STATEMENTS

1964

SEA HARVEST IS ESTABLISHED IN SALDANHA BAY

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NOTES TO THE COMPANY ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2024

1. ACCOUNTING POLICIES AND BASIS OF PREPARATION

PRESENTATION OF FINANCIAL STATEMENTS

A. BASIS OF PREPARATION

ACCOUNTING POLICY

STATEMENT OF COMPLIANCE

The Company financial statements have been prepared in accordance with IFRS Accounting Standards, in compliance with the JSE Listings Requirements, the interpretations adopted by the IASB, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, and the requirements of the Companies Act.

The financial statements were approved for issue by the Board of Directors on 31 March 2025.

Basis of measurement and preparation
The Company financial statements are prepared on the going concern and historical cost basis, except for the revaluation of certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies.

The principal accounting policies, set out below and in the individual notes, have been applied on a basis consistent with the previous year.

Functional and presentation currency
The presentation and functional currency of the Company financial statements is South African rand, and all amounts are rounded to the nearest thousand, except where stated otherwise.

Disclosure of accounting policies
The Company discloses only those accounting policies that relate to material transactions, other events or conditions, and:

- were changed during the reporting period because the Company was required to or chose to change its policy, and this change resulted in a material change to the amounts included in the financial statements;
- were chosen from one or more alternatives in an IFRS Accounting Standard;
- were developed in accordance with paragraphs 10 to 12 of IAS 8: *Accounting Policies, Changes in Accounting Estimates and Errors* in the absence of an IFRS Accounting Standard that specifically applies;
- relate to an area for which the Company is required to make significant judgements or assumptions on applying an accounting policy and disclose those judgements or assumptions; or
- applies the requirements of an IFRS Accounting Standard in a way that reflects the Company's specific circumstances.

B. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

ACCOUNTING POLICY

In applying the Company's accounting policies, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. These judgements and estimates are described within the notes and identified under the heading "Significant judgements and estimates". The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

There are no reportable segments as required by IFRS 8: *Operating Segments*.

NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS ADOPTED BY THE COMPANY

There are no new standards, interpretations and/or amendments that became applicable for the current reporting period that had an impact on the Company's accounting policies.

NOTES TO THE COMPANY ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

2. REVENUE

ACCOUNTING POLICY

RECOGNITION AND MEASUREMENT

Revenue is measured based on the consideration to which the Company expects to be entitled in a contract with a customer, excluding VAT.

Revenue from providing services is recognised in the accounting period in which the services are rendered. For fixed-price management contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided because the customer receives and uses the benefits simultaneously. This is determined based on the actual labour hours spent relative to the total expected labour hours.

Dividend income is recognised when the right to receive payment has been established, which is normally the last date to trade.

	2024 R'000	2023 R'000
Revenue consists of:		
Administration fee from subsidiary	**8 822**	8 501
Dividends received from subsidiaries[1]	**262 372**	111 000
	271 194	119 501

3. OPERATING PROFIT

	2024 R'000	2023 R'000
Operating profit is arrived at after taking into account the following:		
Income		
Fair value gain on option	**558**	2 317
Expenses		
Auditors' remuneration		
– External statutory audit	**1 182**	1 217
– Other	**91**	–
Directors' fees (refer to **note 38** of the Group financial statements for more detail)	**4 114**	3 780
Deal costs	**23 153**	–

4. INVESTMENT INCOME

	2024 R'000	2023 R'000
Interest received on bank deposits and from external parties	**60**	181
	60	181

[1] *R145 million of the dividend income was a non-cash dividend in specie. As part of a restructuring exercise in the current year, Sea Harvest Corporation distributed R145 million in its loan claims against Sea Harvest Aquaculture to Sea Harvest Group.*

		2024 R'000	2023 R'000
5.	**FINANCE COSTS**		
	Interest on borrowings and overdraft	–	105
		–	105
6.	**TAXATION**		
	Current tax		
	In respect of the current year	–	20
	In respect of the prior year	(272)	(43)
		(272)	(23)
	Deferred tax		
	In respect of the current year	121	501
	In respect of the prior year	–	–
		121	501
	Total income tax expense recognised in the current year	(151)	478
	Tax expense reconciliation:		
	Profit before tax	27 604	110 665
	Income tax expense calculated at 27% (2023: 27%)	7 453	29 880
	Prior year adjustment	(272)	(43)
	Non-deductible expenses[1]	63 538	736
	Non-taxable income[2]	(70 840)	(29 970)
	Capital gains tax	(30)	(125)
		(151)	478

[1] *Non-deductable expenses mainly relates to the loss on loan write-off and deal costs.*
[2] *Non-taxable income mainly relates to dividend income received from a subsidiary.*

NOTES TO THE COMPANY ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

	2024 R'000	2023 R'000
7. SHARE CAPITAL AND RESERVES		
7.1 STATED CAPITAL		
Authorised		
10 000 000 000 (2023: 10 000 000 000) ordinary shares of no par value	–	–
Issued and fully paid		
358 866 214 (2023: 298 866 214) ordinary shares of no par value	2 406 043	1 939 206
Total stated capital	2 406 043	1 939 206
7.1.1 ORDINARY SHARES		
As at 31 December, the movement in share capital is as follows:		
Balance at the beginning of the year	1 939 206	1 939 206
Issue of share capital[1]	466 837	–
Balance at the end of the year	2 406 043	1 939 206

	NUMBER OF SHARES	
	2024	2023
Balance at the beginning of the year	298 866 214	298 866 214
Issue of share capital[1]	60 000 000	–
Balance at the end of the year	358 866 214	298 866 214

[1] *The issue of shares was non-cash and formed part of the consideration for the current year business combination. Refer to* **note 32** *of the Group financial statements*

	2024 R'000	2023 R'000
8. OTHER PAYABLES		
Other payables	1 270	1 152
	1 270	1 152

Other payables are non-interest bearing and are generally on terms of 30 to 90 days.

9. OTHER FINANCIAL ASSET

ACCOUNTING POLICY

Included in non-current financial assets is a call option, entered into on 1 January 2017, to acquire 100% of the shareholding in Vuna from Vuna Fishing Group Proprietary Limited. The fair value was independently determined by an expert using the Black-Scholes option pricing model. The 10-year call option financial asset, which can be exercised at any time, has been classified as a non-current asset at year end due to the expected exercise date thereof exceeding 12 months from the reporting date. The call option is regarded as a Level 3 financial instrument for fair value measurement purposes.

Classification and measurement in accordance with IFRS 9: *Financial Instruments*
The Company initially records all financial assets at fair value. The Company subsequently holds each financial asset at fair value – fair value through profit or loss – or at amortised cost. Fair value is the price that would be received to sell an asset or paid to transfer a liability between market participants. Amortised cost is the amount determined based on accreting the initial amount recognised for the financial instrument to the maturity value on a systematic basis using a fixed interest rate (effective interest rate), taking account of repayment dates and initial premiums or discounts.

Financial assets at fair value through profit or loss
Financial assets are held at fair value through profit or loss. The Company's financial assets at fair value through profit or loss principally comprise derivatives.

	2024 R'000	2023 R'000
Asset held at fair value through profit or loss	**32 386**	31 828
Fair value gain on share option of R0.6 million (2023: R2.3 million) was recognised in profit or loss.		
The movement in the call option derivative is as follows:		
Balance at the beginning of the year	**31 828**	29 511
Fair value movement	**558**	2 317
Balance at the end of the year	**32 386**	31 828

NOTES TO THE COMPANY ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

9. OTHER FINANCIAL ASSET CONTINUED

ASSUMPTION SENSITIVITY ANALYSIS

The Company has performed a sensitivity analysis relating to its exposure to a change in the assumptions used in the valuation. This sensitivity analysis demonstrates the increase/(decrease) on the asset held at fair value through profit or loss that could result from a change in these assumptions.

	2024 R'000	2023 R'000
Vuna Fishing Company valuation		
+5%	**3 379**	3 058
-5%	**(3 345)**	(3 009)
Yield curve 7.29% (2023: 7.68%)		
+5%	**722**	1 124
-5%	**(569)**	(1 017)
Volatility 32.22% (2023: 37.00%)[1]		
+1%	**600**	710
-1%	**(595)**	(706)

[1] *As Vuna is unlisted, the volatility was determined using the quadratic mean volatility of peer group companies.*

10. FAIR VALUE MEASUREMENT

The following table analyses the Company's assets and liabilities that are measured at fair value subsequent to initial recognition, 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 assets or liabilities that are not based on observable market data (unobservable inputs).

Fair value measurement hierarchy for assets and liabilities as at 31 December 2024:

	DATE OF VALUATION	TOTAL	LEVEL 1	LEVEL 2	LEVEL 3
Assets measured at fair value					
Other financial asset	**31 December 2024**	**32 386**	**–**	**–**	**32 386**

Fair value measurement hierarchy for assets and liabilities as at 31 December 2023:

	DATE OF VALUATION	TOTAL	LEVEL 1	LEVEL 2	LEVEL 3
Assets measured at fair value					
Other financial asset	31 December 2023	31 828	–	–	31 828

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

The specific valuation technique used for the Level 3 instruments is:

- Other financial assets: Asset valuation method performed by an independent valuator using the Black-Scholes option pricing model

The sensitivity of the valuation assumptions for the Level 3 financial instruments is set out in **note 9**.

11. DEFERRED TAXATION

ACCOUNTING POLICY

RECOGNITION AND MEASUREMENT

Deferred tax is provided using the liability method, providing for temporary differences arising between the tax base and the accounting carrying amount of amounts reflected in the financial statements. Deferred tax is, however, not provided for temporary differences that arise from the initial recognition of an asset or liability where that transaction affects neither accounting profit nor tax profit (tax loss). The only exception to this being when that asset or liability arises in terms of a business combination. Deferred tax is determined at tax rates that are enacted or substantively enacted at year end and are expected to apply when the temporary difference reverses.

	2024 R'000	2023 R'000
Deferred tax liabilities	**6 996**	6 875
	6 996	6 875

The movement in deferred tax liabilities can be analysed as follows:

	2024 R'000	2023 R'000
Deferred tax liabilities in relation to:		
Derivative instruments		
Opening balance	**6 875**	6 374
Recognised in profit or loss	**121**	501
Closing balance	**6 996**	6 875

NOTES TO THE COMPANY ANNUAL FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

12. EVENTS SUBSEQUENT TO REPORTING DATE

The Board of Directors declared a gross and final cash dividend on 4 March 2025 amounting to 22 cents per share (2023: 40 cents per share), in respect of the year ended 31 December 2024.

13. COMMITMENT AND CONTINGENCIES

The Company has no commitments or contingent liabilities at the end of the reporting period.

14. FINANCIAL RISK MANAGEMENT

The Company's financial risk management strategy is consistent with that of the Group as set out in **note 35** of the Group financial statements.

LIQUIDITY AND INTEREST RATE RISK MANAGEMENT

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities within agreed repayment periods.

	INTEREST RATE %	WITHIN 1 YEAR	1 – 5 YEARS	OVER 5 YEARS	TOTAL
2024					
Financial assets					
Other financial asset	0	–	32 386	–	32 386
Loans to related parties	0	–	2 184 441	–	2 184 441
Trade receivables and other receivables	0	968	–	–	968
Cash and banks balances	Bank deposit rate	1 765	–	–	1 765
		2 733	2 216 827	–	2 219 560
Financial liabilities					
Trade and other payables	0	1 270	–	–	1 270
		1 270	–	–	1 270
2023					
Financial assets					
Other financial asset	0	–	31 828	–	31 828
Loans to related parties	0	–	1 807 224	–	1 807 224
Trade receivables and other receivables	0	204	–	–	204
Cash and banks balances	Bank deposit rate	3 518	–	–	3 518
		3 722	1 839 052	–	1 842 774
Financial liabilities					
Trade and other payables	0	1 152	–	–	1 152
		1 152	–	–	1 152

15. RELATED PARTY TRANSACTIONS

A. LOANS AND TRANSACTIONS TO AND FROM RELATED PARTIES

	DIVIDENDS RECEIVED R'000	ADMINISTRATION FEES RECEIVED R'000	AMOUNTS OWED BY RELATED PARTIES R'000
2024			
Sea Harvest Corporation Proprietary Limited (subsidiary)	**262 372**	**5 872**	**17 263**
Cape Harvest Foods Proprietary Limited (subsidiary)	**–**	**–**	**86**
Cape Harvest Food Group Proprietary Limited (subsidiary)	**–**	**–**	**610 054**
Ladismith Cheese Proprietary Limited (subsidiary)	**–**	**2 450**	**1 092**
BM Foods Manufacturers Proprietary Limited (associate)	**–**	**500**	**–**
Sea Harvest International Proprietary Limited (subsidiary)	**–**	**–**	**1 016 567**
Vuna Fishing Group Proprietary Limited (subsidiary of Brimstone Investment Corporation Limited)	**–**	**–**	**45 069**
Vuna Fishing Company Proprietary Limited (joint venture of Brimstone Investment Corporation Limited)	**–**	**–**	**27 420**
Sea Harvest Aquaculture Proprietary Limited (subsidiary)[1]	**–**	**–**	**186 373**
Sea Harvest Pelagic Fishing Proprietary Limited (subsidiary)[1]	**–**	**–**	**280 517**
	262 372	**8 822**	**2 184 441**
2023			
Sea Harvest Corporation Proprietary Limited (subsidiary)	111 000	5 872	58 218
Cape Harvest Foods Proprietary Limited (subsidiary)	–	179	86
Cape Harvest Food Group Proprietary Limited (subsidiary)	–	–	610 017
Ladismith Cheese Proprietary Limited (subsidiary)	–	2 450	–
Sea Harvest International Proprietary Limited (subsidiary)	–	–	1 001 506
Vuna Fishing Group Proprietary Limited (subsidiary of Brimstone Investment Corporation Limited)	–	–	45 069
Vuna Fishing Company Proprietary Limited (joint venture of Brimstone Investment Corporation Limited)	–	–	27 420
Sea Harvest Aquaculture Proprietary Limited (subsidiary)	–	–	64 908
	111 000	8 501	1 807 224

[1] *The loans were raised as part of the current year business combination whereby R467 million of the purchase consideration was settled through shares of Sea Harvest Group.*

Loans to subsidiaries and other related parties are interest free, unsecured, and have no set terms of repayment. The loans are classified as non-current based on expected redemption instead of contractual maturity.

B. KEY MANAGEMENT PERSONNEL

Details of the remuneration of key management personnel are set out in **note 37** of the Group financial statements.

07

OUR INTERESTS, SHAREHOLDERS AND CORPORATE INFORMATION

1964

SEA HARVEST IS ESTABLISHED IN SALDANHA BAY

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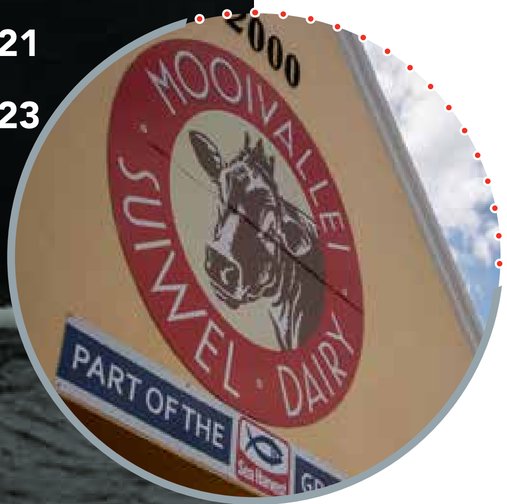

INTEREST IN PRINCIPAL SUBSIDIARIES

AT 31 DECEMBER 2024

NAME OF COMPANY	NATURE OF BUSINESS		EFFECTIVE HOLDING 2024 %	2023 %
South African Fishing				
Sea Harvest Corporation Proprietary Limited	Fishing	South Africa	**100**	100
Sea Harvest Pelagic Proprietary Limited	Fishing	South Africa	**100**	0
West Point Fishing Corporation Proprietary Limited	Fishing	South Africa	**100**	0
Saldanha Property Investment Proprietary Limited	Property holding company	South Africa	**100**	0
Saldanha Sales and Marketing Proprietary Limited	Fishing	South Africa	**100**	0
West Point Processors Proprietary Limited	Fishing	South Africa	**100**	0
Sea Harvest Risk Management Proprietary Limited	Investment holding company	South Africa	**100**	0
The Sea Harvest Foundation NPC	Non-profit organisation	South Africa	**n/a**	n/a
Sea Harvest Employee Share Trust	Special purpose entity	South Africa	**n/a**	n/a
The Sea Harvest Management Investment Trust No 2	Special purpose entity	South Africa	**n/a**	n/a
Australia				
Cape Haddie Limited – Australia	Dormant	Australia	**100**	100
Sea Harvest International Proprietary Limited	Holding company	South Africa	**100**	100
Hong Kong Sea Harvest Limited	Abalone sales	Hong Kong	**100**	100
Sea Harvest Proprietary Limited (Sea Harvest Australia)	Fishing	Australia	**100**	100
Sea Harvest Trading Proprietary Limited	Fishing	Australia	**100**	100
Sea Harvest Marine Proprietary Limited	Fishing	Australia	**100**	100
Sea Harvest Fishing Company Proprietary Limited	Fishing	Australia	**100**	100
Nor-West Seafoods Proprietary Limited	Fishing	Australia	**100**	100
Aquaculture				
Sea Harvest Aquaculture Proprietary Limited	Holding company	South Africa	**100**	100
Aqunion Proprietary Limited	Abalone	South Africa	**63**	0
Aqunion Property Company Proprietary Limited	Property holding company	South Africa	**100**	0
Diamond Coast Abalone Proprietary Limited	Abalone	South Africa	**51**	0
Marifeed Proprietary Limited	Abalone feed	South Africa	**51**	0
Viking Aquaculture Proprietary Limited	Abalone	South Africa	**87**	87
Molapong Aquaculture Proprietary Limited	Abalone	South Africa	**87**	87
Tuna Marine Proprietary Limited	Abalone	South Africa	**100**	100
Buffeljags Abalone Farm Proprietary Limited	Abalone	South Africa	**100**	100
Diamond Coast Aquaculture Proprietary Limited	Abalone	South Africa	**100**	100

INTEREST IN PRINCIPAL SUBSIDIARIES CONTINUED

AT 31 DECEMBER 2024

NAME OF COMPANY	NATURE OF BUSINESS		EFFECTIVE HOLDING 2024 %	EFFECTIVE HOLDING 2023 %
Cape Harvest Foods				
Cape Harvest Foods Proprietary Limited	Retail	South Africa	**100**	100
Cape Harvest Food Group Proprietary Limited	Holding company	South Africa	**100**	100
BM Foods Group Proprietary Limited	Holding company	South Africa	**100**	100
Delecto Proprietary Limited	Property holding company	South Africa	**51**	51
BM Foods Investments (SPV) Proprietary Limited	Holding company	South Africa	**51**	51
Ladismith Cheese Company Proprietary Limited	Value-added dairy	South Africa	**100**	100
Ladismith Powder Company Proprietary Limited	Value-added dairy	South Africa	**100**	100
Mooivallei Suiwel Proprietary Limited	Value-added dairy	South Africa	**100**	100

The Company's interest in the aggregate profits and losses after taxation of consolidated subsidiaries was as follows:

	2024 R'000	2023 R'000
Profits	**247 465**	233 426

ANALYSIS OF ORDINARY SHAREHOLDERS

FOR THE YEAR ENDED 31 DECEMBER 2024

SHAREHOLDER SPREAD	NUMBER OF SHAREHOLDINGS	% OF TOTAL SHAREHOLDINGS	NUMBER OF SHARES	% OF ISSUED CAPITAL
1 – 1 000	2 687	84.82	210 205	0.05
1 001 – 10 000	261	8.24	970 127	0.27
10 001 – 100 000	105	3.31	3 834 360	1.07
100 001 – 1 000 000	87	2.75	35 302 316	9.84
Over 1 000 000	28	0.88	318 549 206	88.77
Total	3168	100.00	358 866 214	100.00

DISTRIBUTION OF SHAREHOLDER	NUMBER OF SHAREHOLDINGS	% OF TOTAL SHAREHOLDINGS	NUMBER OF SHARES	% OF ISSUED CAPITAL
Assurance companies	7	0.24	2 487 397	0.69
Close corporations	8	0.25	87 690	0.02
Collective investment schemes	42	1.33	26 857 385	7.48
Custodians	5	0.16	15 421	0.00
Foundations and charitable funds	7	0.22	2 206 896	0.61
Hedge funds	9	0.28	7 119 099	1.98
Insurance companies	1	0.03	10 000	0.00
Investment partnerships	8	0.25	270 252	0.08
Managed funds	8	0.25	27 979	0.01
Medical aid funds	2	0.06	446 846	0.12
Organs of state	1	0.03	12 578 831	3.51
Private companies	56	1.77	257 742 086	71.85
Public companies	1	0.03	128 126	0.04
Retail shareholders	2 926	92.36	7 873 375	2.19
Retirement benefit funds	36	1.14	15 965 209	4.45
Scrip lending	2	0.06	610 550	0.17
Share schemes	1	0.03	3 548 446	0.99
Sovereign funds	3	0.09	19 321 937	5.38
Stockbrokers and nominees	6	0.19	727 842	0.20
Trusts	39	1.23	840 847	0.23
Total	3 168	100.00	358 866 214	100.00

Pursuant to the provisions of section 56 of the Companies Act, disclosures from foreign nominee companies have been included in this analysis.

SHAREHOLDER TYPE	NUMBER OF SHAREHOLDINGS	% OF TOTAL SHAREHOLDINGS	NUMBER OF SHARES	% OF ISSUED CAPITAL
Non-public shareholders	10	0.32	165 348 909	46.08
Newshelf 1063 (Pty) Ltd (beneficial holders >35%)	1	0.03	159 558 884	44.46
Directors and associates	8	0.26	2 241 579	0.63
Share schemes	1	0.03	3 548 446	0.99
Public shareholders	3 158	99.68	193 517 305	53.92
Total	3 168	100.00	358 866 214	100.00

ANALYSIS OF ORDINARY SHAREHOLDERS CONTINUED

FOR THE YEAR ENDED 31 DECEMBER 2024

FUND MANAGERS WITH A HOLDING GREATER THAN 3% OF THE ISSUED SHARES	NUMBER OF SHARES	% OF ISSUED CAPITAL
Camissa Asset Management	37 404 594	10.42
Visio Capital Management	19 532 832	5.44
Public Investment Corporation	12 578 831	3.51
36One Asset Management	11 792 527	3.29
Total	**81 308 784**	**22.66**

BENEFICIAL SHAREHOLDERS WITH A HOLDING GREATER THAN 3% OF THE ISSUED SHARES	NUMBER OF SHARES	% OF ISSUED CAPITAL
Newshelf 1063 Proprietary Limited[1]	159 558 884	44.46
Terrasan Investments Proprietary Limited	55 000 000	15.33
Sea Harvest Corporation Proprietary Limited	17 702 536	4.93
Government of Norway	16 488 658	4.59
Camissa Asset Management	15 823 456	4.41
Government Employees Pension Fund	12 578 831	3.51
Odin Investments Proprietary Limited	12 307 692	3.43
Total	**289 460 057**	**80.66**
Total number of shareholdings	3 168	
Total number of shares in issue	358 866 214	

[1] *Subsidiary of Brimstone Investment Corporation Limited*

SHARE PRICE PERFORMANCE	NUMBER OF SHAREHOLDINGS
Opening price 2 January 2024	R8.95
Closing price 31 December 2024	R8.35
Closing high for period	R9.39
Closing low for period	R7.50
Number of shares in issue	358 866 214
Volume traded during period	20 713 358
Ratio of volume traded to shares issued (%)	5.77%
Rand value traded during the period	R171 909 816
Price/earnings ratio as at 31 December 2024	11.44
Earnings yield as at 31 December 2024	8.74
Dividend yield as at 31 December 2024	3.83
Market capitalisation at 31 December 2024	R2 996 532 887

CORPORATE INFORMATION

SEA HARVEST GROUP LIMITED
(Incorporated in the Republic of South Africa)

REGISTRATION NUMBER: 2008/001066/06

JSE SHARE CODE: SHG

ISIN: ZAE000240198

"Sea Harvest" or "the Company" or "the Group"

REGISTERED ADDRESS: The Boulevard Office Park
1st Floor, Block C
Searle Street
Woodstock
Cape Town
7925
South Africa

DIRECTORS:
F Robertson* (Chairperson)
BM Rapiya**
WA Hanekom***
MI Khan* (retired 27 February 2025)
GG Fortuin* (appointed 27 February 2025)
T Moodley*
KA Lagler***
CK Zama***
E Links* (appointed 5 August 2024)
F Ratheb (Chief Executive Officer)
M Brey (Chief Financial Officer)

** Non-executive Director*
*** Lead Independent Non-executive Director*
**** Independent Non-executive Director*

COMPANY SECRETARY: S Gounden (resigned as Company Secretary effective 30 April 2025

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

SPONSOR: The Standard Bank of South Africa Limited

AUDITORS: Ernst & Young Incorporated

NOTES

2024

THE GROUP HAS SUCCESSFULLY ACQUIRED
100% OF TERRASAN'S
PELAGIC BUSINESS AND A
63.07% STAKE IN ITS
ABALONE BUSINESS, AQUNION

2024

SEAHARVESTGROUP.CO.ZA