
HISTORICAL FINANCIAL INFORMATION OF RAINBOW CHICKEN LIMITED AT INCORPORATION

The definitions and interpretations commencing on page 10 of this Pre-Listing Statement apply mutatis mutandis to this Annexure 1A to the Pre-Listing Statement except where terms are explicitly defined herein.

1. BASIS OF PREPARATION

The statement of financial position as at incorporation, being 11 April 2024, statement of financial position as at 11 April 2024, the statement of profit and loss and other comprehensive income, the statement of changes in equity, and the statement of cash flows for the period and notes to the Historical Financial Information, including a summary of material accounting policies (“**Historical Financial Information of Rainbow Chicken Limited**”) have been extracted without adjustment, from the audited financial statements of Rainbow Chicken Limited at incorporation, being 11 April 2024 (“**Audited Financial Statements**”). The Audited Financial Statements are in compliance with IFRS® Accounting Standards as issued by the International Accounting Standards Board (the “**IFRS® Accounting Standards**”), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council.

The Historical Financial Information of Rainbow Chicken Limited was prepared in accordance with IFRS® Accounting Standards and the JSE Listings Requirements for the purpose of providing financial information to satisfy the requirements of Section 8 of the JSE Listings Requirements.

The additional disclosure required in terms of paragraphs 8.11 and 8.12 of the JSE Listings Requirements has been included in the Historical Financial Information of Rainbow Chicken Limited where relevant.

The Audited Financial Statements have been audited by Ernst & Young Inc. and an unqualified audit opinion has been issued thereon. Ernst & Young Inc. is the independent auditor to Rainbow Chicken Limited and has issued the independent auditor’s assurance report on this Historical Financial Information of Rainbow Chicken Limited which is included as Annexure 1B to this Pre-Listing Statement.

The directors of Rainbow Chicken Limited (“**ListCo**”) are responsible for the Historical Financial Information of Rainbow Chicken Limited included in this Pre-Listing Statement.

2. **DIRECTORS' COMMENTARY**

ListCo has been incorporated primarily for the purposes of effecting the unbundling of RainbowDiv (held within RainbowCo) to RCL Foods Limited shareholders. ListCo was incorporated on 11 April 2024 as a private company and subsequently converted into a public company prior to the unbundling. RCL Foods Limited acquired a 100% shareholding in ListCo on 15 April 2024, through the subscription for 100 shares in ListCo. On 27 May 2024, ListCo acquired 100% of RainbowCo and its subsidiaries from RCL Foods Limited via an asset for share transaction. Prior to the acquisition of RainbowCo, ListCo has not traded and as a result, earnings, headline earnings and dividend per share references in accordance with section 8.11 of the JSE Listings Requirements have not been provided.

Statement of Financial Position	Note	11 April 2024 Audited R's
Assets		
Total assets		-
Equity		
Ordinary share capital	2	-
Total equity		-
Total liabilities		-
Statistics:		
Ordinary shares in issue for accounting purposes		-
Net asset value per share		-

Statement of Profit or Loss and Other Comprehensive Income	11 April 2024 Audited R's
Profit/(loss) for the year	-
Profit/(loss) attributable to:	
Equity holders of the Company	-
Non-controlling interests	-
Other comprehensive income/(loss)	-
Total comprehensive income/(loss)	-
Total comprehensive income/(loss) attributable to:	
Equity holders of the Company	-
Non-controlling interests	-

Statement of Changes in Equity	Ordinary share capital R's	Retained earnings R's	Total equity Audited R's
Balance at 11 April 2024	-	-	-

Statement of Cash Flows	11 April 2024 Audited R's
Net cash (outflow)/inflow from operating activities	-
Net cash (outflow)/inflow from investing activities	-
Net cash (outflow)/inflow from financing activities	-
Net movement in cash and cash equivalents	-
Opening balance of cash and cash equivalents	-
Closing balance of cash and cash equivalents	-

Notes to the Historical Financial Information of Rainbow Chicken Limited at Incorporation

1. Accounting policies

The Historical Financial Information has been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board, SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, and the requirements of the JSE Listings Requirements.

2. Ordinary Share Capital

	11 April 2024
	R
<i>Authorised</i>	
2 000 000 000 ordinary shares of R0 each	-

3. Events after the reporting period

Subsequent to incorporation, 100 shares were issued to RCL Foods Limited on 15 April 2024. No cash consideration was transferred.

The postal and registered office address was changed on 30 April 2024 to the below:

Southdowns Ridge Office Park
Suite 12
Ground Floor
Cnr John Vorster and Nelmapius Drive
Irene
Centurion
0062

On 27 May 2024, Rainbow Chicken Limited issued 890,296,305 shares to RCL Foods Limited for a total consideration of R4,250 million in exchange for acquiring a 100% shareholding in RCL FOODS Consumer Proprietary Limited.

On 27 May 2024, the memorandum of incorporation of Rainbow Chicken Limited was approved by the board.

On 27 May 2024, the below directors were appointed by the board:

Agmat Brinkhuis – Independent non-executive director, member of the audit and risk committee and social and ethics committee.

Stephen Mark Parsons – Independent non-executive director, chairperson of the remuneration committee and member of the social and ethics committee.

Zimkhitha Phaphama Zatu Moloi – Independent non-executive director, chairperson of the social and ethics committee and member of the audit and risk committee.

Cindy Joy Robertson – Independent non-executive director, chairperson of the audit and risk committee and member of the remuneration committee.

Pieter Rudolf Louw – non-executive director, chairperson of the board and member of the remuneration committee.

Willem Ockert van Wyk – non-executive director.

Marthinus Petrus Stander – executive director.

Kerry Rosemary van der Merwe – executive director.

Wouter Alphonso De Wet – executive director and member of the social and ethics committee.

On 31 May 2024, Rainbow Chicken Proprietary Limited was converted from a private company to a public company with the name Rainbow Chicken Limited.