

# RAINBOW CHICKEN LIMITED NOTICE OF THE ANNUAL GENERAL MEETING

for the year ended June 2024



**RAINBOW**  **W.**



# **NOTICE OF THE ANNUAL GENERAL MEETING**



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Rainbow Chicken Limited's reports comprising the Annual Report and the complete Consolidated Annual Financial Statements for the year ended June 2024 will be available for viewing and download on our website at <https://rainbowchickens.co.za/investor-relations/> on 31 October 2024.

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## AVAILABILITY OF THE SUMMARY CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

The Summary Consolidated Annual Financial Statements for the year ended 30 June 2024 have been included on pages 18 to 43 of this document.

The complete Consolidated Annual Financial Statements are available for viewing and download on our website at <https://rainbowchickens.co.za> from 31 October 2024.

## OTHER DOCUMENTS IN THE SUITE OF REPORTS

- Annual Report including the Remuneration Report
- Annual Financial Statements

All the above reports will be available for viewing and download on our website at <https://rainbowchickens.co.za> from 31 October 2024. These documents will not be distributed to shareholders.

# NOTICE OF THE ANNUAL GENERAL MEETING

## FOR THE YEAR ENDED 30 JUNE 2024

### RAINBOW CHICKEN LIMITED

Incorporated in the Republic of South Africa  
 Registration number: 2024/200346/06  
 Share code: RBO  
 ISIN: ZAE000334850  
 ("Rainbow" or "the Company" or "the Group")

Notice is hereby given that the 1st Annual General Meeting ("AGM") of the shareholders of Rainbow will be held at Southdowns Ridge Office Park, Suite 12, Cnr John Vorster and Nellmapius Drive, Irene, Centurion, Gauteng, 0157 on Friday, 29 November 2024 at 08:30 (subject to any cancellation, postponement or adjournment) to consider and, if deemed fit, pass the ordinary and special resolutions set out in this Notice of Annual General Meeting ("Notice") with or without modification and to transact such other business as may be transacted at an AGM.

In terms of section 59(1)(a) of the Companies Act, No 71 of 2008, as amended, ("Companies Act") the record date for the purpose of determining which shareholders are entitled to receive this Notice is Friday, 25 October 2024. In terms of section 59(1)(b) of the Companies Act, the record date for the purpose of determining which shareholders of the Company are entitled to attend, participate in and vote at the AGM is Friday, 22 November 2024. Accordingly, the last day to trade in order to be registered in the securities register of the Company and therefore be eligible to attend, participate in and vote at the AGM is Tuesday, 19 November 2024.

### ORDINARY BUSINESS

#### Presentation of the Annual Financial Statements and reports

The Annual Financial Statements of the Company and the Group for the year ended 30 June 2024, including the Report of the Directors, Report of the Audit and Risk Committee, and the Independent Auditor's Report will be presented to shareholders in terms of the Memorandum of Incorporation of the Company (MOI), Companies Act and JSE Listings Requirements.

The auditors have issued an unqualified audit opinion in terms of the International Standards on Auditing. The Summary Consolidated Annual Financial Statements for the year ended 30 June 2024 are set out on pages 18 to 43. The complete audited Annual Financial Statements for the Company and the Group for the year ended 30 June 2024 and the various reports referenced are available on our website at [www.https://rainbowchickens.co.za/investor-relations/](https://rainbowchickens.co.za/investor-relations/).

### ORDINARY RESOLUTIONS

#### 1. Re-election of Directors

To re-elect by way of separate resolutions, the following executive and non-executive directors, each of whom retire in terms of the provisions of the MOI and the JSE Listings Requirements, and, each being eligible, offer themselves for re-election. All directors are retiring due to the requirement to re-elect all of the Company's directors at the first AGM as required in terms of the Company's MOI and the JSE Listings Requirements.

Brief *curricula vitae* of the Company's directors are disclosed in the Directorate section of the AGM notice set out on pages 11 and 12 of the AGM notice.

##### Ordinary Resolution 1.1

Resolved that Pieter Rudolf Louw, be and is hereby re-elected as a Non-Executive Director of the Company.

##### Ordinary Resolution 1.2

Resolved that Agmat Brinkhuis, be and is hereby re-elected as an Independent Non-Executive Director of the Company.

##### Ordinary Resolution 1.3

Resolved that Cindy Joy Robertson, be and is hereby re-elected as an Independent Non-Executive Director of the Company.

##### Ordinary Resolution 1.4

Resolved that Stephen Mark Parsons, be and is hereby re-elected as an Independent Non-Executive Director of the Company.

##### Ordinary Resolution 1.5

Resolved that Willem Ockert van Wyk, be and is hereby re-elected as a Non-Executive Director of the Company.

## NOTICE OF THE ANNUAL GENERAL MEETING CONTINUED

### FOR THE YEAR ENDED 30 JUNE 2024

#### Ordinary Resolution 1.6

Resolved that Zimkhitha Phaphama Zatu Moloi, be and is hereby re-elected as an Independent Non-Executive Director of the Company.

#### Ordinary Resolution 1.7

Resolved that Marthinus Petrus Stander, be and is hereby re-elected as an Executive Director of the Company.

#### Ordinary Resolution 1.8

Resolved that Kerry Rosemary van der Merwe, be and is hereby re-elected as an Executive Director of the Company.

#### Ordinary Resolution 1.9

Resolved that Wouter Alphonso de Wet, be and is hereby re-elected as an Executive Director of the Company.

## 2. Re-appointment of independent auditors and re-appointment of designated audit partner

#### Ordinary Resolution Number 2.1

Resolved that Ernst & Young Inc. (EY), be and is hereby appointed as the Company's auditors for the ensuing year.

#### Ordinary Resolution Number 2.2

Resolved that Ms Merisha Kassie, being the individual registered auditor who will perform the function of auditor, be and is hereby appointed as the Company's designated audit partner.

## 3. Election of the members of the Audit and Risk Committee

#### Ordinary Resolution Number 3.1

Resolved that, subject to the passing of ordinary resolution 1.3, Cindy Joy Robertson, an Independent Non-Executive Director of the Company, be and is hereby elected as a member of the Audit and Risk Committee until the next AGM.

#### Ordinary Resolution Number 3.2

Resolved that, subject to the passing of ordinary resolution 1.2, Agmat Brinkhuis, an Independent Non-Executive Director of the Company, be and is hereby elected as a member of the Audit and Risk Committee until the next AGM.

#### Ordinary Resolution Number 3.3

Resolved that, subject to the passing of ordinary resolution 1.6, Zimkhitha Phaphama Zatu Moloi, an Independent Non-Executive Director of the Company, be and is hereby elected as a member of the Audit and Risk Committee until the next AGM.

## 4. Election of the members of the Social and Ethics Committee

#### Ordinary Resolution Number 4.1

Resolved that, subject to the passing of ordinary resolution 1.6, Zimkhitha Phaphama Zatu Moloi, an Independent Non-Executive Director of the Company, be and is hereby elected as a member of the Social and Ethics Committee until the next AGM.

#### Ordinary Resolution Number 4.2

Resolved that, subject to the passing of ordinary resolution 1.2, Agmat Brinkhuis, an Independent Non-Executive Director of the Company, be and is hereby elected as a member of the Social and Ethics Committee until the next AGM.

#### Ordinary Resolution Number 4.3

Resolved that, subject to the passing of ordinary resolution 1.4, Stephen Mark Parsons, an Independent Non-Executive Director of the Company, be and is hereby elected as a member of the Social and Ethics Committee until the next AGM.

#### Ordinary Resolution Number 4.4

Resolved that, subject to the passing of ordinary resolution 1.9, Wouter Alphonso de Wet, an Executive Director of the Company, be and is hereby elected as a member of the Social and Ethics Committee until the next AGM.

## NOTICE OF THE ANNUAL GENERAL MEETING CONTINUED

### FOR THE YEAR ENDED 30 JUNE 2024

#### 5. General authority to place 5% of the unissued ordinary shares under the control of the directors

##### Ordinary Resolution Number 5

Resolved that the unissued ordinary shares in the authorised share capital of the Company be placed under the control of the Directors, who are hereby authorised, by way of a general authority in terms of the Company's MOI, to issue such shares at such times and upon such terms and conditions as they in their sole discretion may determine, subject to the provisions of the Companies Act, the MOI and the JSE Listings Requirements, to the extent applicable, provided that this approval shall be valid only until the next AGM of the Company and that the aggregate number of ordinary shares to be allotted and issued in terms of this ordinary resolution number 5 is limited to 5% of the number of the unissued ordinary shares in the authorised share capital of the Company as at the date of this Notice (being 55 403 060 ordinary shares).

#### 6. Enabling resolution

##### Ordinary Resolution Number 6

Resolved that any Director of the Company and/or the Company Secretary be and is hereby authorised to do all such things and sign all such documents as may be necessary for or incidental to the implementation of any of the ordinary and special resolutions adopted at the meeting.

#### 7. Non-binding advisory vote in respect of the Remuneration Policy

##### Ordinary Resolution Number 7

Resolved that the Remuneration Policy, as set out in the Annual Report, available on our website at [www.rainbowchickens.co.za/investor-relations/](http://www.rainbowchickens.co.za/investor-relations/) be and is hereby endorsed by way of a non-binding advisory vote as recommended in the King IV™ Report on Corporate Governance.

#### 8. Non-binding advisory vote in respect of the Remuneration Implementation Report

##### Ordinary Resolution Number 8

Resolved that the Remuneration Implementation Report contained in the Annual Report available on our website at [www.rainbowchickens.co.za/investor-relations/](http://www.rainbowchickens.co.za/investor-relations/) be and is hereby endorsed by way of a non-binding advisory vote, as recommended in the King IV™ Report on Corporate Governance.

## SPECIAL RESOLUTIONS

#### 1. General authority to provide financial assistance in terms of section 44 of the Companies Act

##### Special Resolution Number 1

Resolved as a special resolution (which will remain in effect for a period of two years from the date of adoption of this special resolution number 1) that the Board be and is hereby authorised, subject to section 44 of the Companies Act, the MOI and the JSE Listings Requirements to the extent required, to authorise Rainbow Chicken Limited to provide direct or indirect financial assistance, by way of loan, guarantee, the provision of security or otherwise, to any person for the purpose of, or in connection with, the subscription for any option, or any securities, issued or to be issued by Rainbow Chicken Limited, or any related or inter-related company, or for the purchase of any securities of Rainbow Chicken Limited, or of any related or inter-related company, in such amounts and on such terms, that the Board may in its sole discretion determine.

##### Explanation

*Section 44 of the Companies Act empowers the board of a company to authorise the Company to provide direct or indirect financial assistance for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities of the Company or a related or inter-related company or corporation pursuant to a special resolution of the shareholders of the Company adopted within the previous two years.*

*The reason for and effect of special resolution number 1 is to grant the Board the authority to enable the Company to provide financial assistance in appropriate circumstances. The Board's authorisation of the provision of financial assistance by the Company will be subject to the Board being satisfied that immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test, and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.*

## NOTICE OF THE ANNUAL GENERAL MEETING CONTINUED

### FOR THE YEAR ENDED 30 JUNE 2024

#### 2. General authority to provide financial assistance in terms of section 45 of the Companies Act

##### Special Resolution Number 2

Resolved as a special resolution (which will remain in effect for a period of two years from the date of adoption of this special resolution number 2) that the Board be and is hereby authorised, subject to section 45 of the Companies Act, the MOI and the JSE Listings Requirements, to authorise Rainbow Chicken Limited to provide direct or indirect financial assistance to a related or inter-related company or corporation, in such amounts and on such terms, that the Board may in its sole discretion determine.

##### Explanation

Section 45 of the Companies Act empowers the board of a company to authorise that company to provide financial assistance to a related or inter-related company or corporation pursuant to a special resolution of the shareholders of the Company adopted within the previous two years. The Company and its subsidiaries provide loan financing, guarantees and other support as envisaged in section 45 of the Companies Act, from time to time in the ordinary course of the Group's business. The reason for and effect of special resolution number 2 is to enable the Company and its subsidiaries to effectively manage their internal financial administration. It would be impractical to obtain shareholder approval each time the Company wished to provide financial assistance as contemplated above. The Board's authorisation of the provision of financial assistance by the Company will be subject to the Board being satisfied that immediately after providing the financial assistance, the solvency and liquidity test will be satisfied, and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

#### 3. Approval of non-executive directors' remuneration

##### Special Resolution Number 3

Resolved as a special resolution (which will remain in effect for a period of one year until the date of the next AGM, unless otherwise resolved by the shareholders at a subsequent general meeting), the annual fees (excluding VAT and including PAYE, where applicable), payable by the Company to its Non-Executive Directors with effect from 1 July 2024 be approved as follows:

Fee (R) per annum	Proposed
<b>Board</b>	
Chairperson	350 000
Lead Independent Director	400 000
Members	350 000
<b>Audit and Risk Committee</b>	
Chairperson	155 000
Members	120 000
<b>Remuneration and Nominations Committee</b>	
Chairperson	125 000
Members	95 000
<b>Social and Ethics Committee</b>	
Chairperson	125 000
Members	95 000

##### Explanation

Section 66(9) of the Companies Act provides that a company may pay remuneration to its Directors for their services as Directors only in accordance with a special resolution approved by the shareholders within the previous two years.

The reason for and effect of special resolution number 3 is to grant the Company the authority to pay fees to its Non-Executive Directors for their services as Directors.

## NOTICE OF THE ANNUAL GENERAL MEETING CONTINUED

### FOR THE YEAR ENDED 30 JUNE 2024

#### 4. General authority to repurchase shares

##### Special Resolution Number 4

Resolved as a special resolution that the Company and its subsidiaries be and are hereby authorised, by way of a general authority in terms of the JSE Listings Requirements, to acquire the Company's issued shares from time to time on such terms and conditions and in such amounts as the Board may in its sole discretion determine, subject to the Companies Act, the MOI and the JSE Listings Requirements, provided that:

1. this general authority shall be valid until the Company's next AGM or for 15 months from the date of passing of this special resolution number 4, whichever period is shorter;
2. any acquisition of shares must be effected through the order book operated by the JSE Limited trading system and done without any prior understanding or arrangement between the Company and/or the relevant subsidiary and the counterparty (reported trades are prohibited);
3. an announcement complying with paragraph 11.27 of the JSE Listings Requirements is published by the Company
  - (i) when the Company and/or its subsidiaries have cumulatively acquired 3% of the ordinary shares in issue as at the time when this general authority is granted (the Initial Number) and
  - (ii) for each 3% in the aggregate of the initial number acquired thereafter by the Company and/or its subsidiaries;
4. the acquisition of shares shall not in the aggregate in any one financial year exceed 10% of the Company's issued ordinary share capital as at the beginning of the financial year, provided that in the case of acquisitions by subsidiaries, such acquisitions, together with shares held by all subsidiaries of the Company, shall be limited to an aggregate maximum of 10% (ten percent) of the Company's issued ordinary shares;
5. acquisitions may not be made at a price greater than 10% above the weighted average of the market value of the ordinary shares for the five business days immediately preceding the date on which the transaction is effected;
6. at any point in time the Company may only appoint one agent to effect any acquisition on the Company's behalf or on behalf of any subsidiary of the Company;
7. a resolution will be passed by the Board that they have authorised the repurchase, that the Company passed the solvency and liquidity test and that since the test was done there have been no material changes to the financial position of the Group; and
8. the Company and its subsidiaries will not acquire ordinary shares during a prohibited period (as defined in the JSE Listings Requirements) unless they have in place a repurchase programme where the dates and quantities of the shares to be traded during the relevant period are fixed (not subject to any variation) and full details of the programme (as required by the JSE Listings Requirements) have been submitted to the JSE in writing prior to the commencement of the prohibited period. The Company will instruct an independent third party, which makes its investment decisions in relation to the Company's securities independently of, and uninfluenced by the Company, prior to the commencement of the prohibited period to execute the repurchase programme.

##### Statement of the Board's intention

The Board has no specific intention at present to use this authority to repurchase any of the Company's shares, however, the Board is of the opinion that this authority should be in place should it become appropriate, in its opinion, to undertake a share repurchase in the future. The Board undertakes that no such repurchase will be implemented unless the Directors are of the opinion that, for a period of 12 (twelve) months after the date of the repurchase:

- the Company and the Group will be able, in the ordinary course of business, to pay its debts;
- the assets of the Company and the Group will exceed their liabilities. For this purpose, the assets and liabilities are recognised and measured in accordance with the accounting policies used in the latest audited Consolidated Annual Financial Statements;
- the Company and the Group will have adequate share capital and reserves for ordinary business purposes; and
- the working capital of the Company and the Group will be adequate for ordinary business purposes.



## NOTICE OF THE ANNUAL GENERAL MEETING CONTINUED

### FOR THE YEAR ENDED 30 JUNE 2024

#### Additional information (this section is specific to the above resolution)

For the purposes of considering this special resolution number 4 and in compliance with paragraph 11.26 of the JSE Listings Requirements, the information listed below has been included on the pages indicated below:

1. Major shareholders of the Company – page 13.
2. Share capital of the Company – page 24.

There has been no material change in the financial or trading position of the Company and the Group that has occurred since the publication of the financial results on 30 September 2024, save for those outlined in note 34 on page 90 of the Consolidated Annual Financial Statements.

The Directors, collectively and individually, accept full responsibility for the accuracy of the information contained in this special resolution number 4 and certify that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in relation to this special resolution number 4 false or misleading, and that they have made all reasonable enquiries in this regard and that this special resolution number 4 contains all information required by law and the JSE Listings Requirements.

#### Explanation

*The purpose of special resolution number 4 is to grant a general authority for the Company or its subsidiaries to acquire ordinary shares in the Company on the terms and conditions and in such amounts to be determined from time to time by the Board, subject to the terms of this special resolution number 4.*

## APPROVALS REQUIRED FOR RESOLUTIONS

Ordinary resolution numbers 1 to 6 contained in this Notice require the approval of more than 50% of the voting rights exercised on each such resolution by shareholders present or represented by proxy at the AGM.

Ordinary resolution numbers 7 and 8 contained in this Notice are non-binding advisory votes. In the event of either of the resolutions being voted against by 25% or more of the votes exercised on each such resolution by shareholders present or represented by proxy at the AGM, the Company shall engage with shareholders as to the reasons therefore, as set out in the Remuneration Report.

Special resolution numbers 1 to 4 contained in this Notice require the approval of at least 75% of the voting rights exercised on each such resolution by shareholders present or represented by proxy at the AGM.

## ATTENDANCE OR VOTING BY SHAREHOLDERS OR PROXIES

Shareholders who have not dematerialised their ordinary shares or who have dematerialised their ordinary shares with own-name registration, are entitled to attend, speak and to vote at the AGM. Any such shareholder may appoint a proxy/proxies to attend, speak and vote in their stead (on a poll) at the meeting. A proxy need not be a shareholder. Forms of proxy should be completed and returned to the transfer secretaries, Computershare Investor Services Proprietary Limited, at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or posted to Private Bag X9000, Saxonwold, 2132, or emailed to [proxy@computershare.co.za](mailto:proxy@computershare.co.za) to be received by 08:30 on Wednesday, 27 November 2024 for administrative purposes, or alternatively handed to the Company Secretary of the Company or the Chairperson of the AGM in sufficient time prior to the commencement of the meeting at 08:30 on Friday, 29 November 2024 to enable the transfer secretaries to verify to their reasonable satisfaction the right of the person to attend at and participate in the meeting (in accordance with section 63(1) of the Companies Act).

Any ordinary shares held by a Company share trust or scheme will not have their votes at the AGM taken into account for the purposes of resolutions proposed in terms of the JSE Listings Requirements. In terms of section 48(2)(b)(ii) of the Companies Act, no voting rights may attach to any shares held in treasury.

Voting will take place by way of a poll, and accordingly every shareholder shall have one vote for every share held in the Company.

## NOTICE OF THE ANNUAL GENERAL MEETING CONTINUED FOR THE YEAR ENDED 30 JUNE 2024

Shareholders who have dematerialised their ordinary shares other than with “own-name” registration, should contact their Central Securities Depository Participant (CSDP) or broker in the manner and time stipulated in their agreement:

- to furnish them with their voting instructions; or
- in the event that they wish to attend the meeting, to obtain the necessary authority to do so.

Shareholders or their proxies may participate in all or part of the meeting by electronic means and, if they wish to do so must contact the transfer secretaries Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or proxy@computershare.co.za by no later than 17:00 on Thursday, 28 November 2024 in order to enable the identity of the shareholder to be verified and if verified, further details on using the electronic communication facility will be provided. The costs of participation in the AGM by electronic communication will be for the cost of the shareholders or proxy, and by choosing to participate electronically the participant acknowledges that he/she will have no claim against the Company or its representatives arising out of the use of the electronic services and/or connections linking the participant to the meeting, or any failure thereof.

We encourage certificated shareholders and dematerialised shareholders with “own-name” registration attending either in person or via electronic communication to cast their votes in respect of the resolutions set out in this Notice, in advance, by completing and returning a proxy form. This will ensure that your vote will be counted whether or not you attend the AGM.

### PROOF OF IDENTIFICATION REQUIRED

The Companies Act requires that any person who wishes to attend or participate in a shareholders' meeting must present reasonably satisfactory identification at the meeting. Any shareholder or proxy who intends to attend or participate at the AGM must be able to present reasonably satisfactory identification for such shareholder or proxy to attend at and participate in the meeting. A valid identification document (green ID book or smart ID card) issued by the South African Department of Home Affairs, a valid driver's licence or a valid passport will be accepted as sufficient identification.



**FluidRock Co Sec Proprietary Limited**  
*Company Secretary*

31 October 2024

#### Registered office

Ground Floor, Suite 12,  
Southdowns Ridge Office Park,  
Cnr John Vorster & Nellmapius Drive,  
Irene, Centurion,  
Gauteng, 0157

# FORM OF PROXY

## RAINBOW CHICKEN LIMITED

Incorporated in the Republic of South Africa  
 Registration number: 2024/200346/06  
 Share code: RBO  
 ISIN: ZAE000334850  
 ("the Company")

This form of proxy is only for use by:

- Registered shareholders who have not yet dematerialised their ordinary shares.
- Registered shareholders who have already dematerialised their ordinary shares and registered them in their own name\*.
- All other dematerialised shareholders must contact their CSDP or broker to make the relevant arrangements concerning voting and/or attendance at the meeting.

\*See explanatory note 3 overleaf

I/We \_\_\_\_\_ (name in block letters)

of \_\_\_\_\_ (address)

Telephone number \_\_\_\_\_ Cellphone number \_\_\_\_\_

being a shareholder/shareholders of Rainbow Chicken Limited (Registration number: 2024/200346/06)

and the registered holder/s of \_\_\_\_\_ ordinary shares in the Company, hereby appoint (see instruction 1 overleaf)

1. \_\_\_\_\_ or failing him/her

2. \_\_\_\_\_ or failing him/her

3. the Chairperson of the AGM

as my/our proxy to attend, speak and vote for me/us and on my/our behalf or to abstain from voting at the AGM of the Company to be held at Southdowns Ridge Office Park, Suite 12, Cnr John Vorster and Nellmapius Drive, Irene, Centurion, Gauteng, 0157 on Friday, 29 November 2024 at 08:30 and at any postponement or adjournment thereof as follows:

		For	Against	Abstain
<b>ORDINARY RESOLUTIONS</b>				
1	Re-election of directors			
1.1	Pieter Rudolf Louw			
1.2	Agmat Brinkhuis			
1.3	Cindy Joy Robertson			
1.4	Stephen Mark Parsons			
1.5	Willem Ockert van Wyk			
1.6	Zimkhitha Phaphama Zatu Moloi			
1.7	Marthinus Petrus Stander			
1.8	Kerry Rosemary van der Merwe			
1.9	Wouter Alphonso de Wet			
2	Re-appointment of independent auditors and re-appointment of designated audit partner			
2.1	Re-appointment of Ernst & Young Inc as independent auditors			
2.2	Re-appointment of Ms Merisha Kassie as designated audit partner			
3	Election of members of the Audit and Risk Committee			
3.1	Cindy Joy Robertson			
3.2	Agmat Brinkhuis			
3.3	Zimkhitha Phaphama Zatu Moloi			
4	Election of members of the Social and Ethics Committee			
4.1	Zimkhitha Phaphama Zatu Moloi			
4.2	Agmat Brinkhuis			
4.3	Stephen Mark Parsons			
4.4	Wouter Alphonso De Wet			
5	General authority to place 5% of the unissued shares under the control of the directors			
6	Enabling Resolution			
7	Non-binding advisory vote in respect of the Remuneration Policy			
8	Non-binding advisory vote in respect of the Remuneration Implementation Report			
<b>SPECIAL RESOLUTIONS</b>				
1	General authority to provide financial assistance in terms of section 44 of the Companies Act			
2	General authority to provide financial assistance in terms of section 45 of the Companies Act			
3	Approval of non-executive directors' remuneration			
4	General authority to repurchase shares			

(Indicate instructions to proxy by way of a cross in the space provided). Unless otherwise instructed, my/our proxy may vote as he/she thinks fit.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

Signature \_\_\_\_\_

(Please read the notes and instructions overleaf)

## NOTES TO THE FORM OF PROXY

1. A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a shareholder of the Company. Satisfactory identification must be presented by any person wishing to attend the AGM, as set out in the Notice.
2. Every shareholder present in person or by proxy and entitled to vote at the AGM of the Company shall have one vote in respect of each ordinary share held in the Company by him/her.
3. Shareholders with own name registration are shareholders who elected not to participate in the Issuer-Sponsored Nominee Programme and who appointed Computershare Custodial Services as their Central Securities Depository Participant (CSDP) with the express instruction that their uncertificated shares are to be registered in the Company's securities register in their own names.

### Instructions on signing and lodging the form of proxy:

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space/s provided on the form of proxy, with or without deleting "the Chairperson of the AGM", but any such deletion must be initialled by the shareholder. Should this space be left blank, the shareholder's voting rights will be exercised by the Chairperson of the AGM. The person whose name appears first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder's voting instructions to the proxy must be indicated by the insertion of an "X", or the number of votes exercisable by the shareholder, in the appropriate spaces provided in the form of proxy. Failure to do so shall be deemed to authorise the proxy to vote or to abstain from voting on each resolution as he/she thinks fit. A shareholder or his/her proxy is not obliged to use all the votes exercisable by him/her or by his/her proxy, but the total number of votes cast, or those in respect of which abstention is recorded, may not exceed the total number of votes exercisable by the shareholder or by his/her proxy.
3. A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the transfer secretaries.
4. To be valid, the completed form of proxy should be completed and returned to the transfer secretaries, Computershare Investor Services Proprietary Limited at Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196, or posted to Private Bag X9000, Saxonwold, 2132, or emailed to proxy@computershare.co.za to be received by 08:30 on Wednesday 27 November 2024 for administrative purposes, or alternatively handed to the Company Secretary or the Chairperson of the AGM in sufficient time prior to its commencement at 08:30am Friday on 29 November 2024, to enable the transfer secretaries to verify to their reasonable satisfaction the right of the person to attend at and participate in the meeting (in accordance with section 63(1) of the Companies Act).
5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the Chairperson of the AGM.
6. The completion and lodging of this form of proxy shall not preclude the relevant shareholder from attending the AGM and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so.
7. The completion of any blank spaces on the form of proxy need not be initialled. Any alterations or corrections to this form of proxy must be initialled by the signatory/ies.
8. The provisions of the Companies Act in relation to the revocation of the appointment of a proxy apply. A shareholder may accordingly revoke a proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of such revocation to the proxy and the Company.

The Chairperson of the AGM may reject or accept any form of proxy which is completed other than in accordance with these instructions provided that he/she is satisfied as to the manner in which a shareholder wishes to vote.



# BOARD OF DIRECTORS



## PIETER RUDOLF LOUW <sup>(56)</sup>

**Non-executive Director and Chairperson of the Board CA(SA)**

Appointed 23 May 2024



### Qualification

Pieter is a Chartered Accountant (South Africa) who qualified with PwC in Stellenbosch before joining Remgro Limited in 2001. Pieter is currently a director of various wholly owned subsidiaries within the Remgro group of companies, as well as Heineken Beverages Holdings Limited. He is also a member of the Management Board of Remgro and currently holds the role of Head of Corporate Finance at Remgro.

### Directorships

- Falconair Proprietary Limited
- Heineken Beverages Holdings Limited
- Historiese Huise Van Suid-Afrika Limited
- Remgro Management Services Limited
- Stellenbosch Academy of Sport (Pty) Ltd
- Rainbow Chicken Limited

Audit and Risk Committee

Remuneration and Nomination Committee

Social and Ethics Committee

Chairperson

## CINDY JOY ROBERTSON <sup>(48)</sup>

**Independent, non-executive Director and Lead Independent Director CA(SA)**

Appointed 23 May 2024



### Qualification

Cindy is an experienced finance professional and an accomplished director with extensive experience in the governance of listed companies within the South African environment. Cindy began her career while working as a Finance Director for The National Ports Authority in Cape Town. Since then, she has gained experience in finance related positions while working for Woolworths and Sea Harvest. She is the former CFO of Pioneer Foods and Media 24. For her work as the CFO of Pioneer Foods, Cindy was nominated for the CFO Awards in 2016. She was also the Vice Chair of Council and the Audit Risk Committee Chair at the University of the Western Cape. Cindy is a qualified Chartered Accountant and holds a B.Com and PGDA.

### Directorships

- Black Seed Capital
- The Michel Lanfranchi Foundation
- The Jakes Gerwel Family Trust
- Coronation Foundation Trust
- Coronation Life Assurance Company Limited
- Coronation Management Company (Pty) Ltd
- Pioneer Foods Education and Community Trust
- Rainbow Chicken Limited

## AGMAT BRINKHUIS <sup>(62)</sup>

**Independent non-executive Director**

Appointed 23 May 2024



### Qualification

Agmat is a first generational poultry farmer with over twenty years of experience in the agricultural sector. He has deep expertise in, *inter alia*, poultry production, resource utilisation, government regulation, environmental practices and financial management. His active involvement in the poultry industry has ranged across various boards and committees of industry and developmental organisations, culmination in his election to the position of Chairperson of SAPA in 2016. Agmat is a former ward councillor and sub-council chairperson for the City of Cape Town, and a former proportionate councillor for the South Peninsula Municipality.

### Directorships

- Chamomile Farming Enterprises (Pty) Ltd
- MDM Products (Pty) Ltd
- Masifunde Fishing (Pty) Ltd
- Ghustl Khana Services (Pty) Ltd
- Chamomile Trust
- Rainbow Chicken Limited

## ZIMKHITHA PHAPHAMA MOLOI <sup>(40)</sup>

**Independent, non-executive Director CA(SA)**

Appointed 23 May 2024



### Qualification

Zimkhitha is an accomplished director and shareholder with extensive experience in strategic financial management, corporate governance and business leadership. She holds a Bachelor of Commerce and Higher Diploma in Accountancy from the University of the Witwatersrand and is a registered CA (SA). Zimkhitha has a demonstrated track record of success in steering organisations towards profitability and sustainable growth through sound financial practices and effective decision-making. Zimkhitha possesses a proven ability to enhance shareholder value and maximise operational efficiency.

### Directorships

- Grindrod Limited
- Sun International Limited
- First Rand Foundation Trust
- Mathupha Capital (Pty) Ltd
- Rail 2 Rail (Pty) Ltd
- Lennings Rail(Pty) Ltd
- Sebilo Rail (Pty) Ltd
- France Rail Industries SA (Pty) Ltd
- We Grow Farming (Pty) Ltd
- Yarona Game and Guest Farms (Pty) Ltd
- Kurera Investments (Pty) Ltd
- Big O trading 1171 (Pty) Ltd
- Big Five Duty Free (Pty) Ltd
- African Habitat Conservancy (Pty) Ltd
- Rainbow Chicken Limited

# BOARD OF DIRECTORS CONTINUED



**STEPHEN MARK PARSONS** <sup>(59)</sup>

**Independent, non-executive Director**

Appointed 23 May 2024



**Qualification**

Stephen is an international business director and leader with expertise in advancing business turnaround, mergers and acquisitions, and complex multi-site manufacturing and processing operations. He holds a Bachelor of Commerce from the University of the Witwatersrand, a Diploma in Business Management and administration from the Institute of Commercial Management, Bournemouth, England, and has completed the Accelerated Executive Development Leadership program at the London Business School. Stephen is a current non-executive board member of Tanmiah Food Company, a fully integrated poultry and QSR business with operations in Saudi Arabia and the United Arab Emirates with joint venture partner Tyson Foods Inc (USA). He has held various positions in the agricultural, agri-tech and poultry sectors, including Cobb Europe Limited, a subsidiary of Cobb Vantress Incorporated and Tyson Foods Inc. and Grampian Country Food Group, a major meat processor and poultry producer in the United Kingdom. Stephen is a former executive director of Rainbow Chicken Limited (prior to renaming to RCL FOODS Limited) (2002 to 2003) and a former Group Operations Director of Rainbow Farms.

**Directorships**

- Greengage Agritech Limited
- Tanmiah Food Company SCJSC
- Rainbow Chicken Limited

**WILLEM OCKERT VAN WYK** <sup>(46)</sup>

**Non-executive Director CA(SA)**

Appointed 23 May 2024

**Qualification**

Willem joined Remgro Limited as the Group Tax Manager in 2006, and was thereafter appointed as investment manager in the Corporate Finance Division during December 2016. Willem is currently a director of Pembani Remgro Infrastructure Managers, Energy Exchange of Southern Africa and Enerweb, as well as acting as Members' Trustee of the M&I Retirement Fund. He is also a member of the Investment Committee of Pembani Remgro Infrastructure Funds. Previous directorships include Grindrod Limited and Grindrod Shipping Limited. Willem qualified as a Chartered Accountant (South Africa) in 2005 and completed his articles at Ernst & Young Inc. ("EY"). He also holds an honours degree in taxation from the University of Cape Town. Willem has significant experience in key corporate finance disciplines including valuations, due diligence, and investment support

**Directorships**

- M&I Retirement Fund (Members' Trustee)
- Pembani Remgro Infrastructure Managers (Pty) Ltd
- Pembani Remgro Infrastructure Fund (member of the Investment Committee)
- Enerweb Proprietary Limited
- Energy Exchange of South Africa (Pty) Ltd
- Historiese Huise Van Suid-Afrika Limited
- Rainbow Chicken Limited

**MARTHINUS PETRUS STANDER** <sup>(60)</sup>

**Executive Director and CEO**

Appointed 11 April 2024

**Qualification**

Marthinus serves as the Chief Executive Officer of Rainbow, bringing with him 28 years of extensive experience in the food and agri-processing industry. Marthinus has a qualification in electronic engineering from Stellenbosch University and has furthered his academic journey with an MSc in Oceanography from the University of Cape Town. His career trajectory includes significant roles such as Supply Chain Director at RCL Foods Consumer in 2007, where he played a pivotal role in the successful turnaround efforts from 2000 to 2005. Prior to rejoining RCL FOODS Consumer in 2021 as Chief Executive Officer, Marthinus spearheaded another successful turnaround as the Chief Executive Officer of Country Bird Holdings Limited.

**Directorships**

- Battlefield Farming (Pty) Ltd
- Looped Management (Pty) Ltd
- Rainbow Chicken Limited and its subsidiaries

**KERRY ROSEMARY VAN DER MERWE** <sup>(42)</sup>

**Executive Director and CFO CA(SA)**

Appointed 11 April 2024

**Qualification**

Kerry brings over 16 years of extensive financial expertise to her role as Chief Financial Officer of Rainbow. Kerry commenced her career at PwC, where she earned her CA(SA) qualification in 2008. She further honed her financial acumen with a Certificate in Theory of Accounting ("CTA") from the University of KwaZulu-Natal. Kerry joined RCL FOODS Limited in 2012, and has held various senior positions such as International Financial Reporting Standards ("IFRS") and Tax Executive, as well as Finance and Commercial Executive. Kerry was appointed as Chief Financial Officer Designate of RCL FOODS Consumer in July 2023.

**Directorships**

- Rainbow Chicken Limited and its subsidiaries

**WOUTER ALPHONSO DE WET** <sup>(58)</sup>

**Executive Director and COO**

Appointed 23 May 2024

**Qualification**

Wouter brings over 26 years of profound experience in the poultry and animal feed industry. With a strong foundation in turnaround consulting and a track record of success, Wouter has been instrumental in driving operational excellence and strategic initiatives. Wouter's journey at RCL FOODS Limited began in 1997 as part of a crucial turnaround project. Over the years, he has held pivotal senior roles including Processing Director, Feed Director and Sustainability Director and was a former employee of Country Bird Holdings Limited. Wouter has a BA Industrial Psychology degree from Stellenbosch University.

**Directorships**

- Ingatestone Boerdery (Pty) Ltd – Active
- Rainbow Chicken Limited and its subsidiaries

- Audit and Risk Committee
- Remuneration and Nomination Committee
- Social and Ethics Committee
- Chairperson

# SHARE AND SHAREHOLDERS

## FOR THE YEAR ENDED 30 JUNE 2024

### STATED CAPITAL

Authorised	2 000 000 000
Issued	890 296 405
Number of shareholders	1

	Number of shareholders	%	Number of shares	%
<b>Shareholder spread</b>				
1 – 1 000	–	–	–	–
1 001 – 10 000	–	–	–	–
10 001 – 100 000	–	–	–	–
100 001 – 1 000 000	–	–	–	–
1 000 001 and over	1	100%	890 296 405	100%
<b>Total</b>	<b>1</b>	<b>100%</b>	<b>890 296 405</b>	<b>100%</b>
<b>Distribution of shareholders</b>				
Banks	–	–	–	–
Brokers	–	–	–	–
Close Corporations	–	–	–	–
Endowment Funds	–	–	–	–
Holding Company	1	100%	890 296 405	100%
Individuals	–	–	–	–
Insurance Companies	–	–	–	–
Investment Companies	–	–	–	–
Mutual Funds	–	–	–	–
Nominees and Trusts	–	–	–	–
Other Corporations	–	–	–	–
Pension Funds	–	–	–	–
Private Companies	–	–	–	–
<b>Total</b>	<b>1</b>	<b>100%</b>	<b>890 296 405</b>	<b>100%</b>
<b>Public and non-public shareholders</b>				
Holding Company	1	100%	890 296 405	100%
Directors and associates of the Company holdings	–	–	–	–
<b>Total non-public shareholders</b>	<b>1</b>	<b>100%</b>	<b>890 296 405</b>	<b>100%</b>
<b>Public shareholders</b>				
<b>Total</b>	<b>1</b>	<b>100%</b>	<b>890 296 405</b>	<b>100%</b>
<b>Beneficial shareholders' holding of 1% or more</b>			<b>890 296 405</b>	<b>100%</b>

# LETTER TO SHAREHOLDERS

## RAINBOW CHICKEN LIMITED

Southdowns Ridge Office Park  
Suite 12  
Cnr John Vorster and Nellmapius Drive  
Irene  
Centurion  
Gauteng  
0157

Dear Shareholder,

Kindly note that the information contained in this printed version of the Notice of Annual General Meeting and Summary Consolidated Annual Financial Statements represents a summary of the information contained in the full annual report and the Annual Financial Statements of the Company and Group published on the Rainbow Chicken Limited website at [www.https://rainbowchickens.co.za/investor-relations/financial-results-and-reports/](https://rainbowchickens.co.za/investor-relations/financial-results-and-reports/) on 31 October 2024.

Any investment decisions by investors and/or shareholders should be based on a consideration of the full annual report and the Annual Financial Statements of the Company and Group as a whole, which is available for viewing on the Company's website set out above.

Investors and/or shareholders may request copies of the full annual report by contacting the Company Secretary at [marlene@fluidrockgovernance.com](mailto:marlene@fluidrockgovernance.com) or on +27 (0)86 111 1010.

Yours faithfully



**PR Louw**

*Non-Executive Chairman of the Board*



# REPORT OF THE AUDIT AND RISK COMMITTEE

## FOR THE YEAR ENDED 30 JUNE 2024

This report sets out how the Audit and Risk Committee (the "Committee") discharged its responsibilities during the financial year ended June 2024 as required in terms of section 94 of the Companies Act of South Africa (the "Companies Act").

As a result of the unbundling of Rainbow Chicken Limited (the "Group") from RCL FOODS Limited ("RCL FOODS"), the previous holding company on 1 July 2024 a separate Rainbow Chicken Limited Audit and Risk Committee was constituted on 23 May 2024. The details of which are described in the sections below.

Rainbow Chicken Limited formed part of RCL FOODS for the year ended 30 June 2024 and as a result RCL FOODS Audit Committee and RCL FOODS Risk Committee fulfilled responsibilities related to Rainbow Chicken Limited for the financial year ending 30 June 2024. The RCL FOODS Limited Audit Committee report can be found as part of their 2024 Annual Financial Statements on their website at [www.https://rclfoods.com/investor-center/financial-results-and-investor-presentations/](https://rclfoods.com/investor-center/financial-results-and-investor-presentations/). Given that the Rainbow Audit and Risk Committee was constituted on the 23 May 2024, the Rainbow Audit and Risk Committee performed their responsibilities for this Rainbow Consolidated Annual Financial Statements and the Annual Report.

### AUDIT AND RISK COMMITTEE TERMS OF REFERENCE

The Committee's first task involved a review of the Audit and Risk Committee Terms of Reference. The purpose of the Terms of Reference was to outline the Committee's roles and responsibilities.

The Committee was constituted as (i) a statutory committee in respect of its statutory duties in terms of the Companies Act; and (ii) a committee of the Board of Directors of Rainbow Chicken Limited.

The Committees Terms of Reference were recommended to the Board for approval by the Chair of the Committee on 27 May 2024.

### AUDIT AND RISK COMMITTEE COMPOSITION

The Committee's composition adheres to the requirements of the Companies Act, the JSE Listings Requirements and the recommendations of the King IV Code of Corporate Governance. The chair of the Board may not serve as the chair or as a member of the Committee. The Committee comprises three independent non-executive directors. All members of the Committee have the requisite financial literacy, knowledge, commercial skills and experience to contribute effectively to Committee deliberations.

The Chief Executive Officer (CEO), Chief Financial Officer (CFO), Internal Audit, Sustainability and Risk Director, Head of Legal and Compliance, Chief Operating Officer (COO) and the external audit partner attend meetings by invitation. Other members of the Board and management team attend as required. The Committee meets separately with the external and internal auditors at least once a year without management present, to ensure that all relevant matters have been identified and discussed without undue influence.

The Committee consists of the following members:

Members	Qualification	Appointment date
CJ Robertson*	BCom, PGDA, CA(SA)	23 May 2024
A Brinkhuis		23 May 2024
ZP Zatu Moloi	BCom, HDip Acc, CA(SA)	23 May 2024

\* Committee Chairperson.

### ELECTION OF COMMITTEE MEMBERS

The Committee comprises of independent non-executive directors who were elected by the Board on 23 May 2024 and will retire and avail themselves for re-election at the first AGM in terms of section 94(2) of the Companies Act.

### ROLES AND RESPONSIBILITIES

The Committee's roles and responsibilities include its statutory duties per the Companies Act and the responsibilities assigned to it by the Board. The Committee fulfils an oversight role regarding integrated reporting, ensures application of the combined assurance model, reviews the finance function, forms an integral component of the risk management process and provides oversight of both external audit and internal audit.

## REPORT OF THE AUDIT AND RISK COMMITTEE CONTINUED

### FOR THE PERIOD ENDED 30 JUNE 2024

The Committee was able to discharge the following functions outlined in its charter and ascribed to it in terms of the Companies Act and King IV:

- Reviewed the Consolidated Annual Financial Statements and Annual Report, in the course of its review, the Committee:
  - » Took appropriate steps to ensure that the Consolidated Annual Financial Statements are prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IFRS”);
  - » Considered and, when appropriate, made recommendations on the Consolidated Annual Financial Statements, accounting practices and internal financial controls;
  - » Ensured that the Group has established appropriate financial reporting procedures and that those procedures operate effectively; and
  - » Took into consideration the process of proactive monitoring of the Consolidated Annual Financial Statements for compliance with IFRS in terms of the JSE proactive monitoring report;
- Provide oversight in respect of financial reporting risks, internal financial controls, fraud risk and IT risk as it relates to financial reporting;
- Confirmed the Internal Audit charter and internal audit plan adopted by the Internal Audit function;
- Considered the appropriateness of the combined assurance model in addressing all significant risks facing the Group;
- Considered and recommended to the Board the appointment of Ernst and Young Incorporated (“EY”) as auditors of Rainbow, and the appointment of external audit partner, in line with applicable legislation;
- Considered and recommended to the Board the appointment and retention of external auditors, and the external audit partner, in line with applicable legislation;
- Approved the audit fees and engagement terms of the external auditors;
- Determined the nature and extent of allowable non-audit services and approved the terms for the provision of non-audit services, by the external auditors; and
- Considered the Group’s risk management framework and mitigation strategies developed by management in relation to the underlying strategic risks.

### EXPERTISE AND EXPERIENCE OF THE CFO AND FINANCE FUNCTION

The Committee performed an assessment of the CFO, Kerry van der Merwe, and the Finance function. Based on the 2024 assessment, the Committee is satisfied that Kerry van der Merwe and her management team have the appropriate expertise and experience to service the Group’s Finance function. It further considered and satisfied itself of the overall appropriateness of the expertise and adequacy of resources of the Group’s Finance function.

### EXTERNAL AUDIT

EY are the auditors for the Group for the year ended June 2024. Their appointment was approved by the RCL FOODS Limited Audit Committee at the annual general meeting held on 16 November 2023 by an ordinary resolution of shareholders and ratified by the Board on 27 May 2024. The Committee continually monitors the independence and objectivity of the external auditors and satisfied itself in relation to the ethical requirements. EY was considered independent with respect to the Group as required by the Codes endorsed and administered by the Independent Regulatory Board for Auditors and the South African Institute of Chartered Accountants. The Committee has satisfied itself that the external auditors’ appointment of Merisha Kassie as designated auditor complies with the JSE Listings Requirements, and that she is within her tenure and rotation requirements.

The Committee has reviewed the external audit process and has satisfied itself with the performance of the external auditors.

The Group has defined levels of authority which require pre-approval for all non-audit services by the Audit Committee.

The re-appointment of EY as auditors will be presented to shareholders for approval at the Annual General Meeting to be held on the 29 November 2024.

## REPORT OF THE AUDIT AND RISK COMMITTEE CONTINUED

### FOR THE PERIOD ENDED 30 JUNE 2024

#### INTERNAL AUDIT

The Committee is responsible for ensuring that the Group's Internal Audit function is independent and has the necessary resources and authority to enable it to discharge its duties. The Group utilises the internal audit services of RCL FOODS Limited as included in the transitional arrangement between the Group and RCL FOODS Limited.

Internal Audit comprises a dedicated team of appropriately qualified and technically experienced personnel. Where necessary, certain audits are outsourced to consultants with the appropriate skills and technical expertise. The activities of the Internal Audit function are co-ordinated by the RCL FOODS Limited Internal Audit Director (IAD). To ensure independence, the IAD reports functionally to the Audit and Risk Committee and, only from an administrative perspective to the RCL FOODS Limited CEO. The Committee reviewed the performance of the IAD and was satisfied that he has the necessary expertise and experience to fulfil this role which he had performed appropriately during the year under review.

#### INTERNAL FINANCIAL CONTROLS

The Committee is satisfied that the Group's system of internal financial controls is effective and forms a basis for the preparation of reliable Consolidated Annual Financial Statements. This is based on the review of the design, implementation and effectiveness of the Group's system of internal financial controls conducted by the RCL FOODS Limited Internal Audit function during the year under review, and reports made by the independent external auditors on the results of their audit, and management reports. No findings have come to the attention of the Committee to indicate that any material breakdown in internal controls has occurred during the financial year ended 30 June 2024.

#### GOING CONCERN ASSESSMENT

The Committee has reviewed a documented assessment by management of the going concern premise of the Group before concluding to the Board that the Group will be a going concern in the foreseeable future.



**CJ Robertson**  
*Audit and Risk Committee Chairperson*

28 October 2024

# SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

## FOR THE YEAR ENDED 30 JUNE 2024

### BASIS OF PREPARATION

The summarised consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IFRS”) and Interpretations as issued by the IFRS Interpretations Committee, the information required by IAS 34 Interim Financial Reporting, IFRIC interpretations, SAICA financial reporting guides and circulars, Financial Pronouncements as issued by the Financial Reporting Standards Council and in compliance with the Companies Act of South Africa and the Listings Requirements of the JSE Limited, under the supervision of the Chief Financial Officer, Kerry van der Merwe CA(SA). The accounting policies comply with IFRS and are consistent with those applied in the previous year. These results are extracted from audited information, but are not themselves audited. The consolidated financial statements were audited by Ernst & Young Inc. for the year ended June 2024, who expressed an unqualified opinion thereon. The prior year results are unaudited. The audited consolidated financial statements and the auditor’s report thereon are available on the Rainbow website <https://rainbowchickens.co.za/investor-relations/>. The directors take full responsibility for the preparation of these results and confirm that the financial information has been correctly extracted from the underlying consolidated financial statements. The Annual Report is available to shareholders on Rainbows’ website on 31 October 2024.



# SUMMARY CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2024

	Note	30 June 2024 R'000	2 July 2023 R'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant, equipment and right-of-use assets		2 073 204	1 999 127
Intangible assets		46 803	48 641
Investment property		14 219	–
Deferred income tax asset		52 808	40 983
		<b>2 187 034</b>	<b>2 088 751</b>
<b>Current assets</b>			
Inventories		1 042 604	1 108 580
Biological assets		929 712	1 008 583
Trade and other receivables		2 466 888	2 269 818
Derivative financial instruments		10 881	23 355
Current income tax assets		–	690
Loans receivable	1	463 829	–
Cash and cash equivalents		48 438	28 011
		<b>4 962 352</b>	<b>4 439 037</b>
<b>Total assets</b>		<b>7 149 386</b>	<b>6 527 788</b>
<b>EQUITY</b>			
Stated capital	2	4 250 000	1 249 964
Share-based payments reserve		–	207 086
Common control reserve		(740 842)	(892 970)
Retained earnings		503 481	115 583
Equity attributable to the equity holders of the Company		<b>4 012 639</b>	<b>679 663</b>
Non-controlling interests		15 396	31 180
<b>Total equity</b>		<b>4 028 035</b>	<b>710 843</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Interest-bearing liabilities	3	161 789	342 012
Deferred income tax liabilities		275 671	225 044
Retirement benefit obligations		18 486	18 102
Share scheme liability	2	27 357	29 109
Employee benefits		89 688	–
		<b>572 991</b>	<b>614 267</b>
<b>Current liabilities</b>			
Trade and other payables		2 265 090	1 633 665
Loans payable	1	–	3 501 059
Interest-bearing liabilities	3	197 804	67 888
Derivative financial instruments		47 386	–
Current income tax liabilities		2 236	66
Bank overdraft		35 844	–
		<b>2 548 360</b>	<b>5 202 678</b>
<b>Total liabilities</b>		<b>3 121 351</b>	<b>5 816 945</b>
<b>Total equity and liabilities</b>		<b>7 149 386</b>	<b>6 527 788</b>

# SUMMARY CONSOLIDATED INCOME STATEMENT

## FOR THE YEAR ENDED 30 JUNE 2024

	Note	2024 R'000	2023 R'000
<b>Revenue from contracts with customers</b>	4	<b>14 527 425</b>	13 463 861
Operating profit before interest, taxes, depreciation, amortisation and impairments (EBITDA)		<b>637 174</b>	38 644
Depreciation, amortisation and impairments <sup>1</sup>		<b>(301 498)</b>	(267 602)
Operating profit/(loss) <sup>2</sup>		<b>335 676</b>	(228 958)
Finance costs	5	<b>(154 060)</b>	(173 171)
Finance income		<b>29 230</b>	5 098
Share of profits of associates		<b>–</b>	4 903
<b>Profit/(Loss) before tax</b>		<b>210 846</b>	(392 128)
Income tax (expense)/credit		<b>(46 389)</b>	106 103
<b>Profit/(Loss) for the year</b>		<b>164 457</b>	(286 025)
Profit/(Loss) for the year attributable to:			
Equity holders of the Company		<b>180 241</b>	(259 484)
Non-controlling interests		<b>(15 784)</b>	(26 541)
		<b>164 457</b>	(286 025)
<b>HEADLINE EARNINGS</b>			
Profit/(Loss) for the period attributable to equity holders of the Company		<b>180 241</b>	(259 484)
Net impairments		<b>1 904</b>	1 034
Insurance proceeds on fixed assets		<b>(439)</b>	(7 406)
Profit on disposal of property, plant and equipment		<b>(1 965)</b>	(564)
Loss on disposal of property, plant and equipment		<b>592</b>	1 113
Loss on disposal of associate		<b>–</b>	1 955
Reclassification of foreign currency translation reserve to profit or loss on disposal of investment		<b>–</b>	(9 654)
<b>Headline earnings</b>		<b>180 333</b>	(273 006)
		<b>2024 cents</b>	2023 cents
<b>Earnings per share attributable to equity holders of the Company<sup>3</sup></b>			
Basic earnings per share		<b>20.25</b>	(29.15)
Basic earnings per share – diluted		<b>20.25</b>	(29.15)
Headline earnings per share		<b>20.26</b>	(30.66)
Headline earnings per share – diluted		<b>20.26</b>	(30.66)

<sup>1</sup> Relates only to impairments of property, plant and equipment.

<sup>2</sup> Operating profit is earnings before interest and tax.

<sup>3</sup> The number of ordinary shares has been adjusted retrospectively as part of the reorganisation of the Group.

# SUMMARY CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

## FOR THE YEAR ENDED 30 JUNE 2024

	2024 R'000	2023 R'000
<b>Profit/(Loss) for the year</b>	<b>164 457</b>	(286 025)
<b>Other comprehensive income</b>		
<b>Items that will not be reclassified to profit or loss:</b>		
Remeasurement of retirement medical aid obligations – net of tax	571	3 319
<b>Items that may be reclassified to profit or loss:</b>		
Currency translation differences	–	7 102
Foreign currency translation reserve recycled into profit and loss	–	(9 654)
<b>Other comprehensive income for the year – net of tax</b>	<b>571</b>	767
<b>Total comprehensive income/(loss) for the year</b>	<b>165 028</b>	(285 258)
Total comprehensive income/(loss) for the year attributable to:		
Equity holders of the Company	180 812	(258 717)
Non-controlling interests	(15 784)	(26 541)
	<b>165 028</b>	(285 258)

# SUMMARY CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2024

	Attributable to the equity holders of the Company							
	Stated capital R'000	Share-based payments R'000	Other reserves R'000	Common control reserve R'000	Retained earnings R'000	Total R'000	Non-controlling interests R'000	Total R'000
<b>Balance at 3 July 2022</b>	1 249 964	207 086	2 552	(892 970)	371 748	938 380	55 221	993 601
Loss for the year	-	-	-	-	(259 484)	(259 484)	(26 541)	(286 025)
Other comprehensive income	-	-	(2 552)	-	3 319	767	-	767
Additional equity contribution by minority interest	-	-	-	-	-	-	2 500	2 500
<b>Balance at 2 July 2023</b>	<b>1 249 964</b>	<b>207 086</b>	<b>-</b>	<b>(892 970)</b>	<b>115 583</b>	<b>679 663</b>	<b>31 180</b>	<b>710 843</b>
Profit/(Loss) for the year	-	-	-	-	180 241	180 241	(15 784)	164 457
Other comprehensive income	-	-	-	-	571	571	-	571
Issue of shares	3 152 164	-	-	-	-	3 152 164	-	3 152 164
Reallocation to retained earnings	-	(207 086)	-	-	207 086	-	-	-
Reallocation to common control reserve	(152 128)	-	-	152 128	-	-	-	-
<b>Balance at 30 June 2024</b>	<b>4 250 000</b>	<b>-</b>	<b>-</b>	<b>(740 842)</b>	<b>503 481</b>	<b>4 012 639</b>	<b>15 396</b>	<b>4 028 035</b>



# SUMMARY CONSOLIDATED CASH FLOW INFORMATION

FOR THE YEAR ENDED 30 JUNE 2024

	2024 R'000	2023 R'000
<b>Operating profit/(loss)</b>	<b>335 676</b>	<b>(228 958)</b>
Non-cash adjustments and reallocations to other areas of cash flow	402 268	223 466
<b>Operating profit/(loss) before working capital requirements</b>	<b>737 944</b>	<b>(5 492)</b>
Working capital requirements		
Movement in inventories	65 976	(233 265)
Movement in biological assets	108 608	(106 068)
Movement in trade and other receivables	(248 549)	(101 181)
Movement in trade and other payables	612 396	241 253
<b>Cash generated/(utilised) by operations</b>	<b>1 276 375</b>	<b>(204 753)</b>
Finance income received	24 256	5 098
Finance costs paid	(128 000)	(168 106)
Tax (paid)/received	(4 938)	13
<b>Net cash inflow/(outflow) from operating activities</b>	<b>1 167 693</b>	<b>(367 748)</b>
<b>Cash flows from investing activities</b>		
Replacement property, plant and equipment	(344 318)	(241 042)
Expansion property, plant and equipment	(28 077)	(168 141)
Intangible asset additions	(666)	(7 636)
Replacement investment property	(509)	–
Proceeds on disposal of property, plant and equipment and intangible assets	3 486	16
Proceeds on disposal of associate	51 479	–
<b>Net cash outflow from investing activities</b>	<b>(318 605)</b>	<b>(416 803)</b>
<b>Cash flows from financing activities</b>		
Repayment of interest-bearing liabilities	(76 159)	(59 889)
Additional capital contribution by non-controlling interest	–	2 500
Advancement of interest-bearing liabilities	3 800	15 941
Movement in loans	(2 492 913)	742 555
Share issue	1 700 767	–
<b>Net cash (outflow)/inflow from financing activities</b>	<b>(864 505)</b>	<b>701 107</b>
Net movement in cash and cash equivalents	(15 417)	(83 444)
Cash and cash equivalents at the beginning of the year	28 011	111 455
Cash and cash equivalents at the end of the year (net of overdrafts)	12 594	28 011



# NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2024

## 1. LOANS RECEIVABLE/(PAYABLE)

	2024 R'000	2023 R'000
<b>Short term</b>		
RCL FOODS Limited <sup>1</sup>	–	(1 466 157)
RCL FOODS Treasury Proprietary Limited <sup>2</sup>	463 829	(2 034 902)
<b>Total</b>	<b>463 829</b>	<b>(3 501 059)</b>

<sup>1</sup> The loan is unsecured, does not bear interest and was repaid during the year.

<sup>2</sup> The loan to RCL FOODS Treasury Proprietary Limited (Treasury) is unsecured. The interest rate on the loan to/from Treasury (which varies month to month) was between 8.05% and 10.05% for the 2024 financial year (2023: between 6.90% and 10.08%). Treasury cash settled the loan in full on 1 July 2024.

The RCL FOODS Group has access to the financial information of Treasury and has assessed their financial position and credit worthiness relating to the recoverability of the outstanding amount. The assessment performed by the RCL FOODS Group did not result in a material expected credit loss as per the requirements included within IFRS 9.

## 2. STATED CAPITAL

	2024 R'000	2023 R'000
<b>Authorised</b>		
2 000 000 000 (2023:100 000) ordinary shares of no par value.		
<b>Issued ordinary shares of no par value at year end</b>		
890 296 405 shares (2023: 59 813 shares)		
At the beginning of the year	1 249 964	1 249 964
Shares issued <sup>1</sup>	3 152 164	–
Reallocation to common control reserve <sup>2</sup>	(152 128)	–
<b>At the end of the year</b>	<b>4 250 000</b>	<b>1 249 964</b>

<sup>1</sup> In preparation for the unbundling of Rainbow from RCL FOODS Limited (“RCL FOODS”) and normalisation of the capital structure, R2 851,4 million in loans from RCL FOODS including R1 451,4 million non-interest-bearing and R1 400,0 million interest-bearing were converted to equity on 23 February 2024. The conversion resulted in RCL FOODS Consumer Proprietary Limited (“Rainbow Co”) issuing 1 998 107 shares to RCL FOODS based on the market value of Rainbow Co. RCL FOODS provided a further equity injection of R300,8 million on 24 May 2024 as part of the normalisation of the company’s capital structure prior to unbundling. 156 745 shares from Rainbow Co were issued to RCL FOODS based on the market value of Rainbow Co at the date of the share issue.

<sup>2</sup> Upon the acquisition of Rainbow Co, the difference between the consideration transferred and the carrying value of the net assets has been recorded within the common control reserve.

Issued shares have been fully paid up.

Rainbow was listed on the main board of the JSE and unbundled from RCL FOODS on 1 July 2024. The unbundling was implemented by way of a dividend in specie distribution, comprising 100% of Rainbow shares in issue to Shareholders in the ratio of 1 Rainbow share for every 1 ordinary no par value RCL FOODS share held by Shareholders. Refer to note 9 for further information.

# NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

## FOR THE YEAR ENDED 30 JUNE 2024

### 2. STATED CAPITAL CONTINUED

#### RCL FOODS Share Appreciation Rights Scheme

Details of share appreciation rights awarded under this scheme are as follows:

Award price (cents)	Date rights awarded	Rights at June 2023	Transfer of employees during the year	Rights exercised during the year	Rights forfeited during the year	Rights at June 2024	Rights exercisable at June 2024
1 405	7 September 2016	1 836 148	–	–	(1 836 148)	–	–
1 536	6 September 2017	2 139 264	–	–	(226 904)	1 912 360	1 912 360
1 677	5 March 2018	148 837	–	–	–	148 837	148 837
1 697	10 September 2018	2 517 827	–	–	(141 051)	2 376 776	2 376 776
1 250	11 March 2019	172 800	–	–	(172 800)	–	–
993	9 September 2019	3 841 440	–	(51 631)	(265 429)	3 524 380	2 238 100
855	10 September 2020	3 486 711	–	(27 595)	(438 572)	3 020 544	978 278
861	8 March 2021	3 135 888	–	–	–	3 135 888	1 034 842
1 265	16 November 2021	5 450 217	(103 399)	–	(212 511)	5 134 307	509 263
		22 729 132	(103 399)	(79 226)	(3 293 415)	19 253 092	9 198 456

The RCL FOODS Share Appreciation Rights Scheme provides executive directors and selected employees with conditional rights to receive RCL FOODS ordinary shares, referred to as Share Appreciation Rights (SARs).

Within the limits imposed by the Company's shareholders and the JSE Limited, the Remuneration and Nominations Committee approves and awards SAR on an annual basis, as well as periodically when either an employee is promoted or a new appointment is made to an appropriate management position. Recipients of SARs become entitled to RCL FOODS shares having a value equal to the increase in the market value of a number of notional RCL FOODS shares. The market value of RCL FOODS shares for the purposes of determining award prices and exercise prices is the volume-weighted average price of RCL FOODS shares traded on the JSE for the five business days immediately preceding the award dates and exercise dates approved by the Remuneration and Nominations Committee.

SARs awards vest after stipulated periods and are exercisable up to a maximum of seven years from the award dates. SARs awards vest as follows:

- 33% – third anniversary of award date;
- 33% – fourth anniversary of award date; and
- 34% – fifth anniversary of award date.

On resignation, SARs awards which have not yet vested will lapse and SARs awards which have vested may be exercised before the last day of employment. On retirement, unvested SARs awards vest immediately and all SARs awards may be exercised within 12 months from the date of retirement. On death, unvested SARs awards vest immediately and all SARs awards may be exercised by beneficiaries within 12 months from the date of death.

The SARs Scheme was replaced during the 2023 financial year, with a value creation plan which is a cash reward not linked to shares.

## NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED FOR THE YEAR ENDED 30 JUNE 2024

### 2. STATED CAPITAL CONTINUED

#### RCL FOODS Share Appreciation Rights Scheme continued

	2024 R'000	2023 R'000
Weighted average award price of rights in issue at the beginning of the year	11.88	9.66
Weighted average award price of rights in issue at the end of the year	11.69	11.88
Weighted average award price of rights exercised during the year	9.45	9.93
Weighted average award price of rights forfeited during the year	13.03	15.03
Weighted average share price at date rights exercised during the year	10.78	11.55

The fair value of the SARs is calculated using the binomial options pricing model. There were no awards issued in the current year. The inputs into the model were as follows:

		2024
Expected volatility	(%)	31.51–32.3
Risk-free rate	(%)	8.47–8.73
Expected dividend yield	(%)	3.0
Contractual life	(years)	7
Weighted average contractual life-rights	(years)	2.85

Below is the balance of the liability for the share scheme:

	2024 R'000	2023 R'000
Share scheme liability	27 357	29 109

Post the unbundling from RCL FOODS, Rainbow employees that was part of the RCL FOODS SARs would receive Rainbow shares upon exercising of SARs awards post unbundling. Refer to note 9 for further information.

# NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

## FOR THE YEAR ENDED 30 JUNE 2024

### 3. INTEREST-BEARING LIABILITIES

	2024 R'000	2023 R'000
<b>Long-term</b>		
Loan from Facility for Investments in Renewable Small Transactions (RF) Proprietary Limited trading as Verdure <sup>1</sup>	116 262	128 461
Lease liabilities	45 527	103 032
Loan from Green Create W2V SA Proprietary Limited <sup>2</sup>	–	110 519
Subtotal	161 789	342 012
<b>Short-term</b>		
Loan from Facility for Investments in Renewable Small Transactions (RF) Proprietary Limited trading as Verdure <sup>1</sup>	12 279	13 301
Lease liabilities	57 166	54 587
Loan from Green Create W2V SA Proprietary Limited <sup>2</sup>	128 359	–
Subtotal	197 804	67 888
Total	359 593	409 900

#### <sup>1</sup> Loan from Facility for Investments in Renewable Small Transactions (RF) Proprietary Limited trading as Verdure

The FIRST (“FIRST”) loan is a debt funding platform created through a partnership between international development funding and a South African commercial bank to unlock funding for small renewable projects.

This loan relates to the Group’s Waste-to-Value operations (“Matzonox”) and was granted in two tranches. The first tranche was obtained in 2020 and accrues interest at three-month JIBAR plus 4.08%. During 2022 a further loan from FIRST was obtained in Matzonox (second tranche). This loan accrues interest at three-month JIBAR plus 3.95%. The total loan balance is repayable quarterly over a ten-year term.

The loan is secured by:

- A notarial bond registered over the Worcester Waste-to-Value (first tranche) and Rustenburg Waste-to-Value (second tranche) plants;
- Certain bank accounts held with Rand Merchant Bank (Debt-service and Maintenance Reserve Accounts); and
- The shares held by shareholders in Matzonox.

The loan is guaranteed in equal proportions by each Shareholder of Matzonox. The carrying amount of the loan approximates its fair value with a carrying value, in non-current liabilities of R116,3 million (2023: R128,5 million) and an amount of R12,3 million (2023: R13,3 million) included in short-term borrowings.

Any cancellation or prepayment of the loan will require Matzonox to comply with the requirements as listed in the Common Terms Agreement.

#### <sup>2</sup> Loan from Green Create W2V SA Proprietary Limited

Green Create W2V SA Proprietary Limited (Green Create) is a 50% shareholder in Matzonox. Green Create has provided finance related to the construction of the Matzonox plant in Rustenburg.

The funding to Matzonox has been provided in equal proportions by Green Create and Rainbow.

The loan is unsecured. Interest accrues at the prime rate per annum and is capitalised to the loan. The carrying amount of the loan approximates its fair value.

On 1 July 2024, Matzonox fully repaid the interest-bearing loan to Green Create. A new, non-interest-bearing loan was advanced to Matzonox. Refer to note 9 for further information.

# NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 30 JUNE 2024

## 4. REVENUE FROM CONTRACTS WITH CUSTOMERS

	2024 R'000	2023 R'000
Disaggregation of revenue from contracts with customers		
<b>Revenue from contracts with customers</b>	<b>14 527 425</b>	13 463 861
<b>Chicken</b>	<b>12 746 473</b>	11 627 990
Sale of poultry products	12 419 232	11 190 186
Sundry sales <sup>1</sup>	327 241	437 804
<b>Animal Feed</b>	<b>7 186 161</b>	7 761 021
<b>Waste-to-Value</b>	<b>96 484</b>	62 145
<b>Sales between segments</b>	<b>(5 501 693)</b>	(5 987 295)
<b>Timing of revenue recognition</b>		
Point in time	14 527 425	13 463 861
<b>Major customers</b>		
Revenue from the Group's top five customers is as follows:		
Customer A	1 931 141	2 100 982
Customer B	1 861 697	1 387 099
Customer C	1 379 197	1 433 193
Customer D	697 284	623 550
Customer E	637 834	673 030
The above revenue is included in the segments above.		
<b>Analysis of revenue</b>		
Sale of poultry products	12 659 559	11 521 632
Sale of animal feed	1 846 456	1 940 050
Energy recoveries	21 410	2 179
<b>Total</b>	<b>14 527 425</b>	13 463 861

<sup>1</sup> Sundry sales consist of poultry by-products. The sale of these items arise in the course of the Chicken segment's ordinary activities, but are considered cost recoveries as they are by-products of the Chicken segment's core operations.

## 5. FINANCE COSTS

	2024 R'000	2023 R'000
Interest – financial institutions	17 359	15 801
Interest – related parties	110 408	138 276
Interest – lease liabilities	12 020	5 065
Interest – other	14 273	14 029
<b>Total</b>	<b>154 060</b>	173 171



# NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

## FOR THE YEAR ENDED 30 JUNE 2024

### 6. OPERATING SEGMENTS

The Chief Executive Officer (“CEO”) is the Chief Operating Decision Maker. The CEO assesses the performance of the operating segments based on operating profit before interest, taxes, depreciation, amortisation and impairment (EBITDA) and operating profit (EBIT).

The Group is made up of the following segments:

- Chicken.
- Animal Feed (consisting of Epol and Driehoek).
- Waste-to-Value (consisting of Matzonox Proprietary Limited and Matzonox Fertilisers Proprietary Limited); and
- Group (other immaterial segments).

Transactions between segments are accounted for under the IFRS Accounting Standards in the individual segments.

	2024 R'000	2023 R'000
<b>Revenue from contracts with customers<sup>1</sup></b>	<b>14 527 425</b>	13 463 861
Chicken	12 746 473	11 627 990
Animal Feed	7 186 161	7 761 021
Waste-to-Value	96 484	62 145
Sales between segments:		
Chicken to Animal Feed	(86 914)	(106 358)
Animal Feed to Chicken	(5 339 705)	(5 820 971)
Waste-to-Value to Chicken	(75 074)	(59 966)
<b>Operating profit before interest, taxes, depreciation, amortisation and impairments (EBITDA)</b>	<b>637 174</b>	38 644
Chicken	337 923	(234 843)
Animal Feed	253 150	262 339
Waste-to-Value	31 959	2 903
Group	14 142	8 245
Depreciation, amortisation and impairments	(301 498)	(267 602)
Chicken	(227 970)	(196 174)
Animal Feed	(41 563)	(39 338)
Waste-to-Value	(31 965)	(32 090)
<b>Operating profit/(loss) (EBIT)</b>	<b>335 676</b>	(228 958)
Chicken	109 953	(431 017)
Animal Feed	211 587	223 001
Waste-to-Value	(6)	(29 187)
Group	14 142	8 245
<b>Operating profit/(loss) (EBIT)</b>	<b>335 676</b>	(228 958)
Finance costs	(154 060)	(173 171)
Finance income	29 230	5 098
<b>Share of profits of associates</b>		
Ugandan Operation (HMH)	–	4 903
<b>Profit/(Loss) before tax</b>	<b>210 846</b>	(392 128)

# NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 30 JUNE 2024

## 6. OPERATING SEGMENTS CONTINUED

	2024 R'000	2023 R'000
<b>Assets</b>		
Chicken	5 747 066	5 407 497
Animal Feed	2 168 022	1 544 438
Waste-to-Value	453 128	453 819
Group assets	–	51 394
Set-off of inter-segment balances	(1 218 830)	(929 360)
<b>Total per statement of financial position</b>	<b>7 149 386</b>	<b>6 527 788</b>
<b>Liabilities</b>		
Chicken	2 602 267	5 426 473
Animal Feed	1 223 278	823 039
Waste-to-Value	510 686	479 808
Group liabilities	1 821	16 913
Set-off of inter-segment balances	(1 216 701)	(929 288)
<b>Total per statement of financial position</b>	<b>3 121 351</b>	<b>5 816 945</b>

<sup>1</sup> In the current year, within the Chicken segment, Customer A (R1,9 billion) and Customer B (R1,9 billion) each contributed more than 10% to the total revenue of Rainbow. The revenues derived by the Group from foreign countries are not considered to be material.

	2024 R'000	2023 R'000
<b>Additions to property, plant and equipment, investment property and intangible assets</b>		
Chicken		
Property, plant and equipment <sup>1</sup>	368 931	444 521
Investment property	509	–
Intangible assets	320	61
Animal Feed		
Property, plant and equipment <sup>1</sup>	35 571	125 031
Intangible assets	346	7 575
Waste-to-Value		
Property, plant and equipment	82	3 808
<b>Impairment losses<sup>2</sup></b>		
Chicken	2 608	1 417

<sup>1</sup> Property, plant and equipment additions include the right-of-use assets recognised in accordance with IFRS 16.

<sup>2</sup> These impairments relate only to impairments of property, plant and equipment.

# NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

## FOR THE YEAR ENDED 30 JUNE 2024

### 7. RELATED PARTY TRANSACTIONS

Related party relationships exist between Rainbow Chicken Limited and its subsidiaries within RCL FOODS and Remgro Group. The transactions and balances below relate to total operations.

RCL FOODS Limited is the holding company and Remgro Limited is the ultimate holding company of the Group.

	2024 R'000	2023 R'000
<b>Balances with the holding company</b>		
Loan payable	–	1 466 157
<b>Balances with subsidiaries of the holding company</b>		
Loan payable	–	2 034 902
Loan receivable	463 828	–
Trade and other receivables	3 235	2 019 011
Trade and other payables	68 948	197 504
<b>Transactions with subsidiaries of the holding company</b>		
Sales	25 658	20 807
Purchases	292 689	393 094
Expense recoveries	7 288	6 300
Rental income and expense recoveries	876	40 626
Merchandising and distribution fee	119 687	776 950
Management fees	102 597	104 849
Interest income	26 550	–
Interest expense	110 408	121 374
<b>Balances with subsidiaries of the ultimate holding company</b>		
Trade and other payables	1 663	1 561
<b>Transactions with subsidiaries of the ultimate holding company</b>		
Purchases	11 448	16 045
<b>Key management of Rainbow Chicken Limited</b>		
In terms of IAS 24 “Related Party Disclosures”, key management (Paterson Bands DU and above) are considered to be related parties.		
Executive management and the senior leadership team are classified as key management.		
The following transactions were carried out with key management individuals within the Group:		
– short-term employee benefits	145 702	136 568
– post-employment benefits	12 563	10 820
– other long-term employee benefits	94 981	1 437
– termination benefits	731	1 471
– share-based payments expense	(1 541)	1 503
<b>Total</b>	<b>252 436</b>	<b>151 799</b>

# NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 30 JUNE 2024

## 8. DIRECTORS' EMOLUMENTS

	Basic salary R'000	Pension contribution R'000	Bonus <sup>1</sup> R'000	Other benefits <sup>2</sup> R'000	Total R'000
<b>2024</b>					
<b>Executive directors</b>					
MP Stander	7 573	619	–	255	8 447
WA de Wet	3 916	374	–	181	4 471
IG van der Walt <sup>3</sup>	3 186	296	2 283	200	5 965
KR van der Merwe <sup>4</sup>	640	90	–	27	758
Subtotal	15 315	1 379	2 283	663	19 640
<b>Prescribed officers<sup>5</sup></b>					
PD Cruickshank	7 833	639	9 620	241	18 333
RH Field	5 513	594	4 350	260	10 717
Subtotal	13 346	1 233	13 970	501	29 050
Total	28 661	2 612	16 253	1 164	48 690
<b>2023</b>					
<b>Executive directors</b>					
MP Stander	7 146	586	3 803	258	11 793
WA de Wet	3 702	353	1 226	174	5 455
IG van der Walt <sup>3</sup>	3 924	375	2 795	245	7 339
Subtotal	14 772	1 314	7 824	677	24 587
<b>Prescribed officers<sup>5</sup></b>					
PD Cruickshank	7 420	606	9 000	232	17 258
RH Field	5 243	564	5 000	243	11 050
Subtotal	12 663	1 170	14 000	475	28 308
Total	27 435	2 484	21 824	1 152	52 895

<sup>1</sup> Bonus payments made in 2024 relate to the 2023 financial year. An amount of R11,1 million has been accrued for executive directors and R14,5 million for prescribed officers.

<sup>2</sup> Other benefits include company contributions to disability insurance, medical aid and UIF.

<sup>3</sup> IG van der Walt resigned on 28 March 2024. Remuneration has been pro-rated and included above.

<sup>4</sup> KR van der Merwe was appointed on 28 March 2024. Remuneration has been pro-rated and included above.

<sup>5</sup> PD Cruickshank and RH Field are no longer prescribed officers from 1 July 2024.

	2024 R'000	2023 R'000
<b>Salaries and other paid by:</b>		
RCL FOODS Consumer Proprietary Limited	17 357	24 587
RCL Group Services Proprietary Limited	29 050	28 308
Remgro Limited	2 283	–
Total	48 690	52 895

# NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

## FOR THE YEAR ENDED 30 JUNE 2024

### 8. DIRECTORS' EMOLUMENTS CONTINUED

Non-executives (for services as a director)	2024 R'000	2023 R'000
<b>Present directors<sup>1</sup></b>		
A Brinkhuis	-	-
CJ Robertson	-	-
PR Louw	-	-
SM Parsons	-	-
WO van Wyk	-	-
ZP Zatu Moloji	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

<sup>1</sup> The non-executive directors of Rainbow were appointed on 23 May 2024.

#### Long-term incentives ("LTI") payable

The Rainbow Value Creation Plan ("VCP") aims to incentivise eligible participants to drive particular financial measures linked to value creation to encourage a long-term focus on sustainable growth and to attract and retain suitably skilled and competent personnel. VCP allocations are made on an annual basis or when retention/attraction risks apply to executive directors and selected employees.

A vesting period of three years applies. Upon lapsing of the three-year period, and where a participant has remained employed for the duration of the vesting period and to the extent to which performance conditions have been made, the vesting of the award will occur and the participant will be entitled to settlement to the value of the vested award.

Expected settlements on VCP allocations to executive directors for the year ended June 2024 are as follows:

	Expected settlement on unvested awards <sup>1</sup> R'000	Amounts paid in the current financial year R'000
MP Stander	33 390	-
WA de Wet	17 633	-
IG van der Walt	31 069	-
KR van der Merwe	4 385	-
<b>Expected payment on condition performance targets are achieved</b>	<b>86 477</b>	<b>-</b>
<b>Liability included in employee benefits</b>	<b>57 651</b>	<b>-</b>

<sup>1</sup> Expected future payments on vesting of open scheme as at 30 June 2024. One-third of the 2024 awards and two-thirds of the 2023 awards have been accrued for the year ended 30 June 2024.



# NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

## FOR THE YEAR ENDED 30 JUNE 2024

### 8. DIRECTORS' EMOLUMENTS CONTINUED

Expected settlements on the RCL FOODS (non-Rainbow) VCP allocations to prescribed officers for the year ended June 2024 are as follows:

	Expected settlement on unvested awards <sup>2</sup> R'000	Amounts paid in the current financial year R'000
PD Cruickshank	5 567	–
RH Field	4 867	–
<b>Expected payment on condition performance targets are achieved</b>	<b>10 434</b>	<b>–</b>
<b>Liability included in employee benefits</b>	<b>5 293</b>	<b>–</b>

<sup>2</sup> Expected future payments on vesting of open scheme as at 30 June 2024. One-third of the 2024 awards and two-thirds of the 2023 awards have been accrued for the year ended 30 June 2024.

Expected settlements on VCP allocations to executive directors for the year ended June 2023 are as follows:

	Expected settlement on unvested awards <sup>3</sup> R'000	Amounts paid in the current financial year R'000
MP Stander	–	–
WA de Wet	–	–
IG van der Walt	–	–
KR van der Merwe	–	–
<b>Expected payment on condition performance targets are achieved</b>	<b>–</b>	<b>–</b>
<b>Liability included in employee benefits</b>	<b>–</b>	<b>–</b>

<sup>3</sup> An accrual for the year ended 2 July 2023 was not raised as the performance conditions of the Group was not met.

Expected settlements on RCL FOODS (non-Rainbow) VCP allocations to prescribed officers for the year ended June 2023 are as follows:

	Expected settlement on unvested awards <sup>4</sup> R'000	Amounts paid in the current financial year R'000
PD Cruickshank	2 228	–
RH Field	2 082	–
<b>Expected payment on condition performance targets are achieved</b>	<b>4 310</b>	<b>–</b>
<b>Liability included in employee benefits</b>	<b>1 437</b>	<b>–</b>

<sup>4</sup> Expected future payments on vesting of open scheme as at 2 July 2023. One-third of the awards have been accrued for in the 2023 financial year.

# NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

## FOR THE YEAR ENDED 30 JUNE 2024

### 8. DIRECTORS' EMOLUMENTS CONTINUED

#### Interests of Directors of the Company in share appreciation rights awarded in terms of the RCL FOODS Share Appreciation Rights Scheme

Share appreciation rights awarded to executive directors and unexpired or unexercised as at June 2024 are as follows:

Executive directors	Award price post rights issue Rand	Rights at June 2023	Rights awarded during the year	Rights exercised during the year	Rights forfeited during the year	Rights at June 2024	Fair value of rights awarded <sup>1</sup> R'000	Rights exercisable at June 2024
MP Stander	8.61	2 322 880	–	–	–	2 322 880	7 720	2 322 880
Subtotal		2 322 880	–	–	–	2 322 880	7 720	2 322 880
WA de Wet	14.05	120 725	–	–	(120 725)	–	–	–
	15.36	339 145	–	–	–	339 145	–	339 145
	16.97	365 128	–	–	–	365 128	–	365 128
	9.93	131 619	–	–	–	131 619	264	131 619
	8.61	813 008	–	–	–	813 008	2 702	813 008
Subtotal		1 769 625	–	–	(120 725)	1 648 900	2 966	1 648 900
IG van der Walt	15.36	134 901	–	–	–	134 901	–	134 901
	12.65	509 263	–	–	–	509 263	–	509 263
Subtotal		644 164	–	–	–	644 164	–	644 164
KR van der Merwe	14.05	39 052	–	–	(39 052)	–	–	–
	15.36	8 965	–	–	–	8 965	–	8 965
	16.97	63 373	–	–	–	63 373	–	63 373
	9.93	78 443	–	–	–	78 443	157	78 443
	8.55	52 427	–	–	–	52 427	177	52 427
	12.65	72 834	–	–	–	72 834	–	72 834
Subtotal		315 094	–	–	(39 052)	276 042	334	276 042
Total		5 051 763	–	–	(159 777)	4 891 986	11 020	4 891 986

<sup>1</sup> Fair value of rights awarded represents the total fair value of rights outstanding at the end of the year. This cost is expensed over the right's vesting period.

# NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 30 JUNE 2024

## 8. DIRECTORS' EMOLUMENTS CONTINUED

### Interests of Directors of the Company in share appreciation rights awarded in terms of the RCL FOODS Share Appreciation Rights Scheme *continued*

Fair value of rights awarded represents the total fair value of rights outstanding at the end of the financial year. This cost is expensed over the right's vesting period.

Prescribed officers <sup>1</sup>	Award price post rights issue Rand	Rights at June 2023	Rights awarded during the year	Rights exercised during the year	Rights forfeited during the year	Rights at June 2024	Fair value of rights awarded <sup>2</sup> R'000	Rights exercisable at June 2024
PD	14.05	704 282	–	–	(704 282)	–	–	–
Cruickshank	15.36	366 020	–	–	–	366 020	1 245	366 020
	16.97	323 507	–	–	–	323 507	1 417	323 507
	9.93	2 068 897	–	–	–	2 068 897	4 903	1 365 472
	8.55	714 010	–	–	–	714 010	1 564	235 623
	12.65	2 510 776	–	–	–	2 510 776	11 524	–
	Subtotal		6 687 492	–	–	(704 282)	5 983 210	20 653
RH Field	14.05	1 087 325	–	–	(1 087 325)	–	–	–
	15.36	669 653	–	–	–	669 653	2 277	669 653
	16.97	620 061	–	–	–	620 061	2 716	620 061
	9.93	1 217 339	–	–	–	1 217 339	2 885	803 443
	8.55	1 188 869	–	–	–	1 188 869	2 604	392 326
	12.65	1 095 283	–	–	–	1 095 283	5 027	–
Subtotal		5 878 530	–	–	(1 087 325)	4 791 205	15 509	2 485 483
Total		12 566 022	–	–	(1 791 607)	10 774 415	36 162	4 776 105

<sup>1</sup> These amounts have been extracted from the Annual Financial Statements of RCL FOODS Limited.

<sup>2</sup> Fair value of rights awarded represents the total fair value of rights outstanding at the end of the year. This cost is expensed over the right's vesting period.

# NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

## FOR THE YEAR ENDED 30 JUNE 2024

### 8. DIRECTORS' EMOLUMENTS CONTINUED

#### Interests of Directors of the Company in share appreciation rights awarded in terms of the RCL FOODS Share Appreciation Rights Scheme *continued*

Share appreciation rights awarded to executive directors and unexpired or unexercised as at June 2023 are as follows:

Executive directors	Award price post rights issue Rand	Rights at June 2022	Rights forfeited during the year	Rights at June 2023	Fair value of rights awarded <sup>1</sup> R'000	Rights exercisable at June 2023
MP Stander	8.61	2 322 880	–	2 322 880	2 762	2 322 880
Subtotal		2 322 880	–	2 322 880	2 762	2 322 880
WA de Wet	14.05	120 725	–	120 725	–	120 725
	15.36	339 145	–	339 145	–	339 145
	16.97	365 128	–	365 128	–	365 128
	9.93	131 619	–	131 619	–	131 619
	8.61	813 008	–	813 008	967	813 008
Subtotal		1 769 625	–	1 769 625	967	1 769 625
IG van der Walt	15.36	134 901	–	134 901	–	134 901
	12.65	509 263	–	509 263	–	509 263
Subtotal		644 164	–	644 164	–	644 164
KR van der Merwe	14.05	39 052	–	39 052	–	39 052
	15.36	8 965	–	8 965	–	8 965
	16.97	63 373	–	63 373	–	63 373
	9.93	78 443	–	78 443	–	78 443
	8.55	52 427	–	52 427	65	52 427
	12.65	72 834	–	72 834	–	72 834
Subtotal		315 094	–	315 094	65	315 094
Total		5 051 763	–	5 051 763	3 794	5 051 763

<sup>1</sup> Fair value of rights awarded represents the total fair value of rights outstanding at the end of the year. This cost is expensed over the right's vesting period.

# NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 30 JUNE 2024

## 8. DIRECTORS' EMOLUMENTS CONTINUED

### Interests of Directors of the Company in share appreciation rights awarded in terms of the RCL FOODS Share Appreciation Rights Scheme *continued*

	Award price post rights issue Rand	Rights at June 2022	Rights forfeited during the year	Rights at June 2023	Fair value of rights awarded <sup>2</sup> R'000	Rights exercisable at June 2023
<b>Prescribed officers<sup>1</sup></b>						
PD Cruickshank	15.92	181 809	(181 809)	–	–	–
	14.05	704 282	–	704 282	2 155	704 282
	15.36	366 020	–	366 020	1 245	366 020
	16.97	323 507	–	323 507	1 417	213 514
	9.93	2 068 897	–	2 068 897	4 903	682 736
	8.55	714 010	–	714 010	1 564	–
	12.65	2 510 776	–	2 510 776	11 524	–
Subtotal		6 869 301	(181 809)	6 687 492	22 808	1 966 552
RH Field	15.92	319 448	(319 448)	–	–	–
	14.05	1 087 325	–	1 087 325	3 327	1 087 325
	15.36	669 653	–	669 653	2 277	669 653
	16.97	620 061	–	620 061	2 716	409 240
	9.93	1 217 339	–	1 217 339	2 885	401 721
	8.55	1 188 869	–	1 188 869	2 604	–
	12.65	1 095 283	–	1 095 283	5 027	–
Subtotal		6 197 978	(319 448)	5 878 530	18 836	2 567 939
<b>Total</b>		<b>13 067 279</b>	<b>(501 257)</b>	<b>12 566 022</b>	<b>41 644</b>	<b>4 534 491</b>

<sup>1</sup> These amounts have been extracted from the Annual Financial Statements of RCL FOODS Limited.

<sup>2</sup> Fair value of rights awarded represents the total fair value of rights outstanding at the end of the year. This cost is expensed over the right's vesting period.



## NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED FOR THE YEAR ENDED 30 JUNE 2024

### 8. DIRECTORS' EMOLUMENTS CONTINUED

#### Interests of Directors of the Company in stated capital

The aggregate beneficial holdings as at June of those directors of the Company holding issued ordinary shares in RCL FOODS are detailed below:

	2024 Direct beneficial	2024 Indirect beneficial	2023 Direct beneficial	2023 Indirect beneficial
<b>Executive directors</b>				
MP Stander	-	-	-	-
WA de Wet	30 152	-	-	-
KR van der Merwe	-	-	-	-
IG van der Walt	-	-	-	-
Subtotal	30 152	-	-	-
<b>Prescribed officers</b>				
PD Cruickshank	447 811	-	447 811	-
RH Field	1 675 030	-	1 675 030	-
Subtotal	2 122 841	-	2 122 841	-
<b>Non-executive director</b>				
SM Parsons	15 084	-	-	-
Subtotal	15 084	-	-	-
Total	2 168 077	-	2 122 841	-

The above interests of directors represents the aggregate interests of directors. No interest is held by a director's associate.

## NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED FOR THE YEAR ENDED 30 JUNE 2024

### 8. DIRECTORS' EMOLUMENTS CONTINUED

#### Directors' emoluments paid by RCL FOODS Limited

	Fees R'000	Salaries R'000	Retirement fund R'000	Other benefits <sup>1</sup> R'000	Total R'000
<b>June 2024</b>					
<b>Prescribed officers</b>					
PD Cruickshank	–	7 833	639	9 861	18 333
RH Field	–	5 513	594	4 610	10 717
<b>Total</b>	<b>–</b>	<b>13 346</b>	<b>1 233</b>	<b>14 471</b>	<b>29 050</b>
<b>June 2023</b>					
<b>Prescribed officers</b>					
PD Cruickshank	–	7 420	606	9 232	17 258
RH Field	–	5 243	564	5 243	11 050
<b>Total</b>	<b>–</b>	<b>12 663</b>	<b>1 170</b>	<b>14 475</b>	<b>28 308</b>

<sup>1</sup> Other benefits include bonuses accrued and Company contributions to disability insurance, medical aid and UIF.

#### Directors' emoluments paid by Remgro Limited

	Fees R'000	Salaries R'000	Retirement fund R'000	Other benefits <sup>1</sup> R'000	Total R'000
<b>June 2024</b>					
<b>Non-executive directors</b>					
PR Louw	–	3 429	680	482	4 591
WO van Wyk <sup>2</sup>	–	121	26	29	176
<b>Total</b>	<b>–</b>	<b>3 550</b>	<b>706</b>	<b>511</b>	<b>4 767</b>
<b>June 2023</b>					
<b>Non-executive directors</b>					
PR Louw	–	3 221	639	455	4 315
WO van Wyk <sup>2</sup>	–	–	–	–	–
<b>Total</b>	<b>–</b>	<b>3 221</b>	<b>639</b>	<b>455</b>	<b>4 315</b>

<sup>1</sup> Other benefits include bonuses accrued and Company contributions to disability insurance, medical aid and UIF.

<sup>2</sup> Appointed as a director within the Remgro Group of Companies on 24 May 2024.

# NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 30 JUNE 2024

## 8. DIRECTORS' EMOLUMENTS CONTINUED

### Variable pay – long-term incentive plans

#### Remgro Equity Settled Share Appreciation Rights Scheme (“SARs”) – 2024

Participant	Balance of SARs accepted as at June 2023	Balance of SARs on appointment	SARs accepted during the period	Offer date	Offer price Rand	Number of SARs exercised/ (forfeited)	Date exercising/ forfeiting SARs	Balance of SARs accepted as at June 2024	Fair value of SARs granted <sup>1</sup> R'000
<b>Non-Executive</b>									
PR Louw	5 952	–	–		160.29	(5 952)	26/11/2023	–	–
	9 497	–	–		166.08	(9 497)	24/11/2023	–	–
	20 301	–	–		114.92	(20 301)	01/12/2023	–	–
	32 964	–	–		89.21	(21 976)	05/12/2023	10 988	348
	46 448	–	–		89.69	(23 844)	05/12/2023	22 604	741
	35 796	–	–		126.99	–		35 796	937
	37 780	–	–		141.64	–		37 780	901
	–	–	19 602	05/12/2023	145.17	–		19 602	501
WO van Wyk <sup>2</sup>	–	6 082	–		121.63	–		6 082	159
	–	5 870	–		141.64	–		5 870	140
	–	3 221	–		145.17	–		3 221	82
<b>Total</b>	<b>188 738</b>	<b>15 173</b>	<b>19 602</b>			<b>(81 570)</b>		<b>141 943</b>	<b>3 809</b>

<sup>1</sup> Fair value of rights awarded represents the total fair value of rights outstanding at the end of the year. This cost is expensed over the right's vesting period.

<sup>2</sup> Appointed as a director within the Remgro Group of Companies on 24 May 2024.

#### Remgro Equity Settled Share Appreciation Right Scheme (“SARs”) – 2023

Participant	Balance of SARs accepted as at June 2022	SARs accepted during the period	Offer date	Offer price Rand	Number of SARs exercised/ (forfeited)	Date exercising/ forfeiting SARs	Balance of SARs accepted as at June 2023	Fair value of SARs granted <sup>1</sup> R'000
PR Louw	22 646	–		90.97	(22 646)	22/06/2023	–	–
	12 944	–		123.80	(12 944)	22/06/2023	–	–
	5 952	–		160.29	–		5 952	21
	9 497	–		166.08	–		9 497	20
	91 120	–		122.38	(91 120)	22/06/2023	–	–
	20 301	–		114.92	–		20 301	865
	46 428	–		89.21	(13 464)	05/12/2022	32 964	1 302
	46 448	–		89.69	–		46 448	1 920
	35 796	–		126.99	–		35 796	1 234
	–	37 780	05/12/2022	141.64	–		37 780	1 218
<b>Total</b>	<b>291 132</b>	<b>37 780</b>			<b>(140 174)</b>		<b>188 738</b>	<b>6 580</b>

<sup>1</sup> Fair value of rights awarded represents the total fair value of rights outstanding at the end of the year. This cost is expensed over the right's vesting period.

# NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

FOR THE YEAR ENDED 30 JUNE 2024

## 8. DIRECTORS' EMOLUMENTS CONTINUED

### Remgro Equity Settled Conditional Share Plan ("CSP") – 2024

Participant	Balance of CSPs accepted as at June 2023	Balance of SARs on appointment	CSPs accepted during the period <sup>1</sup>	Offer date <sup>1</sup>	Offer price Rand	Additional CSPs from dividends	Number of CSPs vested/ (forfeited)	Date vested/ forfeited CSPs	Balance of CSPs accepted as at June 2024	Fair value of CSPs <sup>1</sup> R'000
<b>Executive</b>										
PR Louw	22 458	–	–		93.82	395	11 624	05/12/2023	11 229	917
	47 466	–	–		93.82	407	(24 773)	05/12/2023	23 100	1 886
	36 580	–	–		126.99	–	–		36 580	2 987
	37 780	–	–		141.64	–	–		37 780	3 085
	–	–	58 806	05/12/2023	145.17	–	–		58 806	4 802
WO van Wyk <sup>2</sup>	–	1 379	–		93.82	–	–		1 379	188
	–	3 086	–		93.82	–	–		3 086	420
	–	98	–		–	–	–		98	13
	–	6 216	–		126.99	–	–		6 216	508
	–	5 870	–		141.64	–	–		5 870	479
	–	9 662	–		145.17	–	–		9 662	789
<b>Total</b>	<b>144 284</b>	<b>26 311</b>	<b>58 806</b>			<b>802</b>	<b>(13 149)</b>		<b>193 806</b>	<b>16 074</b>

<sup>1</sup> Fair value of rights awarded represents the total fair value of rights outstanding at the end of the year. This cost is expensed over the right's vesting period.

<sup>2</sup> Appointed as a director within the Remgro Group of Companies on 24 May 2024.

### Remgro Equity Settled CSPs – 2023

Participant	Balance of CSPs accepted as at June 2022	CSPs accepted during the period <sup>1</sup>	Offer date <sup>1</sup>	Offer price Rand	Additional CSPs from dividends	Number of CSPs vested/ (forfeited)	Date vested/ forfeited CSPs	Balance of CSPs accepted as at June 2023	Fair value of CSPs <sup>1</sup> R'000
PR Louw	–	172 168	05/12/2022	141.64	–	–		172 168	15 190
	46 428	1 017	12/10/2022	93.82	197	(25 184)	05/12/2022	22 458	1 981
	46 448	1 018	12/10/2022	93.82	–	–		47 466	4 188
	7 988	175	12/10/2022	93.82	72	(8 235)	22/06/2023	–	–
	35 796	784	12/10/2022	126.99	–	–		36 580	1 936
	–	37 780	05/12/2022	141.64	–	–		37 780	3 333
<b>Total</b>	<b>136 660</b>	<b>212 942</b>			<b>269</b>	<b>(33 419)</b>		<b>316 452</b>	<b>26 628</b>

<sup>1</sup> Fair value of rights awarded represents the total fair value of rights outstanding at the end of the year. This cost is expensed over the right's vesting period.

# NOTES TO THE SUMMARY CONSOLIDATED FINANCIAL STATEMENTS CONTINUED FOR THE YEAR ENDED 30 JUNE 2024

## 9. SUBSEQUENT EVENTS

Rainbow was listed on the main board of the Johannesburg Stock Exchange (“JSE”) and unbundled from RCL FOODS Limited (“RCL FOODS”) on 1 July 2024. The unbundling was implemented by way of a dividend in specie distribution, comprising 100% of the Rainbow shares in issue (being 890 296 405 Rainbow ordinary shares of no par value) to Shareholders in the ratio of 1 Rainbow share for every 1 ordinary no par value RCL FOODS share held by Shareholders entitled to participate in the unbundling, in terms of section 46 of the Companies Act, 71 of 2008 and in accordance with section 46 of the Income Tax Act, 58 of 1962.

As a pre-requisite to being unbundled from RCL FOODS, the appropriateness of the capital structure of Rainbow to sustain the business longer term was reviewed by RCL FOODS. It was determined that Rainbow would require appropriate finance facilities to support its operational requirements. This was implemented, effective 1 July 2024 with Rand Merchant Bank (“RMB”) and ABSA Bank Limited with both Rainbow Chicken Limited and RCL FOODS Consumer Proprietary Limited (“Rainbow Co”) as cross-guarantors to the debt package. The facilities implemented include amongst others a General Borrowing Facility of R500 million, intraday funding limits, appropriate derivative hedging facility limits and other trade finance facilities sufficient to support Rainbows working capital and liquidity requirements.

On 1 July 2024, RCL FOODS Treasury Proprietary Limited paid Rainbow R463,8 million, fully settling the loan owed to Rainbow at 30 June 2024.

On 26 July 2024, the Rainbow Board approved the internal refinance of the existing R128,4 million loan to Matzonox on more suitable terms. This loan will fully settle the outstanding balance of Matzonox’s current interest-bearing mezzanine loan. A new shareholder non-interest-bearing loan in equal proportions from each shareholder was advanced on the same date.

Historically, Rainbow executives participated in RCL FOODS’ legacy long-term incentive (LTI) plan, specifically the share appreciation rights (SAR) scheme. Following the unbundling, all vested and unvested RCL SARs were converted to Rainbow SARs at a similar value, based on Rainbow’s share price, with vesting accelerated due to the unbundling. These converted SARs are exercisable for up to 14 months post-listing. To facilitate this conversion, Rainbow adopted the Rainbow Share Incentive Plan, which mirrors the original RCL FOODS SAR scheme’s rules. However, this plan was created solely to substitute the RCL SAR awards and will not be used for new awards moving forward.

## 10. SUPPLEMENTARY INFORMATION

### Capital commitments:

		2024 R'000	2023 R'000
Capital expenditure contracted and committed		<b>39 928</b>	90 686
Capital expenditure approved but not contracted		<b>34 589</b>	60 743
<b>Statistics<sup>1</sup></b>			
Statutory ordinary shares in issue	(000's)	<b>890 296</b>	890 296
Ordinary shares in issue for accounting purposes	(000's)	<b>890 296</b>	890 296
Weighted average ordinary shares in issue	(000's)	<b>890 296</b>	890 296
Diluted weighted average ordinary shares in issue	(000's)	<b>890 296</b>	890 296
Net asset value per share	(cents)	<b>452.4</b>	79.8
Ordinary dividends per share <sup>2</sup>	(cents)	<b>Nil</b>	Nil

<sup>1</sup> The number of shares has been adjusted retrospectively as part of the reorganisation of the Group.

<sup>2</sup> No dividends were declared during the current year (2023: nil).

# SHAREHOLDERS' DIARY

Financial year-end	June
Annual general meeting	November

## Financial Reports

Announcement of results for the year	September
Interim report for half year to December	March

## Interim dividend

Declaration	March
Payment	April

## Final dividend

Declaration	September
Payment	October

# CORPORATE INFORMATION

Company registration number	2024/200346/06
JSE Share code	RBO
ISIN code	ZAE000334850
Registered office/street address	Southdowns Ridge Office Park Suite 12 Cnr John Vorster and Nellmapius Drive Irene Centurion Gauteng 0157
Postal address	Southdowns Ridge Office Park Suite 12 Cnr John Vorster and Nellmapius Drive Irene Centurion Gauteng 0062
Transfer secretaries	Computershare Investor Services Proprietary Limited Rosebank Towers 15 Biermann Avenue Rosebank 2196
Company secretary	Fluidrock Co Sec Proprietary Limited
Auditors	Ernst & Young Inc.
Listing	JSE Securities Exchange South Africa
Sector	Food Producers
Sponsor	Rand Merchant Bank (a division of FirstRand Bank Limited)
Bankers	Absa Bank and Rand Merchant Bank
Website	<a href="http://www.rainbowchickens.co.za">www.rainbowchickens.co.za</a>



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