



AUDITED GROUP RESULTS

and dividend declaration for the year ended **30 September 2012**



Incorporated in the Republic of South Africa (Registration number: 1939/001730/06)

CONDENSED GROUP STATEMENT OF COMPREHENSIVE INCOME

Notes	Audited year ended 30 Sept 2012 R'000	Audited year ended 30 Sept 2011 R'000	Change %
Revenue	4 647 951	3 657 196	27
Cost of sales	2 875 765	2 299 778	25
Gross profit	1 772 186	1 357 418	31
Sales and distribution expenditure	428 870	338 927	27
Marketing expenditure	51 323	44 389	16
Overhead expenditure	599 363	461 487	30
Net foreign exchange gain	(18 395)	(74)	
Operating profit before abnormal items	711 025	512 689	39
Abnormal items	(47 955)		
Operating profit	663 070	512 689	29
Investment income	36 279	25 826	40
Interest paid	(3 108)	(2 872)	8
Profit before taxation	696 241	535 643	30
Taxation	232 315	189 426	23
Profit after taxation	463 926	346 217	34
Other comprehensive income			
Movement on foreign currency translation reserve	1 826	3 512	
Movement on cash flow hedging reserve	(1 522)	9 853	
Other comprehensive income, net of taxation	304	13 365	
Total comprehensive income for the year	464 230	359 582	29
Profit after taxation attributable to:			
Shareholders of Oceana Group Limited	443 790	333 170	33
Non-controlling interests	20 136	13 047	54
	463 926	346 217	34
Total comprehensive income attributable to:			
Shareholders of Oceana Group Limited	444 094	346 535	28
Non-controlling interests	20 136	13 047	54
	464 230	359 582	29
Weighted average number of shares on which earnings per share is based (000's)	100 100	99 868	
Adjusted weighted average number of shares on which diluted earnings per share is based (000's)	108 659	106 544	
Earnings per share (cents)			
Basic	443,3	333,6	33
Diluted	408,4	312,7	31
Dividends per share (cents)	301,0	220,0	37
Headline earnings per share (cents)			
Basic	455,7	333,7	37
Diluted	419,8	312,7	34

CONDENSED GROUP STATEMENT OF FINANCIAL POSITION

	Audited 30 Sept 2012 R'000	Audited 30 Sept 2011 R'000
Assets		
Non-current assets	690 615	600 373
Property, plant and equipment	435 850	415 623
Goodwill	10 000	
Trademark	6 229	18 101
Fishing rights	72 409	
Deferred taxation	23 187	13 204
Investments and loans	142 940	153 445
Current assets	1 878 113	1 422 623
Inventories	777 979	489 850
Accounts receivable	823 956	536 913
Cash and cash equivalents	276 178	395 860
Total assets	2 568 728	2 022 996
Equity and liabilities		
Capital and reserves		
Share capital and premium	30 692	26 293
Foreign currency translation reserve	(721)	(2 547)
Capital redemption reserve	130	130
Cash flow hedging reserve	400	1 922
Share-based payment reserve	57 144	49 599
Distributable reserves	1 496 895	1 283 031
Interest of own shareholders	1 584 540	1 358 428
Non-controlling interests	48 702	40 923
Total capital and reserves	1 633 242	1 399 351
Non-current liabilities	139 270	95 363
Liability for share-based payments	97 427	53 694
Deferred taxation	41 843	41 669
Current liabilities	796 216	528 282
Accounts payable and provisions	751 642	516 966
Bank overdrafts	44 574	11 316
Total equity and liabilities	2 568 728	2 022 996
Number of shares in issue net of treasury shares (000's)	100 219	99 939
Net asset value per ordinary share (cents)	1 581	1 359
Total liabilities excluding deferred taxation: Total equity (%)	55	42
Total borrowings: Total equity (%)	3	1

CONDENSED GROUP STATEMENT OF CHANGES IN EQUITY

	Audited year ended 30 Sept 2012 R'000	Audited year ended 30 Sept 2011 R'000
Balance at the beginning of the year	1 399 351	1 246 470
Total comprehensive income for the year	464 230	359 582
Profit after taxation	463 926	346 217
Movement on foreign currency translation reserve	1 826	3 512
Movement on cash flow hedging reserve	(1 522)	9 853
Shares issued	3 524	2 524
Movement in treasury shares held by share trusts	875	640
Recognition of share-based payments	7 614	9 628
Loss on sale of treasury shares	(130)	(52)
Additional non-controlling interest arising on acquisition		552
Dividends declared	(242 222)	(219 993)
Balance at the end of the year	1 633 242	1 399 351
Comprising:		
Share capital and premium	30 692	26 293
Foreign currency translation reserve	(721)	(2 547)
Capital redemption reserve	130	130
Cash flow hedging reserve	400	1 922
Share-based payment reserve	57 144	49 599
Distributable reserves	1 496 895	1 283 031
Non-controlling interests	48 702	40 923
Balance at the end of the year	1 633 242	1 399 351

CONDENSED GROUP STATEMENT OF CASH FLOWS

	Audited year ended 30 Sept 2012 R'000	Audited year ended 30 Sept 2011 R'000
Cash flows from operating activities		
Operating profit before abnormal items	711 025	512 689
Adjustment for non-cash and other items	102 832	97 647
Cash operating profit before working capital changes	813 857	610 336
Working capital changes	(357 295)	118 875
Cash generated from operations	456 562	729 211
Investment income received	25 312	14 320
Interest paid	(3 108)	(2 872)
Taxation paid	(242 588)	(169 132)
Dividends paid	(242 222)	(219 993)
Cash (outflow)/inflow from operating activities	(6 044)	351 534
Cash outflow from investing activities	(153 331)	(115 827)
Capital expenditure	(69 746)	(125 988)
Proceeds on disposal of property, plant and equipment	1 536	460
Acquisition of businesses	(105 296)	(258)
Acquisition of fishing rights	(1 296)	
Repayment received on preference shares	11 949	22 829
Net movement on loans and advances	9 718	(12 870)
Acquisition of investment	(196)	
Cash inflow from financing activities	7 987	4 902
Proceeds from issue of share capital	4 270	3 112
Short-term borrowings raised	3 717	1 790
Net (decrease)/increase in cash and cash equivalents	(151 388)	240 609
Cash and cash equivalents at the beginning of the year	384 544	145 116
Effect of exchange rate changes	(1 552)	(1 181)
Cash and cash equivalents at the end of the year	231 604	384 544

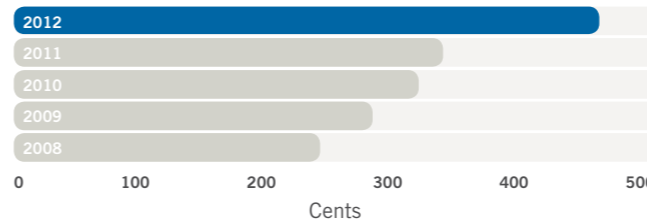
NOTES

1. Basis of preparation
The condensed financial information has been prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS) of the International Accounting Standards Board, the AC 500 standards as issued by the Accounting Practices Board, the information as required by IAS 34: Interim Financial Reporting and the requirements of the Companies Act of South Africa. The report has been prepared using accounting policies that comply with IFRS which are consistent with those applied in the financial statements for the year ended 30 September 2011. The condensed financial information was prepared under the supervision of the group financial director, RG Nicol CA(SA), and has been audited in compliance with the Companies Act.

The auditors, Deloitte & Touche, have issued their opinion on the group financial statements for the year ended 30 September 2012. The audit was conducted in accordance with International Standards on Auditing. They have issued an unmodified audit opinion. These condensed financial statements have been derived from the group financial statements and are consistent, in all material respects, with the group financial statements. A copy of their audit report is available for inspection at the company's registered office. The audit report does not necessarily cover all the information contained in this announcement. Shareholders are therefore advised that in order to obtain a full understanding of the nature of the auditors' work they should obtain a copy of that report together with the accompanying financial information from the registered office of the company. Any reference to future financial performance included in this announcement, has not been reviewed or reported on by the company's auditors.

	Audited year ended 30 Sept 2012 R'000	Audited year ended 30 Sept 2011 R'000
2. Segmental results		
Revenue		
Canned fish and fishmeal	2 582 636	1 981 722
Lobster, squid and French fries	350 443	286 574
Horse mackerel and hake	1 435 082	1 170 907
Commercial cold storage	279 790	217 993
Total	4 647 951	3 657 196
Operating profit before abnormal items		
Canned fish and fishmeal	318 941	171 761
Lobster, squid and French fries	29 538	13 399
Horse mackerel and hake	296 578	273 795
Commercial cold storage	65 968	53 734
Total	711 025	512 689
Total assets		
Canned fish and fishmeal	1 362 685	789 994
Lobster, squid and French fries	95 680	136 782
Horse mackerel and hake	427 507	319 370
Commercial cold storage	241 002	214 342
Financing	419 117	549 304
Total	2 545 541	2 009 792
Deferred taxation	23 187	13 204
Total	2 568 728	2 022 996
Total liabilities		
Canned fish and fishmeal	515 752	250 063
Lobster, squid and French fries	44 808	60 169
Horse mackerel and hake	220 055	212 653
Commercial cold storage	60 456	43 493
Financing	52 572	15 598
Total	893 643	581 976
Deferred taxation	41 843	41 669
Total	935 486	623 645

HEADLINE EARNINGS PER SHARE INCREASED BY 37%



	Audited year ended 30 Sept 2012 R'000	Audited year ended 30 Sept 2011 R'000
3. Abnormal items		
Competition Commission administrative penalty	(34 750)	
Trademark impairment	(13 205)	
Abnormal expense before taxation	(47 955)	
Taxation		
Abnormal expense after taxation	(47 955)	
4. Determination of headline earnings		
Profit after taxation attributable to own shareholders	443 790	333 170
Adjusted for:		
Trademark impairment	13 205	
Net (surplus)/loss on disposal of property, plant and equipment	(1 193)	57
Total tax effect of adjustments	356	(17)
Headline earnings for the year	456 158	333 210

	Audited year ended 30 Sept 2012 R'000	Audited year ended 30 Sept 2011 R'000
5. Dividends		
Estimated dividend declared after reporting date	256 560	182 906
Dividend on shares issued prior to last day to trade		213
Actual dividend declared after reporting date		183 119
6. Supplementary information		
Amortisation	853	
Depreciation	86 339	77 209
Operating lease charges	39 615	28 763
Capital expenditure	69 746	125 988
Expansion	2 085	23 321
Replacement	67 661	102 667
Budgeted capital commitments	181 159	141 545
Contracted	21 879	23 981
Not contracted	159 280	117 564

	Number of shares '000	Number of shares '000
7. Elimination of treasury shares		
Weighted average number of shares in issue	119 332	119 157
Less: treasury shares held by share trusts	(14 138)	(14 195)
Less: treasury shares held by subsidiary company	(5 094)	(5 094)
Weighted average number of shares on which earnings per share and headline earnings per share are based	100 100	99 868

	Audited year ended 30 Sept 2012 R'000	Audited year ended 30 Sept 2011 R'000
8. Acquisition of businesses		
Property, plant and equipment	(37 400)	(2 817)
Goodwill	(10 000)	
Fishing rights	(68 860)	
Inventories		(2 187)
Accounts receivable		(2 232)
Accounts payable and provisions	514	3 001
Contingent purchase consideration	10 450	
Taxation		1 200
Deferred taxation		2 225
Non-controlling interest		552
Cash movement on acquisition of businesses	(105 296)	(258)

Transfer of the hake, horse mackerel and cold storage businesses acquired from the Lusitania group and associated companies took place on 18 September 2012. As a result of the acquisition Oceana's percentage ownership in the deep-sea and inshore trawl hake TAC increased from 1,0% to 3,3% and in the horse mackerel TAC from 30,7% to 34,7%. Approval for transfer of an additional hake quota representing 0,8% of the TAC is still outstanding. Included in the acquisition were two trawlers and quayside premises with a 4 400 pallet cold store. A decision by the Department of Agriculture, Forestry and Fisheries for transfer of the south coast rock lobster fishing rights was not obtained and accordingly this element of the transaction has not been given effect.

The fair value of the acquired fishing rights and assets is provisional and may be adjusted upon transfer of an additional fishing right and catch agreements, which is represented by the contingent purchase consideration. Goodwill arose on the acquisition of the V&A Cold Store. As the business combination was primarily effected through the acquisition of assets, it is not practicable to determine and disclose pro forma revenue and profit or loss information for the combined entity as if the acquisitions occurred at the beginning of the year.

9. Events after the reporting date
No events occurred after the reporting date that may have an impact on the group's reported financial position at 30 September 2012.

The company entered into an agreement regarding a call option for a potential specific repurchase of its shares, the details of which were announced on 7 November 2012.

CASH DIVIDEND DECLARATION
Notice is hereby given of dividend number 138. A gross final dividend amounting to 256 cents per share, in respect of the year ended 30 September 2012, was declared on Thursday, 8 November 2012. Where applicable, the deduction of dividends withholding tax at a rate of 15% will result in a net dividend amounting to 217,6 cents per share.

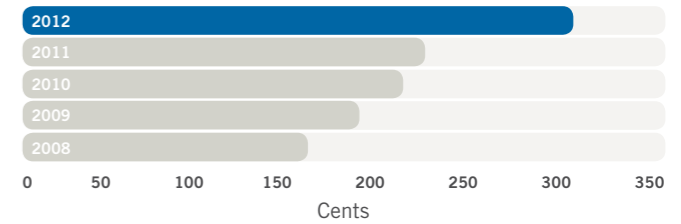
The company has no credits available in respect of secondary tax on companies. The number of ordinary shares in issue at the date of this declaration is 119 429 157. The company's tax reference number is 9675/139/1/2. Relevant dates are as follows:

Last day to trade cum dividend Friday, 4 January 2013
Commence trading ex dividend Monday, 7 January 2013
Record date Friday, 11 January 2013
Dividend payable Monday, 14 January 2013

Share certificates may not be dematerialised or rematerialised between Monday, 7 January 2013, and Friday, 11 January 2013, both dates inclusive.

By order of the board
JC Marais
Company secretary
8 November 2012

DIVIDENDS PER SHARE INCREASED BY 37%



COMMENTS
Financial results
Headline earnings per share for the year ended 30 September 2012 increased by 37% compared to the previous year. Earnings per share increased by 33%.

Group operating profit before abnormal items increased by 39%. Improved results were achieved by each of the business segments on the back of 27% higher turnover. The canned fish business performed particularly well and, together with the turnaround in the fishmeal operation, was the main contributor to the rise in profit. Abnormal items consisted of the administrative penalty paid to the Competition Commission and impairment of the Glenryck trademark in the United Kingdom.

A final dividend of 256 cents per share has been declared which, together with the interim dividend of 45 cents, brings the total dividend for the year to 301 cents per share, an increase of 37% on the 2011 total dividend of 220 cents.

REVIEW OF OPERATIONS

Canned fish and fishmeal
Canned fish sales volumes on the domestic market were considerably higher than the previous year. The business continued to benefit from its market leading brand Lucky Star, which is well positioned as an affordable protein in the lower LSM segments of the market. Further progress was made in securing a reliable international supply chain which translated into substantially higher working capital requirements. This was necessary to ensure availability of product which is dependent on the vagaries of worldwide pilchard fisheries. Although additional suppliers were contracted locally and in Namibia, imports increased as a proportion of total supplies.

The 2012 Total Allowable Catch (TAC) for pilchard in South Africa was 100 595 tons (2011: 90 000 tons). Pilchard landings and processing yields at the St Helena Bay cannery were good and the company's quota is expected to be landed in full by the close of the season. The Namibian pilchard TAC was 31 000 tons (2011: 25 000 tons) and all quotas contracted to the Etosha Fishing company were completed by the financial year-end.

Overall, profitability from canned fish operations was well above the prior year. The anchovy A season TAC which ended on 31 August was 352 718 tons and B season 120 000 tons (2011: A season 270 291 tons; B season 120 000 tons). Oceana landed 75% of its A season quota and 30% of its B season quota which resulted in significantly higher fishmeal and fish oil volumes than the previous year when only 47% of the A season quota was landed. Selling prices in rand terms were slightly higher on average over the year and the business returned to profitability having made a substantial loss last year.

Lobster, squid and French fries
The TAC for west coast lobster increased to 2 425 tons (2011: 2 286 tons). Quota available to Oceana for the season to 30 September 2012 amounted to 327 tons (2011: 325 tons) which was landed in full. Although the foreign selling prices were lower on average compared to the previous year, the weaker currency translated into improved selling prices in rand terms. The business also benefited from increased sales volumes from its high opening stockholding and profits were accordingly higher.

Oceana's poor squid catches over the last summer season continued in the second half of the year with industry catches being the lowest experienced in the last decade. Selling prices increased in euro and rand terms, however, the business recorded a loss for the year.

French fries performed well, driven mainly by strong volume growth in the quick service restaurant and value added segments. Higher volumes and improved production efficiencies reduced cost per unit. This resulted in a return to profitability for this business.

Horse mackerel and hake
The Namibian horse mackerel TAC increased to 320 000 tons (2011: 310 000 tons). New rights holders were allocated 41% of the TAC directed to midwater trawl resulting in a reduced allocation to the existing rights holders. In South Africa the precautionary maximum