



NU-WORLD HOLDINGS LIMITED

Integrated Annual Report

2022

NU-WORLD HOLDINGS BRANDS

aiwa

ultimum

JVC

TELEFUNKEN

ideal

AVAPE
BE SAFE

Sunbeam

CONTI

iDEAS
BY NU-WORLD

Vegas

GOLDAIR

NU-TEC

neoniQ

MAGIC LINE

prima
ONE&ONLY

Palsonic

FENICI

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ABOUT **THIS REPORT**

“The objective of this integrated report is to provide stakeholders with continuous insight into the Group’s performance and the way in which it manages its business. In this report, business reporting focuses on the Group’s strategy and its ability to create long-term sustainable value.”

In compiling this report the Group was guided by the principles of integrated reporting, which in turn address the needs of its various stakeholders. The integrated report should provide an understanding of the Group’s strategy, its business model and its major impact across economic, social and environmental areas. It should also provide insight into how the Group’s business is managed. Aligned with its business strategy, it describes the material issues of the Group and shows the approach to addressing these in support of a common strategy.

Aspects of social and environmental sustainability have been part of the Group’s strategy and business practices for many years. Continuous progress is being made on the monitoring and reporting of data relevant and material to these matters.

Scope and boundary

The scope of the report includes all operating subsidiaries and covers the reporting period 1 September 2021 to 31 August 2022.

The audited Annual Financial Statements were approved on 26 October 2022. This integrated report was approved for distribution on 28 November 2022 and includes reference to significant events subsequent to year-end, up to the approval date.

All references to NWHL, the Group, the company, the business, our and we, refer to Nu-World Holdings Limited and its underlying subsidiaries. These subsidiaries include all businesses in the local South African and International operations. For more detailed information on the Group, refer to our integrated report which is also available at www.nuworld.co.za.

The Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRS). All financial information is contained in the integrated report.

Management has applied the principles of King IV on integrated reporting and the consultation draft of the International Integrated Reporting Framework in the preparation of this report.

As the concepts and practices of integrated reporting develop, management will aim to enhance disclosures and application as deemed appropriate.

The principle of materiality has been applied in determining the content and extent of disclosure in the integrated report.

Forward-looking information

This integrated report contains certain forward-looking statements which relate to the financial position and results of the operations of the Group. These statements are solely based on the view and considerations of the directors. These statements, by nature, involve risk and uncertainty, relate to events and depend on circumstances that may occur in the future. Factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, global, national, economic and market conditions, including interest and foreign exchange rates, gross and operating margins achieved, competitive conditions and regulatory factors. These forward-looking statements have not been reviewed or reported on by the Group’s external auditors.

External assurance

Assurance as to the contents of the integrated report was considered throughout the process. The Board, assisted by the Audit Committee, is ultimately responsible for overseeing the integrity of the integrated report. This was achieved through setting up appropriate teams and structures to undertake the reporting process and the review and approval of the integrated report by the Audit Committee.

Application of principles in King IV code

NWHL is aware of and complies with all regulations relative to its operations. The Board aims to apply the best practice recommendations as set out in the King Report, in a manner that reflects the stature, market position and size of the Group.

A detailed list of the Group's application of King IV principles is detailed on pages 31 to 36 of this integrated annual report.

Approval of the integrated report

The Board acknowledges its responsibility to ensure the integrity of the integrated report. The Directors confirm they have reviewed the content of the integrated report and believe it addresses the material issues and is a fair presentation of the integrated performance of the Group.

An electronic version of this report is available online at www.nuworld.co.za.

A printed copy of the Annual Financial Statements is available on request from:

The Company Secretary

P O Box 8964,
Johannesburg,
2000

Email: bhaikney@nuworld.co.za



FINANCIAL HIGHLIGHTS

Revenue

R2 151,9 million

Headline earnings

R84,8 million

Dividend per share

149,8 cents

Net asset value per share

6 745,7 cents



OPERATIONS/INTERNATIONAL REPRESENTATION



GROUP STRUCTURE



Nu-World Industries Proprietary Limited

100%



Nu-World Property Investments
Proprietary Limited

100%



Nu-World Global Investments
Proprietary Limited

100%



Conti Industries Proprietary Limited

100%



Conti Marketing Proprietary Limited

100%



LEFASE LESOTHO MANUFACTURING (PTY) LTD

Lefase Lesotho Manufacturing
Proprietary Limited

100%



Lefase Logistics (Pty) Ltd

Lefase Logistics
Proprietary Limited

49%

LOCAL



NU-WORLD HOLDINGS LIMITED

68,1%

Yale Prima
Proprietary Limited



100%

Yale Appliance Group
Proprietary Limited



100%

Nu-World Industries
Middle East DMCC



100%

Nu-World
Do Brazil LTDA

A MEMBER OF THE
NU-WORLD HOLDINGS LIMITED
GROUP OF COMPANIES



100%

Nu-World
Global Limited



OFF-SHORE



NU-WORLD HOLDINGS LIMITED

HISTORY OF NU-WORLD HOLDINGS LIMITED

1946

Nu-World Industries Proprietary Limited was established and began manufacturing electrical wiring accessories



1952



Manufacturing of small electrical appliances commenced

1980



Nu-World began importing and distributing small electrical appliances

1987



Nu-World Holdings Limited listed on the Johannesburg Stock Exchange

1995

Nu-World appointed as the sole agent for JVC in South Africa and sub-saharan Africa



1996

Exclusive Sunbeam distribution agreement for the South African region



1999

Nu-Tec consumer electronics introduced



2000

Casio Agency and distribution agreement signed with James Ralph Proprietary Limited



2001

Appointed sole agent for Telefunken in South Africa



TELEFUNKEN

2003

Acquired interest in Conti South Africa



CONTI 100%

2007

Investment in Yale Prima Proprietary Limited



yale prima
68,1%

2010



Lefase Logistics (Pty) Ltd

Acquired 49% interest in Lefase Logistics Proprietary Limited

2013



Nu-World Global Limited in Hong Kong established

Nu-World's JVC agency agreement extended to include entire Africa, Middle East, Australasia, New Zealand and Brazil

2017



Nu-World's JVC agency agreement extended to include India, Pakistan and Sri Lanka

2020

Introduction of PPE Division



2009

Introduction of the Hi-Tech and Liquor divisions



Expansion of White Goods division



2012



LEFASE LESOTHO MANUFACTURING (PTY) LTD

Lefase Lesotho Manufacturing Proprietary Limited established

2014



Nu-World Industries Middle East DMCC in Dubai established

2018

aiwa

Appointed as sole agent for Aiwa in South Africa

2021



NU-WORLD HOLDINGS LIMITED



NU-WORLD INDUSTRIES

BOARD OF **DIRECTORS**



M S Goldberg (70)

Executive chairman

BCom MBA (Wits)

Executive chairman responsible for the Group's overall performance and well-being. He plays an active role in the formulation of Group strategies, in the formulation and implementation of growth strategies, and in determining the future direction of the Group. Appointed to the Board in 1986, listed the Group in 1987 and appointed chairman of the Group in 2001. Has 43 years' experience in manufacturing and the appliance industry.



J A Goldberg (67)

Managing director/Chief executive officer

BSc Eng (Wits)

Managing director responsible for developing and implementing the Group's marketing and sales strategies. Intimately involved in all operational aspects of the Group and in sourcing new products and markets. Appointed to the Board in 1986. Has 43 years' experience in manufacturing and the appliance industry.



G R Hindle (62)

Group financial director

BAcc (Wits) CA(SA)

Financial director joined the Group in 1992. Responsibilities include all financial aspects of the business including information systems, administrative and treasury functions. Appointed to the Board in 1993. Has 37 years' experience in financial management and information system technology in the manufacturing and electronic environment.



J M Judin (76)

Lead independent non-executive director

Dip Law (Wits)

Currently the senior partner of the Johannesburg-based law firm, Judin Combrinck Incorporated. Appointed to the Board in 1989. Michael is a director of the American Chamber of Commerce in South Africa and chairs their Advisory Board. He is also the co-Chairman of the American Bar and Chair of the Advisory Board of the Hospice Association. He is the Chairman of the Conscious Leadership Academy, a member of the King Committee and a member of the task team that wrote King IV.



R Kinross (81)

Independent non-executive director

BAcc (Unisa) CA(SA)

Served as a financial director in the retail industry for a number of years before becoming a senior partner at Tuffias Sandberg KSi. Retired from audit practice in 2009 having reached mandatory retirement age. Appointed to the Board in 2009 and is currently a consultant to several medium-sized family businesses.



D Piaray (55)

Independent non-executive director

DChem. Eng (Natal) BCom (Unisa) MBA (Wits)

Currently the Group chief executive officer of Xeon Logistics Proprietary Limited. Appointed to the Board in 2002 and holds positions as executive and non-executive director for several listed and non-listed companies.



F J Davidson (57)

Independent non-executive director

BAcc (Wits) CA(SA)

Over the past 29 years he has acquired diverse business experience at an executive level, both as an employee and business owner. He continues to act as facilitator and consultant to various individuals and businesses, utilising his considerable business network and expertise. Appointed to the Board in 2016 and is also an independent non-executive director to KayDav Group Limited.

10-YEAR REVIEW

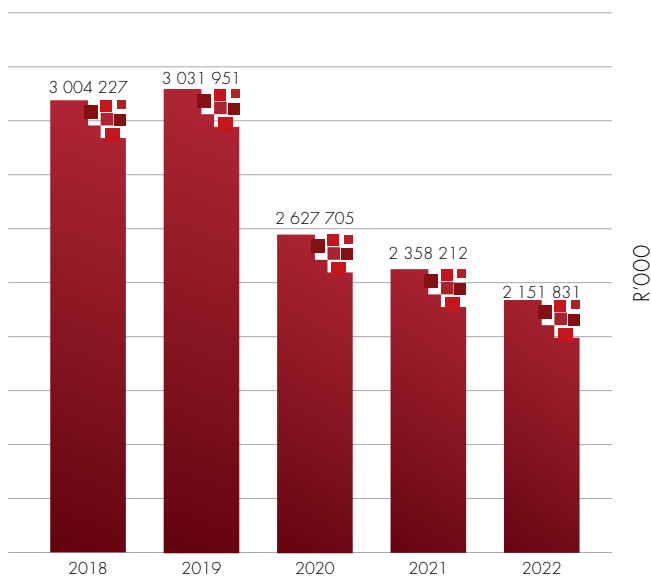
	2022 R'000	2021 R'000	2020 R'000	2019 R'000	2018 R'000	2017 R'000	2016 R'000	2015 R'000	2014 R'000	2013 R'000
Statement of comprehensive income										
Revenue	2 151 831	2 358 212	2 627 705	3 031 951	3 004 227	2 948 025	2 590 416	2 159 240	2 108 072	1 942 957
Operating income	113 377	201 374	187 763	223 491	269 746	237 434	113 277	131 150	109 237	55 597
Finance costs	9 022	10 315	19 234	15 472	28 667	18 235	14 683	7 180	4 356	7 225
Income before taxation	104 355	191 059	168 529	208 019	241 079	219 199	98 594	123 970	104 881	48 372
Taxation	19 525	49 105	42 072	46 795	54 915	48 702	18 985	33 457	26 256	12 290
Profit for the year	84 830	141 954	126 457	161 224	186 164	170 497	79 609	90 513	78 625	36 082
Share of profit from associate	193	140	63	129	107	82	36	41	13	24
Net income for the year	85 023	142 094	126 520	161 353	186 271	170 579	79 645	90 554	78 638	36 106
Attributable to:										
Non-controlling interests	205	1 130	(6 216)	(1 919)	859	4 887	(22 483)	(1 990)	3 475	(351)
Owners of the parent	84 818	140 964	132 736	163 272	185 412	165 692	102 128	92 544	75 163	36 457
Net income for the year	85 023	142 094	126 520	161 353	186 271	170 579	79 645	90 554	78 638	36 106
Statement of financial position										
Goodwill and intangible assets	62 471	60 709	62 710	63 138	63 766	63 228	64 463	61 684	62 584	61 216
Property, plant and equipment	76 619	75 409	80 658	22 656	22 455	23 189	25 120	33 088	34 482	32 625
Deferred taxation	23 737	29 828	31 101	23 199	20 701	18 368	22 195	3 301	9 731	9 563
Other non-current assets	900	707	567	503	375	267	13 292	26 646	107	94
Current assets	1 484 896	1 499 361	1 482 992	1 604 719	1 467 317	1 251 880	1 087 720	1 099 451	940 265	789 685
Total assets	1 648 623	1 666 014	1 658 028	1 714 215	1 574 614	1 356 932	1 212 790	1 224 170	1 047 169	893 183
Total equity	1 451 236	1 354 894	1 315 144	1 225 385	1 131 599	997 606	911 710	842 317	757 713	677 955
Interest bearing debt	75 238	73 868	80 186	192 605	133 120	59 263	71 017	128 873	37 648	12 166
Interest free liabilities	122 149	237 252	262 698	296 225	309 895	300 063	230 063	252 980	251 808	203 062
Total equity and liabilities	1 648 623	1 666 014	1 658 028	1 714 215	1 574 614	1 356 932	1 212 790	1 224 170	1 047 169	893 183
Performance indicators										
Profitability										
Return on total assets	6,7%	11,4%	10,4%	13,6%	18,4%	18,5%	9,1%	11,7%	11,3%	6,0%
Gross margin	17,0%	19,1%	22,8%	20,9%	22,5%	21,2%	20,6%	19,0%	19,4%	17,6%
Operating margin	5,3%	8,9%	7,1%	7,4%	9,0%	8,1%	4,4%	6,1%	5,2%	2,9%
Debt leverage										
Gearing ratio	5,2%	5,5%	0,2%	15,7%	11,8%	(5,5%)	(1,1%)	4,6%	3,1%	1,8%
Borrowing cost cover (times)	29,3	42,3	15,4	14,4	9,4	13,0	13,7	18,3	25,0	7,7
Shareholders returns										
Earnings per share (cents)	394,3	655,2	617,0	756,7	869,0	779,2	488,4	430,1	351,6	170,2
Headline earnings per share (cents)	394,1	650,6	635,5	756,1	869,5	780,0	451,9	428,6	351,1	223,1
Distribution per share (cents)	149,8	249,0	195,4	288,4	327,5	292,7	180,4	163,5	110,6	59,4
Distribution cover (times)	2,5	2,5	3,0	2,5	2,5	2,5	2,5	2,5	3,0	2,7
Net asset value per share (cents)	6 745,7	6 297,9	6 113,1	5 695,9	5 235,2	4 674,6	4 286,6	4 029,1	3 548,2	3 165,4
Effective tax rate	18,7%	25,7%	25,0%	22,5%	22,8%	22,2%	19,3%	27,0%	25,0%	23,0%
Share statistics										
Total shares in issue	22 646	22 646	22 646	22 646	22 646	22 646	22 646	22 646	22 646	22 646
Shares in issue (net of treasury shares)	21 513	21 513	21 513	21 513	21 615	21 341	21 267	20 906	21 354	21 418
Weighted average shares in issue	21 513	21 513	21 513	21 577	21 336	21 263	20 910	21 519	21 377	21 418
Employee statistics										
Number of employees	334	350	395	401	384	370	381	376	353	483
Paid to employees	103 661	111 140	106 426	108 380	98 037	92 959	93 832	87 234	84 062	129 359
Employee cost to revenue	4,8%	4,7%	4,1%	3,6%	3,3%	3,1%	3,6%	4,0%	4,0%	6,7%



STATISTICAL INFORMATION

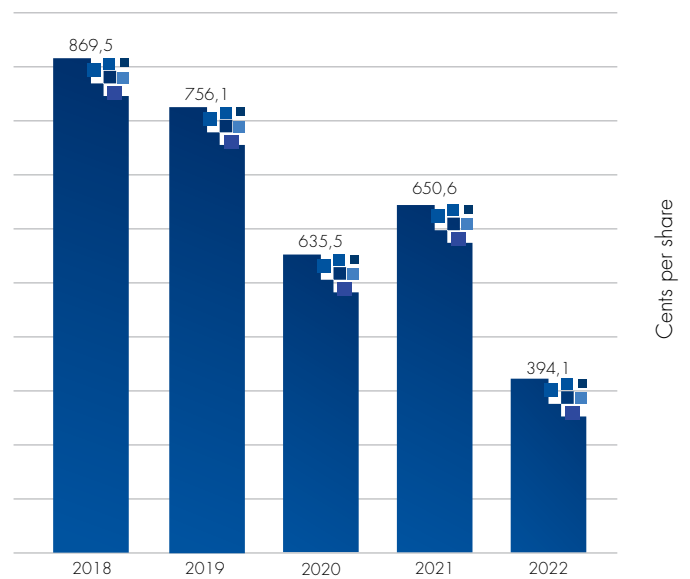
Revenue

Rand thousand: 2018 – 2022



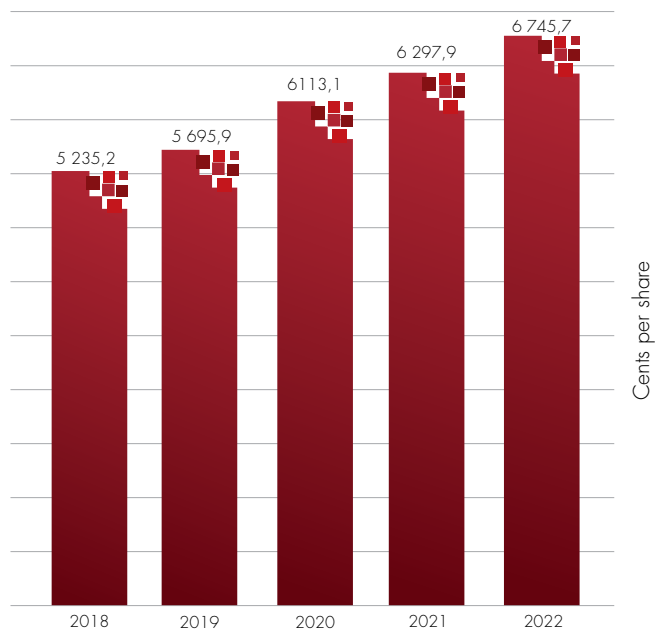
Headline earnings per share

Cents per share: 2018 – 2022



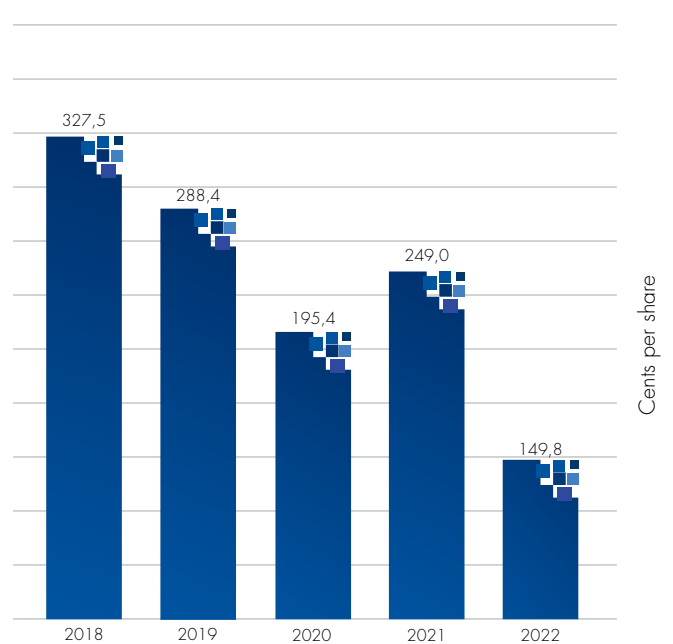
Net asset value per share

Cents per share: 2018 – 2022



Distribution per share

Cents per share: 2018 – 2022



CHAIRMAN'S REVIEW



The year to 31 August 2022 has been the most difficult in a number of years. South African consumers are facing a bleak and uncertain period for the months ahead. Household finances have come under intense pressure due to elevated prices and rising interest rates. For many households limited disposable income is barely covering basic costs of living with little, if anything left over for aspirational purchases. Many households have resorted to increasing debt, but many in the informal sector and the increasing number of unemployed, do not qualify for loans. Over the course of the year, household finances have deteriorated due to inflation and the increasing cost of servicing debt. Added to this, the extensive load shedding has continued to disrupt business and negatively affect consumer confidence.

Inflation is running above the Reserve Bank's target range of 3% to 6%. Russia's war in Ukraine has caused an increase in the cost of fuel worldwide. Most central banks in western countries are hiking interest rates aggressively to endeavour to hold inflation at bay. Economists have confirmed that household finances would remain under pressure in the medium term as purchasing power is eroded by higher inflation and administered prices. The cost of servicing debt is increasing as the SARB continues to hike interest rates following its latest 75 basis points hike in September, raising rates from 5,5% to 6,25% per annum. Investec chief economist Annabel Bishop said the outlook has darkened as uncertainty has risen over the onset of a possible global recession.

Net asset value per share (cents) increased by 7,1% to 6 745,7 whilst the share is currently trading at 2 674,0, a discount of 60%. Over the course of the year, we have experienced global supply chain problems, Covid lockdowns in China and the soaring cost of international shipping. In addition, the ongoing seriously high load shedding has negatively affected every South African in addition to damaging the country's image as an inward investment destination. Cumulatively all of these factors have resulted in depressed confidence levels, fuelling emigration and discouraging potential investors, while keeping a ceiling on growth and job creation.

Our South African operation has had difficulty weathering the storm. Both revenue and attributable profit are down compared to the previous year. Yale Prima, our Australian subsidiary has been similarly impacted. Although Australian revenues have increased, gross margins are down and attributable earnings are lower as well. Nu-World Global Hong Kong has performed well, with revenues and profits higher than the previous year. Similarly, our Dubai subsidiary has performed relatively well. Overall, foreign subsidiaries combined have come through with improved revenue and improved profit. Unfortunately, the improvement from foreign subsidiaries has not been sufficient to offset the dismal South African financial results.



Skills development

We have trained 16 students in the 2022 financial year - NQF level 2 Wholesale and Retail operations. Students are being trained with specific skillsets such as artisan skills including:- welding, construction, plumbing and basic electrical knowledge. We understand that these skills are needed in the job market and these students have a better chance of getting jobs or even starting their own enterprises. We continue with the ongoing mandatory training programs for Health and Safety, First Aid, and Firefighting.

We remain committed to the ongoing establishment of a non-discriminatory working environment for all within our employ. Nu-World is committed to comply with the latest regulations as set out by the Department of Trade and Industry regarding broad-based black economic empowerment (B-BBEE).

Environment, sustainability and governance

We as a Group accept that good governance practices are fundamental to creating, protecting and sustaining shareholder and stakeholder value. The fact is that environmental, social and corporate governance, (ESG), matters to long-term sustainability, no matter the demands of the moment. Our focus of managing the risks facing the Group is based on identifying, assessing, mitigating, managing and monitoring all known forms of identifiable risks. The Group has always endeavored to apply the highest standard of ethical conduct in dealing with all stakeholders, customers and suppliers. The board of directors recognize that this policy enhances the Group's reputation as an ethical, profitable and responsible entity.

The Nu-World Group remains committed to best customer service, now and in the future. The achievement of acceptable operating margins, effective working capital management, and ongoing and sustainable value creation for our shareholders. The year ahead will be a challenge for all of us but we have the energy and commitment to work as effectively as we can to ensure that we achieve our goals and deliver on our promises to our shareholders and customers.

Social Responsibility

We partnered with Shout4masks, donating masks and other essential PPE equipment. Their motto being: "help make South Africa safer by protecting those who protect us". Supporting health workers and patients across community field centres to clinics and hospitals in villages and towns across the country, securing and uniting the nation to overcome the battle against Covid-19.

Appreciation

I wish to extend my thanks to our many staff members for your significant on-going contribution. I am proud of our teams, who rose to every challenge with determination, commitment and resoluteness. A word of gratitude to our board of directors for your support, guidance and advice. And of course we appreciate the on-going support and special relationships that we share with our customers and we are committed to continue to provide customers with the latest leading-edge design products at competitive pricing.

M S Goldberg
Executive Chairman

26 October 2022

COMBINED CHIEF EXECUTIVE OFFICER'S AND GROUP FINANCIAL DIRECTOR'S REPORT



GROUP FINANCIAL RESULTS

A summary is as follows:	2022 R'000	2021 R'000
Revenue	2 151 831	2 358 212
Operating profit	110 911	200 448
Finance income	2 466	926
Finance costs	9 022	10 315
Profit before tax	104 355	191 059
Income tax expense	(19 525)	(49 105)
Profit after tax	84 830	141 954
Share of profit attributable to associate	193	140
Profit for the year	85 023	142 094
Non-controlling interest	(205)	(1 130)
Profit attributable to owners of the Company	84 818	140 964
Basic earnings per share (cents)	394,3	655,2
Attributable income	84 818	140 964
Headline earnings	84 794	139 973
Earnings per share (cents)	394,3	655,2
Dividend per share (cents)	149,8	249,0
Headline earnings per share (cents)	394,1	650,6



Corporate information

Nu-World is a company incorporated and domiciled in South Africa with subsidiaries in Australia, Brazil, Dubai, Hong Kong and Lesotho. The main business of Nu-World and its subsidiaries includes the importing, assembling, marketing and distribution of branded consumer goods.

Operating review

The Board presents disappointing results for the year ended 31 August 2022 due to the extremely tough global economic climate. General business conditions were challenging with consumer goods, sales volumes and profitability remaining under pressure for the entire FY 2022.

South Africa

The economy in South Africa showed little sign of recovery post the COVID-19 pandemic and the July 2021 looting and insurrection. Consumer confidence has not recovered, consequently discretionary spend remains subdued. Inflation has added to the negativity of consumers with less funds available for discretionary spending.

Sales

Consumer electronics

The TV market in particular contracted in unit sales due to increased cost of freight as well as higher FOB prices. The market conditions were further negatively affected by supply chain problems, sourcing shortages and shipping delays. Inflationary pressures started to have negative effect on consumers' disposable income.

Seasonal products

The summer range sales in H1 2022 were disappointing due to the moderate weather conditions. The winter season started off well with weather being very cold, however became more moderate towards end of season. Never the less, sales for the season ended satisfactorily.

Appliances – Small domestic appliances (SDA) and white goods

SDA – Nu-World managed to introduce new leading items which were in demand during the year under review. Sales were strong. The Company is to grow on this success by introducing a full line up of these products. Other associated lines, under the Goldair brand, are also being introduced.

Appliances – white goods – certain lines became unaffordable due to the exorbitant freight rates being charged by shipping lines. These lines were temporarily suspended from the range, however have subsequently been re-introduced. Other lines, particularly in the gas range, proved very popular and sales improved in these products.

Consumer division – liquor and other

Liquor sales doubled due to the lifting of lockdowns and the introduction of new spirit ranges.

Offshore operations

Australia

Yale Prima managed to increase its topline sales significantly, however lower margins resulted in weaker profitability. The Australian operation is pushing to widen its customer base and enter into new markets. Despite reducing operating expenses, trading profits remain under pressure.

Other Offshore Markets

Most markets showed signs of improvement post the pandemic lockdowns, as Retailers were able to trade again, and distributors started acquiring and building their stock levels.

COMBINED CHIEF EXECUTIVE OFFICERS AND GROUP FINANCIAL DIRECTORS REPORT (Continued)

Financial performance

Statement of comprehensive income

Group revenue decreased by 8,8% to R 2 151,8 million (August 2021 – R 2 358,2 million).

Attributable income to equity holders of the Company decreased by 39,8% to R 84,8 million (August 2021 – R 140,9 million). The decreased profitability arose from reduced gross margins and operating expenditure pressures.

Statement of financial position

The balance sheet remains strong with total equity increasing by 7,1% to R 1 459,8 million (August 2021 – R 1 362,5 million).

Inventory levels of R 718,4 million increased by 13,1% from August 2021 (R 634,9 million), but Directors and management remain focused on improving working capital management and stock turn rates.

Trade and other receivable of R 428,2 million increased by 22,3% from prior year (August 2021 – R 350,1 million).

Net asset value per share has increased by 7,1% to 6 745,7 cents (August 2021 – 6 297,9 cents).

Board of directors

There were no changes during the year under review.

Corporate activities

There were no corporate activities during the year under review.

Environmental, social and governance aspects

The Group complies with the Code on Corporate Governance Practices and Conduct as contained in the King IV Report on Corporate Governance. Nu-World is committed to transparent and integrated reporting in the spirit of King IV and the Global Reporting Initiative (GRI). Nu-World continues its community support and corporate social investment.

Subsequent events

No events material to the understanding of this report have occurred during the period between 31 August 2022 and the date of this report.

Declaration of final dividend

Notice is hereby given that a final gross dividend of 149,80 cents per share was declared on 26 October 2022, payable to shareholders recorded in the register of Nu-World at the close of business on the record date appearing below. The dividend is payable out of cash reserves.

- Dividends have been declared out of profits available for distribution.
- Local Dividends Withholding Tax rate is 20%.
- The gross dividend amount is 149,80 cents per ordinary share.
- The net cash dividend amount is therefore 119,84 cents per ordinary share.
- The Company has 22 646 465 ordinary shares in issue as at the declaration.
- The Company's income tax reference number is 9100/085/71/2.

The salient dates pertaining to the final dividend are as follows:

Declaration announcement:	Wednesday, 26 October 2022
Last date to trade "cum" dividend	Monday, 12 December 2022
Date trading commences "ex" dividend	Tuesday, 13 December 2022
Record date	Thursday, 15 December 2022
Date of payment	Monday, 19 December 2022

Ordinary share certificates may not be dematerialised or rematerialised between Tuesday, 13 December 2022 and Thursday, 15 December 2022, both days inclusive.

Where applicable, dividends in respect of certificated shares will be transferred electronically to shareholders' bank accounts on the payment date. Ordinary shareholders who hold dematerialised shares will have their accounts at their CSDP or broker credited on Monday, 19 December 2022.



Annual report and notice of annual general meeting (AGM)

The 2022 Integrated Annual report and the notice of AGM will be mailed on Monday, 28 November 2022 to those shareholders that are registered on the share register on Friday, 18 November 2022. The Annual General Meeting will take place at 10h00 on Wednesday, 8 February 2023, at the registered office of the Company. The last date to trade in order to be eligible to participate in and vote at the AGM will be Tuesday, 24 January 2023 and the record date for purposes of determining which shareholders of the Company are entitled to participate in and vote at the AGM will be Friday, 27 January 2023.

Prospects

Consumer demand is expected to remain constrained and trading conditions challenging, in the immediate future. The focus of management is to grow both local and offshore market share in the consumer electronics and branded consumer durables sectors. This, coupled with the expanded offshore territories that the Group trades in, should increase the contribution from these businesses in future years.

The Group continues to focus its target market on recognized International brands for consumer electronics and consumer durables, both locally and offshore.

On behalf of the board of directors

J A GOLDBERG
Chief Executive Officer

G R HINDLE
Group Financial Director



VALUE ADDED STATEMENT

	2022		2021	
	R'000	%	R'000	%
REVENUE	2 151 831	100,00	2 358 212	100,00
Cost of materials, services and expenses	1 698 855	(78,95)	1 908 114	(80,91)
VALUE ADDED FROM TRADING OPERATIONS	452 976	21,05	450 098	19,09
Interest paid	(9 022)	(0,42)	10 315	(0,44)
TOTAL VALUE ADDED	443 954	20,63	439 783	18,65
Allocated as follows:				
Employees				
Salaries, wages, commission and other benefits	103 661	4,82	111 140	4,71
Government				
Normal taxation on companies	19 781	0,92	44 817	1,90
Employee tax	17 501	0,81	18 547	0,79
Providers of capital				
Non-controlling interest	205	0,01	1 130	0,05
Dividends	56 386	2,62	44 251	1,88
Total wealth distributed	197 534	9,18	219 885	9,33
Re-investment in the group				
Depreciation and amortisation	19 927	0,93	18 094	0,77
Retained for future growth	226 493	10,52	201 804	8,55
Re-investment in the group	443 954	20,63	439 783	18,65

SHARE PERFORMANCE INFORMATION

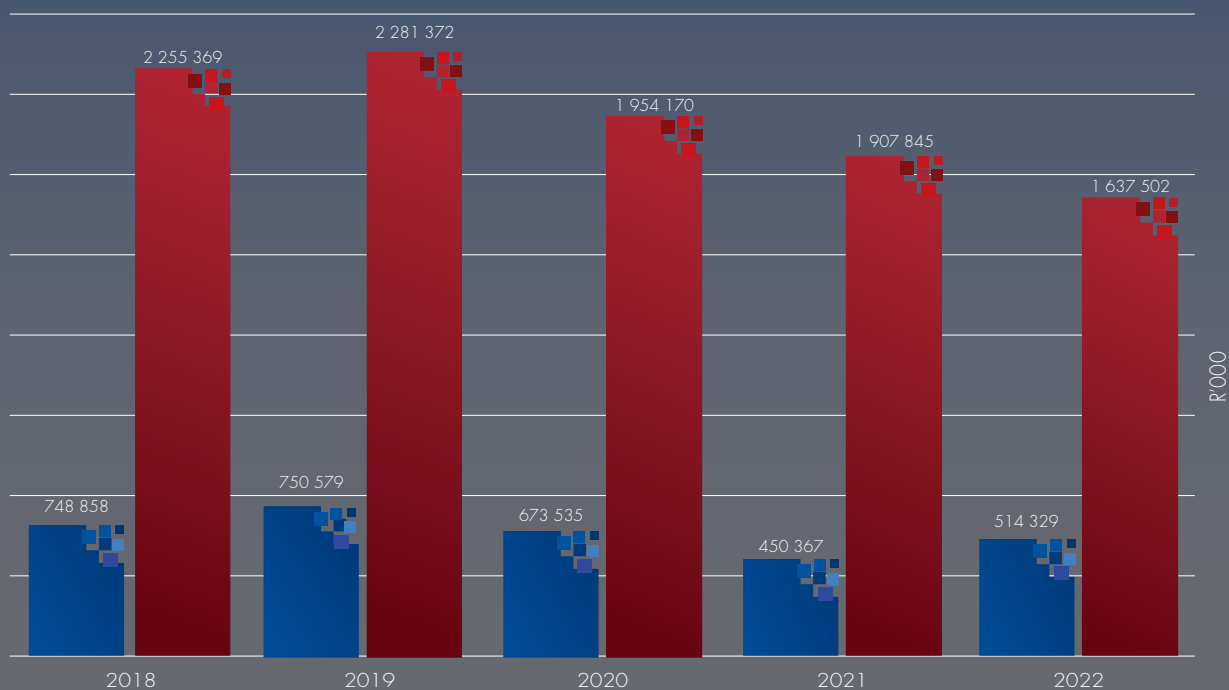
	12 months trade 31 August 2022	12 months trade 31 August 2021
STOCK EXCHANGE PERFORMANCE		
Market price per share (cents)		
- at year end	2 788	2 700
- highest	3 500	3 200
- lowest	2 603	2 050
Number of shares traded (000)	2 258	2 171
Number of shares in issue (000)	22 646	22 646
Volume traded as a percentage of total shares in issue (%)	10,0%	9,6%

Historical share price (cents)

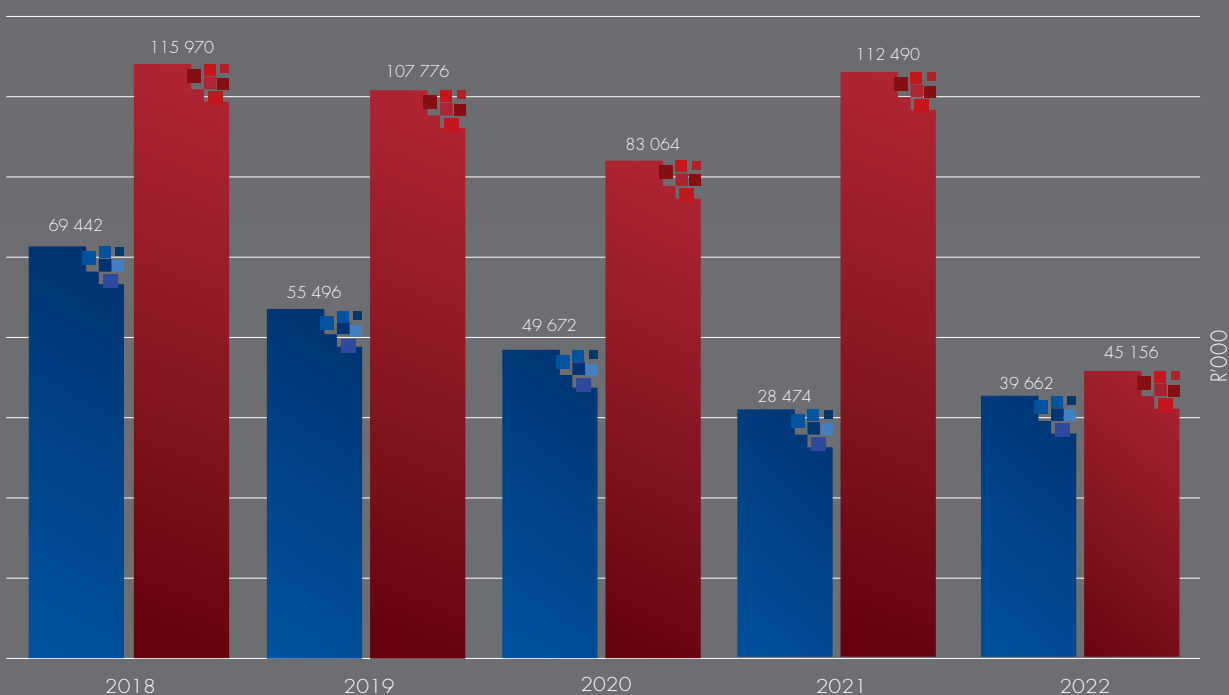


SEGMENTAL INFORMATION

Local vs Offshore - Revenue



Local vs Offshore - Attributable Earnings



Offshore South Africa

REMUNERATION REPORT

Strategy and objectives

Our remuneration policies support a culture of effective corporate governance while encouraging innovation and entrepreneurial spirit to ensure the long-term sustainability of the business. In addition, they serve as a guideline for the effective governance of remuneration within the Group as a whole. The remuneration philosophy seeks to set criteria that will boost output as well as performance and thereby create long-term stakeholder value.

NWHL remuneration policy dictates that all employees are fairly rewarded for their individual and joint contributions in the execution of the NWHL business strategy and delivery of the Group's operating and financial performance. NWHL remuneration philosophy is to remunerate all employees in a competitive manner to attract, motivate and retain individuals with the necessary skills and acumen.

NWHL is an international business with revenue earned in many countries. As a result, NWHL competes for skills and talent in a global marketplace and its approach to remuneration needs to be flexible and competitive in all of the countries where it operates.

Due to the Group's international structure, the Remuneration Committee has established Group subcommittees with standard terms of reference which are in line with the overseeing committees terms of reference. These Committees are responsible for all employee remuneration matters at subsidiary level.

Executive Directors' remuneration

Executive directors receive a remuneration package based on total cost-to-company, including basic remuneration, retirement, medical and other benefits. They, like other employees, also qualify for short and long-term incentives.

An element of executives remuneration is performance related. A substantial portion of short-term performance incentives of the executive directors and senior management is directly linked to challenging annual Group performance targets. The balance of these incentives is specifically measured against individual performance objectives which are aligned with the Group's strategic priorities. The targets for long-term incentives are guided by reference to industry and market benchmarked performance targets. Such benchmarks are determined annually by measuring operational performance against those of peer Group companies (in comparable industries and markets) in local currencies.

Refer to note 24 on page 76 for details on the remuneration earned by executive directors for the year ended 31 August 2022.

Non-executive directors' remuneration

The Board, in reviewing non-executive directors' fees, makes recommendations to shareholders in light of, firstly, fees payable to non-executive directors of comparable companies and, secondly, the importance attached to the retention and attraction of high-calibre individuals as non-executive directors. Remuneration is reviewed annually, with reference to competitors and peer companies. Independent advice is also acquired from specialist human resources consultants.

This remuneration is not linked to the Company's share price or performance. Levels of fees are also set by reference to the responsibilities assumed by the non-executive directors in chairing or participation in its committees. The Group does not provide pension or medical benefits to non-executive directors. To avoid a conflict of interest, the Remuneration Committee, which consists entirely of independent non-executive directors, takes no part in the determination of non-executive directors' fees or in the recommendation to the Board and shareholders. Non-executive directors do not qualify for shares in terms of the Group's share incentive scheme. The Board annually recommends remuneration of non-executive directors for approval by shareholders in advance.

Refer to note 24 on page 76 for details on the fees earned by non-executive directors for the year ended 31 August 2022.

Senior management and employee remuneration

Remuneration for middle and junior management is governed and controlled by senior management and the Human Resource departments. A robust remuneration review process is in place which is aligned with business strategy. Employee development is encouraged through processes such as performance appraisals, counselling and career development programs.

Remuneration and other benefits in respect of employees who are subject to bargaining council or other authorities determination are set through a process of collective bargaining with the major labour unions active in the various countries in which the Group operates.





Remuneration policy

The remuneration policy aims to follow the recommendations of King IV and is based on the following principles:

- Remuneration practices are aligned with corporate strategy.
- Total rewards are set at levels that are competitive and relative within the specific market and industry. Incentive-based awards are earned through achieving demanding performance measures and targets with due regard for the sustainable well-being of all stakeholders over the short, medium and long-term.
- Incentive plans, performance measures and targets are structured to operate effectively throughout the business cycle.
- The design of long-term incentives is prudent and does not expose stakeholders to a position where the sustainability of the Group is placed at risk.

Elements of remuneration

The four elements of remuneration consist of a base salary, benefits, annual incentive bonus and long-term incentives. The committee seeks to ensure an appropriate balance between the fixed and performance-related elements of remuneration and between those aspects of the package linked to short-term financial performance and those aspects linked to longer-term sustainable stakeholder value creation. A further consideration is the need to attract and retain critical skills in the Group. The Remuneration Committee considers each element of remuneration relative to the market and takes into account the performance of the Company and the individual executive or senior manager in determining its quantum.

Base salary

The fixed element of remuneration is referred to as a base salary. Its purpose is to provide a competitive level of remuneration for each level of manager or employee. The base salary is subject to annual review. It is set to be competitive at the median level with reference to market practice in companies comparable in size, market sector, business complexity and international scope. Company performance, individual performance and changes in responsibilities are also taken into consideration when determining annual base salaries. In determining the salaries of the executive management, the committee takes into consideration inflation, agreed union and bargaining council increases, and the increased scale of business and corporate activity undertaken during the year.

Benefits

Benefits provide security for employees and their families and include membership of retirement funds and medical aid schemes, to which contributions are made by employees and the employer Company.

Annual bonus

An annual short-term incentive plan provides managers and employees with incentives to achieve the Company's short and medium-term goals. The annual incentive is based upon the achievement of Group and/or individual subsidiary financial, strategic and personal performance objectives agreed by the Remuneration Committee.

The bonus plan is not contractual and the Remuneration Committee retains the discretion to make adjustments to bonuses earned at the end of the financial year, taking into account both Company performance and the overall and specific contribution of individuals to meeting the Group's objectives.

Long-term share-based incentives (LTIs)

LTIs are awarded with the primary aim of retaining key staff members and aligning performance with the interests of investors and stakeholders.

The allocation and target criteria are at the discretion of the Remuneration Committee which comprises only of independent non-executive directors.

The allocation of LTIs is based on the following key eligibility criteria:

- Involving individuals who are key to driving the Group's business strategy.
- Retention of key talent/scarcie skills.
- Talent management strategy and succession plans.

Furthermore, scheme rules and the application thereof are evaluated annually to ensure compliance with legislative and regulatory requirements. The targets for long-term incentives are set with reference to industry and market benchmark performance.

For more details on the Group's share-based payment scheme refer to note 26 on page 77.

Service contracts

Executives contracts are generally subject to terms and conditions of employment in the local jurisdiction and there are no executive directors with a notice period of more than one year. In addition, no executive director's service contract includes predetermined compensation as a result of termination of service.

Non-executive directors are subject to regulations on appointment and rotation in terms of the Company's memorandum of incorporation and the South African Companies Act 71 of 2008.

CORPORATE GOVERNANCE AND PERFORMANCE

Endorsement

The Company's Board of Directors (the Board) is committed to ensuring that the Group is governed appropriately. The Board recognises the responsibility of the Group to conduct its affairs with prudence, transparency, accountability, fairness and in a socially responsible manner. The Group complies in all material respects with the principles of the Code of Corporate Practices and Conduct as recommended in the King Report on Corporate Governance in South Africa 2017, as well as with the spirit and form of the obligations that exist in terms of the Listings Requirements of the JSE Limited. Specifically, the directors report the following:

In terms of the King Report on Governance for South Africa, 2017 (King IV), the Board needs to consider the interests of the Company and shareholders, taking into account the concerns and issues of its wider stakeholders, including suppliers, customers, employees and the environment. The Group is committed to conduct the business in accordance with sound corporate governance practices, understands the importance of balancing long-term social, environmental and economic interests, whilst achieving sustainable returns for its shareholders. One of the key principles in King IV is establishing a unitary board which reflects a balance of power, with no individuals yielding unfettered power on the Board.

The Board has noted the new recommendations contained in the King IV report, and will ensure that appropriate reporting principles are applied.

A detailed list of the Groups application of King IV principles can be viewed on page 31.

Board of Directors

Chairman of the Board of Directors

The roles of the Chairman and the Chief Executive Officer are separate. The Chairman, M S Goldberg, an executive director of the Board since 1986, was appointed as Chairman on 1 September 2001. The Chairman is responsible for ensuring the effectiveness of governance practices within the Group.

Particular areas of responsibility for the Chairman include guidance regarding strategic planning, Group economic empowerment, corporate relations, and advice on local and overseas acquisitions.

The Chairman's duties are governed by a formal Board, and this is reviewed from time to time when appropriate.

Composition of the Board

The Board of Directors is comprised of three executive directors and four non-executive directors chosen for their achievements, business acumen and skills.

The Board considers J M Judin, D Piaray, R Kinross and F J Davidson to be independent non-executive directors as defined in King IV and the Companies Act.

All directors bring independent judgement to the issues of performance, strategy and resources including key appointments of directors and staff and standards of conduct within the Group.

The Board recognises the need for more independent directors and continues to seek further non-executive directors with the aim of obtaining a majority of non-executive directors.

Changes to the Board during the year

No new directors were appointed to the Board of Directors during the year.

Role and responsibilities of the Board

The Board is the focal point for corporate governance. It is responsible to shareholders and stakeholders for sustainable performance of the Company. In directing the Group, the Board exercises leadership, integrity and judgment based on fairness, accountability, responsibility and transparency, directed to achieve the ongoing prosperity of the Group.

The Board approves operational, investment plans and strategies and empowers executive management to implement these plans and strategies. There is a clear division between the responsibilities of the Board and management.

Structured management succession planning, for purposes of identifying, developing and advancing future leaders in the Group, is an important element in the management process.

The Board remains accountable for the overall success of the approved strategies, based on values, objectives and stakeholder requirements, and for the process and policy to ensure the integrity of risk management and internal control. The Board is also responsible for ensuring that it complies with all relevant laws, regulations and codes of best business practice.

Duties of Directors

The Companies Act places certain duties on directors and stipulates that they should apply the necessary care and skill in fulfilling their duties. To ensure that this is achieved, best practice principles, as contained in the King IV Report on Corporate Governance for South Africa, are applied.

The Board is responsible for formulating the Company's communication policy and ensuring that spokespersons adhere to it. This responsibility includes clear, transparent, balanced, truthful and timeous communication to shareholders and relevant stakeholders.

In terms of the respective directors' charters, the directors are of the opinion that the Board and the subcommittees have discharged all their responsibilities.

The Board meets four times annually and more frequently if circumstances or decisions require.

Directors declare their interests in contracts and other appointments at all board meetings. Meetings are



conducted in accordance with formal agendas, ensuring that all substantive matters are properly addressed. Subcommittees have been appointed while ad hoc subcommittees are created as and when required. The chairman of the relevant subcommittee sets the agenda for each meeting in consultation with the Group chairman and Group Chief Executive Officer. Any director may request that additional matters be added to the agenda. Board packs are circulated to the directors in advance of the meetings. The non-executive directors take responsibility for ensuring that the chairman reviews all matters requiring the Board's attention. The Board ensures that there is an appropriate balance of power and authority in its make-up, so that no one individual or block of individuals can dominate its decision-making process. All directors are entitled to seek independent professional advice concerning the affairs of the Group, at the Company's expense.

Board Committees

The Board has established several non-executive board committees which support the Board of Directors with regard to certain functions, and in which non-executive directors play an active and pivotal role. All Committees operate under Board approved terms of reference, which were reviewed and updated during the period under review to align them further with best practice and to take into consideration the recommendations set out in King IV and all the requirements of the Companies Act. All Board Committees, except the Executive Committee, are chaired by a non-executive director who attends the Annual General Meeting in order to respond to shareholder queries.

With the exception of the Audit Committee and Social and Ethics Committee, membership of each committee is reviewed regularly by the Group Chairman and adjusted accordingly. The chairmen of the Committees are elected by the members of each committee, unless sound reasons cause the Committees and the Board to determine otherwise.

Audit Committee

Subject to shareholder approval and taking into account the recommendations of the Nomination Committee, the Board is responsible for filling vacancies on the Audit Committee. The Board elects the Chairman of the Committee. As the Audit Committee is a statutory committee under the Companies Act 71 of 2008, as amended (the Companies Act), and in terms of the recommendations set out in King IV, shareholders will be requested to elect the members of the committee at the Annual General Meeting to be held on 8 February 2023. Audit Committee members are kept up to date with the developments affecting the skill set required for committee membership. The committee and/or individual members are permitted to consult with specialists in any related field, subject to Board approval.

Diversity and Composition of the Board

In an on-going endeavour to maintain the highest corporate governance standards and in line with the recommendations of the JSE Limited, the Group adopted a race and gender equality policy on the 23 April 2018. The Board of Directors, with guidance from the Nomination Committee, have considered and applied the policy of race and gender diversity in the nomination and appointment of directors. Currently the composition of the Board is adequate. If circumstances change, any new appointees will be selected based on the underlying requirement to introduce gender and race diversity. The Group undertakes to continually ensure that representation at board level remains optimal by identifying candidates with a diverse collection of skills, expertise and experience to allow the Board to effectively lead the business and strategy of the Group, as required.

The actual board composition and voluntary targets set are as follows:

	Race	Gender
Actual	14% B-BBEE representation	0% female representation
Target	25% B-BBEE representation	12% female representation



CORPORATE GOVERNANCE AND PERFORMANCE (Continued)



Board Committees (Continued)

The Audit Committee consists of four independent non-executive directors, R Kinross (Chairman), D Piaray, J M Judin and F J Davidson. G R Hindle and company executives attend meetings by invitation.

The Audit Committee monitors proposed changes in accounting policy and all published financial information, reviews the external audit function and discusses the accounting implications of major transactions prior to Board approval.

The Audit Committee meets regularly with the Group's external auditors to review accounting controls, disclosure requirements, corporate governance practices, as well as auditing and financial matters and reports to the Board of Directors on its findings.

The Audit Committee performs the following specific activities:

- Approve the external auditor's terms of engagement, audit approach and audit fees;
- Ensures the independence of the external auditor;
- Approve external auditor's appointment for the ensuing financial year;
- Pre-approve all fees paid to the external auditor for non-audit service;
- Consider and set mandatory term limits on the period the lead partner of the external auditors may serve the Company;
- Review risk areas of the Company's operations to be covered in the scope of external audits;
- Reviewing half-year and Annual Financial Statements before submission to the Board focusing on *inter alia*;
 - any changes in accounting policies and practices.
 - major judgemental areas.
 - significant adjustments arising from the audit.
 - the going concern statement.
 - compliance with stock exchange and statutory requirements.
 - reliability and accuracy of the financial information provided by management to other users of financial information.
 - satisfying itself regarding the experience and expertise of the financial director.
 - satisfying itself that the external auditors are accredited in terms of the JSE list of accredited auditors.
 - discussing any problems and reservations arising from the year-end audit and any related matters that the external auditors may wish to discuss.
- Satisfies itself of the expertise, resources and experience of the companies finance functions;
- Oversees and approves the company's integrated report;
- Ensures that a combined assurance model is applied to provide a coordinated approach to all assurance activities; and

- Ensures that appropriate financial reporting procedures exist and are working, which include consideration of all entities included in the consolidated group IFRS financial statements, to ensure that it has access to all the financial information to effectively prepare and report on the financial statements.
- Integral component of risk management process.

The Audit Committee chairman and its members confirm their review and approval of the above-mentioned activities.

Attendance at Audit Committee meetings for the period 1 September 2021 – 31 August 2022:

		Attended	Eligible to attend
R Kinross	Chairman	4	4
J M Judin	Member	4	4
D Piaray	Member	1	4
F J Davidson	Member	4	4
G R Hindle	By invitation	4	4
T Cape	By invitation	1	1
B H Haikney	By invitation	3	3

Risk Management Committee

Risk Management Committee forms an integral component of the Group's governance framework and enables management to limit the impact of business, industry and general risks and protect the interests of all stakeholders.

The Board retains accountability for risk management. The Risk Committee ensures the Group has adequate risk management and internal control procedures in place.

The focus of the Risk Management Committee is on identifying, assessing, managing and monitoring material forms of risk, encompassing strategic performance, trading, investment and operational risks. The Committee consists of four non-executive directors; J M Judin (Chairman), D Piaray, R Kinross and F J Davidson with executive directors attending each meeting, being M S Goldberg, J A Goldberg and G R Hindle, as well as the company secretary, B H Haikney. The Committee meets regularly and is responsible for monitoring key risk areas for which a comprehensive Group risk matrix has been developed, addressing the general business risks, trading conditions, succession planning, credit risk, exchange rate exposure, IT risk, insurable losses, interest rate and liquidity risks.

Attendance at Risk Management Committee meetings for the period 1 September 2021 – 31 August 2022:

		Attended	Eligible to attend
J M Judin	Chairman	2	2
D Piaray	Member	2	2
R Kinross	Member	2	2
F J Davidson	Member	2	2
G R Hindle	By invitation	2	2
B H Haikney	By invitation	2	2



Social and Ethics Committee

The Social and Ethics Committee is constituted as a committee of the Board of NVHL, in terms of Section 72(4) of the Companies Act no 71 of 2008 read with regulation 43 of the Companies Regulations, 2012. The committee comprised Messrs J M Judin (Chairman), R Kinross, D Piaray, F J Davidson, G R Hindle and B H Haikney.

The Committee's mandate, and main functions, are as follows:

- To monitor the Group's activities having regard to any relevant legislation, other legal requirements or existing codes of best practice, relating to:
 - Employment Equity Act.
 - Broad Based Black Economic Empowerment Act.
 - Good corporate citizenship, environment, health and public safety, to include the impact of the Group's activities and of its products and services.
 - Consumer relationships, and compliance with consumer protection laws.
 - Labour and employment.
- Raising matters of concern and importance within its mandate to the attention of the Board.
- Reporting to the shareholders of the Group at the Annual General Meeting.

Attendance at Social and Ethics Committee for the period 1 September 2021 – 31 August 2022:

		Attended	Eligible to attend
J M Judin	Chairman	1	1
D Piaray	Member	1	1
R Kinross	Member	1	1
F J Davidson	Member	1	1
G R Hindle	Member	1	1
B H Haikney	Member	1	1

Remuneration Committee

The Remuneration Committee (Remco) comprised Messrs D Piaray (Chairman), J M Judin, R Kinross and F J Davidson. All members are independent non-executive directors, and the committee has satisfied its responsibilities in compliance with its written terms of reference during the year.

Attendance at Remuneration Committee meetings for the period 1 September 2021 – 31 August 2022:

		Attended	Eligible to attend
D Piaray	Chairman	1	1
J M Judin	Member	1	1
R Kinross	Member	1	1
F J Davidson	Member	1	1
G R Hindle	By invitation	1	1
B H Haikney	By invitation	1	1

The financial director and the company secretary attend all meetings of the Committee by invitation, unless deemed inappropriate by the Committee.

Remuneration Policies are implemented by the Remuneration Committee with the objective of:

- Motivating sustainable value creation and superior performance.
- Informing stakeholders of remuneration practices and governance processes.
- Complying with all applicable legislative requirements.

The Board carries ultimate responsibility for the Remuneration Policy. The Remuneration Committee operates in accordance with Board approved terms of reference.

In terms of King IV recommendations, the Remuneration Policy is submitted to shareholders for their non-binding vote.

The Remuneration Committee has the responsibility to:

- Determine and approve the Group's general remuneration policy and philosophy, to be presented at each Annual General Meeting for a non-binding advisory vote by shareholders.
- Review and approve the remuneration packages of senior executives annually, including incentive schemes and increases or adjustments, ensuring they are appropriate, and in line with the remuneration policy.
- Review the recommendations of management on fee proposals for the chairman of the Board and the non-executive directors and determines, in conjunction with the Board, the final proposed remuneration.
- Agree the criteria to be adopted for bonus incentives and share option allocations.
- Awards long-term incentives for executive directors and other qualifying members of senior management.
- Appraise the performance of the chief executive officer annually.
- Approve the appointments and promotions of key executives.
- Review incidents (if any) of unethical behaviour by senior managers or executives.
- Review the Remuneration Committees charter annually and recommend amendments thereto as required.
- Approve amendments to the Nu-World share-based incentive plan, after consultation with shareholders and the JSE Limited.
- Fulfil delegated responsibilities on Nu-World share based incentive plans, e.g. appointing trustees and compliance officers, if required.
- Undertake an annual assessment of the effectiveness of the Committee, reporting these findings to the Board and the Committee.
- Review the charters of the Group's significant subsidiaries' remuneration committees annually, and their annual assessment of compliance with these charters to establish if the Nu-World Remuneration Committee can rely on the work of the subsidiary companies' Remuneration Committees.
- Evaluate the remuneration policies in relation to the requirements of good corporate governance.
- Prepare an annual remuneration report for inclusion in the Company's Integrated Annual Report.

CORPORATE GOVERNANCE AND PERFORMANCE (Continued)



Remuneration Committee (Continued)

The Remuneration Committee and divisional subcommittees are supported by established human resource departments at group and subsidiary level responsible for implementation and management of human resource and remuneration strategies, policies and practices.

Key considerations undertaken during the year:

- A review of the pay structures for managerial employees.
- A review of the effectiveness of the share incentive scheme as a long-term incentive plan.
- Annual bonus and incentive scheme awards and the approval of performance targets.
- The range of base salary increases.
- Investigations into an alternate specific long-term incentive scheme for key management and personal.

Share Trust

The Group Share Option Scheme, which was approved by the shareholders a number of years ago, is managed by a Share Trust Fund. The trustees of the trust fund are as follows:

J M Judin	Chairman	Non-executive director
D Piaray	Trustee	Non-executive director
R Kinross	Trustee	Non-executive director

The main function of the Share Trust Committee is to award share options on recommendation of Remco to employee participants in terms of the trust deed, and to manage the share option scheme accordingly.

Remco utilises the share option scheme as the basis for long-term incentives to retain key employees, and reward deserving employees on a merit basis.

Nomination Committee

The Nomination Committee is an independent Committee. There is no formal meeting schedule because it will meet as and when required, but this Committee meets at least twice a year.

The members of the Committee are Messrs J M Judin (Chairman), D Piaray, R Kinross and F J Davidson. All members are independent non-executive directors in terms of the King IV report. The financial director and the company secretary attend meetings by invitation when appropriate.

The appointment of executive and non-executive directors is a transparent and formal procedure governed by the Nomination Committee's terms of reference. Special emphasis is placed on the development of diverse leadership representation of all race groups. Specific areas of responsibility include:

- Ensuring a balance of skills at board level.
- Succession planning of executive management.
- Nomination of members to serve on subcommittees.

The desire for additional board members requires that the Nomination Committee identify and evaluate suitable candidates to the Board. The composition of the various subcommittees were reviewed, and appointments recommended to the Board for approval.





Management Committees

Executive Committee

The Executive Committee comprises the executive directors, namely, M S Goldberg (Chairman), J A Goldberg, G R Hindle and other senior managers. The Committee monitors the operations of the Group giving monthly operational feedback on administrative, treasury and operational issues in order to keep abreast of economic and business trends. The Committee meets regularly.

Attendance at Executive Committee meetings for the period 1 September 2021 – 31 August 2022:

		Attended	Eligible to attend
M S Goldberg	Chairman	3	3
J A Goldberg	Member	3	3
G R Hindle	Member	3	3
B H Haikney	Member	2	2

Information Technology Steering Committee

The Information Technology Steering Committee comprises G R Hindle (Chairman), B H Haikney, R Kellock, J Grant and supported by senior management as and when required. The Committee meets regularly and ensures that Group strategic business needs and core objects are met. In addition, the Committee is tasked to keep up with ongoing technological changes in order to provide management with accurate and meaningful data to run the Group effectively.

A Group information technology disaster recovery plan is in place and is tested regularly to ensure systems continuity at all times.

Attendance at Information Technology Steering Committee meetings for the period 1 September 2021 – 31 August 2022:

		Attended	Eligible to attend
G R Hindle	Chairman	2	2
B H Haikney	Member	2	2
J Grant	Member	2	2
R Kellock	Member	2	2

Other corporate governance issues

Internal audit

NWHL do not believe it necessary to appoint separate internal auditors.

Internal control

The directors and management are responsible to maintain effective systems of internal control. These systems are designed to provide reasonable but not absolute assurance as to the integrity and reliability of the financial statements, to safeguard, verify and maintain accountability of the Group's assets and to detect and minimise significant fraud, potential liability, loss and material misstatement while complying with applicable laws and regulations.

Close day-to-day control of operations and procedures are maintained and monitored by senior management, producing monthly performance reports and management accounts for review by management, executive committee and the Board.

No significant internal control problems have come to the attention of the directors to indicate that a material breakdown in the controls within the Group has occurred.

Materiality and approval framework

Issues of a material or strategic nature, which can impact on the reputation and performance of the Group, are referred to the Board. Other issues, as mandated by the Board, are dealt with at executive management level.

The minutes of all the committee meetings are circulated to the members of the Board. Issues that require the Board's attention or a Board resolution are highlighted and included as agenda items for the next Board meeting.

Financial statements

The directors are responsible for ensuring that Group companies maintain adequate accounting records, and for reporting on the financial position of the Group at all levels to meet this responsibility. The external auditors are responsible for independently auditing and reporting on these financial statements in conformity with International Financial Reporting Standards (IFRS) and in the manner required by the Companies Act of South Africa. The Group's auditors have confirmed that the financial information is in accordance with the underlying audited financial records of the Company and its subsidiaries.

CORPORATE GOVERNANCE AND PERFORMANCE (Continued)

Company, secretarial and professional advice

To enable the Board to function effectively, all directors have full and timely access to all information that may be relevant to the proper discharge of their duties and obligations. This includes information such as agenda items for board meetings, corporate announcements, investor communications and any other developments, which may affect NWHL or its operations. The office of the Group company secretary is responsible for facilitating this access.

The Group company secretary is responsible for the functions specified in section 88 of the Companies Act of 2008 (as amended) (the Act). All meetings of shareholders, directors and Board subcommittees are properly recorded as per the requirements of section 24 of the Act. The appointment and removal of the Group company secretary would be a matter for the Board as a whole.

The Board has considered and is satisfied that the company secretary has the necessary competence, qualifications and experience and regularly ensures that there is an arm's length relationship between the company secretary and Board of directors. The company secretary, Mr B H Haikney, is required to ensure that the minutes of all shareholders' meetings, directors' meetings and minutes of any committee of the directors are properly recorded.

The directors have unlimited access to the services of the company secretary who is responsible to the Board for ensuring that proper corporate governance principles are adhered to. Board orientation and training are done when appropriate.

Dealing in securities

In accordance with the Listings Requirements of the JSE, NWHL has adopted a code of conduct for insider trading. During the closed period, directors and designated senior employees are prohibited from dealing in the Company's securities. Directors may only deal in the Company's securities outside the closed period, with the authorisation of the Group chairman and/or the Group chief executive officer. The closed period lasts from the end of the financial reporting period until the publication of financial results for that period. Additional closed periods may be declared from time to time if circumstances warrant.

Stakeholder communication

NWHL is committed to transparent, timeous and consistent communications with stakeholders and aims to present in all its communications, a balanced and logical assessment of the Group's position. The Group encourages stakeholder attendance at general meetings and, where appropriate, provides full and comprehensive explanations of the effect of resolutions to be proposed at these meetings.

Company announcements are released on SENS and posted on the Company's website. Further results' announcements are posted to shareholders. The chairman and Board are available to answer queries from stakeholders at all times and wherever possible, the Group chief executive officer or Group financial director will engage with the financial media to ensure accurate reporting. Communications with institutional shareholders and investment analysts is maintained through bi-annual presentations of financial results, one-on-one visits, trading statements and press announcements of interim and annual results.

Fraud and illegal acts

NWHL does not engage in or accept or condone the engaging in of any illegal acts in the conduct of its business. The directors' policy is to actively pursue and prosecute the perpetrators of fraudulent or other illegal activities, should they become aware of any such acts.

Legal/arbitration

There are no pending or threatened legal or arbitration proceedings which had or may have a material effect on the financial position of the Company or the Group.

Going concern

The directors confirm, giving due cognisance to the Group's current financial position and cash flows, that the Group is a going concern and accordingly will continue adopting the going concern basis in preparing the Annual Financial Statements.

APPLICATION OF PRINCIPLES IN KING IV CODE

Leadership, ethics and corporate citizenship

Leadership

Principle 1: The Board should lead ethically and effectively

Nu-World Holdings Limited's board of directors (the Board) exercises effective leadership, adhering to the duties of a director. The directors have the necessary competence and act ethically in discharging their responsibility to provide strategic direction and control of the Company as provided for in the Board charter and the Nu-World Holdings Limited Memorandum of Incorporation (MOI).

The Board is committed to driving the strategy and Nu-World's operations, based on an ethical foundation, to support a sustainable business, acting in the best interest of the Company, taking into account Nu-World's short and long-term impact on the economy, society, environment and its stakeholders as well as considering risks and oversees and monitors implementation and execution by management, ensuring accountability for the Company's performance.

The Board exercises control through the governance framework of the Company which includes detailed reporting to the Board and its Committees, Board reserved decision-making authority and a system of assurances on internal controls.

Organisational ethics

Principle 2: The Board should govern the ethics of the company in a way that supports the establishment of an ethical culture

The Board determines and sets the tone of Nu-World's values, including principles of ethical business practice, human rights considerations and the requirements of being a responsible corporate citizen and, through the Social and Ethics Committee, who approves Nu-World's code of ethics, based on responsibility, honesty, fairness and respect.

Management has been delegated the responsibility for implementation and execution of the Code of Ethics ("the Code") and the Board, with the assistance of the Social and Ethics Committee, exercises ongoing oversight of the management of ethics, monitoring Nu-World's activities with regard to ethics and ensuring it is integrated in the operations of the Company. The Code guides interaction with all stakeholders of the Group, including employees, and addresses the key ethical risks of the Company.

Responsible corporate citizenship

Principle 3: The Board should ensure that the company is and is seen to be a responsible corporate citizen

In accordance with its role of overseeing the Company's conduct as a good corporate citizen, the Board approves the strategy and priorities of the business, including Nu-World's material matters and, more specifically, those related to sustainability. Through stakeholder engagement and collaboration, Nu-World has committed to understanding and being responsive to the interests and expectations of stakeholders and to partnering with them in finding lasting solutions to sustainability challenges.

The Board, with the support of the Social and Ethics Committee and the Group Executive Committee, oversees and monitors how the operations and activities of the Company affect its status as a responsible corporate citizen.

Strategy, performance and reporting

Strategy and performance

Principle 4: The Board should appreciate that the company's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process

The Board informs and approves Nu-World's strategy which is aligned with the purpose of the Company, the value drivers of its business and the legitimate expectations of its stakeholders and is aimed at ensuring sustainability; and which takes into account the top risks facing the Group. The Board oversees and monitors, with the support of its Committees, the implementation and execution by management of the policies and priorities and ensures that the Company accounts for its performance by, amongst others, reporting and disclosure.

Reporting

Principle 5: The Board should ensure that reports issued by the company enable stakeholders to make informed assessments of the company's performance, and its short, medium and long-term prospects

The Board, through the Audit Committee, ensures that the necessary controls are in place to verify and safeguard the integrity of the annual reports and any other disclosures. The Company complies with all required disclosures. Reporting frameworks and materiality are approved by the Audit Committee to ensure compliance with legal requirements and relevance to stakeholders.

The Audit Committee oversees the integrated reporting process and reviews the audited financial statements.



APPLICATION OF PRINCIPLES IN KING IV CODE (Continued)



Governing structures and delegation

Primary role and responsibilities of the Board

Principle 6: The Board should serve as the focal point and custodian of corporate governance in the company

The Board has an approved charter which it reviews annually. The charter sets out its governance responsibilities, including the role, responsibilities, membership requirements and procedural conduct. Through the Nomination Committee, the Board implements and monitors the governance practices within the Group.

The Board, as well as any director or Committee may obtain independent, external professional advice at Nu-World's expense concerning matters within the scope of their duties and the directors may request documentation from and set up meetings with management as and when required.

An appropriate governance framework and the necessary policies and processes are in place to ensure all entities in the Nu-World Group adhere to essential Group requirements and minimum governance standards. As a direct or indirect shareholder, the Company exercises its rights and is involved in the decision-making of its subsidiaries on material matters. Subsidiaries have adopted the governance framework as appropriate and have aligned it to their MOIs and shareholders' agreements as may be required.

Composition of the Board

Principle 7: The Board should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively

The capacity of each director is categorised as defined in the JSE Listings Requirements, also taking into consideration King IV and other factors as outlined in the Board charter. The Board comprises a majority of independent non-executive directors. A detailed review of the independence and performance of independent non-executive directors is undertaken by the Board with the support of the Nomination Committee.

As of 28 November 2022, there are three executive directors on the Board namely the Chairman, Chief Executive Officer and the Group Financial Director. When considering appointment or re-election of directors, the Board, with the support of the Nomination Committee, gives consideration to the knowledge, skills and resources required for conducting the business as well as considering its size, diversity and demographics to ensure its effectiveness.

There is a clear distinction drawn between the roles of the CEO and the Chairman and these positions are occupied by separate individuals. All non-executive directors have been determined by the Board to be independent directors. In accordance with King IV, a lead independent director has been appointed to deal with any perceived issues flowing from the limited area of potential non-independence or conflict of interests.

The Board adopted a policy on the promotion of gender diversity at board level, which was incorporated into its Board charter. The process for appointment and election of directors is set out in the Company's MOI. The Nomination Committee assists with the process of identifying suitable candidates to be proposed for appointment to the Board and election by the shareholders, taking into consideration the annual review of the Board's effectiveness, which includes, amongst others, its composition. All facets of diversity, having regard to the Board's gender diversity policy, are considered in determining the optimal composition of the Board, which should be balanced appropriately and enable the Board to discharge its duties and responsibilities effectively.

Newly appointed directors are inducted in Nu-World's business, board matters, their duties and governance responsibilities as directors under the guidance of the Company Secretary, in accordance with each director's specific needs. The succession plan of directors is reviewed annually by the Nomination Committee and includes the identification, mentorship and development of future candidates.

Committees of the Board

Principle 8: The Board should ensure that its arrangements for delegation within its own structures promote independent judgement, and assist with balance of power and the effective discharge of its duties

Committees have been established to assist the Board in discharging its responsibilities. The Committees of the Board comprise the Audit, Risk, Nomination, Remuneration and Social and Ethics Committee.

The Committees are appropriately constituted and members are appointed by the Board, with the exception of the Audit Committee whose members are nominated by the Board and elected by shareholders. The Nomination Committee reviews the composition of Board committees and makes recommendations to the Board with regard to their composition, including appointment of the chairman of each committee, taking into account factors such as diversity and skills and the need to create an even spread of power and authority.

External advisors, executive directors and members of management attend Committee meetings by invitation. The Committees play an important role in enhancing high standards of governance and achieving increased effectiveness within the Group. Formal terms of reference are established and approved for each Committee, which are reviewed annually. The terms of reference of the Committees form part of the Board charter.

A delegation by the Board of its responsibilities to a Committee will not by or of itself constitute a discharge of the Board's accountability and the Board applies its collective mind to the information, opinions, recommendations, reports and statements presented by the chairman of a Committee.



Audit Committee

The Board has an Audit Committee comprising of independent directors only and its independence and effectiveness is reviewed on an annual basis. The Audit Committee is constituted as a statutory committee of Nu-World Holdings Limited in respect of its statutory duties in terms of section 94(7) of the Companies Act and a committee of the Board in respect of all other duties assigned to it by the Board.

The Committee performs the functions as set out in the Companies Act. Adequate processes and structures have been implemented to assist the Committee in providing oversight and ensuring the integrity of financial reporting, internal control and other governance matters relating to subsidiaries.

The Audit Committee consists of four independent, non-executive directors. The Chairman of the Board is not a member of the Committee. Members of the Committee are elected by shareholders. All Committee members are financially literate and have extensive Audit Committee experience.

The Committee provides independent oversight of, among others, the effectiveness of the Company's assurance services, with particular focus on combined assurance arrangements, including external assurance service providers, audit and the finance function and the integrity of the AFS and, to the extent delegated by the Board, other external reports issued by the Company. The Committee also considers annually, and satisfies itself of the appropriateness of the expertise and experience of the CFO and the finance function.

Committee responsible for nomination of members of the Board

The Board has delegated oversight of, amongst others, the following to the Nomination Committee (i) the process for nominating, electing and appointing members of the Board, (ii) succession planning of directors and (iii) evaluation of the performance of the Board and its Committees.

Committee responsible for remuneration

The Remuneration Committee is responsible for overseeing remuneration. All members of the Committee are independent, non-executive directors.

Committee responsible for social and ethics matters

The Social and Ethics Committee is responsible to oversee and report on ethics, responsible corporate citizenship, sustainable development and stakeholder relationships. It is also responsible to execute on the statutory duties set out in the Companies Act. All members of the Committee are independent, non-executive directors.

Evaluations of the performance of the Board governing body

Principle 9: The Board should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members, support continued improvement in its performance and effectiveness

The Nomination Committee evaluates the effectiveness and performance of the Board, its Committees and the individual directors. The Chairman of the Board, through the Committee and assisted by the Company Secretary, leads the evaluation process.

The Board is satisfied that the evaluation process is improving the Board's performance and effectiveness.

The Board, with the support of the Nomination Committee determines the number of external directorships and other positions a director may hold, taking into consideration the relative size and complexity of the other organisation. Annually the Nomination Committee considers other commitments of directors and whether the director has sufficient time to fulfil the responsibilities as a director to ensure they can still execute their job effectively and is free from conflicts that cannot be managed satisfactorily. Should the Committee be of the view that a director is over-committed or has an unmanageable conflict, the Chairman will meet with that director to discuss the resolution of the matter to the satisfaction of the Committee.

The role of the Chairman is formalised and an assessment of the Chairman's ability to add value and his performance against what is expected of his role and function is conducted by the Board. The lead independent non-executive director is responsible for ensuring that the performance of the Chairman is regularly evaluated. The Board and the Nomination Committee are responsible for succession planning for the position of the Chairman.

The performance of the Board, its Committees and the directors are disclosed in the integrated report. The role and responsibilities of the Board, its Committees, the Chairman and the directors are outlined in the Board charter.



APPLICATION OF PRINCIPLES IN KING IV CODE (Continued)



Appointment and delegation to management

Principle 10: The Board should ensure that the appointment of, and delegation to management, contribute to role clarity and the effective exercise of authority and responsibilities

Executive Committee

The Chief Executive Officer (CEO) was appointed by the directors on recommendation of the Nomination Committee.

The role and function of the CEO is specified in the Board charter and the performance of the CEO is evaluated by the Board against the criteria specified.

The Board appoints members of the Executive Committee upon recommendation of the CEO and the Nomination Committee and, with the assistance of the Nomination Committee, is responsible for ensuring that succession plans are in place for the position of CEO and other members of the Executive Committee.

The Board approves and regularly reviews the framework and top level delegation of authority in terms of which matters are delegated to the CEO. The CEO is the highest executive decision-making authority of the Group and is delegated with authority from the Board for the successful implementation of the Group strategy and the overall management and performance of the Group, consistent with the primary aim of enhancing long-term shareholder value.

The CEO is not a member of the Remuneration, Audit or Nomination Committees, but attends any meeting, or part thereof, by invitation if needed to contribute pertinent insights and information.

The CEO and the Board will agree on whether the CEO may take up additional professional positions, including membership on other governing bodies outside Nu-World. Time constraints and potential conflicts of interests will be considered and balanced against the opportunity for professional development.

The Board evaluates the performance of the CEO annually against agreed performance measures and targets.

The Company Secretary

The Company Secretary is duly appointed by the Board in accordance with the Companies Act and is not a director of the Company. The Board considers the competence, qualifications and experience of the Company Secretary annually and is satisfied that he is competent and has the appropriate qualifications and experience to serve as the Company Secretary.

The Company Secretary has a direct channel of communication to the Chairman, while maintaining an arm's-length relationship with the Board and the directors as far as reasonably possible. The role and responsibilities of the Company Secretary are described in the Board charter.

Governance functional areas

Risk governance

Principle 11: The Board should govern risk in a way that supports the company in setting and achieving its strategic objectives

The Board has direct responsibility for the governance of risk and approves Nu-World's risk policy that gives effect to its set direction on risk. Nu-World re-affirms that it is committed to effective risk management in pursuit of its strategic objectives, with the ultimate aim to grow value sustainably for all stakeholders by embedding risk management into key decision-making processes. The Board also approves Nu-World's Group top risk profile and financial risk appetite and tolerance levels, ensuring that risks are managed within these levels and considers the risk environment from time to time, as deemed appropriate and based on materiality and changes in the external and internal environments.

To support the Board in ensuring effective risk management oversight, the Board Committees are responsible for ensuring the effective monitoring of relevant Group top risks, in compliance with Nu-World's Risk Management (ERM) framework and risk policy, within the ambit of each Committee's scope. In monitoring and providing oversight on Nu-World's risk, each Committee will consider potential risks and/or opportunities as appropriate.

The Board is provided with assurance that Nu-World's approved ERM framework, process and methodology remain in accordance with best practice and good governance requirements. Nu-World's approach to increasing the probability of anticipating unpredictable risks includes regular monitoring of key developments in the external and internal environment, as well as identifying and monitoring developments associated with risks on its "watch-list" (emerging risks). At a Group level, Nu-World is implementing actions to strengthen its business continuity capabilities including Group crisis management.

Risks are considered at a Group level through the management of Group risks that may potentially impact on Nu-World's ability to achieve its strategic objectives.





Technology and information governance

Principle 12: The Board should govern technology and information in a way that supports the company setting and achieving its strategic objectives

The Board is ultimately accountable for the governance of information and technology management.

The Information Management (IM) function is accountable for the operational governance of IM, which includes IT, in the Nu-World Group.

Assurance is provided that the IM controls in place are effective, information management risks are addressed and the return on major IT investments, aligned to Nu-World's strategy. External auditors perform assessments as part of their audit of IM-related controls. All significant IM related audit findings are reported to the Audit Committee and the Board and managed accordingly.

The IM risk management framework is aligned to the Group risk management framework, including third-party management and disaster recovery measures. All technology solutions impacting financial reporting are part of the external auditing scope.

Measures to ensure compliance to all relevant laws, information security and the protection of personal information are in place.

Compliance governance

Principle 13: The Board should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the company being ethical and a good corporate citizen

Nu-World's policy requires all Group companies and their directors and employees to comply with all applicable laws. Legal compliance systems and processes are in place and are continuously improved to mitigate the risk of non-compliance with the laws in the various jurisdictions in which Nu-World does business and also to ensure appropriate responses to changes and developments in the regulatory environment.

The Nomination Committee receives regular reports on compliance matters and oversees the Group's legal compliance programme. To the extent that legal and regulatory matters have an impact on the financial statements, reports are presented to the Audit Committee. Specific areas of law have been identified as key Group legal compliance risk areas and risk mitigation and control steps have been identified for each of these areas.

Competition law, anti-bribery and anti-corruption laws, sanction laws and safety, health and environmental laws, have been identified as key Group legal compliance risk areas, and enjoy management focus.

Remuneration governance

Principle 14: The Board should ensure that the company remunerates fairly, responsibly and transparently so as to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term

Nu-World's Remuneration Committee is tasked by the Board to independently approve and oversee the implementation of a remuneration policy that will encourage the achievement of Nu-World's strategy and grow stakeholder value sustainably.

The remuneration policy aims to enable the attraction and retention of skilled resources and results in rewards aligned with shareholder interests. The policy is designed to achieve the following objectives:

- To attract, motivate, reward and retain human capital;
- To promote the achievement of strategic objectives in a manner which is aligned with the Company's approach to risk management; and
- To promote positive outcomes aligned with short, medium and long term objectives, an ethical culture and responsible corporate citizenship.

In line with the recommended practices in King IV, both the remuneration policy and the implementation report will be tabled for separate non-binding advisory votes by the shareholders at the AGM in February 2023.



APPLICATION OF PRINCIPLES IN KING IV CODE (Continued)

Assurance

Principle 15: The Board should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the company's external reports

The Audit Committee is responsible for the quality and integrity of Nu-World's integrated reporting. The Board, with the support of the Audit Committee, satisfies itself that the combined assurance model is effective and sufficiently robust for the Board to be able to place reliance on the combined assurance underlying the statements that the Board makes concerning the integrity of the Company's external reports.

Based on the results of the review of Nu-World's systems of internal control and risk management, including the design, implementation and effectiveness of internal financial controls, and considering information and explanations provided by management and discussions with the external auditor on the results of the external audit, the Audit Committee concluded that Nu-World's systems of internal control and risk management are effective.

The Group maintains a system of internal financial control that is designed to provide assurances on the maintenance of proper accounting records and the reliability of financial information used within the business and for publication. The system contains self-monitoring mechanisms, and actions are taken to correct deficiencies as they are identified.

A combined assurance approach has been implemented that assists in addressing control over the key risks facing the Group. Such risks and their mitigating controls are identified and controlled by management, within a risk framework determined by the Board.

The Risk Committee is responsible for amongst others, assisting the Board and management in maintaining an effective internal control environment, ensuring the integration of assurance provided and monitoring the adequacy and effectiveness of combined assurance over Nu-World's risk management process.

The Audit Committee has been delegated the responsibility for overseeing that assurance services are executed in line with the charter, which includes activities that support the achievement of an effective internal control environment, which in turn supports the integrity of information.

The Committee also assesses whether the necessary arrangements are in place to ensure that adequate skills and resources are in place and that assurance services are supplemented as required by specialist, and as applicable, external services.

Stakeholder relationships

Stakeholders

Principle 16: In the execution of its governance role and responsibilities, the Board should adopt a stakeholder-inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of the company over time

Nu-World strives to ensure a systematic and integrated approach to stakeholder engagement across the Group, facilitated through engagement programmes aimed at a more systematic and integrated approach to stakeholder engagement across the Group to enable increased assurance to the Board that all stakeholder issues have been identified, prioritised and appropriately addressed.

The Board, through the Social and Ethics Committee, considers issues around stakeholder perceptions. The Committee has oversight of stakeholder engagement and management. Through regular reporting by management to the Social and Ethics Committee and the Chairman of that Committee to the Board, the Board is equipped with the necessary information to enable it to take the legitimate interests and expectations of stakeholders into account in its decision-making.

It is a business imperative that Nu-World understands and is responsive to the needs and interests of our key stakeholder groups which includes: employees and their representatives; government and regulators; shareholders; the communities around our operations; suppliers and customers; and business partners. The individual stakeholders within these groups are highly diverse, with sometimes competing interests. Nu-World is therefore constantly seeking to improve the way in which it engages with its stakeholders to effectively respond to this complexity and diversity.

Interaction with stakeholders happens during the normal course of business at multiple levels across the Nu-World Group and Nu-World strives to resolve disputes with its stakeholders effectively and expeditiously.

To ensure the company communicates with its smaller shareholders and those stakeholders who lack access to electronic media, the Company publishes and reports on details of its corporate actions and performance (including its interim and final financial results) in the main South African daily newspapers. The Company also publishes its most recent financial and operational performance and provides recent historical information, including its annual reports, on its website. The CEO and the Group Financial Director conduct regular presentations on the Group's performance and strategy to analysts and institutional investors.

RISK MANAGEMENT

The Board is responsible for ensuring that an effective risk management programme is implemented and maintained throughout the Group.

This responsibility is discharged through the Risk and Compliance Committee which oversees the risk management process and reports to the Board on its effectiveness and the effectiveness of mitigation measures implemented where possible.

The Risk and Compliance Committee is responsible for:

- managing and co-ordinating the risk management process;
- developing frameworks, methodologies and policies related to the risk management effort;
- co-ordinating the regular risk sub-committee meetings and formal updating of divisional and corporate risk registers and risk mitigation plans;
- maintaining corporate risk and risk control information;
- ensuring that all relevant risk areas are considered including those emanating from the services of external providers and contractors;
- risk analysis and reporting to the Board; and
- ensuring appropriate alignment between the Group's risk management process, its business and corporate planning process, and budgeting process.

Executive and divisional management are accountable and required to support the risk management endeavour by identifying risk events, assessing their potential impact and likelihood, and implementing mitigation plans.

The below summary provides a context for understanding the most critical risks facing the Group:

Risks	Risk mitigation
1. Market risk Covid-19 The risks associated with the Covid-19 pandemic. Economic environment The economic environment and downturn remains a challenge for the Group.	<ul style="list-style-type: none"> • Immediate reduction of fixed and variable costs. • Re-evaluation of capital expenditure. • Observing strict Covid-19 government protocols throughout the Group's business operations. • Providing all staff with the necessary Covid-19 personal protective equipment. • Increased focus on profitable areas of the business. • Strict working capital management. • Exploring new markets for our products. • Introduction of new divisions in both the local and offshore markets.
2. Liquidity risk Liquidity risk arises when the Group, despite being solvent, cannot maintain or generate sufficient cash resources to meet payment obligations as they fall due, or can only do so at materially disadvantageous terms.	<ul style="list-style-type: none"> • The Group's liquidity management framework is designed to measure and manage liquidity positions in such a way as to ensure that payment obligations can be met at all times, under both normal and considerably stressed conditions.

RISK MANAGEMENT (Continued)

Risks	Risk mitigation
3. Information technology risk <p>Information technology risk is defined as the risk of accidental or intentional unauthorised use, modification, disclosure or destruction of information resources, resulting in compromised confidentiality, integrity or availability of information.</p>	<ul style="list-style-type: none"> • Regular reporting to the Group's Board in relation to IT projects underway, proposals for capital expenditure, IT governance and alignment with the strategy. • Continuous drive towards application improvements, implementation of new technologies. • Ongoing training and awareness strategies to educate staff of the methodologies and effects of cyber-crime. • Implementation of additional network, application and infrastructure security features to counter cyber threats.
4. Human resource risk <p>Intellectual capital resides substantially in the knowledge of employees, hence skills retention and succession planning remain a constant challenge.</p>	<ul style="list-style-type: none"> • Senior management incentive schemes designed to retain key personnel. • Succession plan in place for a number of senior management positions. • Multi-skilling of staff. • Promotion of existing staff to provide opportunities for advancement and growth. • Re-evaluation of packages to ensure they are market related. • A continuous review of employee training and development.
5. Legal risk <p>Compliance with the JSE Listings Requirements and all legislative and regulations require the Group to constantly adapt to keep abreast of the latest changes.</p>	<ul style="list-style-type: none"> • Training and awareness is continuously assessed and provided across the Group. Policies and procedures are updated to adapt to all new regulations and legislative requirements.
6. Customer/supplier risk <p>Loss of significant customer/supplier.</p>	<ul style="list-style-type: none"> • Reducing reliance on a few significant customers over time. • Re-establishing and nurturing relationships to ensure continuity. • Developing alternate suppliers.
7. Foreign exchange risk <p>Significant volumes of imports impact the Group's exposure to exchange rate fluctuations.</p>	<ul style="list-style-type: none"> • Constantly and actively monitor foreign currency exposure positions. • Ensure forward cover is arranged as a hedge against adverse exchange rate fluctuations in terms of approved, predefined limits.

SUSTAINABILITY REPORT

Introduction

In pursuit of this sustainability objective, the Group embraces the philosophy of the King IV Report. The Board has approved this report and mandated the Social and Ethics Committee to take responsibility for the key sustainability issues contained in this report. The Group's Audit Committee has final oversight of the Integrated Annual Report.

The Group's sustainability strategy is based on the acknowledgement of its responsibility to all stakeholders in order to ensure its long term viability. In pursuing this strategy, the Group has to continuously identify and consider the impact of its business on its stakeholders.

NWHL aims to provide a balanced assessment of the Group's strategic position and performance to enable all stakeholders to properly assess its ability to continue creating value sustainability into the future. As part of this, the Board has embraced integrated reporting, seeking to provide financial and non-financial information applicable to a range of stakeholders. The Board has mandated the Company's management to ensure implementation of sustainability principles and periodically report on progress and the reasons for non-compliance, where applicable.

Scope of report

This report covers the economic, social and environmental performance of NWHL for the year from 1 September 2021 to 31 August 2022 and is intended to provide this information to a wide range of stakeholders with an interest in its performance. These include existing and prospective shareholders and investment analysts, government (local, provincial and national), industry organisations, trade unions, employees and their families, communities in the vicinity of our operations, contractors, suppliers, customers, business partners and the media.

NWHL commitment to all employees

Employees are the cornerstone of the Group and employee wellness and development is recognised as key factors that contribute to maintaining and building a sustainable business. Business practices are based on the values of trust, respect, commitment and loyalty. Driven from the top, management aims to create an environment where people are encouraged to act in a responsible way, work hard, build friendships and be part of a working family. The Group employs individuals with passion, who are skilled in their fields, who can contribute in meaningful ways and who can identify with the Group's values. Throughout the Group there are systems in place to incentivise, retain, and manage employees, promoting the necessary climate for positive and active employee participation, whilst benefiting the Group, its shareholders and the individuals.

Broad-based black economic empowerment (B-BBEE)

NWHL endorses the B-BBEE strategy of the Department of Trade and Industry which supports the policy of the South African government towards an "integrated and coherent socio-economic process that directly contributes to the economic transformation of South Africa and brings about significant increases in the numbers of previously disadvantaged individuals that manage, own and control the country's economy, and significant decreases in income inequalities".

The major South African wholly owned subsidiary, Nu-World Industries (Pty) Ltd, has attained a level 8 accreditation in 2022. The Group will endeavour to improve on this level of accreditation.

NWHL will proceed with B-BBEE activities as and when appropriate, to ensure that the changes made and initiatives taken are sustainable, viable, and will be beneficial to our shareholders. Transformation will involve a systematic process and is not considered a short-term event.

The Group's B-BBEE subcommittee, duly constituted in 2003, has and continues to address the transformation challenges by focusing on each element separately.



SUSTAINABILITY REPORT (Continued)

Employment equity

The Group commits itself to non-discrimination and employment equity, whilst maintaining its commitment to quality and service excellence.

The Group encourages all its employees to undergo appropriate training and development in order to enable them to give of their best and also to realise their full potential in the work situation. The Group believes in the policy of promotion from within, in accordance with selection procedures and criteria, and such promotion is non-discriminatory and based on merit.

In the implementation of the Group's employment equity strategy the Group submitted its fifteenth Employment Equity Plan to the department of labour. The Group is positively committed to this process, which is consistent with its philosophy in respect of employee development.

A share incentive scheme has been established to provide an incentive to employees to remain in the service of the Group and increase the proprietary interest in the Group's success. Other mechanisms have also been put in place by the Remuneration Committee and sanctioned by the Board which incentivise, motivate and empower management to express dynamic entrepreneurial skills.

The employee/employer relationship is governed by the customary human resource policies, which are reviewed on a regular basis, i.e. safety, health, training and development, etc.

Ownership

Ownership represents the greatest challenge to the Group. The Board of Directors is continually in pursuit and negotiating with various parties in an attempt to find suitable partners that would be of benefit to all stakeholders.

Management control

The Board is in the process of identifying candidates who will add value to the Board and increase the black representation of the Board.

Skills development

Skills development is viewed as a strategic and business imperative. The Group recognises that diversity will enable management to use differing skills, expertise and cultures to enhance our ability to provide proper employee succession and deliver sustained growth of the Group into the future. Skills development, is considered of key importance and initiatives are currently under way to formalise both internal and external training and development programs. The Nu-World School of Excellence, having been established in 2013, now actively educates selected employees as well as unemployed individuals.

Preferential procurement

With regard to preferential procurement it should be noted that most of the Company's procurement spend is in product and components from international suppliers, and therefore our local spend is comparatively small. Nevertheless, we seek to place our local spend with black empowered and/or black-owned companies wherever possible. We also encourage the development of black-owned SMMEs by, *inter alia*, procuring services from them and assist whenever possible to allow key local suppliers to transform their business to achieve B-BBEE status.

Enterprise and supplier development

NWHL has participated successfully in enterprise development and will continue to identify new opportunities in the future.

Socio-economic development

NWHL has contributed in excess of 1% of net profit after tax towards socio-economic development, elements of which are included in the corporate social investment review.

Environment

The Group acknowledges the importance of the communities who may be affected by its operations and the safe guarding of the environment is considered in the normal business decision making processes.

The Group is conscious of the fact that in carrying out its activities there is a potential risk of environmental damage. An effort has therefore been made to educate all employees in best practice so as to avoid causing long-term damage to the environment or atmospheric pollution through the inappropriate use of plant and equipment.

NWHL is committed to ensuring that its environmental management systems comply with legislation and attempts to promote the long term philosophy of continuous environmental improvement.

The Company promotes the enhancement of the quality and safety of the environment through education that develops the knowledge, awareness, attitudes, values and skills that will enable its employees to make a valuable contribution towards maintaining and improving the quality of the environment both in the work place and in the community.

Social investment

As the Company's head office and main operations are based on the outskirts of Alexandra in Sandton, the Group's socio-economic development programs are mainly centred around development programs for the youth, elderly, woman and people with disabilities, living within the Alexandra community. The programs vary from community training, encouraging the skills development of the unemployed; support to the Alexander Police force, clinic and old age home; support for development programs for sport in the area; and programs focusing on conservation, education and waste management.

More specifically, the main beneficiaries of NWHL's Socio-Economic Development Initiatives during the 2022 financial year were as follows:

- Tswelopele Frail Care Centre, assist with upliftment and improving the lives of the marginalized, destitute, older persons and people living with disabilities.
- Kids Haven – Bryanston, Child and Youth Care Centre with prevention and after care programmes in the community.
- United Cerebral Palsy Association of SA, assist with sustainable growth, preparation of food for residents and serving the unique needs of people with disabilities.
- TAG – The Animal Guardians, assist with the care and treatments they provide to animals in the underprivileged areas and to educate those on the basics of taking care of their pets.
- The Breast Health Foundation, providing sustainable growth, specifically with the purpose to assist with education, support and navigation of breast cancer patients in the public sector.
- Oliver's Village, providing social training services at their village to uplift and educate the rural communities.
- Autism South Africa, assist with parent empowerment of autistic children in rural, under-resourced areas across Africa.
- St. Laurence's Children's Haven, donations used to assist homeless children with a home, education and general well-being daily needs.
- Abraham Kriel Bamabani, providing shelter, physical care, rehabilitation and skills development for beneficiaries that had been subjected to trauma, abuse, molestation, poverty, neglect and unemployment. This is done via residential care, community services and educational programmes.
- Rays of Hope (ECD Centre in Alexandra), providing counselling, food parcels and place of refuge to the Alex Community - especially ones affected by Gender Based Violence.
- Baby Moses Children's Sanctuary, the organisation's main activities are to care for abused, abandoned and orphaned children of all ages.

Occupational health and safety

Overall responsibility for health and safety across the Group rests with the NWHL board. The Board is supported by human resource managers, health and safety managers as well as occupational health and safety representatives. Health and safety committees are in place to ensure that the guidelines that are set at Group level are complied with. These guidelines require that, as a minimum, all operations adhere to the legislation, regulations and codes of practice and industry standards of each country in which we operate.

The Group is continually in the process of developing and implementing a health and safety management system to improve its occupational health and safety management, in its drive to reduce the risks of/to its operations and services.

Due to regular safety, health and environment committee meetings and inspections by safety and health representatives, the Board is satisfied that all non-conformances and risks are addressed and managed as required by the safety standards and Occupational and Safety legislation.

NWHL has a HIV/AIDS wellness policy to address and manage the potential impact of HIV/AIDS on the Group's activities. In recognising the seriousness of the HIV/AIDS pandemic, NWHL has over recent years intensified its drive to minimise the number of its employees who are infected by HIV and to prolong the lives of those who are already living with AIDS.

The Company has created an environment in which employees have access to information about HIV/AIDS in the workplace.

The Company has implemented an intensive communication programme about NWHL's improved support and care system, which is aimed at:

- Improved levels of awareness and knowledge relating to HIV/AIDS at a general level.
- Enhanced management preparedness.
- Greater coverage of Nu-World's HIV/AIDS programme with regard to visibility, language adaptation and relevance.
- Increased uptake of voluntary testing activity.





ANNUAL FINANCIAL STATEMENTS

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DIRECTORS' RESPONSIBILITY FOR, AND **APPROVAL OF THE**

ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2022

The Annual Financial Statements, set out on pages 51 to 86, were prepared by management in conformity with, International Financial Reporting Standards (IFRS), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Council, the Companies Act of South Africa and the Listing Requirements of the JSE Limited and the Memorandum of Incorporation of the Company. They have been approved by the Board of Directors and have been signed on their behalf by the undermentioned directors.

The directors are required by the Companies Act of South Africa to maintain adequate accounting records and are responsible for the content and integrity of the Annual Financial Statements and related financial information included in this report. It is their responsibility to ensure that the Annual Financial Statements present fairly the state of affairs of the Group as at the end of the financial year and the results of its operations and cash flows for the year then ended, in conformity with International Financial Reporting Standards (IFRS), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Council, the Companies Act of South Africa and the Listing Requirements of the JSE Limited.

To fulfil its responsibilities, the Board of Directors has developed and continues to maintain a system of internal controls. These controls are based on established policies and procedures, are implemented by trained skilled personnel with an appropriate segregation of duties and are closely monitored by the Board of Directors.

We believe the controls in use are adequate to provide reasonable assurance that assets are safeguarded from loss or unauthorised use and that the financial records may be relied on for preparing the financial statements and maintaining accountability for assets and liabilities.

Nothing has come to the attention of the directors to indicate that any material breakdown in the functioning of these controls, procedures and systems has occurred during the year under review.

Each of the directors' whose names are stated below, hereby confirm that:

- The Annual Financial Statements set out on pages 51 to 86, fairly presents in all material aspects of the financial position, financial performance and cash flows of Nu-World Holdings Limited, in terms of IFRS;
- To the best of our knowledge and belief no facts have been omitted or untrue statements made that would make the Annual Financial Statements false or misleading;
- Internal financial controls have been put in place to ensure that the material information relating to Nu-World Holdings Limited, and its consolidated subsidiaries has been provided to effectively prepare the financial statements of the Group;
- The internal financial controls are adequate and effective and can be relied upon in compiling the Annual Financial Statements, having fulfilled our role and function as executive directors with primary responsibility for implementation and execution of controls;
- Where we are not satisfied, we have disclosed to the Audit Committee and the auditors any deficiencies in design and operational effectiveness of the internal financial controls and have taken steps to remedy the deficiencies; and
- We are not aware of any fraud involving directors.

After conducting appropriate procedures the directors are satisfied that the Group will be a going concern for the foreseeable future and have continued to adopt the going concern basis in preparing the Annual Financial Statements.

The Board of Directors are primarily responsible for the financial affairs of the Group. The auditors are responsible for independently auditing and reporting on the Group's Annual Financial Statements.

The Audit Committee is comprised of four non-executive directors and meets bi-annually with the auditors. The auditors have free access to this committee.

The Annual Financial Statements have been examined by the Group's auditors and their report is presented on pages 46 to 49. The auditors are appointed each year based on recommendation by the Audit Committee.



J A GOLDBERG
Chief Executive Officer

26 October 2022



G R HINDLE
Group Financial Director

26 October 2022

CERTIFICATE OF THE **COMPANY SECRETARY**

I certify, in accordance with Section 88(2) of the Companies Act No. 71 of 2008 (as amended) that the Company has lodged with the Registrar all such returns as are required by a public company in terms of this Act, for the year ended 31 August 2022. Furthermore, all such returns are true, correct and up to date.



B H HAIKNEY
Company Secretary

Wynberg

26 October 2022

REPORT OF **THE DIRECTORS**

NATURE OF BUSINESS

The Company is a holding Company listed on the JSE. Its subsidiaries import and export a diversified range of Electrical Appliances, Consumer Electronics and Branded Consumer Durables.

The results and state of affairs of the Group are reflected in the attached financial statements and commentary thereon is provided in the managing director's review.

SHARE CAPITAL

Authorised share capital

The authorised share capital of the Company comprises 30 000 000 ordinary shares of 1 cent each and 20 000 000 "N" ordinary shares of 0,1 cent each. There were no changes in the authorised share capital during the year under review.

Issued share capital

There were no changes in the issued share capital during the year under review.

Unissued share capital

At the forthcoming Annual General Meeting, members will be asked to place the unissued share capital of the Company under the control of the directors. A resolution for this purpose is included in the notice of the forthcoming Annual General Meeting.

The Nu-World Share Incentive Trust

The Nu-World Share Incentive Trust ("the trust") was established in March 1993. In terms of the trust deed, the aggregate number of ordinary shares in the capital of the Company, which may be made available for purposes of the trust, shall not exceed 10% of the Company's issued share capital. The trust requires a minimum of two trustees. The current trustees are Messrs R Kinross, D Piaray and J M Judin. No trustee is a beneficiary of the trust. There was no repurchase of shares during the period under review.

Refer to note 26 in the attached financial statements for further details.

TRADING STATEMENT

The Company has selected earnings per share and headline earnings per share as the key performance metrics for trading statement purposes.

DIVIDEND

The Board has resolved to declare a dividend to shareholders of 149,8 cents per share.

DIRECTORS

The composition of the board of directors during the year under review was as follows:

M S Goldberg (executive chairman), J A Goldberg (chief executive officer), G R Hindle, J M Judin, D Piaray, R Kinross and F J Davidson.

In terms of the Memorandum of Incorporation at least one third of the Directors are required to retire at the forthcoming Annual General Meeting, but being eligible, offer themselves for re-election.

REPORT OF THE DIRECTORS (CONTINUED)

SECRETARY

B H Haikney was appointed as Company Secretary following the resignation of T Cape on 30 November 2021.

Business and postal address:

The Secretary

682 Pretoria Main Road, Wynberg, Sandton, 2199

P O Box 8964, Johannesburg, 2000

SUBSIDIARY COMPANIES

Details of your Company's investment in its subsidiaries are set out in appendix A on page 88 to the Annual Financial Statements.

DIRECTORS' INTEREST IN THE SHARES OF THE COMPANY

The directors' interest, directly and indirectly, in the issued share capital of the Company at the yearend represented 8,9%.

THE DIRECTORS' INTERESTS IN THE ISSUED SHARE CAPITAL OF THE COMPANY WAS AS FOLLOWS:

Name	Direct beneficial No.	Indirect beneficial No.	Total 2022 No.	Total 2021 No.
Executive				
M S Goldberg	384 439	437 000	821 439	821 439
J A Goldberg	1 138 879		1 138 879	1 138 879
G R Hindle	12 477		12 477	12 477
Non executive				
R Kinross	22 500		22 500	22 500
D Piaray				
J M Judin		26 039	26 039	26 039
F J Davidson				

There has been no change in the above holdings between 31 August 2022 and the date of approval of the financial statements.

DIRECTORS' REMUNERATION

Name	Directors' fees R'000	Basic salary R'000	Performance bonus R'000	Other allowances R'000	Total 2022 R'000	Total 2021 R'000
Executive						
M S Goldberg		3 272		400	3 672	3 753
J A Goldberg		5 573		717	6 290	6 290
G R Hindle		2 278		719	2 997	3 015
Non executive						
R Kinross	300				300	300
D Piaray	300				300	300
J M Judin	350				350	350
F J Davidson	300				300	300
	1 250	11 123	-	1 836	14 209	14 308

EVENTS AFTER REPORTING DATE

No material facts or circumstances have occurred between 31 August 2022 and the date of these financial statements.

INDEPENDENT **AUDITOR'S REPORT**

To the shareholders of Nu-World Holdings Limited

Opinion

We have audited the consolidated financial statements of Nu-World Holdings Limited and its subsidiaries (the Group), set out on pages 51 to 86 which comprise the consolidated statement of financial position as at 31 August 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the group as at 31 August 2022, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the company in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT **AUDITOR'S REPORT** (CONTINUED)

Key Audit Matter	How our audit addressed the key audit matter
<p>Completeness and Valuation of inventories and goods in transit (Refer to note 7 in the consolidated financial statements)</p> <p>Inventories and goods in transit comprise material balances in the consolidated financial statements. Inventories being R644,2 million and goods in transit R74,1 million. The inventory held by the group is imported, resulting in the significant goods in transit balances. Inventories are valued at the lower of cost or net realisable values. Due to the nature of the inventories management is required to apply significant judgement in assessing if inventories are valued appropriately and in writing down the inventory to net realisable value where appropriate.</p>	<p>In considering the completeness of the goods in transit balances, independent confirmations were obtained from the group's shipping agents. Testing was then performed on the valuation of the goods in transit balance to confirm that this was in line with the group's accounting policies.</p> <p>In considering the appropriateness of management's judgement and estimation in terms of determining if inventories are valued at the lower of cost and net realisable value, we performed the following procedures:</p> <ul style="list-style-type: none"> • Attended the year-end inventory counts for material warehouses, noting the condition of inventories at year-end. • Assessing the reasonableness of the write downs of inventories with reference to the nature of the inventory and the slow-moving inventory reports. • Performing detailed testing on inventory being sold at higher than its cost. • Holding discussions with management with respect to the nature of the inventories and the method applied in writing inventory down to net realisable value.
<p>Valuation of intangible assets (comprising of goodwill and indefinite useful life trademarks)</p> <p>As disclosed in note 4, the consolidated financial statements include goodwill of R33,9 million and indefinite useful life trademarks of R28,6 million. These assets have been recognised in the consolidated statement of financial position as a consequence of acquisitions made by the Group.</p> <p>As required by IAS 36 Impairment of Assets, the directors conduct impairment tests to assess recoverability of the carrying value of goodwill and indefinite useful life trademarks.</p> <p>This is performed using discounted cash flow models which involve a number of judgements. These include among others:</p> <ul style="list-style-type: none"> • Revenue growth; • Operating margins; and • The discount rates applied to the projected future cash flows. <p>The impairment testing of these assets is considered to be a key audit matter due to the value of the assets and the extent of judgement and estimation uncertainty required in performing these tests.</p>	<p>In considering the impairment testing of goodwill and indefinite useful life trademarks, we focused on the key judgements made by the directors.</p> <p>Our audit procedures included:</p> <ul style="list-style-type: none"> • Determining the lowest level of cash-generating unit by comparing the trademarks held to the revenue generated from these products; • Assessing the appropriateness of the discount rates used in performing the impairment test; • Subjecting the key assumptions to sensitivity analyses; • Analysing the future projected cash flows used in the models to determine whether they are reasonable and supportable; and • Determining the appropriateness of inputs used in the model. <p>We found that the assumptions used by the directors were appropriate in the circumstances.</p>

INDEPENDENT **AUDITOR'S REPORT** (CONTINUED)

Other information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Nu-World Holding Limited Integrated Report 2022", which includes the Audit Committee Report, the Directors Report and the Company Secretary's Certificate as required by the Companies Act of South Africa, and other information included in the annual report, which we obtained prior to the date of this report. Other information does not include the consolidated financial statements and our auditors' report thereon.

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

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

Responsibilities of the directors for the consolidated financial statements

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

In preparing the consolidated financial statements, the directors are responsible for assessing the group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the consolidated financial statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

INDEPENDENT **AUDITOR'S REPORT** (CONTINUED)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on other legal and regulatory requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 04 December 2015, we report that RSM South Africa Inc. has been the auditor of Nu-World Holdings Limited for eight years.

RSM South Africa Inc.

RSM South Africa Inc.
Michael Steenkamp
Chartered Accountant (SA)
Registered Auditor
Director

26 October 2022

Executive City
Cnr. Cross Street and Charmaine Avenue
President Ridge
Randburg 2125

REPORT OF THE AUDIT COMMITTEE

FOR THE YEAR ENDED 31 AUGUST 2022

The Board places strong emphasis on achieving the highest level of financial management, accounting and reporting to shareholders. The Audit Committee charter, which supports these principles, has been approved by the Board.

The Audit Committee, which comprises non-executive directors, reviews the scope of the audit and the accounting policies. The Audit Committee identifies key risk areas and evaluates exposure to significant risks and the appropriateness of internal controls.

The scope of the external audit and reliance on internal controls are discussed between the Audit Committee and the external auditors as part of the process of each audit. The external auditors have unrestricted access to the Audit Committee and its chairman.

The Audit Committee, with the auditors present, examines, reviews and discusses the audited Annual Financial Statements and reports to be issued to the public before being submitted to the Board for approval. The Board is provided with regular reports on the Committee's activities. The Committee recommends the appointment of external auditors, the level of fees payable and the level of non-audit services.

Committee members

The following independent non-executive directors served on the Committee during the year:

R Kinross (Chairman)

J M Judin

D Piaray

F J Davidson

In line with King IV, the composition of the Audit Committee will be presented to the shareholders for approval at the Annual General Meeting.

Appropriateness and experience of the Financial Director

The Committee has satisfied itself that Mr G R Hindle has the appropriate expertise and experience to meet the responsibilities of his appointment as Group Financial Director of the Group.

External audit

RSM South Africa Inc., whose appointment was approved at the company's Annual General Meeting on 7 February 2022, were the external auditors of the Group for the 2022 financial year.

The external auditors provide an independent assessment of systems of internal financial control and express an independent opinion on the Annual Financial Statements. The external audit function offers reasonable, but not absolute assurance on the accuracy of financial disclosures.

Based on processes followed and assurances received, the Audit Committee has no concerns regarding the external auditors independence. In addition, the Committee confirms that its responsibility pursuant to paragraph 22.15 (h) of the JSE Limited Listings Requirements have been met.

The Committee has recommended, for approval at the Annual General Meeting, the re-appointment of RSM South Africa Inc. as external auditors for the 2023 financial year. The Committee has recommended Mr Michael Steenkamp as the registered auditor responsible for the audit.

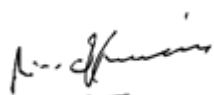
Terms of reference

For the year under review the Committee is satisfied that it has met its responsibilities in accordance with its terms of reference, as fully set out in the integrated report.

Annual financial statements

The Committee has recommended the Annual Financial Statements for approval to the Board. The Board has subsequently approved the financial statements which will be open for discussion at the forthcoming Annual General Meeting.

On behalf of the Audit Committee



R KINROSS

Audit Committee Chairman

26 October 2022

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

AT 31 AUGUST 2022

	Note	2022 R'000	2021 R'000
ASSETS			
Non-current assets		186 290	179 638
Property, plant and equipment	2	21 466	23 240
Right-of-use assets	3	55 153	52 169
Intangible assets	4	62 471	60 709
Investment in associate	5	900	707
Deferred tax	6	46 300	42 813
Current assets		1 484 896	1 499 361
Inventories	7	644 280	497 082
Stock in transit	7	74 155	137 900
Trade and other receivables	8	355 109	278 984
Prepayments	9	66 873	70 900
Other financial assets	10	6 212	205
Cash and bank balances		338 267	514 290
Total assets		1 671 186	1 678 999
EQUITY AND LIABILITIES			
Capital and reserves		1 459 775	1 362 478
Issued share capital	11	19 481	19 481
Treasury share reserve	11	(42 435)	(42 435)
Foreign currency translation reserve	11	107 420	39 506
Retained earnings		1 366 770	1 338 342
Capital and reserves attributed to owners of the Company		1 451 236	1 354 894
Non-controlling interest		8 539	7 584
Non-current liabilities		74 540	69 308
Deferred tax	6	22 563	12 985
Lease liabilities	12	51 977	56 323
Current liabilities		136 871	247 213
Trade and other payables	13	99 295	200 602
Current tax liability		2 182	7 554
Lease liabilities	12	23 261	17 545
Provisions	14	12 133	21 469
Bank overdraft	15		43
Total equity and liabilities		1 671 186	1 678 999

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 AUGUST 2022

	Note	2022 R'000	2021 R'000
Revenue	16	2 151 831	2 358 212
Cost of sales		1 698 855	1 908 114
Gross profit		452 976	450 098
Other income	17	9 702	125 058
Selling and distribution costs		192 146	202 620
Operating expenses		71 081	68 390
Administrative expenses		88 540	103 698
Operating profit	18	110 911	200 448
Finance income		2 466	926
Finance costs	19	9 022	10 315
Profit before tax		104 355	191 059
Income tax expense	20	(19 525)	(49 105)
		84 830	141 954
Share of profit attributable to associates		193	140
Profit for the year		85 023	142 094
Profit for the year attributable to:			
Non-controlling interest		205	1 130
Owners of the Company		84 818	140 964
		85 023	142 094
Other comprehensive income			
Items that will be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations		68 664	(58 095)
Gains arising during the year		78 244	(66 587)
Related tax		(9 580)	8 492
Other comprehensive income for the year, net of tax		68 664	(58 095)
Total comprehensive income for the year		153 687	83 999
Total comprehensive income for the year attributable to:			
Non-controlling interest		955	(2)
Owners of the Company		152 732	84 001
		153 687	83 999
Earnings per share			
Basic earnings per share (cents)	21	394,3	655,2
Diluted basic earnings per share (cents)	21	394,3	655,2

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 AUGUST 2022

	Attributable to owners of the Company						
	Issued share capital R'000	Treasury share reserve R'000	Foreign currency translation reserve R'000	Retained earnings R'000	Total R'000	Non-controlling interest R'000	Total equity R'000
Balance at 31 August 2020	19 481	(42 435)	96 469	1 241 629	1 315 144	7 586	1 322 730
Total comprehensive income for the year			(56 963)	140 964	84 001	(2)	83 999
Dividend paid				(44 251)	(44 251)		(44 251)
Balance at 31 August 2021	19 481	(42 435)	39 506	1 338 342	1 354 894	7 584	1 362 478
Total comprehensive income for the year			67 914	84 818	152 732	955	153 687
Dividend paid				(56 390)	(56 390)		(56 390)
Balance at 31 August 2022	19 481	(42 435)	107 420	1 366 770	1 451 236	8 539	1 459 775

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED 31 AUGUST 2022

	Note	2022 R'000	2021 R'000
Cash flows from operating activities		(183 035)	374 133
Receipts from customers		2 065 497	2 570 052
Paid to suppliers and employees		(2 165 000)	(2 088 161)
Cash generated from operations	23.1	(99 503)	481 891
Finance income		2 466	926
Finance costs		(4 455)	(5 126)
Tax paid	23.2	(25 153)	(59 307)
Dividends paid	23.3	(56 390)	(44 251)
Cash flows from investing activities		(837)	(3 899)
Acquisition of property, plant and equipment		(981)	(3 992)
Proceeds on disposal of property, plant and equipment		144	93
Cash flows from financing activities		(23 463)	(20 428)
Repayment of lease liabilities		(23 463)	(20 428)
Net (decrease) increase in cash and cash equivalents		(207 335)	349 806
Cash and cash equivalents at the beginning of the year		514 247	187 072
Effects of exchange rate changes on the balance of cash held in foreign currencies		31 355	(22 631)
Cash and cash equivalents at the end of the year		338 267	514 247

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2022

1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

1.1. GENERAL INFORMATION

Nu-World Holdings Limited is a Company incorporated in South Africa.

The address of its registered office is 682 Pretoria Main Road, Wynberg, Sandton, 2199.

The principal business of the Company is a holding company listed on the JSE. Its subsidiaries import and export a diversified range of Electrical Appliances, Consumer Electronics and Branded Consumer Durables.

The consolidated financial statements have been presented in South African Rand, and all amounts have been rounded to the nearest thousand Rand.

1.2. STATEMENT OF COMPLIANCE

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and its interpretations adopted by the IASB, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and financial pronouncements as issued by the Financial Reporting Council, the JSE Limited's Listing Requirements and the requirements of the Companies Act of South Africa.

1.3. BASIS OF PREPARATION

The consolidated financial statements have been prepared on the historical cost basis, unless stated otherwise.

1.4. ACCOUNTING POLICIES

The consolidated financial statements incorporate the following principal accounting policies, which have been applied consistently to all periods presented in these consolidated financial statements unless stated otherwise.

1.4.1. Standards, amendments and interpretations effective in 2022

Refer to note 34.

1.4.2. Basis of consolidation

Subsidiaries and business combinations

Subsidiaries are entities controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee;
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of profit or loss and other comprehensive income ('SPLOCI') from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income ('OCI') are attributed to the owners of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

1.4.2. Basis of consolidation (Continued)

Transactions eliminated on consolidation

Intra-group balances and unrealised gains and losses or income and expenses arising from intra-group transactions are eliminated in preparing the consolidated financial statements. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment. Impairment losses on transactions are recognised immediately if the loss provides evidence of a reduction in the recoverable amount of current assets.

Non-controlling interest

Non-controlling interest represents the portion of profit or loss and the net identifiable assets not held by the Group and are presented separately in the statement of comprehensive income and within equity in the consolidated statement of financial position, separately from owner shareholders' equity.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in OCI in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting, when applicable, the cost on initial recognition of an investment in an associate.

Investment in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but not control over those policies.

The considerations made in determining significant influence are similar to those necessary to determine control over subsidiaries.

The Group's investment in its associate is accounted for using the equity method and the Company's investment is accounted for at cost, less accumulated impairment losses.

Under the equity method, the investment in associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment.

The SPLOCI reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the SPLOCI outside operating profit and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate.

The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies into line with those of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

1.4.2. Basis of consolidation (Continued)

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, then recognises the loss as "Share of profit attributable to associates" in the SPLOCI.

Upon loss of significant influence over the associate the Group measures and recognises any retained investment as its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

1.4.3. Property, plant and equipment

Property, plant and equipment items are stated at cost less accumulated depreciation and accumulated impairment losses and are depreciated on the reducing balance basis to reduce their cost to their residual values over their estimated useful lives.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. The estimated useful lives are:

Land	Infinite
Buildings	50 years
Computers and software	2 – 10 years
Motor vehicles	4 – 5 years
Equipment	10 – 13 years
Furniture, fixtures and fittings	4 – 13 years
Leasehold improvements	3 – 40 years

Depreciation methods, residual values and useful lives are reviewed and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount when the asset's carrying amount is greater than its estimated recoverable amount.

Profits and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss in the period.

1.4.4. Intangible assets

Goodwill

Goodwill arising on the acquisition of subsidiaries is measured at cost less accumulated impairment losses.

The difference between the fair value of the consideration paid and the fair value of net tangible assets of subsidiaries at the date of acquisition is charged to goodwill arising on consolidation. Goodwill is not amortised, instead it is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired.

If the net fair value of the identifiable assets, liabilities and contingent liabilities recognised exceeds the cost of the business combination, the Group shall:

- re-assess the identification and measurement of the identifiable assets, liabilities and contingent liabilities and the measurement of the cost of the combination; and
- recognise immediately in profit or loss any excess remaining after that assessment.

Trademarks

The trademarks carried on the statement of financial position were acquired separately and are recognised as assets at their historical cost. Trademarks which are considered to be well-established growing brands and product lines for which there is no foreseeable limit to the period in which these assets are expected to generate cash flows, are classified as indefinite useful life assets.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

1.4.5. Investments in subsidiaries and associates

Investments in subsidiaries and associates are stated at cost less any accumulated impairment losses.

1.4.6. Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is determined on the weighted average basis. Net realisable value is the estimate of the selling price in the ordinary course of business less the costs of completion and selling expenses. Specific allowances are made for slow moving, obsolete and redundant inventories.

1.4.7. Financial instruments

IFRS 9 Financial Instruments

IFRS 9 contains three principal classification categories for financial assets: measured at amortised cost, Fair Value Through Other Comprehensive Income (FVOCI) and Fair Value Through Profit or Loss (FVTPL). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

Financial assets

The financial statements have the following financial assets:

- Trade and other receivables and cash and cash equivalents – classified at amortised cost

The Group recognises a loss allowance for expected credit losses on all financial assets measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective assets.

The Group measures the loss allowance at an amount equal to lifetime expected credit losses (lifetime ECL) when there has been a significant increase in credit risk since initial recognition. If the credit risk on a loan has not increased significantly since initial recognition, then the loss allowance for that asset is measured at 12 month expected credit losses (12 month ECL).

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of an asset. In contrast, 12 month ECL represents the portion of lifetime ECL that is expected to result from default events on an asset that are possible within 12 months after the reporting date.

In order to assess whether to apply lifetime ECL or 12 month ECL, in other words, whether or not there has been a significant increase in credit risk since initial recognition, the Group considers whether there has been a significant increase in the risk of a default occurring since initial recognition rather than at evidence of an asset being credit impaired at the reporting date or of an actual default occurring.

Financial liabilities

The financial liabilities of the Group, trade and other payables and bank overdraft are classified and measured at amortised cost.

Derivatives

Derivatives including forward exchange contracts are categorised as financial instruments at fair value through profit or loss. Purchases and settlements of derivative financial instruments are recognised on the trade date at cost and are subsequently measured at fair value. Realised and unrealised gains and losses arising from changes in the fair value of derivative financial instruments are recognised in profit or loss as other income or other expenses in the period in which they arise. The fair value of forward foreign exchange contracts is determined using exchange rates at the reporting date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

1.4.8. Share capital and other reserves

Issued share capital

Issued share capital is stated in the statement of changes in equity at the amount of the proceeds received less directly attributable issue costs.

Treasury shares

Treasury shares represent the shares in Nu-World Holdings Limited that are held by controlled entities. These shares are held at cost and treated as a deduction against Group reserves.

Share-based payment reserve

The share-based payment reserve represents the fair value of the share-based payment transactions entered into with employees.

1.4.9. Foreign currencies

Foreign operations

The assets and liabilities of the consolidated foreign subsidiaries are translated into South African Rand at rates of exchange ruling at reporting date. The income and expenses are translated at the weighted average rate of exchange for the period as it approximates the exchange rates at the dates of the transactions. Aggregate profits or losses on the translation of the foreign subsidiaries are recognised in OCI and presented in the foreign currency translation reserve, except to the extent that the translation difference is allocated to non-controlling interests.

On the disposal of a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Group are reclassified to profit or loss.

Foreign currency transactions and balances

Transactions in foreign currencies are translated at the rate of exchange ruling on the transaction dates. Profits and losses on settlement of these amounts are included in profit or loss when they arise.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the rates of exchange ruling at the reporting date. Unrealised differences on monetary assets and liabilities are recognised in the SPLOCI in the period in which they occur, except when they relate to cash flow hedging activities in which case these profits and losses for the effective portion are recognised as other comprehensive income.

Non-monetary items carried at fair value, that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

1.4.10. Share-based payments

The Group historically issued equity-settled share-based payments to certain employees. The equity-settled share-based payments were measured at fair value (excluding the effect of non-market-based vesting conditions) at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments was expensed over the vesting period, based on the Group's estimate of the shares that would have eventually vested and adjusted for the effect of non-market-based vesting conditions. Fair value had been calculated using the Black Scholes Model. The expected life used in the model had been adjusted, based on management's estimates for the effects of non-transferability, exercise restrictions and behavioural considerations. If modification to a scheme results in a non-beneficial modification, the share-based payment expense already recognised is not adjusted.

1.4.11. Income tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes.

Deferred tax assets are recognised for unused tax losses and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

1.4.12. Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Warranty provisions

Provision is made in respect of the Group's estimated liability on all products under warranty at reporting date. The provision is measured as the present value of future cash flows estimated to be required to settle the warranty obligation. The future cash flows have been estimated by reference to the Group's history of warranty claims.

Warranty provisions are determined with reference to historical sales, the average period of warranties granted and data available to estimate a return pattern which is likely to occur in the future periods. Allowance is made for the estimated amount to be recovered from inventory that may be salvageable in the future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

1.4.13. Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

1.4.14. Significant judgements and sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Impairment of trade debtors

The principles of expected credit loss (ECL) as per the requirements of IFRS 9 were applied which included considering forward-looking information based on economic and statistical significance for adjustment of historic loss rates.

Property, plant and equipment

Property, plant and equipment is depreciated on a reducing balance basis over its useful life to residual value. Depreciation methods, residual values and useful lives are based on management's best estimates and actual future outcomes may differ from these estimates.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value-in-use of the cash-generating units to which goodwill has been allocated. The value-in-use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value.

Contingencies

By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of such contingencies inherently involves an exercise of significant judgement and estimates of the outcome of future events.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

1.4.14. Significant judgements and sources of estimation uncertainty (Continued)

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based on the likely timing and level of future taxable profits together with future tax planning strategies.

Share-based payments – equity

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value requires determining the most appropriate valuation model for a grant of equity instruments, which is dependent on the terms and conditions of the grant.

Income tax expense

Taxes are a matter of interpretation and subject to changes. The Group makes use of tax experts to advise on all tax matters. Estimations of normal Group tax and Capital Gains Tax ("CGT") are based on the advice and management's interpretation thereof.

Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. Goodwill, and other indefinite life intangibles are tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable.

When value-in-use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Consolidated financial statements

The Group and Group have the majority of the voting rights of the entities classified as subsidiaries. On that basis, it has been determined that there is power over the investee, exposure to variable returns from its involvement with the investee and the ability to use its power over the investee to affect the amount of the investor's returns.

The Group and the Group have determined that there is no power over the investee's exposure to variable returns from its involvement with the investee or their ability to use its power over the investee to affect the amount of the investor's returns with respect to associates. On that basis, it has been determined that there is significant influence based on the voting rights and representation on the Board of Directors for the investees to be classified as associates.

Impairment of trademarks

The Group annually tests whether trademarks with an indefinite useful life have suffered any impairment. When performing impairment testing, the recoverable amount is determined for the individual asset. If the asset does not generate cash flows that are largely independent from other assets or groups of assets then the recoverable amounts of cash-generating units that those assets belong to are determined based on discounted potential royalty savings.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

1.4.14. Significant judgements and sources of estimation uncertainty (Continued)

Net realisable value of inventories

Inventories are stated at the lower of cost and net realisable value. The cost of inventories is written down to their estimated realisable value when their cost may no longer be recoverable, such as when inventories are damaged or become wholly or partly obsolete or their selling prices have declined. The realisable value represents the best estimate of the recoverable amount and is based on the most reliable evidence available at the reporting date and inherently involves estimates regarding the future expected realisable value. The benchmarks for determining the amount of write-downs to net realisable value include ageing analysis, technical assessment and subsequent events. In general, such an evaluation process requires significant judgement and may materially affect the carrying amount of inventories at the reporting date. Refer to note 6 for impairments and the carrying value of inventories at net realisable value.

Warranty provisions

Provision is made in respect of the Group's estimated liability on all products and services under warranty at reporting date. The provision is measured as the present value of future cash flows estimated to be required to settle the warranty obligation. The future cash flows have been estimated by reference to the Group's history of warranty claims.

1.4.15. Revenue

The Group's revenue arises primarily from the sale of goods being consumer electronics, hi-tech, small electrical appliances, white goods, liquor and furniture.

The primary customers of the Group are major retail chains and independent stores. Sales are recognised when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been delivered to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

Products are often sold with retrospective volume discounts based on aggregate sales over a 12 month period. Revenue from these sales is recognised based on the price specified in the contract, net of the estimated discounts. Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. No significant element of financing is deemed present as the sales are made with a credit term of 30 days, which is consistent with market practice. The obligation for warranties have been determined not to be separate performance obligations and as such, a provision is raised at the end of the reporting period.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

1.4.16. Leases

The Group assesses whether a contract is, or contains a lease, at the inception of the contract.

A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

In order to assess whether a contract is, or contains a lease, management determine whether the asset under consideration is "identified", which means that the asset is either explicitly or implicitly specified in the contract and that the supplier does not have a substantial right of substitution throughout the period of use. Once management has concluded that the contract deals with an identified asset, the right to control the use thereof is considered. To this end, control over the use of an identified asset only exists when the Group has the right to substantially all of the economic benefits from the use of the asset as well as the right to direct the use of the asset.

In circumstances where the determination of whether the contract is or contains a lease requires significant judgement, the relevant disclosures are provided in the significant judgments and sources of estimation uncertainty section of these accounting policies.

Group as lessee

A lease liability and corresponding right-of-use asset is recognised at the lease commencement date, for all lease agreements for which the Group is a lessee, except for short-term leases of 12 months or less, or leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The various lease and non-lease components of contracts containing leases are accounted for separately, with consideration being allocated to each lease component on the basis of the relative stand-alone prices of the lease components and the aggregate stand-alone price of the non-lease components (where non-lease components exist).

However as an exception to the preceding paragraph, the Group has elected not to separate the non-lease components for leases of land and buildings.

Details of leasing arrangements where the Group is a lessee are presented in notes 3 and 12.

Lease liability

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed lease payments, including in-substance fixed payments, less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the Group under residual value guarantees;
- the exercise price of purchase options, if the Group is reasonably certain to exercise the option;
- lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option; and
- penalties for early termination of a lease, if the lease term reflects the exercise of an option to terminate the lease.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability (or right-of-use asset). The related payments are recognised as an expense in the period incurred and are included in operating expenses.

The lease liability is presented as a separate line item on the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect lease payments made. Interest charged on the lease liability is included in finance costs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

1.4.16. Leases (Continued)

Right-of-use assets

Lease payments included in the measurement of the lease liability comprise the following:

- the initial amount of the corresponding lease liability;
- any lease payments made at or before the commencement date;
- any initial direct costs incurred;
- any estimated costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, when the Group incurs an obligation to do so, unless these costs are incurred to produce inventories; and
- less any lease incentives received.

Right-of-use assets are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. However, if a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. Depreciation starts at the commencement date of a lease.

The Group depreciated its right-of-use assets over the term of the lease.

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate. Each part of a right-of-use asset with a cost that is significant in relation to the total cost of the asset is depreciated separately.

The depreciation charge for each year is recognised in profit or loss unless it is included in the carrying amount of another asset.

1.4.17. Finance income

Finance income comprises interest income calculated using the effective interest rate method. Finance income is recognised in profit or loss in the period in which it is incurred.

Dividend income is recognised when the Group's rights to receive payment is established.

1.4.18. Finance costs

Finance costs comprises interest paid and payable on borrowings, calculated using the effective interest rate method. Finance costs are recognised in profit or loss in the period in which they are incurred.

1.4.19. Employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay.

Contributions are made by the economic entity to an employee superannuation fund and are charged as expenses when incurred. There is no legal obligation to provide benefits to employees on retirement.

Bonus provisions

Provision is made in respect of the Group's estimated liability on employee bonuses at reporting date. These bonuses are payable at the sole discretion of the managing director.

The amount of the provision is the best estimate of the expenditure required to settle the present obligation at the reporting date.

NOTES TO THE CONSOLIDATED **FINANCIAL STATEMENTS** FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

1.4.20. Earnings per share

Basic

Basic earnings per share has been calculated on the basis of net profit attributable to owners of the Group in relation to the weighted average number of shares in issue during the financial year.

Diluted

Diluted earnings per share is calculated adjusting the weighted average number of shares outstanding, which assumes conversion of all dilutive potential shares. The Group has only one category of dilutive potential shares: share options.

The calculation is performed for the share options to determine the number of shares that could have been acquired at fair value (determined as the average annual market share price of the Group's shares) based on the monetary value of the subscriptions rights attached to outstanding share options.

Headline earnings per share

The presentation of headline earnings per share as an alternative measure to earnings per share is required under the JSE Listings Requirements.

1.4.21. Cost of sales

When inventories are sold, the carrying amount of these inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories arising from an increase in net realisable value is recognised as a reduction in the amount of the inventories recognised as an expense in the period in which the reversal occurs.

The related cost of providing services recognised as revenue in the current period is included in cost of sales.

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

	2022 R'000	2021 R'000
2. PROPERTY, PLANT AND EQUIPMENT		
Cost		
Land	4 000	4 000
Buildings	7 055	7 055
Plant and machinery	12 721	12 497
Motor vehicles	12 188	11 893
Office equipment and furniture	11 365	11 615
Leasehold improvements	4 906	4 509
	52 235	51 569
Accumulated depreciation and accumulated impairment losses		
Buildings	1 192	1 073
Plant and machinery	7 537	6 736
Motor vehicles	9 273	8 339
Office equipment and furniture	8 664	8 494
Leasehold improvements	4 103	3 687
	30 769	28 329
Net carrying amount		
Land	4 000	4 000
Buildings	5 863	5 982
Plant and machinery	5 184	5 761
Motor vehicles	2 915	3 554
Office equipment and furniture	2 701	3 121
Leasehold improvements	803	822
	21 466	23 240

Movement summary

	Land R'000	Buildings R'000	Plant and machinery R'000	Motor vehicles R'000	Office equipment and furniture R'000	Leasehold improvements R'000	Total R'000
2022							
Opening net carrying amount	4 000	5 982	5 761	3 554	3 121	822	23 240
Additions			213	302	402	64	981
Disposals				(19)	(91)		(110)
Depreciation		(119)	(790)	(922)	(731)	(83)	(2 645)
Closing net carrying amount	4 000	5 863	5 184	2 915	2 701	803	21 466

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

2. PROPERTY, PLANT AND EQUIPMENT (Continued)

2021	Land R'000	Buildings R'000	Plant and machinery R'000	Motor vehicles R'000	Office equipment and furniture R'000	Leasehold improvements R'000	Total R'000
Opening net carrying amount	4 000	6 104	4 871	3 906	2 521	759	22 161
Additions			1 790	698	1 361	143	3 992
Disposals			(58)	(1)	(34)		(93)
Depreciation		(122)	(842)	(1 049)	(727)	(80)	(2 820)
Closing net carrying amount	4 000	5 982	5 761	3 554	3 121	822	23 240

	2022 R'000	2021 R'000
3. RIGHT-OF-USE ASSETS		
The Group primarily leases warehousing and office buildings.		
The escalation on these leases vary from 5% to 8% and the leases range in term from 2 to 5 years.		
Details pertaining to leasing arrangements, where the Group is the lessee are presented below:		
– Buildings		
– Cost	102 713	82 447
– Accumulated depreciation	(47 560)	(30 278)
	55 153	52 169
– Carrying value at the beginning of the year	52 169	58 496
– Depreciation	(17 282)	(15 274)
– Additional lease	20 266	8 947
Carrying amount at the end of the year	55 153	52 169

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

	2022 R'000	2021 R'000
4. INTANGIBLE ASSETS		
Goodwill		
Carrying amount at beginning of year	32 098	34 985
Exchange rate translation difference	1 762	(2 887)
Carrying amount at end of year	33 860	32 098
<p>The carrying amount of goodwill is attributable to the following cash-generating unit: Consumer goods – direct wholesale business</p> <p>The recoverable amount of the cash-generating unit is determined based on a value-in-use calculation which uses cash flow projections based on financial budgets approved by the directors covering a five-year period, and a discount rate of 10.5% per annum (2021: 8% per annum). Growth rate of 4.5% was used.</p> <p>Cash flow projections during the budgeted period are based on historical results adjusted for expected future growth throughout the budgeted period. These assumptions are a reflection of past experience in the operating market of the cash generating unit. The directors believe that any possible change in the key assumptions on which the recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit. If the estimated pre-tax discount rate applied to the discounted cash flows had been 1% less favourable than management's estimates, the Group would need to reduce the carrying value of the goodwill by R nil (2021: R nil).</p>		
Trademarks		
Carrying amount at beginning of year	28 611	27 725
(Reversal)/Impaired during the year		886
Carrying amount at end of year	28 611	28 611
	62 471	60 709

The carrying amount of intangible assets is attributable to the following cash generating unit: Consumer goods – direct wholesale business.

The recoverable amount of the cash-generating unit is determined based on a value-in-use calculation which uses royalty savings covering a five-year period, with an annuity calculation thereafter and a discount rate of 10,03% per annum (2021: 10,03% per annum). Growth rate of 10% was used.

Royalty savings projections during the budgeted period are based on historical results adjusted for expected future growth throughout the budgeted period. These assumptions are a reflection of past experience in the respective markets of these units. The directors believe that any possible change in the key assumptions on which the recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit. If the estimated growth in the actual cash flows had been 5% less favourable than management's estimates and the estimated pre-tax discount rate applied to the discounted cash flow had been 1% less favourable than management's estimates, the Group would need to reduce the carrying value of the trademarks by R nil (2021: R nil).

Indefinite life trademarks are assessed as such, as management believes there is no foreseeable limit over which the group will continue to generate revenues from their continued use.

Supporting this assumption is the fact that the trademarks held are established, well known, and can reasonably be expected to generate revenues beyond the Group's strategic planning horizon. In addition, the Group can continue to renew legal rights attached to such trademarks without significant costs, and intends to do so beyond the foreseeable future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

	2022 R'000	2021 R'000
5. INVESTMENT IN ASSOCIATES		
On 1 st September 2009 the Group acquired a 49% share of Lefase Logistics Proprietary Limited.		
Shares at cost	29	29
Equity-accounted share of profit or loss	871	678
	900	707
6. DEFERRED TAX		
Net deferred tax asset at the beginning of the year	(29 828)	(31 101)
Recognised in profit or loss		
Deferred tax income related to the origination and reversal of temporary differences	(255)	2 764
Exchange rate translation difference	(3 232)	
Recognised in other comprehensive income – translation reserve	9 578	(1 491)
Net deferred tax asset at the end of the year	(23 737)	(29 828)
Comprises:		
Asset	(46 300)	(42 813)
Computed tax losses	(38 795)	(32 263)
Property, plant and equipment	1 729	1 495
Right-of-use assets	(5 620)	(6 076)
Provisions and accruals	(3 614)	(5 969)
Liability	22 563	12 985
Translation reserve	22 563	12 985
	(23 737)	(29 828)
7. INVENTORIES		
Finished goods	644 280	497 082
Stock in transit	74 155	137 900
	718 435	634 982
The amount of the write-down of inventories recognised in the cost of sales line item is R11,4 million (2021: write-down of R5,6 million).		
Cost of goods sold during the year amounted to R1 698,9 million (2021: R1 908,1 million).		

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

	2022 R'000	2021 R'000
8. TRADE AND OTHER RECEIVABLES		
Trade receivables	414 156	316 978
Provision for rebates and trade discounts	(55 033)	(29 080)
Others (aggregate of immaterial items)	10 408	4 393
Allowance for impairment – under IFRS 9 ECL model	(14 422)	(13 307)
Current	355 109	278 984
Set out below is the movement in the allowance for expected credit losses of trade receivables.		
As at beginning of the year	13 307	9 738
Allowance for losses	(542)	3 569
Exchange differences	1 657	
	14 422	13 307
In line with the Group's accounting policies, total accruals of R55,0 million (2021: R29,1 million) are held in respect of the Group's total trade receivables. These accruals relate to, inter alia, customer returns and claims.		
The Group has used the practical expedient allowed by IFRS 9 to measure Expected Credit Losses (ECL) using a provision matrix. The ECL calculation took forward-looking information and time value of money into account. The entity has considered balances 90 days past due to be in default and a historic recovery rate of 90% within a further 90 days was applied. Assumptions applied were that payments occurred on average midway through the month and that the prevailing prime rate of lending in South Africa is an appropriate discount rate. Forecast macroeconomic information considered included GDP, annual growth rate, inflation and employment rates. An ultimate loss rate of 1,03% (2021: 1,17%) for independents and 1,64% (2021: 3,74%) for major retailers was calculated as the proportion of trade debtors at inception that is lost.		
9. PREPAYMENTS		
Foreign suppliers	66 873	70 880
Other		20
	66 873	70 900
10. OTHER FINANCIAL ASSETS		
Financial instruments at fair value through profit or loss		
Derivatives not designated as hedges:		
Foreign exchange contracts	6 212	205
Total current	6 212	205
Foreign exchange contracts are also disclosed in Note 28.2		

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

	2022 R'000	2021 R'000
11. CAPITAL AND RESERVES		
11.1. Issued share capital		
Authorised		
30 000 000 ordinary shares of 1 cent each	300	300
20 000 000 "N" ordinary shares of 0,1 cent each	20	20
	320	320
Issued		
22 646 465 ordinary shares of 1 cent each	226	226
Share premium	19 255	19 255
	19 481	19 481
There has been no change in the issued share capital during the year.		
11.2. Nature and purpose of reserves		
Treasury share reserve		
The reserve for the Company's treasury shares comprises the cost of the Company's shares held by the Group. At 31 August 2022, the Group held 1 133 099 of the Company's shares (2021: 1 133 099).		
Foreign currency translation reserve		
The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.		
12. LEASE LIABILITIES		
Lease of warehouses and office buildings:		
Non-current portion	51 977	56 323
Current portion	23 261	17 545
	75 238	73 868
Maturity analysis		
Undiscounted contractual cash flows:		
Payable within one year	27 613	21 833
Payable within two to five years	55 592	62 572
Payable thereafter		1 650
	83 205	86 055
13. TRADE AND OTHER PAYABLES		
Trade payables	45 623	129 846
Accrued expenses	20 985	40 339
Value added tax	12 511	19 922
Others (aggregate of immaterial items)	20 176	10 495
	99 295	200 602
The directors consider the carrying amount of trade and other payables to approximate their fair value. The credit period of trade payables ranges between 30 and 90 days.		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

	2022 R'000	2021 R'000
14. PROVISIONS		
Warranty provisions	12 133	21 469
Analysis of movement:		
Opening balance	21 469	13 845
(Reduction)/ increase in provision recognised for the year	(9 176)	7 624
Utilisation of provision		
Exchange rate translation difference	(160)	
Closing balance	12 133	21 469
The warranty provisions represent management's best estimate of the Group's liability under the 12 month warranties granted on household domestic products and electronics and based on prior experience and industry averages for defective products and new legislation.		
15. BANK OVERDRAFT		
Secured		
Unsecured		43
The banking facilities of Yale Prima Proprietary Limited are secured by a registered fixed and floating charge over the assets of Yale Prima Proprietary Limited. Nu-World Holdings Limited has guaranteed the banking facilities of its wholly owned subsidiary, Nu-World Industries Proprietary Limited. Both the secured and unsecured facilities are repayable on demand. The outstanding amount is repayable within one year.		
	-	43
16. REVENUE FROM CONTRACTS WITH CUSTOMERS		
Sale of goods	2 328 525	2 547 339
Rebates and trade discounts	(176 694)	(189 127)
	2 151 831	2 358 212
Region		
Africa	1 801 320	2 069 179
Asia	99 557	92 641
Australasia	404 796	362 897
South America	22 852	22 622
	2 328 525	2 547 339
Categories:		
Consumer electronics	1 355 497	1 648 452
Home electrical appliances	698 308	788 719
Other consumer durables	274 720	110 168
	2 328 525	2 547 339
The Group has no contract assets arising from revenue from contracts with customers.		
There are no unsatisfied performance obligations relating to contracts with customers at year end.		
The Group has determined that no material costs are incurred to fulfil contracts and as such no costs have been capitalised in this regard.		
The Group has determined that it is the principal in all its contracts with customers.		

NOTES TO THE CONSOLIDATED
FINANCIAL STATEMENTS
 FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

	2022 R'000	2021 R'000
17. OTHER INCOME		
Net foreign exchange gains	8 573	18 078
Profit on disposal of property, plant and equipment	30	145
Royalty income		6 394
Proceeds from insurance claim on stock losses*		98 795
Others (aggregate of immaterial items)	1 099	1 646
	9 702	125 058
*This relates to a fire at one of the Wynberg warehouses during the previous year.		
18. OPERATING PROFIT		
Operating profit is arrived at after taking into account:		
Expenditure		
Auditors' remuneration	1 764	1 481
– Audit fees	1 713	1 435
– Under provision prior year	22	
– Fees for other services	29	46
Depreciation of property, plant and equipment	2 645	2 820
– Buildings	119	122
– Plant and machinery	790	842
– Leasehold improvements	83	80
– Motor vehicles	922	1 049
– Office equipment and furniture	731	727
Depreciation – right-of-use assets	17 282	15 274
(Reversal)/Impairment of trademarks		(886)
Commission paid	33 041	30 852
Royalties	29 481	29 420
Cartage costs	50 580	54 841
Short-term employee benefits	103 661	111 140
19. FINANCE COSTS		
Interest on bank overdrafts and loans	4 455	5 126
Lease liabilities	4 567	5 189
	9 022	10 315
20. INCOME TAX EXPENSE		
20.1. Recognised in profit or loss		
South African normal tax		
Current tax	(17 724)	(40 549)
Current tax – prior year	2 280	
Deferred tax	1 140	(2 764)
Foreign tax		
Current tax	(4 337)	(4 268)
Deferred tax	(884)	(1 524)
	(19 525)	(49 105)
20.2. Reconciliation of rates of tax		
Statutory tax rate	28,00%	28,00%
Adjusted for:	(9,30%)	(2,30%)
Foreign tax	(6,11%)	(3,03%)
Prior year adjustment	(2,87%)	
Permanent differences	(0,32%)	0,73%
Effective tax rate	18,70%	25,70%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

	2022 R'000	2021 R'000
21. EARNINGS AND HEADLINE EARNINGS PER SHARE		
Basic earnings and headline earnings per share are based on:		
Weighted average number of shares	21 513	21 513
Basic earnings and diluted basic earnings	84 818	140 964
Adjusted for:		
Profit on disposal of property, plant and equipment	(30)	(145)
Reversal of impairment of trademarks		(886)
Total tax effects of adjustments	6	40
Basic headline earnings and diluted headline earnings	84 794	139 974
Basic earnings per share (cents)	394,3	655,2
Headline earnings per share (cents)	394,1	650,6
Diluted basic and earnings per share are based on:		
Diluted weighted average number of shares	21 513	21 513
Basic earnings	84 818	140 964
Diluted headline earnings per share are based on:		
Diluted weighted average number of shares	21 513	21 513
Diluted headline earnings	84 794	139 974
Diluted earnings per share (cents)	394,3	655,2
Diluted headline earnings per share (cents)	394,1	650,6
22. DIVIDEND		
It is the Company's policy to declare only one dividend per year. The Board has resolved to declare a dividend of 149,8 (2021: 249,0) cents per share in respect of the year ended 31 August 2022.	33 927	56 390
Dividends declared per share (cents)	149,8	249,0
23. CASH FLOW INFORMATION		
23.1. Cash generated from operations		
Net profit for the year before tax	104 355	191 059
Adjustments for:		
Depreciation – property, plant and equipment	2 645	2 820
Depreciation – right-of-use asset	17 282	15 274
Profit on disposal of property, plant and equipment	(30)	(145)
Reversal of impairment of trademarks		(886)
Unrealised profit on exchange differences on financial instruments measured at fair value through profit or loss	(6 007)	(15 809)
Aggregate of other immaterial foreign currency translation differences	4 574	(10 159)
Finance income	(2 466)	(926)
Finance costs	9 022	10 315
Operating profit before working capital changes	129 375	191 543
Working capital changes	(228 878)	290 348
(Increase) decrease in inventories	(79 915)	104 802
(Increase) decrease in trade and other receivables	(36 672)	176 342
(Decrease) increase in trade and other payables and provisions	(112 291)	9 204
	(99 503)	481 891

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

	2022 R'000	2021 R'000
23.2. Tax paid		
Amount unpaid at beginning of year	(7 554)	(22 044)
Amounts recognised in profit or loss	(19 781)	(44 817)
Amounts unpaid at end of year	2 182	7 554
	(25 153)	(59 307)
23.3. Dividends paid		
Amounts unpaid at beginning of year		
Dividend paid	(56 390)	(44 251)
Amounts unpaid at end of year		
	(56 390)	(44 251)

24. RELATED PARTY TRANSACTIONS

Transactions with group companies

Transactions with related parties are made at market related prices.

Nu-World Industries Proprietary Limited, Nu-World Global Investments Proprietary Limited, Conti Marketing Proprietary Limited, Conti Industries Proprietary Limited, Yale Prima Proprietary Limited and Lefase Lesotho Manufacturing Proprietary Limited are subsidiaries of Nu-World Holdings Limited. Balances and transactions between the Company and its subsidiaries, which are related parties of the Company have been eliminated on consolidation and are not disclosed in this note. Details of transactions between related parties are disclosed below:

	Services (from) to related parties 2022 R'000	2021 R'000	Amounts payable to related parties 2022 R'000	2021 R'000
Lefase Logistics Proprietary Limited – associate	(4 944)	(5 335)	2 371	1 555

Key management personnel Name	Directors' fees R'000	Basic salary R'000	Performance bonus R'000	Other allowances R'000	Total 2022 R'000	Total 2021 R'000
Executive directors						
M S Goldberg		3 272		400	3 672	3 753
J A Goldberg		5 573		717	6 290	6 290
G R Hindle		2 278		719	2 997	3 015
Non-executive directors						
R Kinross	300				300	300
D Piaray	300				300	300
J M Judin	350				350	350
F J Davidson	300				300	300
Key management personnel						
B H Haikney		2 946		747	3 693	2 392
T Cape		360	100	183	643	1 099
	1 250	14 429	100	2 766	18 545	17 799

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

24. RELATED PARTY TRANSACTIONS (Continued)

Summary of compensation of key management personnel

The remuneration of directors and other members of key management personnel during the year was as follows:

	2022 R'000	2021 R'000
Short-term benefits	17 037	16 423
Post-employment benefits	1 508	1 376
Other long-term benefits		
	18 545	17 799

The remuneration of directors and key executives is determined by the Remuneration Committee having regard to the performance of individuals and market trends.

25. RETIREMENT BENEFITS

The Group contributes to either a defined contribution pension fund or provident fund. These funds are registered under the Pension Funds Act, 1956.

Non-scheduled employees may choose to which fund they wish to belong.

	2022 R'000	2021 R'000
Defined contribution expense	9 418	9 117

26. SHARE-BASED PAYMENT

Employee share purchase plan (ESPP)

Description of share-based payment arrangement

A share incentive scheme for key executives was approved by the board to incentivise individuals on a share based plan, The intention is to promote the effective participation in the Group of key employees and to incentivise and retain such employees, as of 31 August 2022, no shares had been allocated or issued by the trust.

	2022 Shares	Weighted average exercise price	2021 Shares	Weighted average exercise price
Total number of shares available to be utilised for the ESPP:				
Opening balance – unissued shares	1 133 099	37,45	1 133 099	37,45
Shares purchased during the year				
Shares issued during the year				
Closing balance – unissued shares	1 133 099	37,45	1 133 099	37,45

The above mentioned shares are under the control of the Company's non-executive directors.

27. COMMITMENTS

Other commitments

At the reporting date the Group had established letters of credit for the equivalent of R132,0 million (2021: R326,7 million) in respect of future stock commitments.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

28. FINANCIAL RISK MANAGEMENT

The Group has exposure to the following risks from its use of financial instruments:

- interest rate risk
- foreign currency risk
- credit risk
- liquidity risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk and the Group's management of capital. Further quantitative disclosures are included throughout these Group financial statements.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Audit and Risk Committee, is responsible for developing and monitoring the Group's risk management policies. The Committee reports regularly to the Board of Directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive controlled environment in which all employees understand their roles and obligations. Management undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Risk Committee.

28.1. Interest rate risk management

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing borrowings with variable rates.

	2022 R'000	2021 R'000
At the reporting date the interest rate profile of the Group's interest-bearing financial instrument was:		
Variable-rate instruments		43

Interest rate sensitivity

An increase/decrease of 100 basis points (2021: 100 basis points) in interest rates at the reporting date would have affected profit before tax, by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for the prior year.

	2022 R'000	2021 R'000
Increase of 100 basis points		
Decrease in profit before tax		(1)
Decrease of 100 basis points		
Increase in profit before tax		1

The sensitivity analysis disclosed above is unrepresentative of the risk inherent because the year end exposure does not reflect the exposure during the year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

28.2. Foreign currency management

Foreign currency exposure

The Group's exposure to foreign currency risk at reporting date was:

	2022 R'000	2021 R'000
Trade payables	13 789	74 605
Equity in foreign subsidiaries	467 246	359 711
Forward exchange contracts	68 047	32 761

The Group's policy is to cover trade commitments within an agreed treasury management policy which has been approved by the Board of Directors. The Group has entered into forward exchange contracts to cover foreign commitments not yet due.

The majority of forward cover is established to mature within a period of 90 days from the date the cover is taken and the commitments are always firm and ascertainable.

Details of these contracts are as follows:

	Forward exchange contracts		Foreign currency		Market value		Fair value adjustment	
Currency	2022 R'000	2021 R'000	2022 \$'000	2021 \$'000	2022 R'000	2021 R'000	2022 R'000	2021 R'000
US Dollars	61 835	32 557	3 800	2 250	68 047	32 761	6 212	205

The fair value of forward exchange contracts is determined based on the forward exchange rates as at reporting date.

Foreign exchange sensitivity analysis

The Group is primarily exposed to exchange rate fluctuations in relation to the US Dollar. An assessment of the Group's sensitivity to the Rand : Dollar exchange rate shows that should the Rand strengthen by 10% against the Dollar, the Group's profit before tax would decrease by R6,8 million (2021: R3,3 million). A 10% weakening of the Rand versus the Dollar would result in a profit of the same amount.

28.3. Credit risk management

Potential concentrations of credit risk consist principally of trade receivables and short-term cash investments.

The Group only deposits short-term cash surpluses with major banks of high quality credit standing. Trade receivables comprise a large, widespread customer base. The granting of credit is controlled via credit applications, rigorous credit reviews, and the assumptions therein are reviewed and updated on an ongoing basis. At 31 August 2022, the Group did not consider that any significant concentration of credit risk existed which had not been adequately provided for.

	2022 R'000	2021 R'000
Exposure to credit risk		
The carrying amount of financial assets represents the maximum exposure to credit risk.		
Financial assets per class		
Trade receivables	344 701	274 591
Other receivables	10 408	4 393
Cash and bank balances	338 267	514 290
Other financial assets	6 212	205
	699 588	793 479

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

28.3. Credit risk management (Continued)

	2022 R'000	2021 R'000
Trade receivables		
The maximum exposure to credit risk for trade receivables at the reporting date by geographical location was as follows:		
Africa	231 205	207 559
Australasia	114 667	109 419
India	6 689	
Middle East	56 508	
South America	5 087	
	414 156	316 978
Ageing of trade receivables by category		
Major retailers		
Current	153 381	129 084
30 days	97 815	48 245
60 days	32 526	38 274
+ 90 days	13 357	11 633
	297 079	227 236
Independents		
Current	29 203	36 532
30 days	29 103	16 622
60 days	6 843	26 084
+ 90 days	51 928	10 504
	117 077	89 742
	414 156	316 978

28.4. Liquidity risk

The Group manages liquidity risk by the proper management of working capital and the continual monitoring of forecasts and actual cash flows. It is further managed by ensuring adequate banking facilities are available at all times to meet cash requirements.

Liquidity risk profile

The maturity profile of the financial liabilities is summarised as follows:

	2022 R'000	2021 R'000
0 – 12 months		
Non-derivative		
Guarantees	24 559	17 983
Bank overdraft		43
Trade and other payables	86 784	180 680
	111 343	198 706
Derivative		
Forward exchange contracts	68 047	32 761
	179 390	231 467

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

28.5. Fair value and risk management

Accounting classifications and fair value

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

		Carrying amount			Fair value				
		Fair value through profit or loss	Amortised cost	Financial liabilities at amortised cost	Total	Level 1	Level 2	Level 3	Total
31 August 2022	Note	R'000	R'000	R'000	R'000	R'000	R'000	R'000	R'000
Financial assets measured at fair value									
Forward exchange contracts	10	6 212			6 212		6 212		6 212
Financial assets not measured at fair value									
Trade and other receivables	8		355 109		355 109				
Cash and cash equivalents			338 267		338 267				
			693 376		693 376				
Financial liabilities measured at fair value									
Forward exchange contracts	10								
Financial liabilities not measured at fair value									
Bank overdrafts	15								
Trade and other payables	13			86 784	86 784				

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

28.5. Fair value and risk management (Continued)

		Carrying amount			Fair value				
		Fair value through profit or loss	Amortised cost	Financial liabilities at amortised cost	Total	Level 1	Level 2	Level 3	Total
31 August 2021	Note	R'000	R'000	R'000	R'000	R'000	R'000	R'000	R'000
Financial assets measured at fair value									
Forward exchange contracts	10	205			205		205		205
Financial assets not measured at fair value									
Trade and other receivables	8		278 984		278 984				
Cash and cash equivalents			514 290		514 290				
			793 274		793 274				
Financial liabilities measured at fair value									
Forward exchange contracts	10								
Financial liabilities not measured at fair value									
Bank overdrafts	15			43	43				
Trade and other payables	13			180 680	180 680				
				180 723	180 723				

The fair value hierarchy reflects the significance of the inputs used to make the measurements related to the classes above. Level 1 represents those assets which are measured using unadjusted quoted prices for identical assets. Level 2 applies inputs other than quoted market prices that are observable for the assets either directly (as prices) or indirectly (derived from prices). Level 3 applies inputs which are not based on observable market data.

Level 2 forward exchange contracts linked to quoted market rates.

29. CAPITAL MANAGEMENT

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantage and security afforded by a sound capital position. The Group's return on capital was 5,9% (2021: 10,4%).

The Group monitors capital using a ratio of net debt to equity. For this purpose, net debt is defined as total liabilities, comprising interest-bearing loans and borrowings, less cash and cash equivalents. Equity comprises all components of equity, net of non-controlling interest.

The Group's policy is to keep the ratio below 0,33 times. The Group's net debt to equity ratio was as follows:

	2022 R'000	2021 R'000
Total borrowings		43
Less: cash and cash equivalents	(338 267)	(514 290)
Net debt	(338 267)	(514 247)
Total equity	1 451 236	1 354 894
Net debt to equity ratio (%)	(23,3)	(37,9)

From time to time, the Group purchases its own shares on the market; the timing of which depends on the market prices. The shares are primarily intended to be used for issuing shares under the Group's share option programme. Buy and sell decisions are made on a specific transaction basis by the Risk Committee. The Group does not have a defined share buy-back plan.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

30. SEGMENT INFORMATION

Geographical areas from which reportable segments derive their revenue

Information reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance focuses on the geographic location of services delivered or provided.

The Group's reportable segments under IFRS 8 are therefore as follows:

South Africa
Hong Kong
Australia
United Arab Emirates

The following is an analysis of the Group's revenue and results from operations by reportable segment:

	Segment revenue		Segment income		Segment non-current assets	
	2022 R'000	2021 R'000	2022 R'000	2021 R'000	2022 R'000	2021 R'000
South Africa	1 637 502	1 907 845	45 156	112 490	116 018	115 113
Hong Kong	111 313	92 642	26 266	15 007		
Australia	380 164	335 103	439	2 415	69 714	64 525
United Arab Emirates	22 852	22 622	12 957	11 052	558	
Total	2 151 831	2 358 212	84 818	140 964	186 290	179 638

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current year (2021: Nil).

The accounting policies of the reportable segments are the same as the Group's accounting policies.

Segment income represents the profit after tax earned by each segment. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance.

Non-current assets exclude those non-current assets classified as held for sale.

For the purpose of monitoring segment performance and allocating resources between segments:

All assets including goodwill are allocated to reportable segments. No assets are used jointly by reportable segments.

All liabilities including borrowings are allocated to reportable segments. No reportable segments are jointly liable for any liabilities.

Information about major customers

The Group has two customer groups (2021: two customer groups) that individually account for at least 10% or more of the Group's South African operations revenue comprising 34,3 % and 13,8 % respectively (2021: 47,5% & 15,9% respectively). No other single customer group contributed 10% or more to the Group's South African operation nor the Offshore Subsidiaries for both 2022 and 2021.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

31. COMPOSITION OF THE GROUP

31.1. Information about the composition of the Group at the end of the reporting period

Principal activity	Place of incorporation and operation	Number of wholly owned subsidiaries	Number of non-wholly owned subsidiaries
Sales of a diversified range of electrical appliances, consumer electronics and branded consumer durables	South Africa	6	0
Sales of a diversified range of electrical appliances, consumer electronics and branded consumer durables	Australia	0	2
Sales of a diversified range of branded consumer electronics	Hong Kong	1	0
Share purchase trust	South Africa	1	0
Sales of a diversified range of branded consumer electronics	United Arab Emirates	1	0

Details of non-wholly owned subsidiaries that have material non-controlling interest to the Group are disclosed below.

31.2. Details on non-wholly owned subsidiaries that have material non-controlling interests

Name of subsidiary	Place of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests		Profit allocated to non-controlling interests		Accumulated non-controlling interests	
		2022	2021	2022 R'000	2021 R'000	2022 R'000	2021 R'000
Yale Prima Proprietary Limited	Australia	31,87%	31,87%	205	1 130	8 539	7 584

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intergroup eliminations.

Yale Prima Proprietary Limited	2022 R'000	2021 R'000
Non-current assets	55 633	51 520
Current assets	185 433	100 418
Non-current liabilities		
Current liabilities	214 270	128 144
Equity attributable to owners of the Company	18 256	16 211
Non-controlling interests	8 540	7 584

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

31.2. Details on non-wholly owned subsidiaries that have material non-controlling interests (Continued)

Yale Prima Proprietary Limited (Continued)	2022 R'000	2021 R'000
Revenue	380 164	335 103
Profit for the year	644	3 545
Profit attributable to owners of the Company	439	2 415
Profit attributable to the non-controlling interests	205	1 130
Profit for the year	644	3 545
Other comprehensive income attributable to owners of the Company		
Other comprehensive income attributable to the non-controlling interests		
Total other comprehensive income for the year	-	-
Total comprehensive loss attributable to owners of the Company	439	2 415
Total comprehensive loss attributable to the non-controlling interests	205	1 130
Total comprehensive loss for the year	644	3 545
Net cash inflow from operating activities	9 981	12 606
Net cash inflow from investing activities		32
Net cash (outflow)/ inflow from financing activities	(42)	1 211
Net cash inflow	9 939	13 785

32. CONTINGENT LIABILITIES

The Company has signed unlimited suretyships for bank borrowings and other loan facilities and R24,6 million (2021: R18,0 million) in respect of bank guarantees, on behalf of their wholly owned subsidiary, Nu-World Industries Proprietary Limited.

On 27 March 2018, the South African Revenue Service (SARS) issued revised assessments for Nu-World Global Investments Proprietary Limited, a wholly owned subsidiary of Nu-World Holdings Limited, relating to a dispute on a Royalty Financing transaction for the 2008 to 2012 tax years, resulting in a potential tax liability of R7,6 million and interest, omissions and penalties until 31 August 2022 of R25,7 million.

In addition, on 24 May 2018, SARS issued a revised VAT assessment for Nu-World Industries Proprietary Limited, a wholly owned subsidiary of Nu-World Holdings Limited, relating to a dispute on the zero-rating of a transaction for the 2007/8 tax year, resulting in a potential VAT liability of R4,1 million and interest and penalties until 31 August 2022 of R6,9 million.

On 19 September 2019 SARS conducted a bond store audit at the warehouse in Germiston. The issues raised by SARS could result in potential liability in the amount of R3,0 million.

Nu-World have opposed these revised assessments and submitted Notice of Objections and Notice of Appeals to SARS on the advice of their tax advisors and senior legal counsel and has requested suspension of payment of these disputed taxes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2022 (CONTINUED)

33. ACCOUNTING STATEMENTS ISSUED, NOT YET EFFECTIVE

The Group has considered the following standards and interpretation that are effective in future periods and has decided not to early adopt any in the current year:

Standard	Details of Amendment	Annual periods beginning on or after
IAS 1 – Presentation of financial statements (Classification of liabilities as current or non-current)	Not expected to impact results but may result in additional disclosure.	1 January 2023
IAS 1 – Presentation of financial statements (Disclosure of accounting policies)	Not expected to impact results but may result in additional disclosure.	1 January 2023
IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors (Definition of accounting estimates)	Not expected to impact.	1 January 2023

Standards and interpretations not yet effective or relevant

All other standards and interpretations that have been published and are mandatory for the company's accounting periods beginning on or after 01 September 2022 or later periods are not relevant to its operations.

34. ACCOUNTING STATEMENTS ISSUED DURING THE YEAR

In the current year, the company has not adopted any new standards and interpretations that are effective for the current financial year as these are not relevant to its operations.

SHAREHOLDERS' INFORMATION

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ANALYSIS OF SUBSIDIARIES – APPENDIX A

AT 31 AUGUST 2022

Interest of Nu-World Holdings Limited						
	Place of operation	Issued share capital		Effective shareholding		Shares at cost
		2022 R'000	2021 R'000	2022 %	2021 %	2022 R'000
Direct interest						
Nu-World Industries Proprietary Limited	South Africa	5 725	5 725	100,0	100,0	38 929
Conti Industries Proprietary Limited	South Africa	35 410	35 410	100,0	100,0	15
Conti Marketing Proprietary Limited	South Africa	4 781	4 781	100,0	100,0	15
Yale Prima Proprietary Limited	Australia	58 267 140	58 267 140	68,1	68,1	50 187
Nu-World Global Investments Proprietary Limited	South Africa	100	100	100,0	100,0	1
Nu-World Property Investments Proprietary Limited	South Africa	100	100	100,0	100,0	1
Nu-World Global Limited	Hong Kong	12 500	12 500	100,0	100,0	13
Nu-World Industries Middle East DMCC	Dubai	144 090	144 090	100,0	100,0	144
Nu-World Do Brazil LTDA	Brazil	1 000	1 000	100,0	100,0	1
Lefase Lesotho Manufacturing Proprietary Limited	Lesotho	1 000	1 000	100,0	100,0	49
						89 355

The aggregate net profit after taxation of subsidiaries attributable to the owners of the Company amounted to R84,6 million (2021: R140,9 million).

Indirect interest

Yale Appliance Group Proprietary Limited

ANALYSIS OF SHAREHOLDERS – APPENDIX B

AT 31 AUGUST 2022

Shares	Number of shareholders	%	Number of shares	%
HOLDINGS				
1 to 25 000	1 693	97,20	2 047 730	9,04
25 001 to 50 000	26	1,49	989 773	4,37
50 001 to 100 000	6	0,34	439 427	1,94
100 001 and above	17	0,97	19 169 535	84,65
	1 742	100,00	22 646 465	100,00

CATEGORY OF SHAREHOLDERS

Non-Public

- Directors and Associates	7	0,40	2 021 456	8,93
- Executive and Management	4	0,23	22 590	0,10
- Share Scheme	2	0,11	1 133 099	5,00
- Strategic Holdings	2	0,11	11 779 381	52,02
Public shareholders	1 727	99,15	7 689 939	33,95
	1 742	100,00	22 646 465	100,00

SHAREHOLDERS SPREAD

Major shareholders (excluding directors) beneficially interested in more than 5% of the Company's listed securities

Inhlanhla Ventures Proprietary Limited	7 065 894	31,20
UBS Zurich AG	4 713 487	20,81
Citibank	1 325 307	5,85
Nu-World Share Trust	1 133 099	5,00

DISTRIBUTION OF SHAREHOLDERS

Banks	12	0,69	6 915 611	30,52
Close Corporations	23	1,32	282 040	1,25
Individuals	1 562	89,67	3 903 343	17,24
Investment Companies	1	0,06	20 000	0,09
Mutual Funds	8	0,46	458 865	2,03
Trusts	68	3,90	334 245	1,48
Other Corporations	4	0,23	64 663	0,29
Pension Funds	4	0,23	40 380	0,18
Private Companies	57	3,27	9 494 174	41,92
Public Companies	2	0,11	45	0,00
Share Trusts	1	0,06	1 133 099	5,00
	1 742	100,00	22 646 465	100,00

NOTICE OF **ANNUAL GENERAL MEETING** (CONTINUED)

Notice is hereby given that the Annual General Meeting of shareholders of Nu-World Holdings Limited ("Nu-World" or "the Company") in respect of the year ended 31 August 2022 will be held in the boardroom of Nu-World at 682 Pretoria Main Road, Wynberg, Sandton at 10h00 on Wednesday, 8 February 2023 ("the Annual General Meeting").

Purpose

The purpose of the Annual General Meeting is to transact the business set out in the agenda below.

Agenda

1. Presentation of the audited Annual Financial Statements of the Group, including the Report of the Directors and the Audit Committee for the year ended 31 August 2022. The annual report of which this notice forms part, contains the group financial statements and the aforementioned reports. The Annual Financial Statements, including the unmodified audit opinion, is available on Nu-World's website at www.nuworld.co.za, or may be requested and obtained in person at no charge, at the registered office of Nu-World during office hours.
2. To consider and, if deemed fit, passing with or without modification, the resolutions set out below, in the manner required by the Companies Act, 2008 (Act 71 of 2008), as amended ("the Act"), the JSE Limited ("JSE") Listings Requirements and the provisions of the Company's memorandum of incorporation ("MOI").

Note:

For any of the ordinary resolution numbers 1 to 6 to be adopted, more than 50% of the voting rights exercised on each such resolution must be exercised in favour thereof.

Ordinary resolution number 1

In terms of the Company's MOI, at least one third of the directors are required to retire from office at every Annual General Meeting and, being eligible, may offer themselves for re-election as directors.

Curriculum vitae in respect of each director as at 31 August 2022 appear on pages 10 and 11 of the annual report.

Accordingly, shareholders are requested to consider and, if deemed fit, to re-elect the directors named below by way of passing the separate ordinary resolutions set out below:

- 1.1 "Resolved that R Kinross, who retires by rotation in terms of the MOI of the Company and, being eligible and offering himself for re-election, be and is hereby re-elected as a director of the Company."

- 1.2 "Resolved that J M Judin, who retires by rotation in terms of the MOI of the Company and, being eligible and offering himself for re-election, be and is hereby re-elected as a director of the Company."

- 1.3 "Resolved that F J Davidson, being eligible and offering himself for election, be and is hereby re-elected as a director of the Company."

Ordinary resolution number 2

"Resolved to re-elect, each by separate vote, the following independent non-executive directors as members of the Nu-World Holdings Limited Audit Committee for the ensuing year:

- 2.1 "Resolved that J M Judin, subject to the passing of ordinary resolution 1.2, being eligible, be and is hereby re-appointed as member of the Audit Committee of the Company, as recommended by the Board of Directors of the Company."
- 2.2 "Resolved that D Piaray, being eligible, be and is hereby re-appointed as member of the Audit Committee of the Company, as recommended by the Board of Directors of the Company."
- 2.3 "Resolved that F J Davidson, subject to the passing of ordinary resolution 1.3, being eligible, be and is hereby re-appointed as member of the Audit Committee of the Company, as recommended by the Board of Directors of the Company."
- 2.4 "Resolved that R Kinross, subject to the passing of ordinary resolution 1.1, being eligible, be and is hereby re-appointed as member of the Audit Committee of the Company, as recommended by the Board of Directors of the Company."

Curriculum vitae in respect of each director as at 31 August 2022 appear on pages 10 and 11 of the Integrated Annual Report.

Ordinary resolution number 3

"Resolved that RSM South Africa Inc. be and is hereby re-appointed as independent auditors of the Company (the designated auditor being Mr Michael Steenkamp) for the year ending 31 August 2023, such auditors having been nominated by the Company's Audit Committee."

Ordinary resolution number 4

Endorsement of the Remuneration Policy by way of a non-binding advisory vote.

"Resolved that by a non-binding advisory vote, the Company's remuneration policy as set out in the remuneration report on page 22 of this annual report for 2022 be and is hereby endorsed."

Reason for and effect

The King IV Report on Corporate Governance for South Africa 2017 ("King IV") recommends, and the JSE Limited Listings Requirements ("Listings Requirements") require that the remuneration policy of a company be tabled for a non-binding advisory vote by shareholders at each AGM.

This enables shareholders to express their views on the remuneration policies adopted. Ordinary Resolution 4 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing remuneration arrangements.

The Board will engage with dissenting shareholders in good faith in the event that a vote of 25% or more is recorded against the remuneration policy, to ascertain with best reasonable effort, the reasons for the dissenting votes, and to address legitimate and reasonable objections which may include amending the remuneration policy, or clarifying or adjusting remuneration governance and/or processes. Dissenting shareholders are also invited to engage with the Company by communicating their concerns to the Company Secretary, B H Haikney, at bhaikney@nu-world.co.za within a reasonable period after the Annual General Meeting.

However, the Board will take the outcome of the vote, and any subsequent engagement with dissenting shareholders, into consideration when considering amendments to the Company's remuneration policy.

Ordinary resolution number 5

Endorsement of the Remuneration Implementation Report by way of a non-binding advisory vote.

"Resolved that by a non-binding advisory vote, the Company's remuneration implementation report as set out on page 22 of this annual report for 2022 be and is hereby endorsed."

Reason for and effect

The King IV Report on Corporate Governance for South Africa recommends, and the Listings Requirements require, that the implementation of a Company's remuneration policy be tabled for a non-binding advisory vote by shareholders at each AGM.

This enables shareholders to express their views on the implementation of the Company's remuneration policies. Ordinary Resolution 5 is of an advisory nature only and failure to pass this resolution will therefore not have any legal consequences relating to existing remuneration arrangements.

The Board will engage with dissenting shareholders in good faith in the event that a vote of 25% or more is recorded against the remuneration policy, to ascertain with best reasonable effort, the reasons for the dissenting votes, and to address legitimate and reasonable objections which may include amending the

remuneration policy, or clarifying or adjusting remuneration governance and/or processes. Dissenting shareholders are also invited to engage with the Company by communicating their concerns to the Company Secretary, at bhaikney@nuworld.co.za within a reasonable period after the Annual General Meeting.

However, the Board will take the outcome of the vote and any subsequent engagement with dissenting shareholders into consideration when considering amendments to the Company's remuneration policy.

Ordinary resolution number 6

"Resolved that any of the directors of the Company and/or the Company Secretary be and are hereby authorised to sign all such documents and do all such things as may be necessary for or incidental to the registration or implementation of the resolutions set out in the notice convening the Annual General Meeting at which this ordinary resolution is to be considered."

To consider and, if deemed fit, pass, with or without modification the following special resolutions:

Note:

For the special resolutions numbers 1 to 3 to be adopted, at least 75% of the voting rights exercised on each special resolution must be exercised in favour thereof.

Special resolution number 1

"Resolved that in terms of section 66(9) of the Act, the Company be and is hereby authorised to pay remuneration to its non-executive directors for their services as non-executive directors as listed below."

	Fees for the year ending 31 August 2023	Fees paid for the year ended 31 August 2022
Lead independent non-executive board member	R350 000	R350 000
Non-executive board member	R300 000	R300 000

Reason for and effect

The reason for special resolution number 1 is to request shareholders to approve the non-executive directors' fees payable for the 2023 financial year and hereafter until shareholders are again approached for subsequent approvals. The effect of this is that the remuneration of non-executive directors will be approved.

NOTICE OF **ANNUAL GENERAL MEETING** (CONTINUED)

Special resolution number 2

"Resolved that the Company hereby approves, as a general approval contemplated in section 48 of the Act, and in terms of the Company's MOI, the acquisition by the Company or any of its subsidiaries from time to time of the issued ordinary shares of the Company, upon such terms and conditions and in such amounts as the directors of the Company (or the directors of the subsidiary company as the case may be) may from time to time determine, but subject to the MOI of the Company, the provisions of the Act and the Listings Requirements of the JSE as presently constituted and which may be amended from time to time, and provided:

- that any such acquisition of ordinary shares shall be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and the counter party;
- that this general authority shall only be valid until the Company's next Annual General Meeting or 15 (fifteen) months from the date of passing of this special resolution, whichever period is shorter;
- that a press announcement will be published as soon as the Company or its subsidiaries has/have acquired ordinary shares constituting, on a cumulative basis, 3% (three percent) of the number of ordinary shares in issue prior to the acquisition pursuant to which the 3% (three percent) threshold is reached, and in respect of every 3% (three percent) thereafter, which announcement shall contain full details of such acquisitions. Such announcement must be made as soon as possible and in any event no later than 08h30 on the business day following the day the relevant threshold is reached or exceeded;
- that acquisitions by the Company and its subsidiaries of ordinary shares in the aggregate in any one financial year may not exceed 10% (ten percent) of the Company's issued ordinary share capital as at the date of passing this general authority;
- that, in determining the price at which the Company's ordinary shares are acquired by the Company in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% (ten percent) of the weighted average of the market price at which such ordinary shares are traded on the JSE, as determined over the 5 (five) business days immediately preceding the date of repurchase of such ordinary shares by the Company;

- that the Company may at any point in time only appoint one agent to effect any repurchase(s) on its behalf;
- a resolution has been passed by the Board of Directors, that the Board has authorised the repurchase, that the Company has satisfied the solvency and liquidity test contemplated in Section 4 of the Act, and that since the test was applied there had been no material changes to the financial position of the Company and its subsidiaries; and;
- that the Company may not repurchase securities 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 securities to be traded during the relevant period are fixed (not subject to variation) and full details of the programme have been disclosed in writing to the JSE prior to the commencement of the prohibited period."

Reason for and effect

The reason for special resolution number 2 is to grant the Company a general authority in terms of the Act for the acquisition by the Company or any of its subsidiaries of shares issued by the Company, which authority shall be valid until the earlier of the next Annual General Meeting of the Company or the variation or revocation of such general authority by special resolution by any subsequent general meeting of the Company, provided that the general authority shall not extend beyond 15 (fifteen) months from the date of this Annual General Meeting. The passing of this special resolution will have the effect of authorising the Company or any of its subsidiaries to acquire shares issued by the Company.

Disclosures required in terms of paragraph 11.26 of the JSE Listings Requirements:

The following additional information, some of which may appear elsewhere in this annual report, is provided in terms of the JSE Listings Requirements for purposes of the special resolution:

Major shareholders	page 89
Share capital of the Company	page 72

Material changes

Save as disclosed in the report of the directors, there has been no material change in the financial and trading position of the Company or of its subsidiaries since 31 August 2022 and the date of this report.

Directors' responsibility statement

The directors, whose names are given on pages 10 to 11 of the annual report, collectively and individually accept full responsibility for the accuracy of the information given and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the annual report and notice of Annual General Meeting contains all the information required by the JSE Listings Requirements.

Special resolution number 3

"Resolved that in terms of section 45 of the Act, the shareholders hereby approve of the Group providing, at any time and from time to time during the period of 2 (two) years commencing on the date of approval of this special resolution, any direct or indirect financial assistance as contemplated in such section of the Act to any 1 (one) or more related or inter-related companies or corporations of Nu-World provided:

- that the recipient or recipients of such financial assistance; the form, nature and extent of such financial assistance, and the terms and conditions under which such financial assistance is provided, are determined by the Board from time to time;
- that the Board may not authorise the Group to provide any financial assistance pursuant to this special resolution unless the Board meets all those requirements of section 45 of the Act which it is required to meet in order to authorise the Group to provide such financial assistance;
- that the Board is satisfied that immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test; and
- that such financial assistance to a recipient thereof is, in the opinion of the Board, required for the purpose of meeting all or any such recipient's operating expenses (including capital expenditure), and/or funding the growth, expansion, reorganisation or restructuring of the businesses or operations of such recipient, and/or funding such recipient for any other purpose which in the opinion of the Board is directly or indirectly in the interests of the Group."

Reason for and effect

The reason for and effect of this special resolution is to allow the Group to grant direct or indirect financial assistance to any company or corporation forming part of the Group, including in the form of loans or the guaranteeing of their

debts. This authority will be in place for a period of two years from the date of adoption of this special resolution.

Identification, Voting and Proxies

In terms of section 63(1) of the Act, before any person may attend or participate in a shareholders meeting such as the Annual General Meeting convened in terms of this notice of Annual General Meeting, that person must present reasonably satisfactory identification and the person presiding at the Annual General Meeting must be reasonably satisfied that the right of that person to participate and vote, either as a shareholder, or as a proxy for a shareholder, has been reasonably verified. The Company will regard the presentation of a participants' original valid drivers license, identity document or passport as satisfactory identification.

Each shareholder who, being a natural person is present in person or by proxy, or, being a company, is present by representative proxy at the Annual General Meeting is entitled to one vote on a show of hands. On a poll, each shareholder, whether present in person or by proxy, or by representation, is entitled to one vote for each share held.

Equity securities held by a share purchase trust or scheme will not have their votes at the Annual General Meeting taken into account for the purposes of resolutions proposed in terms of the JSE Listings Requirements. Unlisted securities and shares held as treasury shares may not vote.

Any member entitled to attend and vote is entitled to appoint a proxy or proxies to attend, speak and vote in his stead and the person so appointed need not be a member. A form of proxy is attached for use by certificated and own name dematerialised shareholders who cannot attend the Annual General Meeting and wish to be represented thereat. A form of proxy may be obtained from the registered office of the Company.

All shareholders are entitled to attend and vote at the Annual General Meeting. Shareholders who hold their shares in certificated form or who are own name registered dematerialised shareholders who are unable to attend the Annual General Meeting but who wish to be represented thereat, are requested to complete and return the attached form of proxy so as to be received by the company any time prior to the Annual General Meeting and also at the Annual General Meeting, or with the company's transfer secretaries 48 hours prior to the Annual General Meeting being Monday, 6 February 2023. Shareholders who have dematerialised their shares through a Central Securities Depository Participant ("CSDP") or broker, other than by own

NOTICE OF **ANNUAL GENERAL MEETING** (CONTINUED)

name registration, who wish to attend the Annual General Meeting, should instruct their CSDP or broker to issue them with the necessary authority, being a letter of representation, to attend the meeting, in terms of the custody agreement entered into between such shareholders and their CSDP or broker. Shareholders who have dematerialised their shares through a CSDP or broker, other than by own name registration who wish to vote by way of proxy, should provide their CSDP or broker with their voting instructions, in terms of the custody agreement entered into between such shareholders and their CSDP or broker. These instructions must be provided to their CSDP or broker by the cut-off time or date advised by their CSDP or broker for instructions of this nature.

Forms of proxy and/or letters of representation may be presented at any time prior to the Annual General Meeting and also at the Annual General Meeting, but to enable the Company to ensure prior to the Annual General Meeting that a quorum will be present at the Annual General Meeting, it would be helpful if proxy forms and/or letters of representation could be delivered to the Company or the Company's transfer secretaries.

Salient Dates

Posting of Annual Financial Statements and notice of Annual General Meeting	Monday, 28 November 2022
Record date to receive the notice of Annual General Meeting	Friday, 18 November 2022
Last date to trade to be eligible to vote	Tuesday, 24 January 2023
Record date to be eligible to vote	Friday, 27 January 2023
Annual General Meeting	10h00 Wednesday, 8 February 2023
Results of Annual General Meeting published on SENS	Wednesday, 8 February 2023

By order of the Board



B H HAIKNEY
Company Secretary
Sandton
28 November 2022

FORM OF PROXY



NU-WORLD HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)
(Registration number 1968/002490/06)
Share Code: NWL ISIN code: ZAE000005070
(‘Nu-World’ or ‘the Company’)

For use only by certificated shareholders and own name dematerialised shareholders at the Annual General Meeting of the Company to be held at the Company’s registered office, 682 Pretoria Main Road, Wynberg, Sandton on Wednesday, 08 February 2023 at 10h00 and at any adjournment thereof.

I/We (Please print name in full)

of (address)

being a holder of ordinary shares hereby appoint

1. or failing him/her

2. or failing him/her

3. The Chairman of the Annual General Meeting as my/our proxy to act for me/us at the Annual General Meeting for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each adjournment or postponement thereof, and to vote for or against such resolutions and/or abstain from voting in respect of the ordinary shares in the issued capital of Nu-World registered in my/our name as follows:

	For	Against	Abstain
Ordinary resolution 1: re-appointment of directors			
1.1 R Kinross			
1.2 J M Judin			
1.3 F J Davidson			
Ordinary resolution 2: re-appointment of the Audit Committee members			
2.1 J M Judin			
2.2 D Piaray			
2.3 F J Davidson			
2.4 R Kinross			
Ordinary resolution 3: re-appointment of auditors and individual designated auditor			
Ordinary resolution 4: endorsement of Remuneration Policy			
Ordinary resolution 5: endorsement of the Remuneration Implementation Report			
Ordinary resolution 6: authority to sign documents			
Special resolution 1: approval to pay remuneration to non-executive directors			
Special resolution 2: general approval to repurchase shares			
Special resolution 3: approval to providing direct or indirect financial assistance			

Signed at on

Signature

Name in full

NOTES TO THE **FORM OF PROXY**

Any member entitled to attend and vote is entitled to appoint a proxy or proxies to attend, speak and vote in his stead and the person so appointed need not be a member. A form of proxy is attached for use by certificated and own name dematerialised shareholders who cannot attend the Annual General Meeting and wish to be represented thereat. A form of proxy may be obtained from the registered office of the Company. The attention of members is drawn to the fact that, to be effective, the completed proxy form must reach the transfer secretaries of the Company, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (P O Box 61051, Marshalltown, 2107), 48 hours (being 10h00 on Monday, 6 February 2023) before the scheduled time of the Annual General Meeting. Shareholders whose shares have been dematerialised (other than by own name registration) must inform their Central Securities Depository Participant ('CSDP') or broker of their intention to attend the Annual General Meeting and obtain the necessary authorisation from the CSDP or broker to attend the Annual General Meeting, or provide the CSDP or broker with voting instructions in terms of the custody agreement between them. A form of proxy is only to be completed by those shareholders who are:

- holding shares in certificated form; or
- recorded in dematerialised form on the electronic sub-register in 'own name'.

Please note that in terms of section 58(3):

- the appointment of a proxy is revocable unless the proxy appointment expressly states otherwise. If the appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy; and delivering a copy of the revocation instrument to the proxy, and to the Company. The revocation will take effect on the later (i) the date stated in the revocation instrument; or (ii) the date on which the revocation instrument was delivered to the proxy and the Company;
- a proxy may delegate his/her authority to act on your behalf to another person, subject to any restriction set out in this proxy form; and
- a proxy must be delivered to the Company, or to the transfer secretary of the Company, namely Computershare Investor Services Proprietary Limited, before your proxy exercises any of your rights as a shareholder at the Annual General Meeting.

All other beneficial owners who have dematerialised their shares through a CSDP or broker and wish to attend the Annual General Meeting, must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker in the manner and cut-off time stipulated therein.

A shareholder may insert the name of a proxy or the names of an alternative proxy of the shareholder's choice in the space provided, with or without deleting "the Chairman of the Annual General Meeting", but any such deletion must be initialled by the shareholder. The person whose name stands first on the form of proxy and who is present at the Annual General Meeting will be entitled to act as proxy to the exclusion of those whose names follow. In the event that no names are filled in, the proxy shall be exercised by the Chairman of the Annual General Meeting.

A shareholder's instruction to the proxy must be indicated by the insertion of the relevant number of votes exercised by that shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the Annual General Meeting as he deems fit in respect of all the shareholder's votes exercised thereat. A shareholder or his proxy is not obliged to use all the votes exercisable by the shareholder or by his proxy, but the total of the votes cast and in respect of which abstentions are recorded may not exceed the total votes exercisable by the shareholder or his proxy.

It is recommended that the proxy forms should be lodged with the transfer secretaries of the Company, Computershare Investor Services (Pty) Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 or posted to the transfer secretaries at P O Box 61051, Marshalltown, 2107, to be received by them not later than Monday, 6 February 2023 at 10h00 (for administrative purposes only) provided that any form of proxy not delivered to the transfer secretary by this time may be handed to the chairman of the Annual General Meeting prior to the commencement of the Annual General Meeting, at any time before the appointed proxy exercises any shareholder rights at the Annual General Meeting.

The form may also be emailed to proxy@computershare.co.za

The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the Annual General Meeting, speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.

Documentary proof establishing the authority of the person signing this form of proxy in a representative or other legal capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries of the Company or waived by the Chairman of the Annual General Meeting.

Any alterations to the form of proxy must be initialled by the signatories.

DIRECTORATE AND **ADMINISTRATION**

FOR THE YEAR ENDED 31 AUGUST 2022

DIRECTORS	Mr Michael S. Goldberg B.Com M.B.A. (Rand) Mr Jeffrey A. Goldberg B.Sc (Eng) (Rand) Mr J. Michael Judin Dip.Law. (Rand) Mr Graham R. Hindle B.Acc (Wits) CA (SA) Mr Desmond Piaray Chem Eng (Natal) B.Com (Unisa) M.B.A. (Wits) Mr Richard Kinross B.Acc (Unisa) CA (SA) Mr Frank J. Davidson B.Acc (Wits) CA (SA)
COMPANY SECRETARY	Mr Bruce H Haikney CA (SA) 682 Pretoria Main Road Wynberg Sandton 2199
REGISTERED OFFICE	682 Pretoria Main Road Wynberg Sandton 2199
AUDITORS	RSM South Africa Inc. Registered Auditors Executive City Cross Street and Charmaine Avenue President Ridge Randburg 2194
TRANSFER SECRETARIES	Computershare Investor Services Proprietary Limited Rosebank Towers 15 Biermann Avenue Rosebank 2196
BANKERS	ABSA Bank Limited Bank of China Limited China Construction Bank Citibank, N.A First National Bank, a division of First Rand Bank Limited Investec Bank Limited Standard Bank of South Africa Limited
ATTORNEYS	Adams Attorney Unit 7, 77 Park Drive Northcliff
COMPANY REGISTRATION NUMBER	1968/002490/06
SPONSORS	Questco Corporate Advisory Block C, Investment Place 10th Road, Hyde Park 2196



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