UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL RESULTS

FOR THE SIX MONTHS ENDED 28 FEBRUARY 2025

AYO™
TECHNOLOGY SOLUTIONS LIMITED

Index

AYO TECHNOLOGY SOLUTIONS LIMITED
(Incorporated in the Republic of South Africa)
Registration number: 1996/014461/06
Share code: AYO
ISIN: ZAE000252441
("AYO" or the "Group" or the "Company")

Overview of the AYO Group

Founded in 1996, AYO is a technology holding company with interests in disruptive technologies that advance life, business and economics. We have developed a diverse investment portfolio that touches on all aspects of technology, from connectivity and communications to software development and cloud-based services.

We strive to become a leading Africa-based technology group, pioneering smart living and working throughout the continent and beyond. It is a lofty ambition, but we are on our way to achieving our future-focused investment strategy, which leverages partnership with international OEMs bringing products to the South African market, as well as exporting South African-produced technological IP on the continent and globally. A strategy that aims to identify, secure and scale upcoming disruptive businesses with impact in infrastructure, education, longevity and health, e-commerce, industry automation, cyber security, and green energy solutions.

AYO is listed on the Johannesburg Stock Exchange and has an asset base valued in excess of R1.5 billion as at 28 February 2025.

Business philosophy

We believe that a business' success and sustainability is determined by how well it solves a market's problem or fulfils a need. In essence, this is how a company creates and preserves value. The more fundamental the need being addressed, the bigger the business opportunity is.

Therefore, AYO's starting point in defining our strategy begins with pinpointing the most pressing social needs and problems we believe we have the capability and capacity to address. We look at the core, basic needs of our society, such as accessible healthcare, quality education and reliable telecommunications infrastructure, as well as more temporary but pressing issues affecting the country. For example, the electricity crisis and its impact on business and connectivity. We also consider wider, global challenges that affect South Africa and the rest of the world, such as climate change, agricultural sustainability and the economic disparity gap. Having identified the critical issues we as a nation, face, we then set off to apply our capitals and resources to develop or adapt the appropriate technology to find solutions that will have an exponential impact on our society.

At times this involves acquiring new businesses. At times, it is about pivoting existing offerings or expanding our services. Sometimes we develop new technology from scratch and sometimes we adapt what we already have, to solve a different problem or service a different industry. Ultimately, the approach or the solution may vary, but the premise on which the business is built remains. The bigger the challenge and the better the solution, the more value we create for all.

AYO's approach

Similarly, our investment approach begins with the concept of shared value in mind. What we can do for our investees is as important as what value they bring to our portfolio and what positive impact we can have on society together.

Managing a diverse portfolio of subsidiaries and investments, we believe in the power of the collective. At AYO, we share the powerful vision of empowering all lives on the African continent through technology, and we acknowledge that each business unit has a contribution to make towards this lofty goal. As custodian of the vision, our purpose is to create a collaborative environment that enables our

Overview of the AYO Group *(continued)*

diverse companies to work together, explore synergies and unlock shared value.

We believe that in working together and building on our diversity and individual strengths, we can solve more and larger problems and ultimately, create more value for our society. Thus, our primary role is to create a conducive environment, which enables our companies to collaborate, pool resources and develop solutions to South Africa's biggest challenges.

As an investor, our role is to nurture and grow our investee companies. We offer earnest support wherever it may be needed be it strategic direction, operational assistance, or financial backing. The emphasis is on enabling growth and scale, so that together we can better solve our societal challenges, create opportunities, enhance lifestyles and initiate positive change.

Our Value Creation Model

The business of an investment holding company is a mystery to many. How does a company that doesn't manufacture anything or offer any services work?

Like any other business, AYO uses its capitals, or resources, to create value for our stakeholders. While our inputs may not be as tangible as raw materials used in a manufacturing environment, they are extremely important to our investees. Sometimes the resources they need are financial, to fund scaling to the next economic tier. Sometimes they rely on our human capital to lend a hand with operational requirements that are better outsourced. And sometimes, it is the value of our OEM partner network that gives our companies the leg up they need to develop new cutting-edge products or enter new markets.

By supporting our subsidiary companies, we strive to grow them as individual businesses, which in turn, increases their own value, increases the value of our portfolio and ultimately, increases value for our shareholders and society. We earn fees and dividends from our investments, thus, the more successful they can be in the market, the better the return for our investors and stakeholders.

Group financial performance

The Group delivered a resilient performance in the first six months of the year, managing well under difficult conditions and maintaining a clear path toward significantly reducing losses compared to the prior full year. Revenue declined by 23%, primarily due to the absence of one-time contracts from the previous year, as well as the unwinding of certain contracts that had contributed to prior-year revenue but were not repeated. On a positive note, cost of sales decreased by 24%, in line with lower revenue. Improved inventory management and pricing strategies led to a 1,5% increase in gross profit margin, rising from 16.5% to 18%.

Operating expenses were reduced by 2%, reflecting the Group's disciplined approach to cost control. This reduction would have been even greater if not for certain non-recurring expenses emanating from a VAT write-off of R6 million and impairment of some receivables of R13 million recorded in the current year. Excluding these one-off costs, operating expenses showed a more substantial decline of 11%. When adjusting for these exceptional items, the Group's operating loss improved significantly, demonstrating progress in underlying profitability.

Finance income decreased to R37 million, down from R58 million in the prior year, as cash reserves were utilised to support operations. Finance costs saw a slight increase. The loss before tax, however, widened by 36%, largely due to higher credit losses on loans receivable and weaker performance from equity-accounted investments in the first half of the year compared to the same period last year.

Despite these challenges, the Group's focus on cost management and operational efficiency has positioned it for a stronger second half. With continued discipline, the full-year results are expected to show a meaningful reduction in losses compared to the previous year.

Divisional performance

Software and consulting	Unaudited six months ended 28 February 2025 R'000	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Revenue	**23 777**	19 571	27 769
Gross profit	**6 274**	5 865	10 245
EBITDA	**14**	(205)	(1 400)
Loss before tax	**(949)**	(89)	(2 189)

The software and consulting services division focuses on providing scalable digital solutions to retailers, media groups and brand agencies in Africa and Europe. The products developed are primarily focused on assisting clients in optimising business processes and customer experiences using technology.

The division also offers a specialised digital media product set in assisting organisations with the commercialisation of digital content.

Included in this division are the operational results of Digital Matter Proprietary Limited ("Digital Matter") and Afrozaar Proprietary Limited ("Afrozaar").

Revenue grew by 21% compared to the prior corresponding six-month period, driven primarily by new customer acquisitions in Digital Matter. While the gross profit margin saw a slight decrease from 30% to 26%, it remains strong and at a sustainable level, reflecting a healthy balance between growth and profitability.

The division remains focused on disciplined cost management and proactive client acquisition to sustain healthy margins and profitability.

Unified communications	Unaudited six months ended 28 February 2025 R'000	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Revenue	**244 510**	297 073	574 548
Gross profit	**20 465**	51 823	92 292
EBITDA	**(1 878)**	16 858	(53)
(Loss)Profit before tax	**(5 209)**	17 998	(4 625)

The Unified Communications division specializes in providing reselling services for a range of communication technologies, including telecommunications solutions, audio and video conferencing systems, and gaming equipment from leading international brands. The division serves as a distribution partner for renowned brands such as HP Poly, Jabra, Logitech, Yealink, and Konftel, among others.

Included in this division are the operational results of Kathea Communication Solutions Proprietary Limited ("Kathea"), Kalula Communications Proprietary Limited ("Kalula") and AYO International Holdings Proprietary Limited ("AIH").

Revenue decreased by 18%, from R297 million to R245 million, with a decline in the margin due to new products being introduced into the market, as well as the increased competition created by vendors appointing more distributors in the region. With a strong and renewed customer service orientation, an improved second half is looking likely.

We remain confident that these strategic efforts will translate into improved performance in the coming months.

Healthcare	**Unaudited six months ended 28 February 2025 R'000**	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Revenue	**34 916**	33 164	69 316
Gross profit	**17 973**	18 208	36 007
EBITDA	**12 909**	6 225	22 835
Profit before tax	**13 031**	13 748	23 118

The Healthcare division focuses on delivering tailored and cohesive ICT solutions designed specifically for the healthcare industry. They offer flexible, modular, and fully integrated healthcare information systems that serve all tiers of the public sector, ensuring seamless communication and data management across the entire healthcare network.

Included in this division are the operational results of Health System Technologies Proprietary Limited ("HST").

Revenue grew by 7%, increasing from R33 million to R35 million. While the gross profit margin experienced a slight decrease of 4%, it continues to remain healthy. Maintaining a strong revenue base through our core income streams and upholding excellent service levels remain essential strategies for supporting HST's ongoing growth and future expansion opportunities.

Managed services	**Unaudited six months ended 28 February 2025 R'000**	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Revenue	**477 780**	665 008	1 211 285
Gross profit	**95 920**	91 736	208 640
EBITDA	**11 893**	18 776	3 339
Profit(Loss) before tax	**6 377**	11 392	(16 815)

The Managed Services division specializes in delivering comprehensive network infrastructure, support services, and integrated solutions tailored for enterprise clients.

Included in this division are the operational results of Zaloserve Proprietary Limited ("Zaloserve") and SGT Solutions Proprietary Limited ("SGT Solutions").

Zaloserve offers various ICT services to its customers, including a focused spectrum of physical infrastructure, metro and long-distance optic fibre, facility management, continuous energy supply, networking and security solutions to hosting, storage server processing, mobility, data centre, end-user computing and associated consumables.

Divisional performance *(continued)*

AYO reported consolidated revenue of R323 million from Zaloserve for 2024, down from R466 million in the previous year. The notable decline of 31% is primarily due to the conclusion of several significant one-off contracts with local and national government departments, which were in place during the prior period and have not yet been replaced by similar-value agreements. Notably, margins have improved from 16% to 22%, driven by tighter cost control and more strategic, informed pricing approaches. The division is actively exploring new opportunities and engaging potential clients to expand its service offerings and diversify its revenue streams.

SGT Solutions is a turnkey solutions integrator specialising in the design, supply, deployment, commissioning and maintenance of multi-technology telecommunication systems for mobile broadband and converged solutions. SGT Solutions also specialises in integrated, leading-edge, and comprehensive solutions across the entire spectrum of telecommunications.

AYO reported consolidated revenue of R155 million from SGT for 2024, compared to R211 million in the previous year, representing a 27% decrease. Despite the decline in revenue, profit margins have remained stable. The reduction is primarily attributable to a significant one-off contract in the prior year that contributed to higher revenues. The company is actively pursuing new clients in emerging sectors such as mining, aiming to diversify its customer base beyond telecommunications companies and expand into new markets.

Corporate	**Unaudited six months ended 28 February 2025 R'000**	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
EBITDA	**(148 041)**	(160 782)	(568 544)
Loss before tax	**(146 259)**	(140 586)	(576 505)

The Corporate division includes the Group's head office, AYO Company, NSX Solutions Proprietary Limited ("NSX") as well as the results from its jointly controlled entities, namely Vunani Fintech Fund Proprietary Limited, and its associates, which include Global Command and Control Technologies Proprietary Limited and Crealpha Proprietary Limited.

The increased loss before tax was mainly due to higher credit losses on impaired loans, write-downs of overdue receivables, and a provisional VAT adjustment related to an unresolved dispute with SARS. Additionally, a notable shift in equity-accounted investments, from a R15 million profit in the previous year to a R36 million loss this year, further contributed to the decline. This change was driven by operational challenges within the fintech assets managed by the Vunani Fintech Fund, in which the company holds a 50% stake. These losses were partly offset by a 52% decrease in operational expenses in the corporate office between the two interim periods. Meanwhile, dividend income, reported under other income, declined slightly from R4.8 million to R4.3 million.

Governance matters

1. DIRECTORATE

The directors in office up to the date of this report are as follows:

Director	Office	Designation	Date of appointment	Date of resignation
Adv Dr NA Ramatlhodi	Chairman	Non-executive#	7 March 2018	
A Makan	Chief Executive Officer	Executive	15 February 2023	
V Dzvova	Chief Financial Officer	Executive	1 December 2024	
P Guzha	Chief Financial Officer	Executive	15 February 2023	1 December 2024
W Mclachlan	Chief Operating Officer	Executive	13 March 2024	
AB Amod		Non-executive	26 February 2013	
RP Mosia		Non-executive#	21 August 2018	
SM Rasethaba		Non-executive#	1 April 2021	
L Jacobs		Non-executive#	13 March 2024	
J Moodley		Non-executive#	13 March 2024	25 October 2024

Independent

Mr L Jacobs and Mr J Moodley were appointed as non-executive directors effective 13 March 2024. Mr J Moodley resigned as a director on 25 October 2024.

Ms V Dzvova resigned as a non-executive director of the Company on 12 December 2023 and re-appointed as an executive director on 1 December 2024.

2. GOING CONCERN

The consolidated interim financial results have been prepared using accounting policies applicable to a going concern. This basis assumes that the necessary funds will be available to support future operations and that the realisation of assets and settlement of liabilities, contingent obligations, and commitments will occur in the ordinary course of business.

The Board has carefully determined the appropriate basis for preparing the audited consolidated financial statements, taking into account the Group's significant risks, outstanding legal matters, current financial performance, financial budgets, and an assessment of the Group's solvency and liquidity, alongside its current financial position and available cash resources.

In the past, AYO received a summons from the Public Investment Corporation (PIC) and the Government Employees Pension Fund (GEPF), which sought to declare the subscription agreement between the PIC and AYO unlawful and demanded payment of R4.3 billion plus interest. A settlement agreement was reached, and AYO paid R619 million to the PIC in March 2023. The transaction, classified as a Specific Initial Repurchase under JSE Listing Requirements, received shareholder approval on 26 June 2024, facilitating its completion.

Governance matters *(continued)*

2. GOING CONCERN continued

The settlement agreement includes a Put Option granting the PIC the right to sell up to an additional 5% of PIC shares back to AYO, exercisable three years after the approval of the Specific Initial Repurchase. A liability of R255 million has been recorded; however, this liability is contingent upon AYO's solvency and liquidity at the time the option is exercised, which condition is specifically included in the settlement agreement, ensuring that no going concern issue arises from this option.

It is important to note that the judgements and assumptions made in this context involve inherent material uncertainty regarding future cash flows, and any significant deviations could raise doubts about the Group's ability to continue as a going concern. The current year has seen considerable losses primarily due to accounting adjustments that are not anticipated to recur. The reversal of these adjustments in future, such as expected credit losses on loans and impairments of intangible assets, is expected to improve the financial outlook for the Group. This year has been focused on cleaning up the financial position of the company, setting the stage for better performance in the future, free from legacy issues. Despite the uncertainties and the recent history of losses—although these losses have been decreasing—the Board is confident that, based on all available information, and after thoroughly reviewing the Group's financial forecasts and current financial position, it is appropriate to assume that the Group will continue as a going concern in preparing the consolidated interim financial statements.

There is ongoing litigation involving the Company, its subsidiaries, and banking institutions in South Africa. While limited access to external funding poses challenges, the Group has effectively managed to be self-sufficient through improved working capital management and maintaining leaner cost structures. Revenue growth has been observed in several subsidiaries, with those that have lost major contracts successfully replacing them with new agreements in many cases. The Group is actively pursuing funding opportunities in other jurisdictions, as its operating subsidiaries offer globally appealing products and services. Currently, the Company is utilising third-party payment solutions, and its subsidiaries are operating normally with existing transactional facilities, with no anticipated operational disruptions in the foreseeable future.

The Board has also evaluated a recent liquidation application made against the Company by a minority shareholder. The Board with the advice from its legal advisors has determined that this matter is not material to the Company's and Group's going concern status, as no new issues have been raised that have not been previously addressed.

The Board supports the proposal to delist the company as announced to shareholders on 23 May 2025, as it will enhance the Group's long-term sustainability by reducing costs, providing greater flexibility to restructure, and enabling the pursuit of new opportunities without the constraints of being a listed entity. Additionally, being away from the public spotlight will allow management to concentrate their efforts on revitalizing the Group's performance and strategic growth. The board remains fully committed to sustaining AYO's operations and has no plans to cease trading, scale back activities, or liquidate the company. Based on its assessment, AYO and its subsidiaries are fundamentally capable of continuing as a going concern, supporting future stability and growth.

However, material uncertainties—including ongoing litigation, banking challenges, and potential significant cash outflows—have been identified. As a result, the Board acknowledges that these factors raise a material uncertainty regarding the Group's ability to continue as a going concern.

Despite these uncertainties, the Board remains focused on safeguarding the Group's long-term viability and unlocking future value.

3. SHARE CAPITAL

Authorised capital

The Company's authorised share capital of 2 000 000 000 ordinary shares of no par value remains unchanged.

Issued share movements	**Unaudited six months ended 28 February 2025 R'000**	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Opening balance	**343 185 485**	343 185 485	343 185 485
Shares repurchased	**(17 202 756)**	–	(17 202 756)
Closing balance	**325 982 729**	343 185 485	325 982 729

4. EVENTS AFTER REPORTING PERIOD

Refer to note 21 for events after reporting period.

5. FUTURE PROSPECTS

AYO Technology Group is an Africa-focused technology investment company driving innovation in smart living and digital transformation. Our diversified portfolio spans telecommunications, network solutions, unified communications, and cloud-based services, with strategic investments in businesses at the forefront of these sectors.

With banking challenges now showing signs of potential resolution, management is increasingly able to refocus on core operations. Our immediate priorities include supporting subsidiary growth, particularly through geographic expansion beyond South Africa, and implementing innovative revenue-generating strategies. We remain committed to nurturing relationships with existing customers and suppliers while actively seeking partnerships and acquisitions in high-growth areas such as AI and other disruptive technologies.

Over the coming 18 months, we will concentrate on strengthening our subsidiaries, optimizing costs, and securing stable funding lines.

The proposed JSE delisting, once finalised, is expected to enhance our operational agility and create greater long-term value for shareholders.

AYO is positioned to capitalize on Africa's digital transformation, and we remain focused on delivering sustainable growth through strategic execution.

Governance matters *(continued)*

6. APPRECIATION

We wish to thank our employees, Group executives, management, our Board as well as our strategic partners, business partners and external stakeholders for their continued loyalty and support.

Advocate Ngoako Ramathlodi
Independent non-executive chairman
30 May 2025

Amit Makan
Chief executive officer
30 May 2025

Consolidated statement of financial position

	Notes	**Unaudited six months ended 28 February 2025 R'000**	Restated Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Assets				
Non-current assets		**245 654**	**913 630**	**327 160**
Property, plant and equipment		**30 421**	30 585	28 020
Right-of-use of assets		**37 672**	37 024	38 452
Goodwill		**12 974**	75 458	12 974
Intangible assets	1	**49 734**	110 934	47 596
Investments in equity-accounted joint ventures and associates	2	**7 197**	75 906	42 328
Loans to related party companies	3	**47 657**	221 825	88 544
Other loans receivable	4	**11 582**	202 059	11 216
Investments at fair value through profit or loss	5	**40 202**	72 056	47 891
Other financial assets	8	**3 642**	–	1 374
Deferred tax asset		**4 573**	87 782	8 765
Current assets		**1 221 070**	**1 283 370**	**1 249 362**
Inventories	17	**179 288**	159 318	174 496
Costs to fulfil contracts – Work in progress		**51 780**	69 985	47 788
Loans to related party companies	3	**140 495**	197 260	162 798
Other loans receivable	4	**101 150**	–	112 389
Trade and other receivables	7	**423 789**	464 688	365 191
Other financial assets	8	**79 286**	189 865	170 047
Finance lease receivables		**-**	844	-
Current tax receivable		**2 196**	114	271
Cash and cash equivalents	9	**243 086**	201 296	216 382
Non-current assets held for sale		**-**	**-**	**15 703**
Total assets		**1 466 724**	**2 197 000**	**1 592 225**
Equity and liabilities				
Equity				
Stated capital		**3 821 752**	4 441 051	3 821 752
Reserves		**(292 566)**	(651 879)	(285 008)
Accumulated loss		**(3 096 579)**	(2 363 811)	(2 950 182)
Equity attributable to shareholders of AYO		**432 607**	**1 425 361**	**586 562**
Non-controlling interests		**58 616**	119 216	59 634

Consolidated statement of financial position

(continued)

	Notes	Unaudited six months ended 28 February 2025 R'000	Restated Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Total equity		**491 223**	**1 544 577**	**646 196**
Liabilities				
Non-current liabilities		**360 082**	**28 312**	**342 082**
Other financial liabilities		**8 997**	–	8 202
Lease liabilities		**32 464**	25 081	27 086
Derivatives	6	**255 297**	–	248 032
Deferred income	10	**2 591**	–	902
Employee benefit obligation		**2 922**	3 231	2 922
Deferred tax liability		**57 811**	–	54 938
Current liabilities		**615 419**	**624 112**	**603 033**
Trade and other payables	11	**304 314**	316 735	288 369
Loans from related party companies		**–**	831	–
Other financial liabilities		**1 532**	4 368	2 528
Lease liabilities		**13 761**	18 353	19 010
Deferred income	10	**13 347**	10 139	8 304
Current tax payable		**27 019**	32 312	23 547
Provisions	12	**215 228**	201 146	214 269
Dividend payable		**40 215**	40 224	47 001
Bank overdraft	9	**3**	4	5
Non-current liabilities held for sale		**–**	**–**	**914**
Total liabilities		**975 501**	**652 423**	**946 029**
Total equity and liabilities		**1 466 724**	**2 197 000**	**1 592 225**

Consolidated statement of profit or loss and other comprehensive income

	Notes	**Unaudited six months ended 28 February 2025 R'000**	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Revenue	13	**780 983**	1 014 817	1 871 765
Cost of sales		**(640 351)**	(847 185)	(1 524 581)
Gross profit		**140 632**	167 632	347 184
Other operating income		**34 976**	13 191	22 349
Other operating gains (losses)	14	**3 713**	(64 386)	(58 215)
Other operating expenses	15	**(221 643)**	(226 223)	(648 119)
Movement in credit loss allowances		**(85 735)**	(54 714)	(304 971)
Finance income	16	**37 480**	57 804	96 330
Finance costs		**(7 301)**	(6 596)	(13 751)
Profit from equity-accounted investments		**(35 131)**	15 755	(17 823)
Loss before taxation		**(133 009)**	(97 537)	(577 016)
Taxation		**(14 407)**	(7 266)	(147 821)
Loss after taxation		**(147 416)**	(104 803)	(724 837)
Other comprehensive income:				
Items that will not be reclassified to profit or loss:				
Exchange differences on translating foreign operations		**(372)**	4 457	15
Total comprehensive loss for the period		**(147 788)**	(100 346)	(724 822)
Loss after taxation attributable to:				
Shareholders of AYO		**(146 989)**	(113 028)	(680 265)
Non-controlling interests		**(427)**	8 225	(44 572)
Total loss after taxation		**(147 416)**	(104 803)	(724 837)
Total comprehensive loss attributable to:				
Shareholders of AYO		**(147 361)**	(108 571)	(680 250)
Non-controlling interests		**(427)**	8 225	(44 572)
Total comprehensive loss		**(147 788)**	(100 346)	(724 822)
Earnings per share (cents)				
Basic loss per share (cents)	18	**(45.09)**	(32.92)	(208.68)

Condensed consolidated statement of changes in equity

	Unaudited six months ended 28 February 2025 R'000	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Balance at the beginning of the period	**646 196**	**2 265 346**	**1 626 517**
Total loss attributable to shareholders of AYO	**(146 909)**	(113 028)	(680 265)
Total profit or loss attributable to non-controlling interests	**(427)**	8 225	(44 572)
Dividends paid	**-**	(1 000)	(7 467)
Foreign currency translation reserve	**(372)**	4 457	15
PIC share buy back	**-**	(619 423)	-
Recognition of PIC Option	**-**	-	(248 032)
Remeasurement of PIC Option	**(7 265)**	-	-
Balance at the end of the period	**491 223**	1 544 577	646 196

Comprising of:	**Unaudited six months ended 28 February 2025 R'000**	Unaudited six months ended 29 February 2024 **R'000**	Audited year ended 31 August 2024 **R'000**
Stated capital	**3 821 752**	4 441 051	4 441 051
Treasury shares	**-**	-	(619 299)
	3 821 752	4 441 051	3 821 752
Reserves	**(292 566)**	(651 879)	(285 008)
Retained income	**(3 096 579)**	(2 363 811)	(2 950 182)
Non-controlling interests	**58 616**	119 216	59 634
Total equity	**491 223**	1 544 577	646 196

Condensed consolidated statement of cash flows

	Unaudited six months ended 28 February 2025 R'000	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Cash (utilised in)/generated from operations	**(81 719)**	**63 825**	**18 799**
Finance income	**5 362**	5 284	14 910
Finance costs	**(5 997)**	(7 896)	(11 915)
Dividend income	**4 277**	4 870	9 696
Tax paid	**(6 766)**	(19 117)	(36 475)
Net cash utilised from operating activities	**(84 843)**	**46 966**	**(4 985)**
Cash flows from investing activities			
Net additions to property, plant and equipment	**(7 985)**	(3 421)	(7 467)
Sale of property, plant and equipment	**1 929**	1 819	1 970
Net additions to intangible assets	**(2 771)**	(2 493)	(5 763)
Movement in financial assets	**-**	30	-
Loans advanced to related party companies	**-**	(667)	-
Loans repaid by related party companies	**240**	170	24 601
Other loans advanced	**-**	(6 945)	-
Other loans repaid	**12 931**	-	28 660
Disposal of investments held at fair value	**14 894**	-	-
Amounts advanced to acquire other financial assets	**-**	-	(11 600)
Amounts repaid from other financial assets	**99 189**	10	30 323
Finance lease receipts	**-**	-	3 130

Condensed consolidated statement of cash flows *(continued)*

	Unaudited six months ended 28 February 2025 R'000	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Net cash to investing activities	**118 427**	**(11 498)**	**63 854**
Cash flows from financing activities			
Advances received from other financial liabilities	**236**	–	6 028
Loans received from related party companies	**167**	975	–
Other financial liabilities repayments	**(27)**	(5 337)	–
Repayments of other financial liabilities	**6 820**	–	(12 090)
Lease liabilities repayments	**(7 325)**	(18 448)	(24 924)
Dividends paid to minorities	**-**	(681)	–
Dividends paid	**(6 786)**	–	(903)
Payment of long service awards	**-**	–	(270)
Net cash to financing activities	**(6 915)**	**(23 491)**	**(32 159)**
Total cash movement for the period	**26 669**	**11 977**	**26 710**
Cash at the beginning of the period	**216 377**	189 497	189 651
Effect of exchange rate	**37**	(182)	16
Total cash at the end of the period	**243 083**	**201 293**	**216 377**

Accounting policies and basis of preparation

The unaudited condensed consolidated interim financial results for the six months ended 28 February 2025 have been prepared in accordance with IFRS® Accounting

Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and Interpretations as issued by the IFRS Interpretations Committee (IFRIC), and comply with the South African Institute of Chartered Accountants (SAICA) Financial Reporting Guides as issued by the Accounting Practices Committee (APC), Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council (FRSC), the Johannesburg Stock Exchange (JSE) Listings Requirements and the requirements of the South African Companies Act, No 71 of 2008, as amended (Companies Act). The Listings Requirements require interim reports to be prepared in accordance with IAS 34 Interim Financial Reporting and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council. The accounting policies applied in the preparation of the unaudited condensed consolidated interim financial results are in terms of International Financial Reporting Standards ("IFRS") and are consistent with those accounting policies applied in the preparation of the annual financial statements for the year ended 31 August 2024.

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual consolidated financial statements as at 31 August 2024.

Reporting entity

The unaudited condensed consolidated interim financial results for year ended 28 February 2025 comprises the Company, its subsidiaries, associates and joint ventures.

Significant judgements and sources of estimation uncertainty used in the preparation of the unaudited condensed consolidated interim financial results

In preparing the unaudited condensed consolidated interim financial results in conformity with IFRS, management is required to make estimates and assumptions that affect the amounts represented in the unaudited condensed consolidated interim financial results and related disclosures. Estimates and assumptions are based on historical experience and expectation of future events and are reviewed on an ongoing basis. Actual results in the future could differ from these estimates which may be material to the unaudited condensed consolidated interim financial results. Significant judgements made by management that could have a significant effect on the carrying amounts recognised in the unaudited condensed consolidated interim financial results include:

Business combinations

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred over the Group's interest on the fair value of the net identifiable assets of the acquired subsidiaries at the date of acquisition. Intangible assets acquired as part of a business combination are recognised at fair value at the date of acquisition. Management made judgements in determining the fair value allocation of the consideration transferred as well as estimates of the useful lives of the intangible assets recognised in the business combination.

Accounting policies and basis of preparation

(continued)

Subsidiaries consolidated when less than 50% interest is held

AYO only has a 40% equity interest in Main Street 1653 Proprietary Limited ("Main Street") and 43% equity interest in Software Tech Holdings Proprietary Limited ("Software Tech"). It has been determined that AYO controls Main Street and Software Tech respectively in terms of IFRS 10 Consolidated Financial Statements due to i) The Group has the rights to appoint a majority of directors and key management personnel of the unlisted subsidiaries and ii) AYO has majority seats on the board of directors of the investee. As per the shareholder's agreement, AYO has the right to variable returns from involvement with Main Street and Software Tech and it has the ability to use its power over the investee to affect the amount of the returns in Main Street and Software Tech.

Entities in which the Group holds more than 20% of the voting rights, but does not have significant influence

The directors have concluded that the Group has no significant influence over Bambelela Capital Proprietary Limited ("Bambelela"), 4Plus Technology Venture Fund Africa Proprietary Limited ("4Plus"), AOH Enterprises Proprietary Limited ("AOH") and Loot B2B Proprietary Limited ("Loot B2B") even though it has 32% of the voting rights in Bambelela, 25% in 4Plus, 25% in AOH and 30% in Loot B2B. This is because the Group has no representation on the Board of directors of Bambelela, 4Plus, AOH and Loot B2B and the Group does not participate in any financial or operating policy decision

in Bambelela, 4Plus, AOH and Loot B2B. The voting rights only provide AYO with limited decision-making powers. AYO is not able to direct daily activities and appoint critical staff. Consequently, the investment has been accounted for in accordance with IFRS 9 at fair value through profit for loss ("FVTPL"). Refer to note 5.

Fair value measurement of investments

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. The use of discounted cash flow analysis requires the estimation of a number of significant components, including the future expected cash flows, and the weighted average cost of capital used to perform the discount. Many of these factors which are listed below may have a material impact on the valuation. Refer to note 20.

(a) Terminal value growth rates

When calculating the terminal value, the Group assumes a long-term growth rate. A growth rate is assumed for each investment after taking into account industry reports on projected growth rates for the sector in which the investment falls under. The growth rate used is 4.5%.

(b) Terminal values

When calculating the terminal value, the Group assumes the level of net capital investment required. This is assumed to be lower than during the specific forecast for high-growth companies. For mature, stable companies net capital investment during the specific forecast period and beyond is assumed to be the same.

(c) Discount rates

Free cash flows are discounted at the investment's weighted average cost of capital (WACC), being the weighted cost of equity as determined using the capital asset pricing model (CAPM) and the weighted after-tax cost of debt and/or any other non-equity form of financing.

(d) Risk-free rate

The risk-free rate utilised is the yield on 10-year government bonds. These yields were obtained from the financial press at the time of preparing the valuations. Where no 10-year SA bonds are in issue, the nearest long-term SA bond rate is used.

(e) Beta

The equally weighted average of the relevant industry betas is used. The betas are calculated over a five-year period (where possible). This is assumed to provide a fair estimate of the Group's recent market price.

(f) Specific risk premium

A specific risk premium was applied in all valuations.

(g) Value of equity

The value of equity will be equal to the free cash flow value of the investment, less the carrying values (at the valuation date) of debt and any other form of financing, plus cash on hand (per the financial position) which is in excess of normal working capital requirements.

Refer to the fair value note 5 for further details of the inputs used

Earnings per share

Earnings per share are calculated on the weighted average number of shares in issue in respect of the year and is based on profit attributable to ordinary shareholders. The group did not have diluted earnings per share, which resulted in earnings per share being equivalent to diluted earnings per share. Headline earnings per share are calculated in terms of the requirements set out in Circular 01/2023 issued by SAICA. Refer to note 17.

Costs to fulfil contracts – Work in Progress

Work in progress related to Costs to fulfil contracts is measured at the direct costs incurred to provide the related goods or services. Impairment losses are recognised in profit or loss to the extent that the carrying amount of the asset recognised exceeds the remaining amount of consideration that the entity expects to receive in exchange for the goods or services to which the asset relates, less the costs that relate directly to providing those goods or services and that have not been recognised as expenses.

Preparation

The unaudited condensed consolidated interim financial results for the period ended 28 February 2025 have been prepared by the Group Financial Manager , Basani Kubayi CA(SA), under the supervision of Valentine Dzvova CA(SA), Group Chief Financial Officer, and have not been audited or reviewed by the Group auditors.

Notes to the unaudited condensed consolidated interim financial results

1. INTANGIBLE ASSETS

	Unaudited six months ended 28 February 2025 R'000	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Opening balance	**47 596**	109 524	109 524
Additions	**2 780**	2 493	5 763
Disposals	**-**	–	(243)
Impairment		–	(54 568)
Amortisation	**(642)**	(1 082)	(12 187)
Foreign exchange gains/(losses)	**-**	–	(693)
Closing balance	**49 734**	**110 934**	**47 596**

2. INVESTMENTS IN EQUITY-ACCOUNTED JOINT VENTURES AND ASSOCIATES

Investments in equity-accounted joint ventures

	Ownership interest			**Carrying amount**		
	28 February 2025 %	29 February 2024 %	31 August 2024 %	**28 February 2025 R'000**	29 February 2024 R'000	31 August 2024 R'000
Vunani Fintech Fund Proprietary Limited	**50**	**50**	**50**	**6 234**	74 357	40 897

Investments in associates

	Ownership interest			**Carrying amount**		
	28 February 2025 %	29 February 2024 %	31 August 2024 %	**28 February 2025 R'000**	29 February 2024 R'000	31 August 2024 R'000
Global Command and Control Proprietary Limited ("GCCT")	**24**	24	**24**	**1 158**	1 223	1 314
Crealpha Proprietary Limited ("Crealpha")	**30**	30	30	**(195)**	326	117
				963	**1 549**	**1 431**
Total				**7 197**	75 906	42 328

3. LOAN TO RELATED PARTY COMPANIES

	Unaudited as at 28 February 2025 R'000	Unaudited as at 29 February 2024 R'000	Audited as at 31 August 2024 R'000
AEEI – Loan 2	**–**	8 005	–
The loan is unsecured, bears interest at prime and is repayable by 31 August 2024. The loan was repaid in the prior year.			
AEEI – Loan 3	**7 240**	8 010	6 750
The loan is unsecured and interest is charged at the prime overdraft rate and has no fixed terms of repayment. This Gross amount of the loan is R8.9 million (2024: R8.4 million).			
GCCT – Loan 1	**14 916**	24 488	16 991
The loan bears interest at the prime rate plus 2% and was repayable on 29 February 2024. Interest accrued on the loan is payable semi-annually. The Gross amount of the loan is R22.6 million (2024: R27.7 million)			
GCCT – Loan 2	**38 133**	37 787	31 716
The loan bears interest at the prime rate and was repayable on 31 August 2023. The loan is secured by the current assets of GCCT with a carrying amount of R59.9 million (2024: R70 million) and non-current assets of GCCT with a carrying amount of R13.6 million (2024: R17 million). The carrying amounts of the assets secured are measured in accordance with the applicable IFRS and none of these assets are revalued. The Gross amount of the loan is R48 million (2024: R45.4 million)			
GCCT – Loan 3	**27 653**	27 390	22 998
The loan is unsecured, bears interest at the prime rate. The loan was repayable on 7 November 2023. The Gross amount of the loan is R34.8 million (2024: R32.9 million). R7.5 million was repaid in the prior year.			

Notes to the unaudited condensed consolidated interim financial results *(continued)*

3. LOAN TO RELATED PARTY COMPANIES continued

	Unaudited as at 28 February 2025 R'000	Unaudited as at 29 February 2024 R'000	Audited as at 31 August 2024 R'000
GCCT – Loan 4	**–**	3 922	–
The loan is unsecured, bears interest at the prime rate and was repayable as follows: A total of R8.8 million no later than 31 August 2023. A total of R4.8 million no later than 29 February 2023. A total of R3.8 million no later than 31 May 2023. The outstanding balance inclusive of interest was repaid in the prior year. An amount of R61.6 million (2024: R61.6 million) of the loan to GCCT is subordinated.			
Crealpha	**–**	31 159	–
The loan is unsecured and has no fixed repayment terms. The loan bears no interest for the first three years from the date of draw down and thereafter shall bear interest at the prime rate. The outstanding loan amount has been fully impaired. The Gross value of the loan is R32.8 million (2024: R32.8 million).			
Vunani Fintech Fund Proprietary Limited – Loan 1	**52 553**	147 623	91 093
The loan is unsecured, bears interest at prime and was repayable on 28 March 2024. The Gross value of the loan is R175.1 million (2024:R 165.6 million).			
Vunani Fintech Fund Proprietary Limited – Loan 2	**47 657**	130 700	81 794
The loan is unsecured and bears interest at the prime overdraft rate plus 2% and is repayable as follows: A total of R35 million of the loan is repayable on 14 October 2025. A total of R15 million of the loan is repayable on 19 April 2026. A total of R39.2 million is repayable on 1 June 2026. A total of R10.8 million is repayable on 4 April 2027. The Loan Gross amount is R158.8 million (2024: R148.7 million).			
	188 152	**419 085**	**251 342**

3. LOAN TO RELATED PARTY COMPANIES continued

	Unaudited as at 28 February 2025 R'000	Unaudited as at 29 February 2024 R'000	Audited as at 31 August 2024 R'000
Split between non-current and current portions:			
Non-current assets	**47 657**	221 825	88 544
Current assets	**140 495**	197 260	162 798
Total	**188 152**	**419 085**	**251 342**

Gross amount is the contractual loan amount with the interest and subsequent loan repayments.

The interest on the Vunani Loan 1 is R9.6m (2024: R18.3m), the impairment is R122.6m (2024: R74.5m).

The interest on the Vunani Loan 2 is R10.1m (2024: R19.1m), the impairment is R111.2m (2024: R67.0m).

The current year interest on the Crealpha loan is R0m (2024: R3.6m) and the impairment is R30.9m (2024: R30.9).

The current year combined interest on the GCCT Loans is R6.3m (2024: R13.1m) and the combined impairment is R24.8m (2023: R29.4m).

The current year interest on the GCCT Loans 1 is R1.8m (2024: R4.1m) and the impairment is R7.7m (2024: R9.1m).

The current year interest on the GCCT Loans 2 is R2.6m (2024: R5.0m) and the impairment is R9.9m (2024: R11.7m).

The current year interest on the GCCT Loans 3 is R1.9m (2024: R3.6m) and the impairment is R7.2m (2024: R8.5m).

The current year interest on the AEEI loan 3 is R0.5m (2024: R0.9m) and the impairment is R1.7m (2024: R1.7m).

In the prior year, AEEI's Loan 2 was fully settled for an amount of R11.3m. The prior years balance of R8.2m had been recorded net of an accumulated impairment of R2.2m.

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Notes to the unaudited condensed consolidated interim financial results *(continued)*

4. OTHER LOANS RECEIVABLE

	Unaudited as at 28 February 2025 R'000	Unaudited as at 29 February 2024 R'000	Audited as at 31 August 2024 R'000
Cumulative preference shares - Dinaledi Technologies Proprietary Limited	**11 582**	12 070	11 216
On 1 November 2021, AYO subscribed for 50 cumulative, redeemable, non-participating convertible preference shares of no par value in Dinaledi Technologies Proprietary Limited for a consideration of R20 million. The preference shares are redeemable on 30 October 2032. AYO has the right to convert the preference shares into ordinary shares equal to the redemption amount on redemption date.			
Cumulative preference shares – Bambelela Capital Proprietary Limited	**101 150**	115 435	112 389
In December 2018, AYO subscribed for 500 000 cumulative, redeemable, non-participating convertible class C preference shares of no par value in Bambelela for a consideration of R145 million. The preference shares are redeemable on 31 March 2025. AYO has the right to convert the preference shares into ordinary shares equal to the redemption amount on redemption date. Interest is accrued at variable prime rate multiplied by adjustment rate at 72%.			

4. OTHER LOANS RECEIVABLE continued

	Unaudited as at 28 February 2025 R'000	Unaudited as at 29 February 2024 R'000	Audited as at 31 August 2024 R'000
Cumulative preference shares – 4Plus Technology Venture Fund Africa Proprietary Limited ("4Plus")	**–**	56 056	–
On 9 April 2020, AYO subscribed for 1 500 cumulative, redeemable, non-participating convertible preference shares of no par value in 4Plus for a consideration of R15 million and on 4 May 2020, AYO subscribed for a further 1 500 cumulative, redeemable, non-participating convertible preference shares of no par value in 4Plus for a consideration of R15 million. On 21 December 2021, AYO subscribed for 500 cumulative, redeemable, non-participating convertible preference shares of no par value in 4Plus for consideration of R5 million and on 2 February 2023, AYO subscribed for an additional 500 cumulative, redeemable, non-participating convertible preference shares of no par value in 4Plus for a consideration of R5 million. As at 28 February 2023, AYO held 4 000 cumulative, redeemable, non-participating convertible preference shares of no par value in 4Plus. The preference shares are redeemable on 9 April 2027, 4 May 2027, 21 December 2028 and 2 February 2029, respectively. AYO has the right to convert the preference shares into ordinary shares equal to the redemption amount on redemption date. Interest is accrued at prime rate plus 2%. The preference shares were fully impaired in the prior year.			
Loan – Fueltech Solutions Proprietary Limited ("Fueltech")	**–**	18 499	–
The loan is unsecured. The loan is interest-free for the first two years, thereafter interest is charged at the prime rate. The loan was repaid in the prior year.			
	112 732	**202 059**	**123 605**
Split between non-current and current portions:			
Non-current assets	**11 582**	202 059	11 216
Current assets	**101 150**	–	112 389
Total	**112 732**	**202 059**	**123 605**

The balances reflected above are the net balances following impairment, interest and repayments. The carrying amount of other loans receivable is considered to be a reasonable approximation of the fair value as interest is charged at market rates.

Notes to the unaudited condensed consolidated interim financial results *(continued)*

4. OTHER LOANS RECEIVABLE continued

The carrying amount of other loans receivable is considered to be a reasonable approximation of the fair value as interest is charged at market rates.

All loans fully written off are still subject to enforcement activity.

Stages definitions:
Stage 1 loans are performing loans were there has been no significant increase in credit risk. If a loan is in Stage 1, a one-year ECL is applied.

Where there has been a significant increase in credit risk, a loan is regarded as being in Stage 2 and a lifetime ECL is applied. If we are unable to assess the credit risk at the loan's inception then there is insufficient basis to determine whether there has been a significant increase in credit risk and in this case we have used management's assessment of the staging of the loan and noted this fact.

Where there is objective evidence of an impairment then the loan is regarded as credit impaired and included in Stage 3 and a lifetime ECL is applied. No interest should be accrued on the loan.

Where any loan has been impaired in full, we have not performed any re-measurements on them.

Other loans receivable:
Loans receivables includes borrowings to entities that are non-related to the Group, it also includes redeemable cumulative preference shares. The loans are unsecured with the exception of the loan to LMLS which is secured by trade debtors, bank accounts, loans receivable and motor vehicles.

Some of the loans receivable had a significant increase in credit risk which resulted in expected credit loss being recognised by Group. The below loans receivables were impaired due to significant doubt on the recoverability of the debt:

Dinaledi
An impairment of Rnil (2024: R2.0 million) was raised against the preference shares in the current year. The total accumulated impairment on the loan is R10.8 million (2024: R10.8 million). Interest income earned in the current year was R0.4 million (2024: R0.7 million).

Cumulative preference shares – Bambelela Capital Proprietary Limited ("Bambelela")
An impairment of R3.2 million (2024: R2.6 million) was raised against the preference shares in the current year. Interest earned in the current year is R4.6 million (2024: R9.96 million) and a repayment of R12.7 million (2024: R11.2 million).

LML Shared Solutions
The loans (1-4) were fully impaired in the prior years.

Loan 5 with LMLS was fully impaired in the prior year. The gross loan amount in 2024 was R23.7 million, the interest was R3.7 million.

Nevzotron Proprietary Limited
The loan was fully impaired in the prior years.

4Plus
The 4 Plus Pref Shares were fully impaired in the prior year. The gross loan amount in 2024 was R109.8 million, interest was R12.3 million.

Volt
The loan was fully impaired in prior years.

5. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Unaudited as at 28 February 2025 R'000	Unaudited as at 29 February 2024 R'000	Audited as at 31 August 2024 R'000
Investments comprises of:			
Bambelela	**40 202**	72 056	47 891
African Innovation Academy	**–**	–	–
4Plus	**–**	–	–
Louisyahna	**–**	–	–
Loot B2B	**–**	–	–
Synclabs Proprietary Limited	**–**	–	–
Kyramanzi	**–**	–	–
AOH	**–**	–	–
Fueltech	**–**	–	–
LMLA	**–**	–	–
Closing balance	**40 202**	**72 056**	**47 891**
Reconciliation of investments at fair value through profit or loss			
Opening balance	**47 891**	118 227	98 274
Changes in fair values	**(7 689)**	(46 171)	(50 383)
Closing balance	**40 202**	**72 056**	**47 891**

Bambelela Capital ("Bambelela")

On 28 September 2018, AYO concluded the acquisition of a 32% shareholding in Bambelela. Bambelela holds a 49% shareholding in Vunani Limited a diversified financial services group. A fair value loss of R7,7 million (2024: R50,3 million) was recognised in the current year. The fair value loss in the current year is as a result of the underlying investments in Bambelela incurring material losses.

Other investments at fair value through profit and loss

Except for the investment in Bambelela, all other investments at fair value through profit and loss decreased to nil in prior years with no change in the current year.

Notes to the unaudited condensed consolidated interim financial results *(continued)*

6. DERIVATIVES

6.1 Derivative financial liability

	Unaudited as at 28 February 2025 2025 R'000	Unaudited as at 29 February 2024 R'000	Audited as at 31 August 2024 R'000
Opening balance	**248 032**	–	–
Recognition of PIC Option	**-**	–	248 032
Remeasurement of PIC Option	**7 265**	–	-
Closing balance	**255 297**	**-**	**248 032**

The Company reached a settlement agreement with the Government Employees Pension Fund ("GEPF") to repurchase 17,202,756 ordinary shares ("AYO Shares") for R619,423,100 ("Initial Repurchase"). After this transaction, the GEPF will retain a minimum stake of 25.01% in the Company.

After three years from the Initial Repurchase, the GEPF has the option to sell an additional 5% of the AYO shares it holds back to AYO. This sale will occur at the higher of R20 per share or the prevailing 90-day volume-weighted average price of AYO Shares traded on the JSE, subject to regulatory approvals and the Company's solvency and liquidity as defined in the Companies Act, 2008 (Act 71 of 2008), as amended.

The put option was valued using the Black-Scholes model with the following inputs:

Inputs	**Feb-25**
Stock price	**0.40**
Strike price	**20.00**
Term of option	**2.34**
Dividend yield	**0%**
Volatility	**116%**
Risk-free interest rate	**10%**

Inputs	**Aug-24**
Stock price	0.50
Strike price	20.00
Term of option	2.83
Dividend yield	0%
Volatility	266%
Risk-free interest rate	10%

7. TRADE AND OTHER RECEIVABLES

	Unaudited as at 28 February 2025 R'000	Restated Unaudited as at 29 February 2024 R'000	Unaudited as at 29 February 2024 R'000	Audited as at 31 August 2024 R'000
Trade receivables	**371 933**	334 252	334 252	339 643
Loss allowance	**(16 899)**	(22 495)	(22 495)	(16 959)
Trade receivables at amortised cost	**355 034**	**311 758**	**311 758**	**322 684**
Deposits	**2 337**	16 299	16 299	16 925
Accrued income	**1 607**	273	273	-
Funds held in trust	**-**	-	61 468	
Related party receivables	**17 860**	28 578	28 578	19 410
Provision for impairment of related party receivables	**(14 081)**	-	-	(14 081)
Other receivables	**15 761**	24 049	24 049	1 044
Non-financial instruments				
Value added income tax	**27 034**	62 594	62 594	3 210
Prepayments	**27 278**	30 178	30 178	25 040
Provision for impairment of prepayments	**(9 041)**	(9 041)	(9 041)	(9 041)
Other Prepayments	**-**	-	619 423	-
Total	**423 789**	**464 688**	**1 145 579**	**365 191**

Funds held in trust

Funds held in attorney trust accounts are unrestricted and accessible, earning interest in call accounts. Previously classified as other receivables, management reassessed their nature in 2024 due to increased operational use and reclassified them as cash and cash equivalents, reflecting their revised purpose and liquidity. Significant judgment was applied in this reclassification. This reclassification has been made to align to changes made in the August 2024 AFS. Refer to note 13 of 31 August 2024 annual results.

Prior period error	2024	2023
In March 2023, a R619 million payment was made to the PIC in terms of a share buyback settlement agreement which was only approved and therefore implementable during the 2024 financial year. Initially classified as a prepayment, the payment was reclassified during the August 2024 audit as it was determined to be a settlement for an equity transaction accounted for directly in equity, leading to the following restatement:		
Effect on the statement of financial position		
Increase/ (decrease) in balances in the statement of financial position		
- Trade receivables	**-**	(619 299)
- Share repurchase reserve	**-**	619 299
	-	-

Notes to the unaudited condensed consolidated interim financial results *(continued)*

8. OTHER FINANCIAL ASSETS

Other financial assets are comprised of: **At fair value through profit or loss**	**Unaudited as at 28 February 2025 R'000**	Restated Unaudited as at 29 February 2024 R'000	Unaudited as at 29 February 2024 R'000
Cadiz Life Investment Enterprise Development Fund	**216**	994	216
Foreign exchange contracts	**5**	531	206
Funds invested in Unit trusts	**-**	13 726	14 309
Inyosi Supplier Development Fund	**1 138**	366	1 141
Cybersage Africa Joint Venture	**-**	-	233
Vunani Securities – Fund invested in the stock market	**73 079**	167 158	148 301
	74 438	**182 775**	**164 406**
Loans and receivables at amortised cost			
Supplier development loan	**1 100**	1 652	-
Staff loans	**5 690**	3 738	5 315
Uhula ICT Proprietary Limited	**1 700**	1 700	1 700
	8 490	**7 090**	**7 015**
Total other financial assets	**82 928**	**189 865**	**171 421**
Split between non-current and current portions:			
Non-current assets	**3 642**	-	1 374
Current assets	**79 286**	189 865	170 047
Total	**82 928**	**189 865**	**171 421**

9. CASH AND CASH EQUIVALENTS

	Unaudited as at 28 February 2025 R'000	Restated Unaudited as at 29 February 2024 R'000	Unaudited as at 29 February 2024 R'000	Audited as at 31 August 2024 R'000
Cash and cash equivalents consists of:				
Cash on hand	**195**	181	181	178
Funds held in trust	**14 894**	61 468	–	37 640
Bank balances	**227 997**	139 647	139 647	178 565
Total cash	**243 086**	201 296	139 828	216 383
Bank overdraft	**(3)**	(4)	(4)	(5)
Total	**243 083**	**201 292**	**139 824**	**216 378**

The February 2024 interim results have been restated to align with amendments made to the classification of funds held in trust as reported in the 31 August 2024 annual results. Refer to note 13 of the 31 August 2024 annual results.

10. DEFERRED INCOME

	Unaudited as at 28 February 2025 R'000	Restated Unaudited as at 29 February 2024 R'000	Unaudited as at 29 February 2024 R'000
Reconciliation of deferred income			
Opening balance	**9 207**	10 738	19 995
Additions	**22 300**	147	33 196
Revenue recognised on delivery of goods or services previously paid for	**(15 569)**	(746)	(43 984)
Closing balance	**15 938**	**10 139**	**9 207**
Split between non-current and current portions:			
Non-current liabilities	**2 591**	–	–
Current liabilities	**13 347**	10 139	9 207
Total	**15 938**	**10 139**	**9 207**

Notes to the unaudited condensed consolidated interim financial results *(continued)*

11. TRADE AND OTHER PAYABLES

	Unaudited as at 28 February 2025 R'000	Restated Unaudited as at 29 February 2024 R'000	Unaudited as at 29 February 2024 R'000
Trade and other payables	**219 868**	223 857	191 531
Leave pay and other accruals	**28 593**	38 390	46 272
Amounts received in advance	**2 949**	2 452	782
Value added taxation	**52 904**	52 036	49 784
Total	**304 314**	**316 735**	**288 369**

The fair value of trade and other payables approximates carrying value due to its short-term nature.

12. PROVISIONS

Reconciliation of provisions: 28 February 2025	Opening balance	Additions	Utilised during the year	Reversed during the year	Closing balance
Commission and incentive programme	**4 390**	**1 149**	**(2 120)**	**–**	**3 419**
Bonuses and leave	**7 166**	**5 330**	**(8 652)**	**(177)**	**3 667**
Onerous contract	**1 483**	**–**	**–**	**–**	**1 483**
Project and product warranties and product risk	**71 640**	**8 672**	**(415)**	**(3 611)**	**76 286**
Fine – JSE	**264**	**–**	**–**	**–**	**264**
Legal costs	**16 861**	**–**	**–**	**–**	**16 861**
*VAT	**112 465**	**781**	**–**	**–**	**113 246**
	214 268	**15 932**	**(11 187)**	**(3 788)**	**215 227**

Reconciliation of provisions: 29 February 2024	Opening balance	Additions	Utilised during the year	Reversed during the year	Closing balance
Commission and incentive programme	5 469	4 821	(7 487)	–	2 802
Bonuses	9 032	3 248	(4 731)	(248)	7 301
Onerous contract	3 753	24 516	(2 486)	(8 579)	17 204
Fine – JSE	102	1 012	–	–	1 114
Legal costs	16 662	–	–	(16 662)	–
Project and product warranties and product risk	83 435	1 705	(679)	(11 603)	72 859
*VAT	99 866	–	–	–	99 866
	218 319	**35 302**	**(15 383)**	**(37 091)**	**201 146**

Notes to the unaudited condensed consolidated interim financial results *(continued)*

12. PROVISIONS continued

Reconciliation of provisions: 31 August 2024	Opening balance	Additions	Utilised during the year	Reversed during the year	Closing balance
Commission and incentive programme	5 469	12 262	(11 808)	(1 533)	4 390
Bonuses	9 032	10 002	(11 620)	(248)	7 166
Onerous contract	3 753	–	(2 270)	–	1 483
Project and product warranties and product risk	83 435	6 688	(599)	(17 884)	71 640
Fine – JSE	102	2 795	–	(2 634)	263
Legal costs	16 662	498	(260)	(37)	16 863
VAT	99 866	12 599		–	112 465
	218 318	**44 844**	**(26 557)**	**(22 336)**	**214 269**

* *On 9 November 2023 AYO received a VAT assessment from SARS after a verification audit. The outcome of the assessment process, is that SARS disallowed a full input tax deduction on mixed expenses that AYO incurred and rather applied the apportionment method, leading to a liability recognised as a provision. However, AYO is in dispute with the method applied by SARS as it does not yield a fair and equitable result. SARS allowed AYO to respond to the assessment, AYO responded to the assessment and the matter is pending and still ongoing. At the time of reporting SARS had not responded to AYO. The timing and amount are both subject to SARS determination which have no certainty of when it will be received.*

13. REVENUE

Revenue from contracts with customers	2024 R'000	2024 R'000	2024 R'000
Sale of goods	456 084	613 076	1 128 406
Rendering of services	324 899	401 741	743 359
	780 983	**1 014 817**	**1 871 765**
Disaggregation of revenue from contracts with customers			
The Group disaggregates revenue from customers as follows:			
Sale of goods	**456 081**	**614 199**	**1 128 406**
Software and consulting	3 614	2 624	4 823
Unified communications	244 115	281 194	567 243
Healthcare	3 123	3 179	8 166
Managed services	205 229	327 202	548 174
Rendering of services	**324 902**	**400 618**	**743 359**
Software and consulting	20 164	16 947	22 531
Unified communications	395	4 091	7 401
Healthcare	32 375	29 983	61 152
Managed services	271 968	349 597	652 275
Total revenue	780 983	1 014 817	1 871 765
Timing of revenue recognition by revenue pattern			
At a point in time			
Software and consulting-related	24 305	3 725	14 948
Communication Products and hardware-related	457 032	283 841	572 862
Project-related services	547	325 201	545 410
	481 884	**612 767**	**1 133 220**
Over-time			
Software and consulting-related	185 933	15 899	66 308
Communication Products and hardware-related	112 771	34 556	849
Project-related services	395	351 595	671 388
	299 099	**402 050**	**738 545**
	780 983	**1 014 817**	**1 871 765**

Disaggregation of revenue has been presented on a different basis i.e. per segment which differs from the prior year interim results disclosure. However the totals remain the same.

Notes to the unaudited condensed consolidated interim financial results *(continued)*

14. OTHER OPERATING GAINS/(LOSSES)

	Unaudited six months ended 28 February 2025 R'000	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Profit on early termination of lease	**-**	146	530
Fair value losses on foreign exchange contracts	**-**	–	(1 294)
Net foreign exchange losses	**(1 098)**	(139)	(2 979)
Fair value (losses)/gains on other financial assets	**12 491**	-	(5 019)
Fair value losses on other financial assets designated as at fair value through profit or loss	**(7 690)**	(65 306)	(50 383)
Profit on sale of property, plant and equipment	**10**	913	930
	3 713	(64 386)	(58 215)

15. OPERATING EXPENSES

Major items included in operating expenses:	**Unaudited six months ended 28 February 2025 R'000**	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Employee costs	**99 614**	98 242	234 433
Depreciations and amortisation	**12 182**	18 194	34 383
Impairment expenses	**13 773**	–	118 033
Consulting fees	**20 369**	23 230	63 506
#VAT dispute	**781**	–	12 599
^VAT receivable written off	**6 184**	–	44 296
Other operating expenses	**68 740**	86 557	140 870
	221 643	226 223	648 119

*Input VAT claims were disallowed by SARS and new VAT assessments issued retrospectively to 2018. AYO has disputed the matter with SARS and is awaiting the outcome of the dispute. A provision was recorded in the prior period for the additional VAT, penalties and interest. Refer to note 12 Provisions. In the current period AYO has recognised additional penalties and finance costs related to the matter.*

^ *The VAT asset is under dispute as mentioned above and has been impaired, as its recoverability depends on the outcome of ongoing discussions with SARS regarding the apportionment method used to determine the VAT receivable.*

16. FINANCE INCOME

	Unaudited six months ended 28 February 2025 R'000	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Bank and cash	**4 726**	3 208	14 408
Interest – Group companies	**26 781**	27 125	9 080
Loans receivable	**–**	3 424	44 163
Cumulative preference shares – Bambelela	**4 609**	19 784	9 960
Cumulative preference shares – 4Plus	**–**	–	12 299
Cumulative preference shares – Dinaledi	**366**	–	721
Funds in Trust	**–**	3 317	5 610
Other financial assets	**998**	946	89
	37 480	57 804	96 330

17. COMPARATIVE FIGURES

Inventories

Prior year inventory figures have been restated to reflect Costs incurred to date to fulfil contracts - Work in Progress, which was previously shown as Work in progress within the Inventories balance. In line with IFRS 15 requirements, it is now presented separately. This restatement has no impact on the previously reported profit or loss position.

Notes to the unaudited condensed consolidated interim financial results *(continued)*

18. EARNINGS PER SHARE

	Unaudited six months ended 28 February 2025 R'000	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Earnings per share ("EPS") is derived by dividing the earnings attributable to equity holders of AYO by the weighted average number of ordinary shares.			
Basic and diluted loss per share (cents)	**(45.09)**	(32.92)	(208.68)
There are no dilutive options and other dilutive potential ordinary shares, therefore, basic and diluted earnings per share are the same.			
The loss and weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share are as follows:			
Loss attributable to owners of AYO	**(146 989)**	(113 028)	(680 265)
Weighted average number of shares ('000)	**325 983**	343 314	325 983
Headline earnings per share			
Headline loss is determined as follows:			
Loss attributable to owners of AYO	**(146 989)**	(113 028)	(680 265)
Adjusted for:			
Impairment on Goodwill	**-**	–	62 484
Impairment of Intangible assets	**-**	–	39 835
Profit on sale of property, plant and equipment	**11**	(913)	930
Tax effects of adjustments	**(3)**	247	(251)
Headline loss	**(146 981)**	**(113 694)**	**(577 267)**
Weighted average number of shares ('000)	**325 983**	343 314	325 983
Headline loss per share (cents)	**(45.09)**	(33.12)	(177.09)

19. CONTINGENCIES

Litigation

The extensive legal challenges, as set out below, which AYO is confronting simultaneously, together with the ongoing negative media focus on the Group and heightened regulatory attention, are putting the business to a serious test, potentially threatening its longevity. Whilst these prolonged processes are straining AYO's financial and human resources, shifting its operational focus and impeding its ability to concentrate on the strategic mandate it is set to deliver on, it is important for shareholders to understand that some of these litigious matters were necessary to proceed with to ensure long-term sustainability and protect underlying investments of the Group. It is also worth noting that AYO as a Company is not an applicant in all the banking related litigations however AYO subsidiaries are. For the sake of transparency to our shareholders, AYO discloses updates to these matters below.

State Information Technology Agency

On 25 August 2020, the State Information Technology Agency ("SITA") brought an application in the Eastern Cape High Court for an order to interdict the Eastern Cape Department of Education ("ECDOE") from continuing with a contract that the ECDOE has with Sizwe Africa IT Group Proprietary Limited ("Sizwe") which is a subsidiary of AYO, for the supply and lease of tablets to matric learners in the Eastern Cape. The Eastern Cape High Court granted the order for the interdict.

On 20 February 2025, SITA signed a settlement agreement with the ECDOE agreeing to withdraw the matter from court. Subsequently on the 20th of March 2025, the Bisho High Court made the settlement a legal binding agreement and an order of court.

High Court Parallel Application

Pleadings has been closed and the matter is set to be heard from 17 to 20 June 2025. The matter is with Absa Bank Ltd and 22 Others (Parallel Application).

Standard Bank of SA Limited

Sekunjalo Group has an interdict in place and the matter is set to be heard in the SCA, Heads of Argument has been filed.

Competition Tribunal

Whilst the interim interdict is overturned, the competition commission's investigation into the banks anti-competitive behaviour is still ongoing.

Mpati Review Application

This matter concerns, inter alia, reviewing and setting aside certain issues relating to the unlawfulness of the proceedings, as well as, reviewing and setting aside the findings, remarks, conclusions and/or recommendations made by the Commission about the Applicants who were not the target of the Commission's terms of reference but were referred to in the Mpati Report. The matter is still pending.

Cortex Logic

The litigation arose from the non-repayment of loans provided to Cortex Logic Proprietary Limited. This matter is ongoing in order for AYO to recover the outstanding loans and interest thereon.

Notes to the unaudited condensed consolidated interim financial results *(continued)*

19. CONTINGENCIES continued

Futuretell Communication

The Company instituted action against Futuretell Communication Proprietary Limited for recovery of a loan to the value of R3.7 million resulting from a breach of the loan agreement entered into between the Parties in 2019. Default judgment was obtained by AYO on 7 September 2023, and we are in the process of navigating possible ways of recovering the debt.

South African Clothing and Textile Worker's Union ("SACTWU")

The litigation arose as a result of a dispute regarding the entitlement to dividends based on shares held. This matter is ongoing.

PL Myburgh and Daily Maverick

Defamation claims against the parties in respect of media articles published. The matter is pending.

Daily Maverick and amaBhungane

Defamation claims against the parties in respect of media articles published. The matter has not been enrolled on the pre-trial roll yet.

The Standard Bank of South Africa

Sizwe was awarded a contract by the Eastern Cape Department of Education ("ECDOE"), as previously outlined. The certain facets of the contract were subsequently ceded to Sizwe Asset Finance ("SAF"), a former related party, with Sizwe continuing to perform the obligations under the contract. SAF is understood to have entered into a separate financing arrangement with Standard Bank in respect of the contract.

Due to an interdict obtained by the State Information and Technology Agency ("SITA"), payments under the contract have not been made by the ECDOE. Historically, such payments flowed through Sizwe, and where relevant, to SAF. Standard Bank has instituted proceedings against SAF, and Sizwe has been joined as a third party to those proceedings. The matter is at the pre-trial stage. Based on current information, no financial loss to Sizwe is anticipated.

20. RELATED PARTIES

Entity name	Relationship
The Haraas Trust	Ultimate controlling company
Sekunjalo Investment Holdings Proprietary Limited	Common control
African Equity Empowerment Investments Limited	Common control
Afrinat Proprietary Limited	Common control
espAfrika Proprietary Limited	Common control
Orleans Cosmetics Proprietary Limited	Common control
Vunani Fintech Fund Proprietary Limited	Jointly controlled
Global Command and Control Technologies Proprietary Limited	Significant influence
African News Agency Proprietary Limited	Common control
Independent News and Media Proprietary Limited	Common control
Independent Newspaper Proprietary Limited	Common control
Loot Online Proprietary Limited	Common control
Prodirect Investments 112 Proprietary Limited	Common control
Sekunjalo Properties Proprietary Limited	Common control
Sekunjalo Investment Holdings Proprietary Limited	Parent company
Dr FM Surve	Family member of key management personnel
Omnicare Family Healthcare Centre	Entity related to family member of key management personnel
Collateral Trading Proprietary Limited	Entity owned by key management personnel
Loot B2B Proprietary Limited	Common control
Crealpha Proprietary Limited Investment	Significant influence
Tripos Travel Proprietary Limited	Common control
Sekunjalo Development Foundation	Common control
Surve Philanthropies	Common control
Insights Publishing Proprietary Limited	Common control
Content Nation Media Proprietary Limited	Common control
Sekunjalo Music Academy NPC	Common control
Sagarmatha Technology Solutions Proprietary Limited	Common control
ANA Publishing Proprietary Limited	Common control
Africa Online Retail Proprietary Limited	Common control
Premier Fishing SA Proprietary Limited	Common control
Subsidiaries	Refer to note 44 of the 2024 Group Annual Financial Statements
Key management personnel	Refer to director's report

Notes to the unaudited condensed consolidated interim financial results *(continued)*

20. RELATED PARTIES continued

Significant related party transactions during the year include:	**Unaudited six months ended 28 February 2025 R'000**	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Administration and management fees expense – common control			**5 832**
African Equity Empowerment Investments Limited	**-**	–	5 214
Consulting and or legal fees – entity controlled by key management personnel	**-**	**140**	**-**
Collateral Trading Proprietary Limited	**-**	140	–
Directors fees paid to entity controlled by key management personnel	**300**	**-**	**490**
Collateral Trading Proprietary Limited	**300**	–	490
Donations - Common control	**-**	**1 736**	**-**
Loot Online Proprietary Limited	**-**	3	
Africa Online Retail Proprietary Limited	**-**	1 733	–
Information, communication and technology expenses – common control	**9**	**14**	**4**
Loot Online Proprietary Limited	**9**	14	4
Interest received – common control	**-**	**623**	**1 868**
African Equity Empowerment Investments Limited	**-**	623	1 868
Interest received – related parties with significant influence	**7 941**	**6 190**	**16 693**
Crealpha Proprietary Limited	**1 604**	1 755	3 637
Global Command and Control Technologies Proprietary Limited	**6 337**	4 435	13 056

20. RELATED PARTIES continued

Significant related party transactions during the year include:	Unaudited six months ended 28 February 2025 R'000	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Interest received – Jointly controlled related party	**19 681**	**17 993**	**37 380**
Vunani Fintech Fund Proprietary Limited	**19 681**	17 993	37 380
Printing and stationery – common control	**6**	**24**	**2**
Loot Online Proprietary Limited	**6**	24	2
Professional services – common control	**–**	**251**	**559**
Tripos Travel Proprietary Limited	**–**	251	559
Professional services – Family member of key management personnel	**–**	**–**	**3**
Dr FM Surve	**–**	–	3
Profit (loss) from related parties with significant influence	**(468)**	**693**	**744**
Crealpha Proprietary Limited	**(312)**	–	(40)
Global Command and Control Technologies Proprietary Limited	**(156)**	693	784
Purchases of hardware and managed services – common control	**20**	**–**	**–**
Loot Online Proprietary Limited	**20**	–	–
Rental expense – common control	**450**	**–**	**975**
Premier Fishing SA Proprietary Limited	**450**	–	975

Notes to the unaudited condensed consolidated interim financial results *(continued)*

20. RELATED PARTIES continued

Significant related party transactions during the year include:	Unaudited six months ended 28 February 2025 R'000	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Purchases of hardware and managed services – Associate of commonly controlled entity	**–**	**18**	**–**
Loot Online Proprietary Limited	–	18	–
Purchases of hardware and managed services – common control	**–**	**–**	**150**
ESP Afrika Proprietary Limited	–	–	150
HR & payroll income – common control	**–**	**1 637**	**–**
African Equity Empowerment Investments Proprietary Limited	–	677	–
Independent News and Media Proprietary Limited	–	960	–
Sales – common control	**–**	**11**	**10**
Loot Online Proprietary Limited	–	11	10

20. RELATED PARTIES continued

Related party balances include the following:	**Unaudited six months ended 28 February 2025 R'000**	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Investments in commonly controlled entities	**25 000**	**25 000**	**25 000**
Loot B2B Proprietary Limited	**25 000**	25 000	25 000
Accumulated expected credit losses on investments in commonly controlled entities	**(25 000)**	**(25 000)**	**(25 000)**
Loot B2B Proprietary Limited	**(25 000)**	(25 000)	(25 000)
Carrying amount of investment in jointly controlled entities (Refer to note 2)	**6 234**	**74 357**	**40 897**
Vunani Fintech Fund Proprietary Limited	**6 234**	74 357	40 897
Loans receivables from common controlled entities	**34 997**	**46 002**	**43 492**
African Equity Empowerment Investments Limited	**–**	11 005	8 495
Loot B2B Proprietary Limited – cumulative redeemable preference shares	**34 997**	34 997	34 997
Accumulated impairment on loans receivable from commonly controlled entities	**34 997**	**(37 996)**	**(36 742)**
African Equity Empowerment Investments Limited	**–**	(2 999)	(1 745)
Loot B2B Proprietary Limited	**34 997**	(34 997)	(34 997)
Loans receivables from entities we have significant influence in (Refer to note 3)	**143 844**	**142 693**	**144 506**
Crealpha Proprietary Limited	**38 383**	30 990	38 383
Global Command and Control Technologies Proprietary Limited	**105 461**	111 703	106 123

Notes to the unaudited condensed consolidated interim financial results *(continued)*

20. RELATED PARTIES continued

Related party balances include the following:	**Unaudited six months ended 28 February 2025 R'000**	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Accumulated impairment on loans receivable from entities we have significant influence in	**(63 141)**	**(31 113)**	**(72 802)**
Crealpha Proprietary Limited – IFRS 9 day one loss	**(5 511)**	(5 511)	(5 511)
Crealpha Proprietary Limited	**(32 872)**	(7 487)	(32 872)
Global Command and Control Technologies Proprietary Limited	**(24 758)**	(18 115)	(34 419)
Loans receivables from jointly controlled entities (Refer to note 3)	**334 038**	**294 977**	**314 357**
Vunani Fintech Fund Proprietary Limited	**334 038**	294 977	314 357
Accumulated Impairment from loans receivable from jointly controlled entities (Refer to note 3)	**(233 826)**	**–**	**(141 470)**
Vunani Fintech Fund Proprietary Limited	**(233 826)**	–	(141 470)
Other receivables from commonly controlled entities	**28 680**	**19 902**	**15 044**
Independent News and Media Proprietary Limited	**14 081**	14 081	14 081
Premier Fishing SA Proprietary Limited	**518**	–	963
Independent Newspapers Proprietary Limited	**14 081**	3 891	–
Sekunjalo Investment Holdings Proprietary Limited	**–**	1 930	–
Accumulated impairment on other receivables from commonly controlled entities	**(14 081)**	**(14 081)**	**(14 081)**
Independent News and Media Proprietary Limited	**(14 081)**	(14 081)	(14 081)
Orleans Cosmetics Proprietary Limited			–
Prepayments to commonly controlled entities (Refer to note 7)	**9 041**	**9 041**	**9 041**
Independent News and Media Proprietary Limited	**9 041**	9 041	9 041

20. RELATED PARTIES continued

Related party balances include the following:	Unaudited six months ended 28 February 2025 R'000	Unaudited six months ended 29 February 2024 R'000	Audited year ended 31 August 2024 R'000
Accumulated impairment on prepayments to commonly controlled entities	**(9 041)**	**(9 041)**	**(9 041)**
Independent News and Media Proprietary Limited	**(9 041)**	(9 041)	(9 041)
Trade payables from commonly controlled entities	**240**	**919**	**692**
African Equity Empowerment Investments Limited	**26**	750	26
African Online Retail	**2**	2	2
espAfrika Proprietary Limited	**–**	–	523
Independent News and Media Proprietary Limited	**139**	136	136
Loot Online Proprietary Limited	**29**	–	5
Tripos Travel Proprietary Limited	**44**	31	–
Trade receivables from commonly controlled entities	**12 258**	**13 633**	**12 353**
African Equity Empowerment Investments Limited	**–**	1 365	95
African News Agency Proprietary Limited	**445**	445	445
espAfrika Proprietary Limited	**77**	77	77
Independent News and Media Proprietary Limited	**10 537**	10 537	10 537
Loot Online Proprietary Limited	**1 199**	1 209	1 199
Trade receivables from entities we have significant influence in	**65**	**39**	**47**
Global Command and Control Technologies Proprietary Limited	**65**	39	47
Carrying amount of investments in entities we have significant influence in (Refer to note 2)	**963**	**1 549**	**1 431**
Global Command and Control Technologies Proprietary Limited	**1 158**	1 223	1 314
Crealpha Technologies Proprietary Limited	**(195)**	326	117

See note **3** for terms and conditions on loans to related party companies.

See note **4** for terms and conditions on other loans receivables.

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Notes to the unaudited condensed consolidated interim financial results *(continued)*

21. FAIR VALUE INFORMATION

Fair value is determined using valuation techniques as outlined below. Where possible, inputs are based on quoted prices and other market determined variables.

Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement as follows:

- **Level 1** Quoted unadjusted prices in active markets for identical assets or liabilities.
- **Level 2** Inputs other than quoted prices (included in level 1) that are observable for the asset or liability (directly or indirectly).
- **Level 3** Inputs for the asset or liability that are unobservable.

There have been no transfers between levels in the current period.

The following table shows financial assets and liabilities for which fair value is disclosed at reporting date:

Financial instrument	Notes	Fair value hierarchy
Financial assets		
Other financial assets – designated at fair value through profit/(loss)	8	Level 2
Other financial assets – designated at fair value through profit/(loss)	8	Level 1
Investments at fair value through profit/(loss)	5	Level 3
Financial liabilities		
Other financial liabilities		Level 3[1]
Derivatives – Put options over non-controlling interests		Level 3

1. *The fair value of these instruments approximates their carrying value, due to their short-term nature.*
2. *The carrying value of cash is considered to reflect its fair value.*

21. FAIR VALUE INFORMATION continued

The following table shows assets and liabilities measured at fair value at reporting date:

	Unaudited as at 28 February 2025 R'000	Unaudited as at 29 February 2024 R'000	Audited as at 31 August 2024 R'000	Valuation method	Fair value hierarchy
Financial assets					
Investments at fair value through profit/(loss)					
Bambelela	**40 202**	72 056	47 891	Percentage of net assets value	Level 3
Louisyahna	**–**	–	–	Discounted cash flow	Level 3
Kyramanzi	**–**	–	–	Discounted cash flow	Level 3
4Plus	**–**	–	–	Discounted cash flow	Level 3
African Innovation Academy	**–**	–	–	Discounted cash flow	Level 3
LMLA	**–**	–		Discounted cash flow	Level 3
Loot B2B	**–**	–	–	Discounted cash flow	Level 3
Synclabs Proprietary Limited	**–**	–	–	Discounted cash flow	Level 3
AOH	**–**	–	–	Discounted cash flow	Level 3
Fueltech	**–**	–	–	Discounted cash flow	Level 3
Total investments at fair value through profit/(loss)	**40 202**	**72 056**	**47 891**		
Other financial assets – designated at fair value through profit/(loss)					
Cadiz Investment Enterprise Development Fund	**216**	994	216	Fair Value	Level 2
Cybersage Africa Joint Venture	**–**	–	233	Fair Value	Level 2
Vunani Securities Proprietary Limited	**73 079**	167 158	148 301	Fair Value	Level 1
Unit Trusts	**–**	13 726	14 309	Fair Value	Level 2
Foreign exchange contracts	**5**	531	206	Fair Value	Level 1
Inyosi Supplier Development fund	**1 138**	366	1 141	Fair Value	Level 2
Total other financial assets – designated at fair value through profit/(loss)	**74 438**	182 775	**164 406**		
Financial liabilities					
Derivatives	**255 297**	–	248 032	Binomial option pricing model	Level 3
Total financial liabilities	**255 297**	**–**	248 032		

Notes to the unaudited condensed consolidated interim financial results *(continued)*

21. FAIR VALUE INFORMATION continued

Reconciliation of assets and liabilities measured at level 2 and 3

28 February 2025	Opening balance R'000	Additions R'000	Disposals/ Settlements/ Transfer R'000	Gains/ (losses) in profit or loss R'000	Closing balance R'000
Financial assets					
Investments at fair value through profit/(loss)					
Bambelela	47 891	–	–	(7 689)	40 202
Total investments at fair value through profit/(loss)	47 891	–	–	(7 689)	40 202
Other financial assets – designated at fair value through profit/(loss)					
Cadiz Investment Enterprise Development Fund	216	–	–	–	216
Cybersage Africa Joint Venture	233	–	(233)	–	–
Vunani Securities Proprietary Limited	148 301	–	(64 121)	(11 327)	72 853
Total other financial assets – designated at fair value through profit/(loss)	148 750	–	(64 354)	(11 327)	73 069
Financial liabilities					
Derivatives	248 032	7 265	–	–	255 297
Total financial liabilities	248 032	7 265	–	–	255 297

21. FAIR VALUE INFORMATION continued

29 February 2024	Opening balance R'000	Additions R'000	Disposals/ Settlements/ Transfers R'000	Gains/ (losses) in profit or loss R'000	Closing balance R'000
Financial assets					
Investments at fair value through profit/(loss)					
Bambelela	118 227	–	–	(68 369)	72 056
Last Mile	–	–	–	–	–
Louisyahna	–	–	–	–	–
African Innovation Academy	–	–	–	–	–
Kyramanzi	–	–	–	–	–
AOH	–	–	–	–	–
4Plus	–	–	–	–	–
Total investments at fair value through profit/(loss)	118 227	–	–	68 369	72 056
Other financial assets – designated at fair value through profit/(loss)					
Cadiz Investment Enterprise Development Fund	216	–	–	778	994
Unit Trusts	13 165	–	–	561	13 726
Vunani Securities Proprietary Limited	184 368	–	–	(17 210)	167 158
Total other financial assets – designated at fair value through profit/(loss)	197 749	–	–	(15 871)	181 878

Notes to the unaudited condensed consolidated interim financial results *(continued)*

21. FAIR VALUE INFORMATION continued

31 August 2024	Opening balance R'000	Additions R'000	Disposals/ Settlements/ Transfers R'000	Gains/ (losses) in profit or loss R'000	Closing balance R'000
Financial assets					
Investments at fair value through profit/(loss)					
Bambelela	98 274	–	–	(50 383)	47 891
4Plus	–	–	–	–	–
African Innovation Academy	–	–	–	–	–
Total investments at fair value through profit/(loss)	**98 274**	**-**		**(50 383)**	**47 891**
Other financial assets – designated at fair value through profit/(loss)					
Cadiz Investment Enterprise Development Fund	216	–	–	–	216
Inyosi Supplier Development Funds	1 153	–	–	(12)	1 141
Cybersage Africa Joint Venture	–	233	–	–	233
Total other financial assets – designated at fair value through profit/(loss)	**1 369**	233	–	**(12)**	**1 590**
Financial assets					
Written call option					
Financial liabilities					
Derivative	–	248 032		–	248 032
Total financial liabilities	**-**	248 032	–	**-**	248 032

22. EVENTS AFTER THE REPORTING PERIOD

Shareholders are advised to refer to the SENS announcement released by the Company on 23 May 2025, in which Sekunjalo Investment Holdings (Pty) Ltd, a major shareholder, submitted a firm intention offer to delist the Company.

In accordance with regulatory requirements, the Company will prepare and distribute a circular to shareholders containing detailed information on the proposed delisting. This will be followed by a General Meeting, where shareholders will be invited to vote on the relevant delisting resolutions.

Further updates will be provided in due course.

The directors are not aware of any other material facts or circumstances which occurred between the reporting date and date of this report that would require any adjustments to the condensed consolidated interim financial results.

Condensed segmental analysis

Segment profit represents profit before tax earned by each segment without the allocation of central administration costs, fair value adjustments, finance income and finance costs. This is the measure that is reported to the chief operating decision-maker for the purposes of assessing the segment performance and resource allocation. The accounting policies of the reportable segments are the same as the Group's accounting policies.

Unaudited six months ended 28 February 2025

	Health care R'000	Managed services R'000	Corporate R'000	Software and con-sulting R'000	Unified communi-cations R'000	2025 Group R'000
Revenue	35 207	478 538	2 512	23 777	247 049	787 083
External revenue	34 916	477 780	-	23 777	244 510	780 983
Internal revenue	291	758	2 512	-	2 539	6 100
Gross profit	17 973	95 920	-	6 274	20 465	140 632
Consulting expenses	(1 058)	(3 913)	(11 790)	(313)	(3 295)	(20 369)
Depreciation and amortisation	(1 295)	(8 033)	(177)	(884)	(1 793)	(12 182)
Employee costs	(1 838)	(57 691)	(12 712)	(3 653)	(23 720)	(99 614)
VAT asset write off	-	-	(6 184)	-	-	(6 184)
Deposit impairment	-	-	(13 773)	-	-	(13 773)
Other operating expenses	(3 020)	(29 930)	(27 031)	(2 200)	(6 559)	(68 740)
Finance costs	(83)	(6 011)	(28)	(215)	(964)	(7 301)
Finance income	1 489	2 044	32 974	168	805	37 480
Loss on equity accounted investments	-	-	(35 131)	-	-	(35 131)
Movement in credit losses	-	-	(85 846)	111	-	(85 735)
Fair value loss on investments at fair value through profit/ loss			4 205			4 205
Other operating gains or losses	628	1 378	3 728	(150)	(1 871)	3 713
Profit/(loss) before tax	13 031	6 377	(146 259)	(949)	(5 209)	(133 009)
Income tax (expense) income	4 086	799	(17 101)	(742)	(1 449)	(14 407)
Additions to intangible assets	2 780	-	-	-	-	2 780

Audited year ended 31 August 2024

	Health care R'000	Managed services R'000	Corporate R'000	Software and consulting R'000	Unified communications R'000	2024 Group R'000
Revenue	69 319	1 211 285	7 164	52 155	602 343	1 942 266
External revenue	69 316	1 200 132	–	27 769	574 548	1 871 765
Internal revenue	3	11 153	7 164	24 386	27 795	70 501
Gross profit	36 007	208 640	–	10 245	92 292	347 184
Consulting expenses	(4 127)	(21 792)	(36 085)	(516)	(986)	(63 506)
Depreciation and amortisation	(2 661)	(18 340)	(8 884)	(988)	(3 510)	(34 383)
Employee costs	(6 527)	(145 396)	(28 084)	(6 350)	(48 076)	(234 433)
VAT asset write off	–	–	44 296	–	–	44 296
Goodwill impairment	–	–	–	–	–	–
Intangibles impairment	–	–	–	–	–	–
Other operating expenses	(12 205)	(6 980)	(93 388)	(2 768)	(25 529)	(140 870)
Finance costs	(96)	(11 714)	(388)	(299)	(1 254)	(13 751)
Finance income	3 040	9 900	82 700	498	192	96 330
Loss on equity accounted investments	–	–	(17 823)	–	–	(17 823)
Movement in credit losses	–	(1 745)	(301 612)	59	(1 673)	(304 971)
Fair value loss on investments at fair value through profit/loss			(50 383)			(50 383)
Other operating gains or losses	(188)	934	(56 389)	(376)	(2 196)	(58 215)
Profit/(loss) before tax	23 118	(16 815)	(576 505)	(2 189)	(4 625)	(577 016)
Income tax (expense) income	(3 100)	(44 489)	(95 216)	(775)	(4 241)	(147 821)
Additions to intangible assets	5 763	–	–	–	–	5 763

Condensed segmental analysis *(continued)*

Unaudited six months ended 29 February 2024

	Health care R'000	Managed services R'000	Corporate R'000	Software and consulting R'000	Unified communications R'000	2024 Group R'000
Revenue	33 167	665 008	1 998	19 571	312 512	1 032 256
External revenue	33 164	665 008	–	19 571	297 073	1 014 816
Internal revenue	3	–	1 998	–	15 439	17 440
Gross profit	18 208	91 736	–	5 865	51 823	167 632
Consulting expenses	–	(5 192)	(16 007)	(323)	(1 708)	(23 230)
Depreciation and amortisation	(1 420)	(7 323)	(7 235)	(533)	(1 683)	(18 194)
Employee costs	(3 155)	(49 757)	(18 705)	(2 979)	(23 646)	(98 242)
VAT dispute	–	–	(99 866)	–	–	(99 866)
Finance costs	(50)	(5 686)	(216)	(142)	(502)	(6 596)
Finance income	1 367	1 129	54 903	259	146	57 804
Loss on equity accounted investment	–	–	15 755	–	–	15 755
Movement in credit losses	–	(115)	(54 594)	28	(33)	(54 714)
Other operating expenses	(9 597)	(16 191)	(43 647)	(2 083)	(15 039)	(86 557)
Other operating gains	214	1 290	(64 772)	(473)	(645)	(64 386)
Profit/(loss) before tax	13 748	11 392	(140 586)	(89)	17 998	(97 537)
Income tax (expense) income	(1 496)	(4 567)	2 211	(196)	(3 218)	(7 266)
Additions to intangible assets	2 103	–	–	–	–	2 103

Sales between segments are carried out at arm's length and are eliminated on consolidation. The amounts provided to the chief operating decision-maker with respect to segment revenue and segment assets are measured in a manner consistent with that of the financial statements. Segment assets are allocated based on the operations of the segment and the physical location of the asset.

Refer to note 13 for further revenue details.

Corporate information

Directors:	Adv Dr NA Ramatlhodi*# (Chairman) Amit Makan (Chief executive officer)^ Valentine Dzvova (Chief financial officer)^ Wakeel Mclachlan^ Rosemary Mosia*# SM Rasethaba*# Aziza Amod* Lucien Jacobs* ** Non-executive # Independent ^ Executive*
Business address:	10th Floor, Convention Towers Cnr Heerengracht and Walter Sisulu Avenue Foreshore Cape Town, 8001
Company secretary:	Wazeer Moosa 10th Floor, Convention Towers Cnr Heerengracht and Walter Sisulu Avenue Foreshore Cape Town, 8001 Email: wazeer.moosa@ayotsl.com
Transfer secretaries:	JSE Investor Services Proprietary Limited One Exchange Square Gwen Lane, Sandown Sandton, 2196
Sponsor:	Vunani Sponsors Proprietary Limited 151 Katherine Street Vunani Office Park Sandown, 2196

Glossary of terms and acronyms

Adv	Advocate
AEEI	African Equity Empowerment Investments Limited
AYO	AYO Technology Solutions Limited
Bambelela	Bambelela Capital Proprietary Limited
B2B	Business to business
B2C	Business to customer
Board	The Board of Directors
B-BBEE	Broad-Based Black Economic Empowerment
Dr.	Doctor
EBITDA	Earnings before interest, tax, depreciation and amortisation
EPS	Earnings per share
GCCT	Global Command and Control Proprietary Limited
Group	AYO Technology Solutions Limited including its subsidiaries and joint ventures
HEPS	Headline earnings per share
ICT	Information, communication and technology
IFRS	International Financial Reporting Standards
Inc.	Incorporated
JSE	Johannesburg Stock Exchange
Kalula	Kalula Proprietary Limited
Kathea	Kathea Communication Solutions Proprietary Limited
KPI	Key Performance Indicator
Mainstreet	Mainstreet 1653 Proprietary Limited
MSA	Master Service Agreement
NCI	Non-controlling interest
OEM	Original Equipment Manufacturer
Puleng	Puleng Technologies Proprietary Limited
SARS	South African Revenue Service
SETA	Services Sector Education and Training Authority
SLA	Service Level Agreement
SGT Solutions	SGT Solutions Proprietary Limited
SMME	Small to Medium Enterprises
Sizwe	Sizwe Africa IT Proprietary Limited
VFF	Vunani Fintech Fund Proprietary Limited
USD	United States Dollar
Zaloserve	Zaloserve Proprietary Limited

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We encourage and welcome comments, feedback and suggestions on our reporting suits from all our stakeholders. Please direct your remarks to:

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