PHUTHUMA NATHI

SHARE THE FUTURE

Integrated annual report to the shareholders of Phuthuma Nathi Investments (RF) Limited

for the year ended 31 March 2023

MULTICHOICE

ENRICHING LIVES

MultiChoice SA Holdings Proprietary Limited

Contents

Overview

Phuthuma Nathi shareholders
own 25%
(FY22: 25%) of MultiChoice SA through the Phuthuma Nathi entity

Phuthuma Nathi will receive
ZAR1.375bn
of the ZAR5.5bn dividend declared by MultiChoice SA (2022: ZAR1.5bn of the ZAR6.0bn dividend)

Phuthuma Nathi shareholders will receive a dividend of
ZAR16.30
per share after dividend tax to be paid in September 2023 (dividend per share paid to shareholders in September 2022: ZAR17.78)

The MultiChoice SA and Phuthuma Nathi annual general meetings (AGMs) will be held on
23 August 2023 at 11:00 (SAST)

Our overview

MultiChoice SA performance highlights

ZAR3.6bn
free cash flow
(FY22: ZAR7.6bn)

ZAR5.5bn
declared in dividends to MultiChoice SA shareholders
(FY22: ZAR6.0bn)

ZAR6.7bn
core headline earnings
(FY22: ZAR7.3bn)

9.3m
subscribers[1]
(FY22: 9.0m)

[1] 90-day active subscribers.

ZAR41.6bn
revenues
(FY22: ZAR43.0bn)[1]

[1] Comparative figures previously reported have been amended to reflect continuing operations prevailing for the year ended 31 March 2022.

3 644
permanent employees
(FY22: 3 620)

Level 1
BBBEE status
(FY22: Level 1)

ZAR284m
spent on CSI projects[2]
(FY22: ZAR296m)

ZAR12.0bn
preferential procurement spend
(FY22: ZAR13.4bn)

ZAR5.5bn
total tax contribution
(FY22: ZAR6.8bn)

[2] ncludes non-cash advertising contributions of ZAR106m (FY22: ZAR123m).

Introduction

About this report

Scope, boundary and audience

This report discloses information about MultiChoice SA Holdings Proprietary Limited and its subsidiaries (MultiChoice SA), as well as Phuthuma Nathi Investments (RF) Limited (Phuthuma Nathi), MultiChoice SA's broad-based black economic empowerment (BBBEE) share scheme.

We present our integrated annual report for the financial year from 1 April 2022 to 31 March 2023 (referred to as FY23). The purpose of this report is to share with our Phuthuma Nathi shareholders how we aim to create value over the short, medium and long term in MultiChoice SA and how that value translates into tangible benefits for Phuthuma Nathi shareholders.

Basis of preparation

The content of the integrated annual report was guided by the following frameworks:

- International Integrated Reporting Council's Integrated Reporting <IR> Framework
- The King IV Report on Corporate Governance™ for South Africa, 2016 (King IV)*
- The requirements of the Companies Act No 71 of 2008, as amended (Companies Act)

Key terms

Phuthuma Nathi	Refers to Phuthuma Nathi Investments (RF) Limited (MultiChoice SA's BBBEE share scheme). The only investments held by Phuthuma Nathi are the shares held in MultiChoice South Africa.
MultiChoice SA, the company or the group	Refers to MultiChoice SA Holdings Proprietary Limited and its subsidiaries.
MultiChoice Group	Refers to MultiChoice Group Limited, the holding company of MultiChoice SA.
Broad-based black economic empowerment (BBBEE)	BBBEE is a government policy designed to advance economic transformation and enhance the economic participation of black people (African, coloured and Indian South African citizens) in the South African economy.
Corporate social investment (CSI)	Our investment in social development through the provision of services, cash funding and other resources to support community upliftment.
Shares and shareholders	A share is a unit of ownership in a company and a shareholder is the owner of a share. Shareholders can earn income from their shares in the form of dividends or capital appreciation.
Dividends	If a company is profitable, has positive reserves and is liquid and solvent, the directors of the company may choose to pay out a portion of the profit to shareholders in a payment called a dividend. This decision is subject to the circumstances and outlook a company faces at a point in time, and directors must satisfy certain rules before authorising a dividend.
Financial year (FY)	The 12-month period a company uses to calculate its profit and income tax. For MultiChoice SA and Phuthuma Nathi, the 2023 financial year is from 1 April 2022 to 31 March 2023 and is referred to as FY23.
YoY	A year-on-year movement, e.g. showing the growth rate from the prior year to the current year.
Johannesburg Stock Exchange (JSE)	The JSE is the oldest existing and largest stock exchange in Africa. For any company listed on the JSE, shares in the company can be bought by and sold to any person within the constraints of the law and the JSE Listings Requirements.
Equity Express Securities Exchange (EESE)	EESE is the first independent black-owned equity exchange in South Africa. The exchange was created to support BBBEE schemes and specifically caters for companies with restrictions on trading their shares. Unlike open stock exchanges, such as the JSE, the EESE has restrictions on who can participate to support companies' transformation goals.

Assurance

The financial and non-financial information in this report was reviewed by the audit committee and approved by the board.

Financial information

Summary financial information for MultiChoice SA and Phuthuma Nathi, extracted from MultiChoice SA's audited consolidated annual financial statements for the year ended 31 March 2023 and the Phuthuma Nathi consolidated and separate annual financial statements for the year ended 31 March 2023, are reflected accurately. The respective full annual financial statements are available on Phuthuma Nathi and MultiChoice SA's websites:

(www.phuthumanathi.co.za and www.multichoice.com/multichoice-south-africa/)

and at our registered office on arrangement with the company secretary.

Refer to page 66 for the auditor's report on MultiChoice SA's summary consolidated annual financial statements, and to page 19 for the report on the summary annual financial statements of Phuthuma Nathi.

Non-financial information

EmpowerLogic verified all BBBEE information in this report.

Navigation and feedback

For ease of reference, we included key terms used in this report on page 4.

We welcome our stakeholders to connect with us on

We encourage and value feedback on this report. Feedback can be sent to cosec@multichoice.com

How to navigate our report

Throughout our integrated annual report, we use the following icons to show the connectivity between sections:

PAGE Read more

WEB Read more online

Statement of directors' responsibility

The Phuthuma Nathi and MultiChoice SA boards acknowledge their responsibility to ensure the integrity and completeness of this integrated annual report. The integrated annual report was approved by the Phuthuma Nathi board on 5 June 2023 and by the MultiChoice SA board on 13 June 2023. Each board collectively assessed and unanimously approved the content of this report and believes it provides a true account of MultiChoice SA's performance because it addresses all material matters relating to MultiChoice SA's ability to create and sustain value in the short, medium and long term.

On behalf of the boards

Mandla Langa
Chair:
Phuthuma Nathi

Imtiaz Patel
Chair:
MultiChoice SA

Our reporting suite

The Phuthuma Nathi integrated annual report includes the annual general meeting (AGM) notice and is the key report to stakeholders, providing a holistic view of MultiChoice SA's business, strategy, performance and value creation for its stakeholders. This report should be read in conjunction with Phuthuma Nathi's full consolidated and separate annual financial statements, which provide a more detailed understanding of the business's financial performance.

Further, we endeavour to engage with our stakeholders through regular reports, including the annual social report and biannual results announcements.

This information can be accessed at www.phuthumanathi.co.za and www.multichoice.com/multichoice-south-africa

Our reporting suite includes MultiChoice SA's results announcement and full consolidated annual financial statements.


CHAMPIONSHIPS
GOGO
MOJA
Suidooster

Understanding **Phuthuma Nathi**

This section is focused on shareholders' direct investment in Phuthuma Nathi.

Understanding Phuthuma Nathi

Letter from the Phuthuma Nathi chair

Dear shareholder

On behalf of the Phuthuma Nathi board, I feel privileged to once again report back to our Phuthuma Nathi share scheme shareholders through our FY23 integrated annual report. I like to take the time to remind our readers each year that we have 76 961 black shareholders in the Phuthuma Nathi scheme (2022: 78 515), with the scheme holding a 25% direct investment in MultiChoice SA. This means that the individuals, stokvels and black-owned companies in our Phuthuma Nathi share scheme own an indirect investment in MultiChoice SA through a holding structure that is efficient and cost effective.

On page 14, we update our historic return on investment summary so that you can better understand how to think about your returns on your Phuthuma Nathi shares. As you may have heard elsewhere, past performance is no guarantee of future performance, meaning that just because our scheme has done exceptionally well for shareholders over time, does not mean that it will necessarily continue to do so. But we sincerely hope to continue to deliver great value for our shareholders, as does the MultiChoice SA organisation. MultiChoice SA has paid a total amount of ZAR16.4bn in dividends since Phuthuma Nathi's inception. An investor in the Phuthuma Nathi 1 scheme would have earned around 33% annual return on their initial investment, with roughly 17% of that coming from capital growth and the remainder from dividend payments.

MultiChoice SA has managed to retain its dividend, albeit at a slightly lower level which reflects the unfortunate reality South African businesses and citizens find ourselves in.

The year in review

Our integrated annual report unpacks the MultiChoice SA operational performance for FY23 on page 54 and the financial performance on page 65.

In short, the MultiChoice SA team has done exceptionally well to steer the ship through an increasingly challenging economic and consumer environment. We all know how tough it has become for South Africans in recent years and these underlying issues were compounded in the current year by the severe and sustained escalation in loadshedding. Our country is in crisis and it has unfortunately started to negatively impact MultiChoice SA.

MultiChoice SA was able to sustain subscriber growth in FY23, with the 90-day active subscriber base growing by 3% YoY. However, subscription revenues were down 4% over the same period due to deteriorating subscriber activity and reconnection rates as a direct result of loadshedding and economic pressure on customers affecting their ability to afford pay-tv services. Overall, MultiChoice SA revenues were also down 3% as growth in advertising revenues normalised this year. Although MultiChoice SA continued to work hard to manage its cost base to offset revenue pressure, its trading margins and free cash flows came under some pressure. Despite these challenges, MultiChoice SA still managed to declare a dividend, albeit at a slightly lower level.

If you exchanged a portion of your Phuthuma Nathi shares for MultiChoice Group shares in FY20, or have bought MultiChoice Group shares directly through the JSE and would like to better understand more about the broader group's performance, I recommend visiting the MultiChoice Group website for its full integrated annual report and other financial reporting information.

www.investors.multichoice.com/reporting-and-results-overview

Share price

As we've cautioned in the past, it is always important to remember that directly or indirectly investing in a company represents a share of ownership in that company and, as owners of that company, shareholders participate in the good and bad times. A direct investment in Phuthuma Nathi, which represents an indirect investment in MultiChoice SA, is no different.

If you check your Phuthuma Nathi share price periodically on EESE you will have seen that it moves up and down from day to day and through the course of a year, similar to other companies that trade on public exchanges. A key driver of share price movements is typically the company's underlying performance and its prospects for future growth. It's important, then, to try to contextualise movements in a company's share price by assessing the company's underlying performance and prospects in the context of market conditions.

As a reminder, the Phuthuma Nathi share price increased from ZAR133 per share at 31 March 2021 to ZAR141 per share at 31 March 2022, up 6% YoY. In FY23, the share price declined from ZAR141 per share at 31 March 2022 to ZAR134 per share at 31 March 2023, down 5% YoY. Over two years, then, the share price was essentially flat. However, over the same two years Phuthuma Nathi paid out a total of ZAR44 per share in dividends (before tax). This represents a return of 16% per annum, comfortably beating the 6% inflation rate.

As a final comment, the Phuthuma Nathi share price will not necessarily track broader equity market trends or even MultiChoice SA's underlying performance exactly, as the share price is ultimately influenced by demand from those wishing to buy shares and supply from those wishing to sell shares, which incorporate factors like growth and dividend prospects relative to other investment opportunities in the market. BBBEE legislation also somewhat limits the number of investors who can buy and sell Phuthuma Nathi shares.

Mandla Langa
Chair: Phuthuma Nathi

"The MultiChoice SA team has done exceptionally well to steer the ship through an increasingly challenging economic and consumer environment.
We all know how tough it has become for South Africans in recent years and these underlying issues were compounded in the current year by the severe and sustained escalation in loadshedding."

Understanding Phuthuma Nathi

Letter from the Phuthuma Nathi chair continued

Dividend

The MultiChoice SA board has recommended a dividend of ZAR5.5bn to its shareholders (2022: ZAR6.0bn). Phuthuma Nathi will receive ZAR1.375m of this amount. The Phuthuma Nathi board intends to distribute the full amount received and declare a dividend of ZAR1.375bn (2022:ZAR1.5bn) which amounts to ZAR20.37 (2022: ZAR22.22) per Phuthuma Nathi share.

The declaration of the ZAR1.375bn Phuthuma Nathi dividend is subject to the approval of the MultiChoice SA dividend of ZAR5.5bn, which will be confirmed at the MultiChoice SA AGM on 23 August 2023. On approval, the Phuthuma Nathi dividend will be payable to shareholders recorded in the share register on 23 August 2023 and paid on or about 4 September 2023.

After the 20% dividend tax amounting to ZAR4.07 per share (2022: ZAR4.44) is deducted, Phuthuma Nathi shareholders will receive a net dividend of ZAR16.30 per share (2022: ZAR17.78).

We would like to remind our shareholders that some of their Phuthuma Nathi dividends that were declared in prior years remain unclaimed. To date, more than ZAR108.5m of unclaimed dividends have been paid but there is still ZAR203.9m remaining to be claimed and we hope that the entitled owners come forward to claim payment in due course.

Directors and company secretary

During FY23, the Phuthuma Nathi board consisted of four directors: Mandla Langa, Clarissa Mack, Calvo Mawela and Herman Wessels. Clarissa Mack and Herman Wessels retired from the board on 6 June 2023. Advocate Kgomotso Ditsebe Moroka SC and James Hart du Preez were recently appointed as directors by the board and will stand for election by shareholders at the upcoming AGM. Carmen Miller is the company secretary.

The profiles of the current directors are on page 15.

Closing

The MultiChoice SA and Phuthuma Nathi AGMs will be held on Wednesday 23 August 2023 at 11:00. The AGM will be held at MultiChoice City 144 Bram Fischer Drive, Randburg.

The company reserves the right to amend the means by and manner in which the AGM is convened, as well as any details regarding the process for registration and submission of forms of proxy, by notifying shareholders by no later than seven days prior to the date of the AGM through the issue of an announcement on the EESE website and/or publishing a notice on the company's corporate website and/or publishing a notice in widely circulated print media and/or any other means that the board of the company may determine appropriate for such notification to shareholders.

From myself and my colleagues on the board, thank you for your continued support. I look forward to engaging with you at our AGM.

As always, we welcome your feedback and input on our integrated annual report and on how we can continue improving our reporting in the future. Please share your feedback with us by emailing cosec@multichoice.com.

Mandla Langa
Chair: Phuthuma Nathi

Group structure[1]

PHUTHUMA NATHI
SHARE THE FUTURE

(listed on the EESE)

76 961 Phuthuma Nathi shareholders

MULTICHOICE
ENRICHING LIVES

(listed on the JSE)

Holds 5.7%[2] of Phuthuma Nathi

25%

75%

MULTICHOICE
ENRICHING LIVES

South Africa

Content

Streaming and over the top (OTT) aggregation

Advertising

Technology and distribution

Phuthuma Nathi (listed on the EESE)

The Phuthuma Nathi share scheme offers qualifying shareholders the opportunity to gain indirect exposure to MultiChoice SA by owning shares in Phuthuma Nathi.

MultiChoice SA (unlisted entity)

MultiChoice SA is the leading video entertainment company in South Africa, providing world-class local and international content to 9.3m subscribers.

MultiChoice Group (listed on the JSE)

The MultiChoice Group is the parent company of MultiChoice SA, MultiChoice Africa Holdings, Showmax Africa and Irdeto. The MultiChoice Group has been listed on the JSE since 2019.

[1] *This graphic reflects the operational structure of the business and may differ from the legal structures.*
[2] *MultiChoice Group holds 5.7% of Phuthuma Nathi due to the share swap transaction implemented in October 2019.*

Understanding Phuthuma Nathi

Snapshot of our history

2006 to 2008

Phuthuma Nathi launched

Phuthuma Nathi 1 was launched in 2006, and Phuthuma Nathi 2 (a smaller replica) was launched in 2007. As one of the largest BBBEE transactions in South Africa, the schemes acquired a combined 20% stake in MultiChoice SA.

2014

Debt paid off

MultiChoice SA's strong financial performance enabled substantial dividend payments to Phuthuma Nathi, thereby enabling Phuthuma Nathi to repay its vendor loan in 2014 – two years ahead of schedule – while maintaining dividend payments to Phuthuma Nathi shareholders.

2011

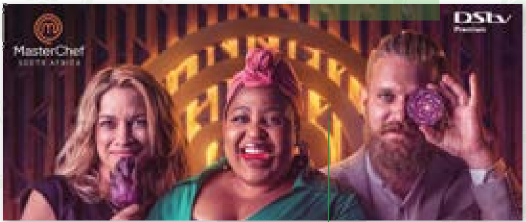
Trading started

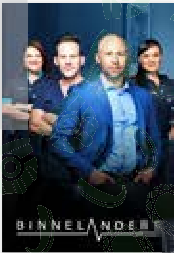
The shares began trading publicly on 8 December 2011.

2015

Full dividend paid

Following the settlement of the outstanding vendor loan, Phuthuma Nathi shareholders received their first full dividend payment amounting to ZAR1.2bn.





2022

Latest dividend paid

Phuthuma Nathi shareholders continued to benefit from dividend payments, receiving ZAR1.5bn in September 2022 following approval at the 2022 AGM. This took the total amount in dividends paid out to Phuthuma Nathi shareholders since inception to ZAR16.4bn.

2019

Phuthuma Nathi shareholding in MultiChoice SA increased to 25%

To underpin the commitment by MultiChoice SA and Naspers to socio-economic transformation and BBBEE, MultiChoice SA and Naspers allocated an additional 5% stake in MultiChoice SA to Phuthuma Nathi for no consideration.

Phuthuma Nathi 1 and Phuthuma Nathi 2 combined

In FY19, shareholders voted to combine the two schemes into one scheme. The transaction resulted in a one-to-one swap of Phuthuma Nathi 2 for Phuthuma Nathi shares. As a result, Phuthuma Nathi 2 is owned by Phuthuma Nathi, and all scheme shareholders hold shares in Phuthuma Nathi.

Share swap completed

Phuthuma Nathi shareholders were offered the option to exchange some of their shares in Phuthuma Nathi for shares in the MultiChoice Group. Following extensive engagements, shareholders representing a combined 5.7% shareholding in Phuthuma Nathi accepted this offer.

Understanding Phuthuma Nathi

Understanding your return on investment

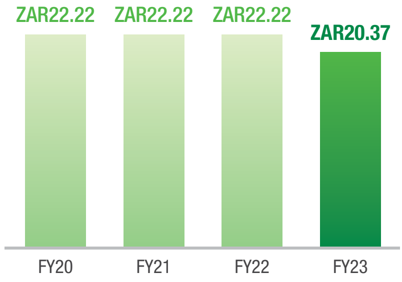
As a Phuthuma Nathi investor, it is important to understand how your shares can potentially create value over time. Through Phuthuma Nathi, MultiChoice SA has provided long-term, impactful benefits to its BBBEE shareholders, with an estimated total return on investment of approximately 31 times since inception[1].

Cash flow returns through dividends

The directors may choose to pay dividends to shareholders periodically. While dividends are never guaranteed as they depend on how well the company performs, among other considerations, they offer shareholders liquid cash distributions as and when declared.

ZAR16.4bn
in dividends paid since inception

Dividend declared per Phuthuma Nathi share[2]



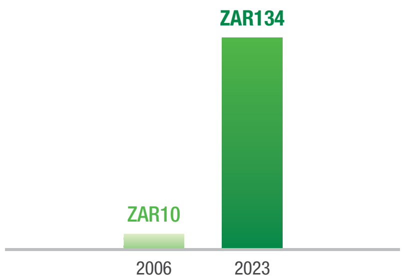
Capital growth through share price increases

Over time, the shares in a company may become increasingly valuable depending on how well the company performs and how much demand there is for ownership of its shares. This is referred to as capital growth. It is important to remember that the value of shares can also decline if a company is performing poorly or if the demand for ownership of its shares declines.

For example, if you purchased a Phuthuma Nathi share at inception for ZAR10 per share, it would have been worth ZAR134 per share at 31 March 2023[3].

An initial investment of **ZAR10 has generated capital growth of roughly 17% per year over 17 years**

Capital growth through share price increase



[1] This total return includes the value of capital held and dividends received but assumes that the dividends were not reinvested by shareholders into Phuthuma Nathi shares, and excludes the impact of exchanging a portion of the Phuthuma Nathi shares held for MultiChoice Group shares in FY20 for any shareholder who may have elected to do so.

[2] Dividends are declared and paid post the financial year-end, e.g. the FY23 dividend was declared in June 2023 and will be paid in September 2023, subject to approval of the MultiChoice SA dividend in August 2023. Dividends declared are subject to dividend withholding tax, e.g. FY23 dividend declared of ZAR20.37 per share equates to a net dividend of ZAR16.30 per share after dividend withholding tax of 20%.

[3] Based on the last publicly traded value on EESE on 31 March 2023.

Our Phuthuma Nathi board of directors

Mandla Langa
(South African,73)

Chair and independent non-executive director

BA (English and Philosophy) and MA (Creative Writing)

Appointed 4 August 2006

Mandla was the chair of MultiChoice SA from 2007 to 2010 and chair of the Independent Communications Authority of South Africa (ICASA) from 1999 to 2005. He participated in various arts programmes and conferences throughout Africa. In 2007, he received South Africa's National Order of Ikhamanga (Silver) for literary, journalistic and cultural achievements and in 2009, a Living Legends award from the eThekwini municipality. A number of his works have been published. He was editor-at-large of Leadership magazine, programme director for television (TV) at the South African Broadcasting Corporation and his fourth novel, *The Lost Colours of the Chameleon*, won the 2009 Commonwealth Writer's Prize – Africa region. His directorships include Medu Arts & Literature, Phuthuma Nathi, and Datapost. Mandla is a recipient of honorary doctorates from the University of Fort Hare, the University of the Witwatersrand and the University of Pretoria. He received his Master of Arts in Creative Writing from the University of the Witwatersrand and was a fellow at Stellenbosch Institute of Advanced Studies.

Calvo Mawela
(South African,47)

Independent non-executive director

BSc Eng (Electrical)

Appointed 12 July 2019

Calvo was the CEO of MultiChoice SA after holding office as the group executive: policy and regulatory affairs for the MultiChoice Group. He previously held positions as a professional engineer at Sentech and a broadcasting spectrum manager at ICASA. He also served in several ministerial advisory task teams, including the Digital Migration Working Group, Digital Dzonga and the Information and Communications Technology Policy Review Panel. He also served as a commissioner to the Presidential Commission on Fourth Industrial Revolution. He holds a Bachelor of Science in Electrical Engineering from the University of KwaZulu-Natal (prev. University of Durban-Westville), a Management Advancement Programme Postgraduate Diploma from Wits Business School, a Postgraduate Diploma in Economics for Competition Law from King's College, London, and a Strategic IQ: Creating Smarter Corporations Certificate from Harvard Business School.

Understanding Phuthuma Nathi

Our Phuthuma Nathi board of directors continued

Herman Wessels
(South African, 78)

Independent non-executive director
BCom, CTA and CA(SA)
Appointed 12 May 2021

Herman is a chartered accountant (BCom, CTA and CA(SA)) and was a partner at PricewaterhouseCoopers Inc. (PwC) from 1972 to 2005. He serves as a director of Keeromstraat 30 Beleggings and Naspers Beleggings, and Health Africa.

Herman retired from the board on 6 June 2023.

Adv Kgomotso Moroka SC
(South African, 69)

Independent non-executive director
BProc and LLB
Appointed 6 June 2023

Kgomotso is a senior counsel and member of the Johannesburg Bar. Until recently, she held non-executive directorships at Standard Bank Group Limited and Netcare Limited. Kgomotso serves as trustee of the Nelson Mandela Children's Fund, Hospital and the Apartheid Museum. She also served as the chair of M-Net's Phuthuma Futhi Trust. She holds a Baccalaureus Procurationis from the University of the North and an LLB from Wits.

James Hart du Preez
(South African, 64)

Independent non-executive director
CA(SA), CD(SA), CM(SA)
Appointed 6 June 2023

James is a CA(SA) who was admitted as a partner of PricewaterhouseCoopers Inc (PwC) in 1996. As the clients and markets development leader for PwC Africa, he was responsible for digital marketing, advertising, sponsorships and business development. James served on the PwC – Europe, Middle East and Africa Business Development Board from 2010 to 2019. He retired from PwC in June 2019. James consulted for Citadel Wealth Management in a business development and marketing capacity. He is a CD(SA) of the Institute of Directors in South Africa NPC. He is also a chartered marketer (SA) with the Marketing Association of South Africa.

Clarissa Mack
(South African, 55)

Independent non-executive director
LLB, LLM and Economics for Competition Law PG Dip (King's College London)
Appointed 5 July 2007

Clarissa is the group regulatory executive for the MultiChoice Group. She graduated with an LLB from the University of Cape Town and soon after completed a Master's in Law at Georgetown University in Washington DC. She also holds a Postgraduate Diploma in Economics for Competition Law from King's College in London. After serving her legal articles at Cheadle, Thompson & Haysom attorneys, she joined M-Net, and later MultiChoice SA and MIH Holdings Limited. Clarissa was intimately involved in the launch of the Phuthuma Nathi scheme.

Clarissa retired from the board on 6 June 2023.

Phuthuma Nathi audit committee report

for the year ended 31 March 2023

As the company's major asset is an investment in MultiChoice SA Holdings Proprietary Limited (MCSAH), the board deems it appropriate that all its members be appointed to the audit committee. The audit committee has pleasure in submitting this report, as required by section 94 of the South African Companies Act No 71 of 2008 ("the Act").

Responsibilities

The committee has adopted formal terms of reference, delegated by the board of directors, as set out in its charter. The committee has discharged its responsibilities in terms of its charter and ascribed to it in terms of the Act as follows:

Financial controls

- Review and approve for presentation to and approval by the board, the company's integrated annual report and annual financial statements. These reviews included:
  - Taking appropriate steps to ensure the annual financial statements were prepared in accordance with International Financial Reporting Standards (IFRS) and in the manner required by the Act
  - Considering and, when appropriate, making recommendations on internal financial controls
  - Reviewing, where applicable, key audit matters raised by the external auditor and management's response thereto
  - Compiling a report to be inserted in the annual financial statements, describing how the audit committee carried out its functions
  - Disclosing in the integrated annual report significant matters that the audit committee has considered in relation to the annual financial statements, and how these were addressed by management
  - Reviewing the ability of the company to continue as a going concern, including an analysis of the group's liquidity and solvency, and recommend it to the board for approval
  - Reviewing and recommending to the board the dividend for the year, should the liquidity and solvency test be adequately met

External auditor

- Receive all audit reports directly from the external auditor
- Annually review the external auditor's performance and disclose the committee's views on the quality of the external audit, with reference to audit quality indicators such as those that may be included in inspection reports issued by external audit regulators
- Present the committee's conclusions on the external auditor to the board, preceding the annual request to shareholders to approve the appointment of the external auditor
- Approve the external auditor's terms of engagement and remuneration
- Evaluate and provide commentary on the external auditor's audit plans, scope of findings, identified issues and reports
- Develop a policy for the board to approve non-audit services performed by the external auditor
- Approve non-audit services provided by the external auditor in accordance with this policy.

Phuthuma Nathi audit committee report continued

for the year ended 31 March 2023

Members of the audit committee

The committee consists of independent non-executive directors and meets at least once per year and on an *ad hoc* basis as required which is in accordance with its charter. All members act independently, are financially literate, have sound business and financial acumen and comply with all other requirements of section 94 of the Act. The committee has unrestricted access to company information falling within the committee's mandate and liaises with management on the information it requires to carry out its responsibilities.

The names of the members who were in office during 2023, and up to the date of this report, are reflected below.

Name of committee member	Qualification
Mandla Langa	Diploma in Offset Litho Printing (London College of Printing), Certificate in Periodical Journalism (University of London), BA (English and Philosophy) and MA (Creative Writing) (University of Witwatersrand)
Clarissa Portia Mack(1)	LLB, LLM and PG Dip in Economics for Competition Law (King's College London)
Herman Wessels(2)	BCom, CTA and CA(SA)
James Hart du Preez(3)	CA(SA), CD(SA), CM(SA)
Adv Kgomotso Moroka SC(4)	BProc and LLB

(1) *Retired 6 June 2023.*
(2) *Retired 6 June 2023.*
(3) *Appointed 6 June 2023.*
(4) *Appointed 6 June 2023.*

The committee members as at date hereof are recommended for election as committee members by shareholders at the annual general meeting to be held on 23 August 2023.

Attendance

The external auditor, in their capacity as auditor to the company, attended and reported at the meeting of the audit committee. Relevant managers attended meetings by invitation.

Mandatory audit firm rotation and external auditor for 2024

Following a formal selection process in line with the mandatory audit firm rotation regulations of the Independent Regulatory Board for Auditors (IRBA), EY has been appointed as the external auditors from FY24.

The EY partner responsible for the audit will be Hlengiwe Ndlela.

Confidential meetings

Audit committee agendas provide for confidential meetings between the committee members and the external auditor.

Independence of external auditor

During the year under review, the audit committee reviewed a representation by the external auditor and, after conducting its own review, confirmed the independence of the auditor.

Expertise and experience of the finance function

The committee satisfied itself that the composition, experience and skills of the finance function met the company's requirements.

Discharge of responsibilities

The committee determined that during the financial year under review it had discharged its legal and other responsibilities as outlined in terms of the Act. The board concurred with this assessment.

Mandla Langa
Chair: Audit committee

Independent auditor's report on the summary consolidated and separate financial statements

To the shareholders of Phuthuma Nathi Investments (RF) Limited

Opinion

The summary consolidated and separate financial statements of Phuthuma Nathi Investments (RF) Limited, set out on pages 20 to 29, which comprise the summary consolidated and separate statements of financial position as at 31 March 2023, the summary consolidated and separate statements of profit or loss, comprehensive income, changes in equity and cash flows for the year then ended, and related notes, are derived from the audited consolidated and separate financial statements of Phuthuma Nathi Investments (RF) Limited for the year ended 31 March 2023.

In our opinion, the accompanying summary consolidated and separate financial statements are consistent, in all material respects, with the audited consolidated and separate financial statements, in accordance with IAS 34, *Interim Financial Reporting*, and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

Summary consolidated and separate financial statements

The summary consolidated and separate financial statements do not contain all the disclosures required by International Financial Reporting Standards and the requirements of the Companies Act of South Africa as applicable to annual financial statements. Reading the summary consolidated and separate financial statements and the auditor's report thereon, therefore, is not a substitute for reading the audited consolidated and separate financial statements and the auditor's report thereon.

The summary consolidated and separate financial statements and the audited consolidated and separate financial statements do not reflect the effects of events that occurred subsequent to the date of our report on the audited consolidated and separate financial statements.

The audited consolidated and separate financial statements and our report thereon

We expressed an unmodified audit opinion on the audited consolidated and separate financial statements in our report dated 13 June 2023.

Director's responsibility for the summary consolidated and separate financial statements

The directors are responsible for the preparation of the summary consolidated and separate financial statements in accordance with the IAS 34, *Interim Financial Reporting* and the requirements of the Companies Act of South Africa as applicable to summary financial statements.[1]

Auditor's responsibility

Our responsibility is to express an opinion on whether the summary consolidated and separate financial statements are consistent, in all material respects, with the audited consolidated and separate financial statements based on our procedures, which were conducted in accordance with International Standard on Auditing (ISA) 810 (Revised), *Engagements to Report on Summary Financial Statements*.

PricewaterhouseCoopers Inc.

PricewaterhouseCoopers Inc.
Director: A.M. Motaung
Registered Auditor

Johannesburg, South Africa
21 July 2023

[1] *The examination of controls over the maintenance and integrity of the Group's website is beyond the scope of the audit of the financial statements. Accordingly, we accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.*

Understanding Phuthuma Nathi

Summary annual financial statements

Statements of financial position

as at 31 March 2023

	Notes	Group 2023 ZAR'000	Group 2022* ZAR'000	Company 2023 ZAR'000	Company 2022* ZAR'000
Assets					
Non-current assets		6 531 034	6 684 423	6 531 034	6 684 423
Investment in associate	2	6 531 034	6 684 423	6 531 034	6 684 423
Investment in subsidiary		–	–	–	–
Current assets		225 565	195 898	225 565	195 898
Trade and other receivables		153 963	140 788	153 963	140 788
Cash and cash equivalents		71 602	55 110	71 602	55 110
Total assets		6 756 599	6 880 321	6 756 599	6 880 321
Equity and liabilities					
Equity reserves attributable to the company's equity holders		6 527 912	6 681 961	6 527 912	6 681 961
Share capital and premium		2 814 075	2 814 075	2 814 075	2 814 075
Other reserves		685 643	347 681	685 643	347 681
Accumulated profit		3 028 194	3 520 205	3 028 194	3 520 205
Current liabilities		228 687	198 360	228 687	198 360
Other payables		228 687	198 360	228 687	198 360
Total equity and liabilities		6 756 599	6 880 321	6 756 599	6 880 321

** Management has added the Investment in subsidiary line in the consolidated and separate statements of financial position.*

The accompanying notes form an integral part of the summary consolidated and separate annual financial statements.

Statements of profit or loss

for the year ended 31 March 2023

	Notes	Group		Company	
		2023 ZAR'000	2022* ZAR'000	2023 ZAR'000	2022* ZAR'000
Operating expenses		(660)	(576)	(660)	(576)
Share of equity accounted results of associate		1 008 649	1 604 497	1 008 649	1 604 497
Profit before taxation		1 007 989	1 603 921	1 007 989	1 603 921
Taxation		–	–	–	–
Profit for the year		1 007 989	1 603 921	1 007 989	1 603 921
Earnings per share (cents)					
Earnings per share based on 67 500 000 (2022: 67 500 000) issued shares		14.93	23.76	14.93	23.76

* *Management has removed operating profit/loss subtotals from the consolidated and separate statements of profit or loss. The reason for the re-representation is due to management being of the view that this declutters the face of the consolidated and separate statements of profit or loss and is more understandable for the users of the financial statements.*

The accompanying notes form an integral part of the summary consolidated and separate annual financial statements.

Statements of comprehensive income

for the year ended 31 March 2023

	Notes	Group		Company	
		2023 ZAR'000	2022 ZAR'000	2023 ZAR'000	2022 ZAR'000
Net profit for the year		**1 007 989**	1 603 921	**1 007 989**	1 603 921
Total other comprehensive income, net of tax, for the year:					
Items that may be reclassified subsequently to profit or loss					
Share of comprehensive income of equity accounted investments		**337 962**	(58 992)	**337 962**	(58 992)
Total comprehensive income		**1 345 951**	1 544 929	**1 345 951**	1 544 929

The accompanying notes are an integral part of the summary consolidated and separate annual financial statements.

Summary annual financial statements continued

Statements of changes in equity
for the year ended 31 March 2023

	Share capital and share premium ZAR'000	Other reserves[1] ZAR'000	Accumulated profit ZAR'000	Total equity ZAR'000
Group				
Balance at 1 April 2021	2 814 075	406 673	3 416 284	6 637 032
Profit for the year	–	–	1 603 921	1 603 921
Other comprehensive income	–	(58 992)	–	(58 992)
Dividends declared	–	–	(1 500 000)	(1 500 000)
Balance at 31 March 2022	2 814 075	347 681	3 520 205	6 681 961
Profit for the year	–	–	1 007 989	1 007 989
Other comprehensive income	–	337 962	–	337 962
Dividends declared	–	–	(1 500 000)	(1 500 000)
Balance at 31 March 2023	2 814 075	685 643	3 028 194	6 527 912
Company				
Balance at 1 April 2021	2 814 075	406 673	3 416 284	6 637 032
Profit for the year	–	–	1 603 921	1 603 921
Other comprehensive income	–	(58 992)	–	(58 992)
Dividends declared	–	–	(1 500 000)	(1 500 000)
Balance at 31 March 2022	2 814 075	347 681	3 520 205	6 681 961
Profit for the year	–	–	1 007 989	1 007 989
Other comprehensive income	–	337 962	–	337 962
Dividends declared	–	–	(1 500 000)	(1 500 000)
Balance at 31 March 2023	2 814 075	685 643	3 028 194	6 527 912

[1] *Other reserves consist of fair value reserve from gains and losses on available-for-sale investments.*

The accompanying notes form an integral part of the summary consolidated and separate annual financial statements.

Statements of cash flows

for the year ended 31 March 2023

		Group		Company	
	Notes	2023 ZAR'000	2022 ZAR'000	2023 ZAR'000	2022 ZAR'000
Cash flows from operating activities					
Cash outflow from operations		(41 711)	(52 384)	(41 711)	(52 384)
Dividend received from associate	2	1 500 000	1 500 000	1 500 000	1 500 000
Net cash generated from operating activities		1 458 289	1 447 616	1 458 289	1 447 616
Cash flows used in financing activities					
Dividend paid to ordinary shareholders		(1 441 797)	(1 463 195)	(1 441 797)	(1 463 195)
Net movement in cash and cash equivalents		16 492	(15 579)	16 492	(15 579)
Cash and cash equivalents at the beginning of the year		55 110	70 689	55 110	70 689
Cash and cash equivalents at the end of the year		71 602	55 110	71 602	55 110

The accompanying notes form an integral part of the summary consolidated and separate annual financial statements.

Notes to the summary annual financial statements

as at 31 March 2023

1. Basis of preparation

The summary consolidated and separate financial statements are prepared in accordance with the requirements of the Companies Act applicable to summary financial statements. The summary financial statements were prepared in accordance with the framework concepts and the measurement and recognition requirements of IFRS and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and the Financial Pronouncements as issued by the Financial Reporting Standards Council, and to also, as a minimum, contain the information required by IAS 34 *Interim Financial Reporting*. The accounting policies applied in the preparation of the consolidated and separate annual financial statements from which the summary consolidated and separate financial statements were derived are in terms of IFRS and are consistent with those accounting policies applied in the preparation of the previous annual financial statements.

The Phuthuma Nathi Investments (RF) Limited group and company have adopted all new and amended accounting pronouncements as issued by the International Accounting Standards Board (IASB), which were effective for financial years commencing on 1 April 2022.

A copy of the full audited consolidated and company annual financial statements is available for inspection from the company secretary at the registered office of the group or can be downloaded from the group's website: www.phuthumanathi.co.za/information/financial-reporting/.

Notes to the summary annual financial statements

as at 31 March 2023

2. Investment in associate

The company's total investment in MCSAH is 25% (2022: 25%) as at the end of the financial period.

The principal activities of MCSAH is the operation of video-entertainment services both via satellite and online platforms. This is an unlisted investment that is accounted for using the equity method of accounting.

	Group and Company	
	2023 ZAR'000	2022 ZAR'000
Movement in carrying amount		
At the beginning of the year	6 684 423	6 638 918
Share of net profit	1 008 649	1 604 497
Share of changes in other reserves	337 962	(58 992)
Dividends received	(1 500 000)	(1 500 000)
	6 531 034	6 684 423
Analysis of carrying amount		
Cost	2 250 000	2 250 000
Additional investment	2 364 075	2 364 075
Share of equity accounted results of associate	(1 641 078)	(1 149 728)
Share of changes in associate's other comprehensive income	2 707 030	2 369 069
Gain on empowerment transaction	851 007	851 007
At the end of the year	6 531 034	6 684 423
Reconciliation of carrying amount		
Share of net assets of associate	3 265 993	3 174 191
Notional goodwill on initial acquisition	1 910 000	1 910 000
Fair value uplift on net identifiable assets	1 267 071	1 512 262
Notional goodwill on additional investment	87 970	87 970
Carrying amount	6 531 034	6 684 423

There has been no objective evidence of impairment of the associate in the current or prior years.

Summary annual financial statements continued

Notes to the summary annual financial statements

as at 31 March 2023

2. Investment in associate continued

Summary financial information of unlisted associate as per its annual financial statements

	2023 ZAR'm	2022 Represented* ZAR'm
Summary statement of financial performance		
Continuing operations		
Revenue	41 649	42 980
Cost of providing services and sale of goods	(23 452)	(23 175)
Gross profit	18 197	19 805
Selling, general and administration costs	(9 245)	(8 656)
Net impairment loss on trade receivables	–	(88)
Other operating gains/(losses)	32	(277)
Operating profit	8 984	10 784
Interest income	803	393
Interest expense	(914)	(603)
Net foreign exchange translation losses	(1 637)	(275)
Share of equity-accounted results	2	8
Reversal of impairment of equity accounted investments	–	8
Profit before taxation	7 238	10 315
Taxation	(2 302)	(2 967)
Profit from continuing operations		
Discontinued operations	4 936	7 348
Loss from discontinued operations	(67)	(96)
Profit for the year	4 869	7 252
Other comprehensive income/(loss)	1 644	(449)
Total comprehensive income for the year	6 513	6 803

** Comparative figures previously reported have been amended to reflect continuing operations prevailing for the year ended 31 March 2022.*

Notes to the summary annual financial statements
as at 31 March 2023

2. Investment in associate continued

	2023 ZAR'm	2022 Represented* ZAR'm
Summary statement of financial position		
Assets		
Non-current	13 737	13 835
Current	29 075	18 573
Assets held for sale	70	–
Total assets	42 882	32 408
Liabilities		
Non-current	16 006	7 771
Current	13 698	11 940
Liabilities directly associated with assets held for sale	114	–
Total liabilities	29 818	19 711
Total net assets	13 064	12 697
Equity reserves attributable to the company's equity holders	13 064	12 697
Reconciliation of equity reserves carrying amount		
Opening balance	12 697	11 534
Profit for the year	4 869	7 272
Other comprehensive loss	1 644	(449)
Share-based compensation movement	(67)	(55)
Dividends declared	(5 979)	(5 979)
Hedging reserve basis adjustment	(100)	402
Transactions with non-controlling shareholders	–	(28)
Closing balance	13 064	12 697
Group and company share (%)	25	25
Group and company share (ZAR)	3 266	3 174

** Comparative figures previously reported have been amended to reflect continuing operations prevailing for the year ended 31 March 2022.*

Summary annual financial statements continued

Notes to the summary annual financial statements
as at 31 March 2023

3. Related parties

Subsidiary – Phuthuma Nathi Investments 2 (RF) Limited*
Associate – MultiChoice SA Holdings Proprietary Limited
Subsidiary of associate – MultiChoice SA Proprietary Limited

	Group and Company	
	2023 ZAR'000	2022 ZAR'000
Transactions with related parties		
MultiChoice SA Holdings Proprietary Limited	**1 500 000**	1 500 000
Amounts due to related parties		
MultiChoice SA Proprietary Limited	**10 080**	6 959

The above current balance, with MultiChoice SA Proprietary Limited, is unsecured interest free and has no fixed terms of repayment.

As per the memorandum of incorporation (MOI), Phuthuma Nathi Investments (RF) Limited shall not earn any revenue and/or incur any expenses related to the trading of Phuthuma Nathi Investments (RF) Limited shares. MultiChoice SA Proprietary Limited shall incur all expenses related to the trading of Phuthuma Nathi Investments (RF) Limited shares.

MultiChoice SA Proprietary Limited has earned and incurred the following income and expenses related to the trading of Phuthuma Nathi shares for the year ended 31 March 2023 in terms of the MOI requirements:

	Group		Company	
	2023 ZAR'000	2022 ZAR'000	2023 ZAR'000	2022 ZAR'000
Income	2 471	1 492	2 471	1 492
Expenses	(9)	(14)	(9)	(14)
Other amounts	660	576	660	576
	3 122	2 054	3 122	2 054

Related party income relates to interest earned on unclaimed dividends and expenses relate to bank charges on bank accounts and audit fees paid by MCSA on behalf of the group. Other amounts relates to repayments of the outstanding balances during the year.

* *This disclosure was applicable in the prior year as well.*

Notes to the summary annual financial statements

as at 31 March 2023

3. Related parties continued

Transactions with non-executive directors

As per the MOI, directors of Phuthuma Nathi Investments (RF) Limited shall not earn directors fees from either the company or any related company as compensation for their duties as Phuthuma Nathi Investments (RF) Limited directors.

Non-executive directors' shareholdings

The directors of Phuthuma Nathi Investments (RF) Limited had the following interests in Phuthuma Nathi Investments (RF) Limited ordinary shares as at 31 March 2023:

Name	Number of shares held in 2023	Number of shares held in 2022
CP Mack*	**50 001**	50 001
M Langa*	**4 582**	4 582
C Mawela*	**4 000**	4 000
	58 583	58 583

** Shares were purchased by directors at the fair market value per share.*

4. Events after the reporting period

Dividend

The MultiChoice SA board recommends a dividend of ZAR5.5 billion (2022: ZAR6.0 billion) to its shareholders of which ZAR1.375 billion is attributable to Phuthuma Nathi. The Phuthuma Nathi board will declare a dividend of ZAR1.375 billion (2022: ZAR1.5 billion) to be paid in the financial year 2024. This amounts to 2 037.03 cents per Phuthuma Nathi ordinary share to be paid to shareholders (2022: 2 222.22 cents).

The declaration of this dividend is subject to the approval of the MultiChoice SA board, which will be confirmed by shareholders at the MultiChoice SA AGM on 23 August 2023. On approval, the Phuthuma Nathi dividend will be payable to shareholders in the share register on 23 August 2023 and paid on or about 4 September 2023.

After the 20% dividend tax, amounting to 407.40 cents per share is deducted, Phuthuma Nathi shareholders will receive a net dividend of 1 629.63 cents per share (2022: 1 777.78 cents per share).

There have been no other events noted, that occurred after the reporting date that could have a material impact on the annual financial statements.


SUNDAY NIGHT MOVIES
BACK AT 8PM
eNUUS
BINNELANDERS

Understanding **MultiChoice SA**

Phuthuma Nathi's underlying investment

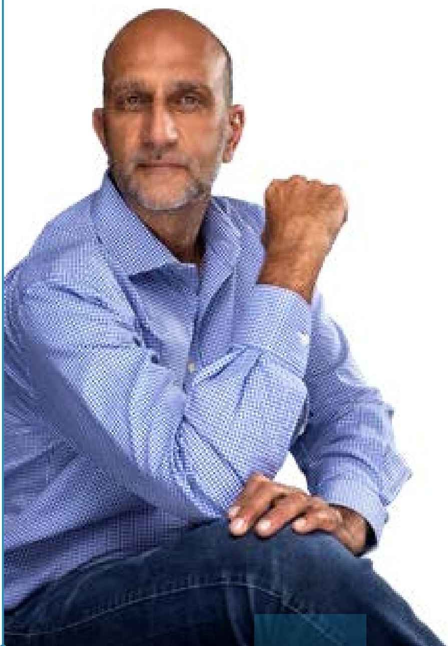
Understanding MultiChoice SA

Joint leadership review from the MultiChoice Group and MultiChoice SA chair and chief executive officer

Our vision for the MultiChoice Group is to be the platform of choice for African households and to enrich their lives by delivering entertainment and relevant consumer services through technology. MultiChoice SA plays a critical role in this vision. As the oldest, largest and most successful business in the MultiChoice Group, MultiChoice SA not only provides critical resources in capital, leadership and business support functions to MultiChoice Group companies, but it is also the heart of the broader group's culture for innovation and growth.

"MultiChoice SA creates a foundation for the MultiChoice Group in terms of excellence in execution, innovative development of new products and services and capital support for the broader MultiChoice Group through the same dividend flows that reward Phuthuma Nathi investors for their ongoing support."

Imtiaz Patel Chair



Imtiaz Patel Chair

Dear Phuthuma Nathi shareholders

Having unbundled from Naspers and separately listed on the JSE just over four years ago, the MultiChoice Group has achieved an incredible amount in that time. And none of that would be possible without the support of the MultiChoice SA business. MultiChoice SA creates a foundation for the MultiChoice Group in terms of excellence in execution, innovative development of new products and services and capital support for the broader MultiChoice Group through the same dividend flows that reward Phuthuma Nathi investors for their ongoing support.

At the same time, there is a daunting amount of work ahead of us as we manage the MultiChoice SA business through an incredibly challenging global and local macro-economic environment. FY22 saw us exit lockdowns and return to the office, but as the pandemic subsided in FY23 we still found ourselves facing global challenges. As global inflation rates rose through the course of the year, central banks followed with sharp hikes in interest rates from historic lows to curb inflation. As interest rates started to squeeze indebted households and businesses over and above rising energy, food and other inputs costs, household budgets and corporate income statements have become increasingly stretched.

"We are hard at work at managing our South African business through unprecedented challenges while implementing many initiatives to enhance our organisation and add value to our customers' lives."

Calvo Mawela Chief executive officer

A strengthening dollar and localised challenges have further exacerbated these issues in the South African market. Corruption, deteriorating municipalities and energy, transport and water infrastructure, and rising unemployment has meant that South Africans have little to buffer themselves against the loadshedding crisis engulfing our country.

But all is not lost. Civil and private society is stepping in and stepping up in South Africa and the political landscape is shifting. We are a nation of bright, hungry and capable people. We are nothing if not resilient. We have such come a long way, and yet we are just getting started.

Standing back and surveying this landscape as leaders of our organisation, we have to be careful to avoid extreme thinking. We cannot be too defeatist, resigned to a world of sub-par outcomes because of the litany of challenges that confront us daily. We must persevere. But we cannot be too idealistic, believing that everything will work out perfectly despite the dim reality of our present circumstances. We must adapt.

As an organisation, therefore, we opt for pragmatism over undue pessimism and optionality over undue optimism. We ask ourselves what we can do within the constraints of our current environment? How can we improve? How can we make things better? What can we build? What can we create? Who can we connect with? How can we help? And when we ask those questions, we find that there is no shortage of opportunity to improve and myriad ways for us to make a positive difference in our customers' lives.

With that framing in mind, we detail the performance of our operating segments in the following sections on pages 58 to 63. However, we wanted to take a moment in the remainder of our letter to flag some of the operating highlights from the year given the enormous effort that our teams put in to keep the company moving forward.

Operating highlights for FY23:

- **South Africa:** Despite the challenges noted above, the South African business still managed to grow its 90-day base by 3% YoY, while simultaneously growing its new business lines, including DStv Insurance which grew revenues by 22% YoY. The business also tripled the size of its linear streaming base through our DStv via Streaming and saw our DStv Internet subscriber base grow by over 5x, albeit both platforms growing from small bases in the prior year. We continued to enhance our Compact package

Understanding MultiChoice SA

Joint leadership review from the MultiChoice Group and MultiChoice SA chair and chief executive officer

continued

through the course of the year, refreshing the content mix, branding and DStv Rewards for the package, while also optimising DStv Premiership scheduling and adding ESPN 2 to the line-up.

- **General Entertainment (GE):** The team reached its FY24 target a year early, delivering 50% of general entertainment spend in local content. Going forward, the focus will therefore shift to local content hours, which were up 9% YoY to around 6 500 hours in FY23, with two new local content channels launched in South Africa in FY23 to enhance the EasyView package. *Big Brother Titans* was also launched in January 2023, with housemates from South Africa and Nigeria participating in a special edition of the hit reality show.
- **SuperSport:** With another successful *FIFA World Cup* under the belt as the exclusive home of all 64 matches in the 2022 iteration, the SuperSport team delivered almost 25 000 live events in FY23, up nearly 70% YoY, and over 1 000 of our own outside broadcast and studio productions. This included the successful debut of the *SA20* cricket competition, which brought fans back into cricket stadiums and generated strong engagement on our linear and digital channels. We also continued to rollout unique local sports documentaries, including *Rise* about Siya Kolisi, and support women in sport, including upskilling an all-women crew ahead of the *Netball World Cup* in FY24.

While we remain gravely concerned about the debilitating impact of loadshedding on South Africa, we believe the problem can be fixed and are confident that with technological solutions and political will, the damage done can be reversed, putting us on a growth trajectory once again. However, it is critical for action to be taken urgently. The current situation is impacting the profitability of our South African business and, much to our dismay, is therefore also affecting our customers and the poorest of the poor, some of whom depend so heavily on our Phuthuma Nathi dividends. It is also having a devastating effect on the many small and medium businesses in our value chain.

As we close the chapter on our reporting for FY23, we're already approaching the end of our first quarter of operations for FY24, and the remainder of the year ahead promises to be challenging. We are hard at work at managing our South African business through unprecedented challenges while implementing many initiatives to enhance our organisation and add value to our customers' lives. As such, we remain confident in the ability of our team to execute well and deliver ongoing success for our business by innovating and adapting. We look forward to reporting back to you, the Phuthuma Nathi shareholders, on our progress in another year's time.

Imtiaz Patel
Chair

Calvo Mawela
Chief executive officer


MY KITCHEN RULES
SOUTH AFRICA

Understanding MultiChoice SA

How we create value – our business model

Business activities

Curate great content through M-Net and SuperSport

Local	Sport	International
Produced or acquired	Produced or acquired	Acquired or distributed

Package and aggregate curated content

Package content into our own channels	**Acquire pre-packaged content**	**Create or distribute VOD channels**
22 proprietary GE channels[(1)]	**49** international GE channels[(1)]	Linear service replicated through streaming
26 sports channels	**20** local GE channels[(1)]	Aggregate Showmax and five third-party video on demand (VOD) services
	17 news and commerce channels	

Allocate and combine content to create tiered packages

DStv Premium | DStv Compact Plus | DStv Compact | DStv Family | DStv Access | DStv EasyView

Sell advertising slots on select channels through DStv Media Sales

Distribute content to customers across multiple platforms

- Satellite broadcast technology
- Streaming online
- Digital platforms

Reinvest in our business

Launch new products and services

Launch new products and services via our platform to offer customers an enhanced entertainment offering, including additional content packages such as ADD Movies, value-added bundles like we have done with Disney+ or with DStv Internet, and interactive entertainment through collaboration with KingMakers like we have done with SuperPicks.

Enhance sales and customer experience

Continue to drive marketing and awareness, subscription and decoder sales, value-added services like DStv Insurance, loyalty benefits like DStv Rewards, as well as general improvements to customer service and value management.

Develop, invest in or acquire new businesses

Our SuperSport Schools platform acquisition and development process, our co-investment in and successful launch of SA20 and our investment in AURA and Namola in the on-demand emergency response services space are indicative of our ambitions here.

(1) General entertainment content. Numbers exclude religion, specialist, free to air (FTA) and audio channels. International channel count excludes specialist Indian language channels.

What we deliver – our products and services

Six core DStv packages

Offered at price points ranging from ZAR29 to ZAR879 per month

Satellite pay-TV

DStv direct to home[(1)]

94 linear channels

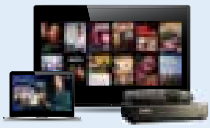
With **commercial advertising** sales via DStv Media Sales

On-demand service

Catch Up, movie package **(ADD Movies)**, movie rentals **(BoxOffice)** and deep library content (Universal Plus)

Aggregated OTT services

We aggregate group services **(DStv app and Showmax)**, as well as five third-party VOD services



Streaming service for linear

DStv via Streaming through the DStv app is a value-add or standalone streaming service

Connected devices

The **DStv Explora Ultra** offers a hybrid satellite and streaming environment and the **Streama** offers a streaming-only environment

Value-added services

We continue to grow our offering which includes **DStv Insurance**, **DStv Internet**, **Namola** and **DStv Rewards**

A growing digital presence

We leverage proprietary apps and websites, innovative services like **SuperSport Schools** and third-party social media to further enhance customer engagement

(1) We also offer digital terrestrial television services through our GOtv brand via the Sentech network (subscriber base is immaterial).

Understanding MultiChoice SA

Value created for our stakeholders

We strive to create value holistically for all of our stakeholders, creating mutually beneficial relationships based on trust and integrity. As a proud contributor to socio-economic development in South Africa, we recognise the role we play in creating value for our direct and indirect shareholders, employees, suppliers, regulators and broader communities.

Value created

ZAR27.4bn Subscription revenue + **ZAR3.3bn** Advertising revenue + **ZAR11.0bn** Other revenue[1] = **ZAR41.6bn** total value created from customers

[1] Other revenue includes decoder sales, insurance premiums, installation fees, programming and sub-licensing revenue and reconnection fees.

Value distributed

To our customers

- 24/7/365 entertainment anytime and anywhere through packages and streaming services tailored for our customers' needs
- Unique local content that tells South African stories and enables us to develop local creative talent
- World-class sport rights and productions that create an unmatched experience and enable us to support local sporting codes and talent
- Extensive international content access through our licensing and distribution agreements
- A growing platform offering additional entertainment and household consumer products and services
- Dynamic media services for our advertisers to access and reach broadcast and online audiences

To our people

3 644
people permanently employed
(FY22: 3 620)

ZAR3.6bn
paid in remuneration and benefits
(FY22: ZAR3.6bn)

78 106
enrolments on learning platform
(FY22: 191 073)

Employee gender diversity

	Female	Male
FY23	53%	47%
FY22	55%	45%

ZAR194m
spent on skills development, of which 36% related to developing female talent
(FY22: ZAR190m; 48%)

1 098
Employees formally trained
(FY22: 1 556)

To our shareholders

ZAR8.7bn
trading profit[1]
(FY22: ZAR10.8bn)

ZAR6.7bn
core headline earnings
(FY22: ZAR7.3bn)

ZAR5.5bn
dividends declared
(FY22: ZAR6.0bn)

To our government and regulators

ZAR5.7bn
total tax contribution[2]
(FY22: ZAR6.8bn)

ZAR2.5bn
total tax paid[2]
(FY22: ZAR2.9bn)

ZAR3.1bn
total tax collected[2]
(FY22: ZAR3.8bn)

To our suppliers

ZAR11.98bn
spent on local South African suppliers (100% with BBBEE-compliant suppliers)
(FY22: ZAR13.4bn; 88%)

ZAR2.63bn
spent on South African small, medium and micro-enterprises
(FY22: ZAR3.0bn)

ZAR1.98bn
spent on South African suppliers who are at least 30% women-owned
(FY22: ZAR2.8bn)

1 081
accredited installers, employing 5 153 trained technicians
(FY22: 1 127 installers; 3 416 technicians)

ZAR18.8bn
invested in content
(FY22: ZAR18.0bn)

ZAR2.6bn
spent on set-top box purchases
(FY22: ZAR2.7bn)

275
DStv Diski Challenge players promoted to PSL first teams since inception

Level 1 BBBEE
since the start of BBBEE ratings in South Africa

1.6m
children reached in schools and communities through Let's Play physical education challenge

ZAR284m
spent on CSI projects (FY22: ZAR296m)

136
students were trained through MultiChoice Talent Factory over the past eight years

To our society

[1] *Trading profit includes the finance cost on transponder lease liabilities but excludes the amortisation of intangible assets (other than software), impairment of assets, equity-settled share-based payment expenses and other operating gains/losses.*

[2] *The total tax contribution amount reflects all cash taxes paid and collected by MultiChoice SA. The tax paid amount is the actual cash tax incurred and paid by MultiChoice SA in FY23 and includes corporate income tax, property taxes, social security contributions, etc. The tax collected amount reflects taxes not incurred by MultiChoice SA, but taxes that were collected by MultiChoice SA on behalf of revenue authorities (e.g. PAYE and VAT).*

Understanding MultiChoice SA

Socio-economic transformation

MultiChoice SA is a level 1 BBBEE contributor. We are committed to contribute to an inclusive society by transforming our broader industry through our corporate social investment (CSI), enterprise development and preferential procurement programmes.

Flagship CSI initiatives

MultiChoice Talent Factory

The MultiChoice Talent Factory (MTF) is a 12-month filmmaking training programme offered in 14 countries across Africa. It includes an internship, masterclasses for industry professionals, and a pan-African digital networking portal for creatives. The internship includes the production of films for broadcast on M-Net's local channels and on Showmax. The four MTF academies are based in Kenya, Nigeria, Zambia and South Africa.

Over the past eight years, 369 storytellers have been trained across Africa. In the past year, the South African academy added 12 graduates and the MTF scriptwriting incubator added 11 scriptwriters. This brings the total number of students trained through the MTF in South Africa to 136.

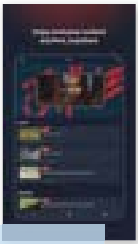
The internship for the class of 2022 included placements on professional productions such as *Miss SA*, *Starlight Classics* and *SA Idols*.

DStv Diski Challenge

The DStv Diski Challenge is a multifaceted development programme offering Premier Soccer League (PSL) reserve teams the chance to play in a competitive league, broadcasting internships for young people, and free broadcast rights for regional TV stations on DStv to broadcast the football competition.

The DStv Diski Challenge is an important platform for developing players for PSL teams.

Since inception, 275 players have been promoted to PSL first teams and more than 200 players have represented South African national teams in international competitions.



SuperSport Let's Play

SuperSport Let's Play gives young people the opportunity to participate in sport activities. The campaign was launched in 2005.

To date, 1.6 million children in thousands of schools and communities have been reached through the Let's Play Physical Education Challenge.

SuperSport Schools

SuperSport Schools aims to grow schools sport and get more sports stars to shine by broadcasting a full and growing range of South African school sports codes, matches and events.

SuperSport Schools records and live-streams schools sport so that parents and other interested parties can watch live games from anywhere, any time and on demand. There is no cost to the viewer. This initiative has drawn around 375 000 registrations to the app since launch.

We have invested over 300 cameras at ~150 schools and sport clubs and currently cover 37 different sports codes. SuperSport Schools generated more than 21 million cumulative video views in FY23 and the group has now also added a linear channel (216) to our broadcast platform given its popularity and success to date.

MultiChoice Sport and Development Trust

The MultiChoice Sport and Development Trust aims to encourage participation in sport by promoting access to sport and sporting excellence primarily for previously disadvantaged and underserved communities. Some of the initiatives supported by the Trust include the DStv Schools Netball Challenge, PSL Player Transition Programme, and the SuperSport Schools playing fields. To date, more than ZAR70m has been invested in several initiatives.

Understanding MultiChoice SA

Socio-economic transformation continued

DStv Schools Netball Challenge

The DStv Schools Netball Challenge (DSNC) is a platform geared towards the development of young female athletes who play netball at secondary schools across South Africa.

In 2022, players and coaches from over 20 schools in the Ubuntu stream of the DSNC benefited from a two-day coaching clinic hosted by some of the best netball minds in the country. In total, nine coaching clinics were conducted in nine provinces. These clinics, helped the players prepare for the national finals and build their confidence through mentoring from professional players.

The 2022 season of the DSNC culminated on Women's Day with kwaZakhele High School and C&N Sekondêre Meisieskool Oranje winning the titles in the Ubuntu and Botho divisions respectively.

Over 26 000 girls took part in the tournament, which makes it one of the largest school sports events of calendar year 2022.

SuperSport Schools playing fields

The SuperSport Schools playing fields project aims to increase access to state-of-the-art sporting facilities for disadvantaged schools and communities across South Africa. The playing fields can be used for five different sports: hockey, 5-a-side soccer, tennis, volleyball and netball.

SuperSport has been building multipurpose sports fields in schools across South Africa. By giving disadvantaged schools and communities access to state-of-the-art sporting facilities, SuperSport encourages children to participate in healthy activities. This provides much-needed social and physical stimulation, which positively impacts their overall wellness.

To date, we have installed multipurpose sports fields at 44 schools, with 129 000 children participating in weekly sports programmes on these sports fields.

PSL Player Transition Programme

PSL and MultiChoice launched the PSL Player Transition Programme in January 2022. The programme focuses on PSL players aged between 28 and 35 years and aims to equip and empower them with skills to find careers off the field after they retire. The programme is run by the Gordon Institute of Business Science.

In November 2022, 27 PSL players graduated from the MultiChoice PSL Player Transition Programme.

Enterprise development and job creation initiatives

MultiChoice Enterprise Development Trust

The MultiChoice Enterprise Development Trust aims to support and grow start-ups and small enterprises. The Trust manages the Innovation Fund, which aims to fast-track entrepreneurs to leadership in the technology, film and content production industries.

It provides start-up entrepreneurs and established SMEs with financial support, mentorship and business development and management skills to enable them to bring their business ideas to life and create much-needed employment opportunities.

Since inception in 2012, the fund has disbursed ZAR379m in loans, grants, and business development support to assist beneficiaries to acquire skills and assets. During FY23, the fund invested a further ZAR52m which resulted in 181 new jobs created. The total number of jobs created to date is 1 381.

The Trust launched the MultiChoice Accelerator in 2021. The programme aims to support small businesses to secure funding from global investors to scale their businesses. In 2022, 20 entrepreneurs from South Africa participated in the programme and six finalists secured more than USD12 million in investment from the United Arab Emirates.

The MultiChoice Accelerator programme has been expanded to include Nigeria, Ghana, Kenya, Ethiopia, Zambia, Angola, Ivory Coast and Senegal. In February 2023, 11 start-ups were selected to pitch their ideas to global investors.

Preferential procurement

Our preferential procurement programme supports small, medium and micro-enterprises that play a critical role in growing the economy and creating jobs. MultiChoice SA's preferential procurement spend was ZAR12.0bn in FY23 (FY22: ZAR13.4bn). 100% of this spend was directed to black-owned businesses (FY22: 88%).

The spend to black women-owned businesses, defined as having at least 30% black women ownership, was ZAR2.0bn (FY22: ZAR2.8bn).

We support six regional TV stations in South Africa through our enterprise development. We provide the latest broadcast equipment, training in production and business education and management, as well as funding to produce local stories.

MultiChoice SA's preferential procurement spend was

ZAR12.0bn

100% of this spend was directed to black-owned businesses

Youth Employment Services

MultiChoice partnered with the Youth Employment Services (YES) in 2020. The YES initiative is a business-led collaboration with government to create work opportunities for unemployed black South Africans between the ages of 18 and 35.

The partnership with MultiChoice is aimed at creating employment opportunities in all industries including ICT, engineering and satellite communication.

Since the start of our partnership, we invested ZAR107m in learnerships, internships and apprenticeships across all nine South African provinces. This investment has helped create 1 190 job opportunities.

Key focus areas going forward

Our transformation initiatives play an important role in contributing to our country's socio-economic development by developing talent pipelines in TV, film, and sport, supporting small businesses, creating jobs and sustaining relationships with our stakeholders, including authorities, partners and customers.

The initiatives above are just a few of our highlights. The MultiChoice Group supports several other initiatives which can be found on our website.

www.multichoice.com/enriching-lives.

Understanding MultiChoice SA

Our external environment

We operate in a dynamic industry which is impacted by changes in technology as well as customer needs. This requires us to constantly innovate and adapt to shifting circumstances. Our strategy for continued success is to keep enriching lives by using our platform and technology to deliver entertainment and other services that address the everyday needs of our customers.

South African economy

- Macro-economic difficulties include a weak economy, ongoing high stages of loadshedding, sharp interest rate hikes impacting a highly indebted population, critical policy uncertainty and record unemployment. This has resulted in real GDP growth declining from 4.9% in 2021 to 1.9% in the current year.
- The inflation rate increased meaningfully in 2022 and is even higher when isolating food and fuel inflation which severely impacts consumers. The South African rand has also deteriorated to the weakest levels since 2021 against the United States dollar.

	Real GDP growth[1]		Inflation rate[2]		Exchange rate versus USD[3]	
	2021	**2022**	2021	**2022**	2021	**2022**
South Africa	4.9%	**1.9%**	5.9%	**7.2%**	10%	**(10%)**

[1] GDP data from the World Bank Global Economic Prospects Report (January 2023).
[2] Inflation data represents the inflation rates in December of a given year, extracted from the Trading Economics website.
[3] Exchange rates represent the average of the month-end rates for the calendar year per the company's accounting system. A positive value indicates a stronger South African rand against the US dollar and vice versa.

Consumer behaviour is changing

- Rising smartphone adoption, along with faster mobile internet connections and declining data costs, mean that more consumers are viewing on-demand content on connected devices. These trends are complemented by incremental improvements in fixed broadband connectivity.
- Improving connectivity is a catalyst for new and evolving business models, not only in the video entertainment space, where traditional linear pay-TV and free-to-air services increasingly compete with new paid and advertising supported streaming services, but also in other adjacent sectors.
- Within the video entertainment space, satellite remains the most cost-effective and efficient means of distributing long-form video content at scale to the mass market, but OTT delivery does provide access to a broader variety of services for those that can afford the necessary devices, connectivity costs and OTT services.
- The evolving video entertainment industry is front of mind for MultiChoice SA, and we are focused on capturing the associated opportunities, mitigating the potential risks from disruption and adapting our overall strategy to account for changing trends at the appropriate pace.

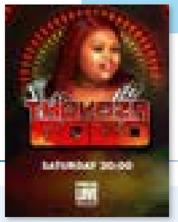
Competitive environment

- Our market is increasingly competitive, given vibrant free-to-air operators and a growing number of online competitors, notably in the streaming space, and requires us to offer better value and differentiated services to our customers to remain competitive.

Opportunities and risks

We actively evaluate and cultivate a pipeline of opportunities that are aligned to our purpose and broad strategy of enriching lives by using our platform and technology to deliver entertainment and other services that address the everyday needs of our customers.

Our opportunities and how we address them



Large addressable core market

We see an opportunity to continue to grow subscribers in our core pay-TV business in the mass market while focusing on retention in our premium and mid-markets as we serve an addressable market of 15m customers in South Africa, growing to 17m by 2028 (+8%).

Deep understanding of our customers' needs

With 38 years' experience in understanding the preferences of our diverse subscriber base (language, culture, economic status, age and gender), we are well placed to anticipate and meet their evolving needs through content aggregation across linear and streaming environments.

Unique understanding of customer experience

Given that we provide an uninterrupted 24/7, 365-days-a-year service, our numerous customer touchpoints across multiple platforms create an opportunity for us to drive innovation in customer experience to improve customer engagement and activity.

Sizeable and engaged customer base

We have an 'installed' customer base of 9.3m 90-day active subscribers as at 31 March 2023 (FY22: 9.0m), which creates an opportunity for us to serve customers' needs beyond entertainment.

Part of a dynamic organisation investing in exciting areas

While we continue to invest in our own organic development, partnerships and acquisitions, our parent organisation is also investing in a number of exciting areas including in our Rest of Africa and Showmax video businesses, interactive entertainment through KingMakers and fintech through Moment. MultiChoice SA will benefit from these group initiatives over time as we aim to leverage our sister companies to add value to our customers' lives.

Opportunities and risks continued

Our risks and how they are mitigated

At MultiChoice SA, decision-making is supported by a robust risk management process that identifies and seeks to address potential risks.

Regulatory and licensing

We operate in a highly regulated industry where changes in regulatory policy and legislative frameworks can have a significant impact on our business model and customer value proposition.

- Our focus remains on full compliance with existing regulations.
- We continue engaging with regulators and industry bodies proactively.
- Through this approach we keep abreast of all developments while providing input that promotes a balanced and evidence-based regulatory framework.
- We conduct ongoing regulatory reviews and take the necessary steps to mitigate stakeholder concerns.
- Our dedicated, experienced teams (internal and external experts) assist with regulatory engagements, responses to inquiries and other projects/ submissions.
- We promote active engagement with management, government and regulatory authorities about how the proposed regulations could impact the industry and consumers.

Macro-economic factors

Macro-economic challenges, such as currency depreciation and volatility, increases in lending rates and food and fuel prices, political uncertainty, and ongoing electricity shortages places pressure on the South African economies of the countries where we operate. Consumers are affected by the consequent pressure on disposable income, which potentially affects our addressable market, and growth and retention prospects.

- We understand the pressure our customers face and we remain focused on our value proposition to customers and affordability. This is reflected in our pricing decisions, which are typically below inflation vs. ongoing enhancements to our offerings.
- We continue focusing on reducing costs and improving efficiencies to offset any top-line pressures.
- We hedge our foreign exchange exposures for a minimum of 12 to 18 months (depending on the business unit).
- We continue moving costs into local currency where feasible.
- We offer customers various options suited to their circumstances, supporting value for money with the flexibility to adjust to their unique and changing circumstances.
- We continue investing in new products, services and businesses to enhance customer experience while diversifying our revenue streams into the future.

Disruption and competition

The entertainment landscape is becoming increasingly competitive with strong global and local competitors driving increased activity in our markets. Consumers have credible alternatives from multiple sources in video and alternative forms of entertainment. Further, content providers may choose to license their content to intermediaries or go directly to consumers, withdrawing rights from us in the process.

- We understand entertainment and technology are evolving, as are consumption habits. As such, we continuously invest in product and service innovations, and we focus on better products, value and customer service.
- Retaining attractive content rights is a priority, as is investing in our platforms and our content and technology partnerships to maximise mutual benefits.
- We are diversifying our product portfolio and service offering by investing in opportunities in areas adjacent to video entertainment and our established platform to provide a wider array of products and services to our customers. We continue exploring opportunities for relationships with telcos and other third parties to enhance our consumer value proposition through convenience, bundled savings etc.

Technology

Technology is integral to our strategy and operations, e.g. the availability and stability of the billing system is critical to the achievement of our strategic objectives. In addition, the stability and scalability of the DStv via Streaming app is imperative to drive our OTT initiative.

- We invest in improving our existing systems and platforms, and monitoring, innovating and collaborating to offer increased value to customers, which are all a key part of our business plan.
- Our IT controls framework, based on Control Objectives for Information and Technologies (COBIT) framework, continues to be implemented in new developments, changes and error corrections. The framework's robustness is regularly reviewed.
- Significant improvements to simplify billing and business rules were implemented during the year.
- We have announced a syndication deal with Sky on Sky Glass which will leverage its connected hardware and aggregation software.
- Rigorous testing programmes are implemented for all software updates and rollouts for our internal systems and platforms.
- Redundancy in key equipment and platforms was built at the disaster recovery site at our Samrand and Isando operational facilities.
- All departments related to technology were merged into one technology hub lead by the Group Chief Technology Officer to drive focus areas.

Cybersecurity

The security of our information assets, including content and customer and employee information, is critical. Failure to protect these assets poses a legal and reputational risk.

- We continuously invest in systems and technology to identify vulnerabilities and prioritise the remediation thereof to enhance systems security and reduce business interruptions.
- We employ a chief information security officer and chief data officer to ensure appropriate management attention to this critical risk.
- Controls over information assets are continuously tested, e.g. through unauthorised access and systems penetration testing, and policies are implemented to address information security risks, e.g. around information security incident management and acceptable usage of the group's technology devices and resources. Focus is also placed on the content value chain and protection of customer and employee information. For example, we ensured full compliance with the Protection of Personal Information Act (POPIA) and increased our insurance cover to mitigate against risks.
- International studios undertake security assessments from time to time in support of their agreements with us.
- We have maintained our Content Delivery and Security Association (CDSA) certification.

Securing content

Access to quality content at the right price is a major business consideration. Content rights, for both general entertainment and sport, are highly sought after with increased competitive activity in our markets likely to impact content renewals over time Further, local currency weakness against hard currencies can lead to increased costs.

- Rights are regularly reviewed with due consideration for the economic value of each set of rights, and bids are tabled accordingly.
- We bid for and secure a broad set of popular and more niche sporting rights, according to rights cycles as determined by sport rights owners.
- We continue to aggressively increase our investment in local content.
- We maintain our relationships with rights owners to maximise mutual benefits.
- We license international content and partner with third-party streaming services to provide a compelling aggregation service in our linear environment.

Understanding MultiChoice SA

Opportunities and risks continued

Tax

We pay taxes to the revenue authority in South Africa. There are typically various local and international tax policy changes in play which increase the risk of our tax environment.

- Maintain and update key documentation required by revenue authorities.
- We have a strong focus on tax compliance in-country and often appoint third-party advisors to assist.
- We regularly conduct transfer pricing benchmarking and assurance reviews.
- We actively participate in global and regional tax policy and tax administration discussions (via the Africa Industry Tax Association).
- We strive to build and maintain good relationships with the African Tax Administration Forum and other relevant bodies.
- We regularly review our tax resources to ensure the group has the capacity to deal with the challenges.

Business continuity management

The group must be able to anticipate, prepare for, respond to and recover an appropriate level of service in the event of an interruption. This includes technology failures in broadcasting/digital playout, customer service, billing/payment systems and payroll. The business continuity management programme is focused on people, processes, systems and information.

- Business continuity management is well established in the group and continuously improved. All operational and functional areas in the group have documented and tested business continuity plans.
- The business continuity management programme is well governed through internal executive committees, with regular reporting to the board and its committees.

Piracy

The illegal retransmission and piracy of content, including illegal connections, file sharing, illegal internet streaming of sporting content and the piracy of local content remain key risks to the business.

- Our parent organisation continuously invests in our sister platform and application security company, Irdeto, which offers cybersecurity and anti-piracy solutions in media and gaming.
- Partners Against Piracy (PAP) is a pan-African campaign that works towards the prevention of content piracy. We are actively supporting PAP and aim to create awareness and educate the general public about the negative impact of consuming illegal content.

Talent and skills scarcity

To move into the next generation of media services, we require talent and competence to operate in a data-driven world of big data, machine learning and artificial intelligence (AI), all areas with skills shortages globally. However, the focus on talent and competence is not limited to these areas.

- The group's reward structures are aimed at retaining employees in key areas and include bonuses and share schemes.
- We identify the scarce skills and competencies required.
- Focused recruitment of scarce skills remains a priority.
- This is supported by programmes designed to develop a pipeline of talent.
- We partner with vendors for skills transfer and programmes.
- We position our company as an employer of choice.

Our strategic priorities

Key strategic priorities

MultiChoice SA is part of the MultiChoice Group, and the detail of the strategic elements MultiChoice SA drives in that context is shared below.

Lead in content aggregation and differentiate in local and sports content

In an evolving video entertainment industry, a differentiated content strategy is key to success. Our strength lies in our local content expertise, the appeal of our sports offering and our ability to aggregate and connect our viewers to a full-service video entertainment offering.

Our significant and growing investment in local content sets us apart from international competitors, especially as South African viewers love to see content in their own languages, with local actors and stories that resonate culturally. Demand for local content continues to exceed our supply, and local content is cheaper to produce on average per hour with lower currency risk than international content. We also have greater control and flexibility in how we leverage owned content across our packages.

On the sports front, we remain committed to exciting customers with the best in local and global sport while carefully managing the cost of acquiring sports broadcasting rights to ensure that we can run a sustainable business. We are the largest funder of sport in South Africa and our local production capability is unmatched and is globally recognised by peers and sports bodies for its professional expertise and quality, e.g. we will be the host broadcaster for the 2023 Netball World Cup.

We also ensure that our subscribers enjoy a compelling international general entertainment content offering through licensed series, films and channels, and through access to MultiChoice Group and third-party streaming services on our connected devices. The video entertainment industry has undergone a fundamental shift and created new ways for us to engage with our customers as they opt for a portfolio of entertainment options rather than one dedicated provider. An opportunity therefore exists for an aggregator like us to provide a single, seamless customer interface to an entertainment platform of choice in the home. Our connected device and aggregation strategy aims to ensure that our traditional broadcast business captures this nascent but compelling long-term opportunity.

Understanding MultiChoice SA

Our strategic priorities continued

Drive growth and support retention

Growing and maintaining a vibrant subscriber base remain key to our success as a group. Our South African subscriber base has different characteristics across our packaged tiers, and we need to cater for our subscribers' specific requirements and circumstances. Given economic and loadshedding challenges in our market, we are particularly focused on retaining the top and mid markets, while continuing to grow in the mass market. Our 'installed' customer base also provides the foundation on which we are building out our consumer services platform, as it provides opportunities for new ways to add value to our customers' lives, while enhancing returns to our shareholders through improved average revenue per user (ARPU) and/or churn rates.

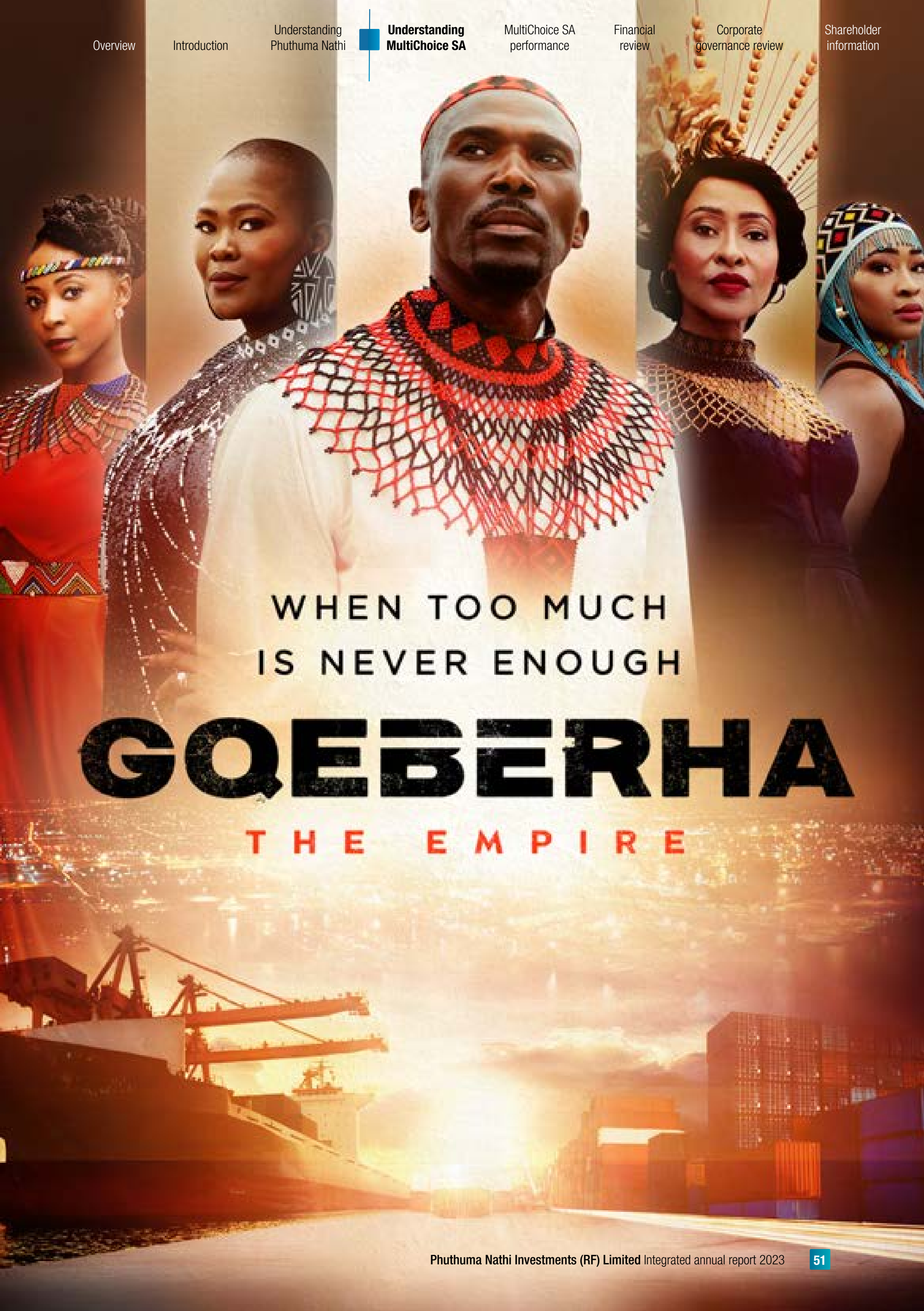
Enhance our ecosystem of scalable, tech-based consumer services

Our parent organisation is looking to invest in opportunities in Africa that are consumer-focused, which leverage our scale, and that are underpinned by technology. We are well positioned to contribute to this initiative to develop a compelling consumer services platforms in sub-Saharan Africa given our scale and distribution capabilities, proven track record, investment in relationships with customers and suppliers, established payment collection capabilities and ability to navigate the nuances of operating in South Africa.

Aside from our organic initiatives in areas like DStv Insurance and our partnership initiatives in areas like DStv Internet, we have also made incremental investments in complimentary areas like Namola and AURA in on-demand security and medical services. We will continue looking for more opportunities that fit our investment/capital allocation criteria to further expand our ecosystem, add value to our customers' lives and create shareholder value.

Maintain operational excellence and sustain cost reduction

Our aim is to broadly protect trading margins and free cash flow generation in our South African business. We continuously strive for operational excellence and optimising cost efficiencies across our business units. From time to time, this may require some upfront investment as we redesign certain critical systems to support our future business requirements and customer needs. Another key element of this strategy is our ongoing initiatives to embed analytics and AI in the organisation, focusing on improving customer experience, driving revenue, enhancing content discovery and reducing costs.


WHEN TOO MUCH
IS NEVER ENOUGH
GQEBERHA
THE EMPIRE


CHICAGO | MED
ISIBOPHO

MultiChoice SA **performance**

Operational review for the year ended 31 March 2023

MultiChoice SA performance

MultiChoice SA performance review

MultiChoice SA continues to be the largest investor in local and sports content in South Africa and plays a meaningful role in further developing the local film and production industry.

Our contributions to South Africa

3 644

fulltime employees
(FY22: 3 620)

ZAR5.7bn

total tax contribution
(FY22: ZAR6.9bn)

90-day active subscribers (m)

	FY22		FY23
	9.0	3.3%	**9.3**
Premium	1.4	(6.2%)	**1.3**
Mid-market	2.8	(3.3%)	**2.7**
Mass market	4.9	9.6%	**5.3**

Our operating performance

9.3m

90-day active subscribers
(FY22: 9.0m)

MultiChoice SA demonstrated resilience in what was an increasingly challenging period. Macro-economic and consumer pressure points continued to grow, exacerbated by the impact of persistent and elevated loadshedding which deteriorated into the fourth quarter of FY23. As loadshedding escalates beyond stage 4, we have seen an increasingly negative impact on TV viewership and subscriber activity rates.

This has translated into lower-than-expected subscriber activity and subscription revenues in our business in FY23. Although we were able to grow our 90-day active subscriber base by 0.3m subscribers YoY, we saw a decoupling of our 90-day active and current active subscriber metrics at 31 March 2023 as illustrated by the 0.1m YoY decline in our current active base. This means that although customers still want our products, they are more selective on when they renew their subscriptions if for example there are high levels of loadshedding.

We continue driving operational efficiencies and digital agility, as we aim to leverage the momentum generated by the COVID-19 lockdowns in accelerating the pace of digital adoption in the business.

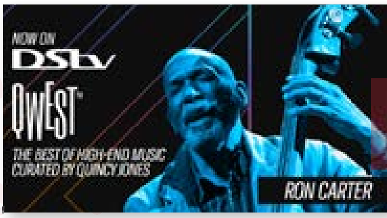
10%

growth in mass market segment (FY22: 7%)

Our mass market tier (i.e. Access and Family packages) grew 10% YoY after absorbing a weighted average 4% price increase at the beginning of the year. We remain excited about the mass market opportunity and regard our Access base as a springboard for future growth and average revenue per user uplift as income levels of consumers improve over time and our product offers widen. We are already seeing some of this materialise through upgrades from Access to Family within the mass segment, driven by a compelling content offering and targeted campaigns and upgrade strategies.

Our mid-market tier declined by 3% YoY as our Compact base is most exposed to the current challenges in the macro-economic environment. On top of the loadshedding challenges explained above, our mid-market customers are most impacted by rising inflation (notably energy, fuel and food costs), rising interest rates in a segment of the market that is increasingly overindebted, and elevated unemployment. Nonetheless, our team has been working hard to revitalise the Compact value proposition by:

- working with the PSL to optimise the DStv Premiership for improved fan engagement while also leveraging the tournament to drive positive awareness of our family of brands,
- launching the dedicated Compact Cup to better bridge the football offseason,
- rejuvenating our Compact branding for a younger, more tech-savvy demographic with our "iRep Impilo" campaign, and
- continuing to invest in the leading local content in our market, while developing innovative new offerings like *Big Brother Titans.*



MultiChoice SA performance review continued

Our premium tier (i.e. Premium and Compact Plus packages) decreased by a further 6% YoY in FY23. However, in terms of the underlying components of our premium tier, we are seeing a further deceleration in subscriber losses in our Premium base, which is indicative of both our focused work behind retaining and engaging our Premium base by enhancing our consumer value proposition, and a trend towards a core segment of households that want to have the best of what the South African market can offer in entertainment. In contrast, our Compact Plus base is under the same pressure points as our Compact base and is weighing on the performance of our premium tier. Encouragingly, our Premium package on DStv via Streaming reflected a healthy increase YoY.

We continue to build out our OTT and aggregation strategy

We introduced several product additions and improvements during the year such as, Disney+, Universal Plus, and 4k football for the 2022 FIFA World Cup, together with returning content after the COVID impact and production hiatus, and recorded a strong year of growth in our DStv via Streaming product.

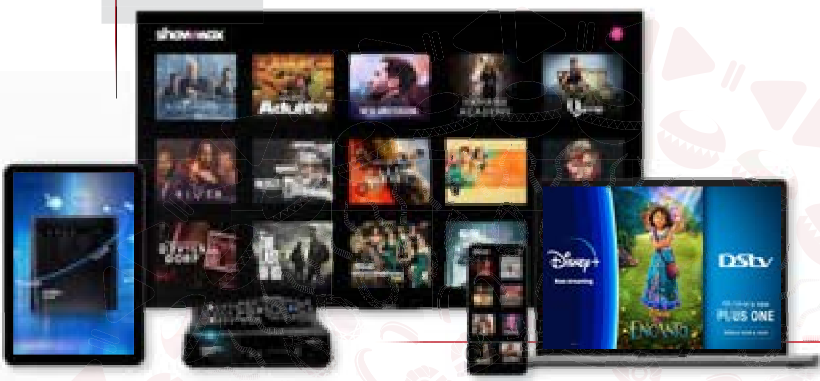
In order to support our customers on their digital enablement journey, while also creating opportunities to offer them bundled service savings, we further enhanced our DStv Internet offerings in FY23. Our DStv Internet fixed-wireless LTE service, which we launched in FY22, saw encouraging traction this year. As a result, we launched a DStv Internet fibre service in the second half of FY23, which shows promise based on early customer engagement with the product offering.

ZAR256

average revenue per user (FY22: ZAR269)

The ongoing shift in subscriber mix, with growth in the base predominantly driven by our Access package at a ZAR120 price point in FY23, resulted in blended average revenue per user declining by 5% from ZAR269 in the prior year to ZAR256 in FY23.

While there is still a healthy base of Premium subscribers, we continue to see a gradual shift in revenue mix, as the mass market maintains healthy growth momentum. Short-term pressure in our mid-market is negatively impacting mix trends, while the impact of loadshedding on activity rates has also weighed on our average revenue per user.



That said, we still see potential for our mass and mid-market subscribers to follow an upgrade journey over time as economic circumstances improve. In this regard, we have implemented upgrade strategies such as open periods and episode previews to help customers discover shows that they might enjoy on higher packages. In addition, our longer-term ambition is to stabilise and then improve average revenue per user through a focus on an improved core value proposition for our subscribers and the introduction and scaling of additional value-added services like our internet and on-demand emergency response products.

Digitalisation remains a core focus

We strive to create digital customer experiences supported by clear design principles of “easy to join”, “great to stay” and “watch your way”. Our customer ecosystem is now fully digitised such that a customer can join, watch, pay, get help and be rewarded entirely online in a PC or mobile environment. In digital customer service, our efforts continue yielding positive results for the business and create convenience for our customers.

Our WhatsApp, web and DStv app self-service platforms continue delivering a strong uptake with overall user growth of 3m. Digital payments grew by 33% YoY, and our self-service channels overall account for 75% of all customer interactions, reducing the need for in-person contact.

2.8m

DStv Insurance customers (FY22: 2.4m)

Our insurance business grew its customer base by 19% YoY in FY23 (FY22: 11%). Our current product stack includes device and life products (subscription waiver, funeral and debt waiver) which are showing good growth in the market. Growth over the past year was mainly driven by our life products which grew by 345% YoY, while our more mature device Insurance business still showed decent growth at 4% YoY.

MultiChoice SA performance

General Entertainment

Content is at the core of our business and our content offering sets us apart from our competitors. As Africa's most loved storyteller, we offer a diverse variety of channels and content to cater to our customers' multifaceted entertainment needs. From the production of shows and acquisition of channels and content, to our scheduling strategy, our key ambition is to surprise and delight our customers with great general entertainment all year round.

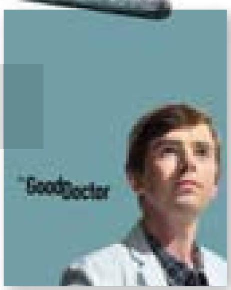
We showcase our content through traditional pay-TV, the Catch Up service, and via streaming through the DStv app. Demand for localised content and channels continues to grow, with audiences wanting to see more local stories. Consequently, we have further increased our local production hours and continue to focus on personalisation of content offerings, content discovery and support for aggregation of content and time-shifted viewing.

M-Net

M-Net 101 remains the flagship General Entertainment channel for Premium subscribes. To keep up with evolving viewing preferences, M-Net 101 expanded its offering by curating additional seasons of bingeworthy box sets on Catch Up and the DStv app. This gives consumers the ability to engage with content through a personalised DStv app experience and enhanced content search functionality.

Local reality shows, such as *My Kitchen Rules South Africa*, were among the most watched programmes on M-Net 101 in FY23. These series satisfy DStv Premium subscribers' thirst for competitive skill-based game shows and remain a hit among our viewers. The hit local drama *Lioness* returned for its second season, and once again showcased M-Net's thrilling storytelling.

Returning international procedural series such as *FBI, The Rookie, The Good Doctor, Blue Bloods,* and *Chicago Med* have been instrumental in driving Catch Up viewing on M-Net 101. We also broadcast various internationally acclaimed shows, such as HBO's *House of the Dragon S1* and *The Last of Us S1*, concurrent with the airing in the United States of America. The *Yellowstone* franchise has also become a favourite among our audiences.



M-Net continued to package and release perennial favourite blockbuster movies via pop-up channels. This included the M-Net Movies *Fast & Furious,* M-Net Movies *Hollywood Sexiest,* M-Net Movies *Lethal Legends* and M-Net Movies *Action HQ* channels. These pop-up movie festivals have proven to be popular among DStv Premium movie fanatics.

While M-Net audiences have been impacted by pressure in our Premium base in recent years, viewership levels improved on the channel in FY23 as our Premium base began to stabilise and our content acquisition and scheduling improved.

Local channels

Our proudly South African premier video entertainment brands, kykNET and Mzansi Magic, remain the most watched channels in their respective markets and remain a core driver of the group's increased local production hours.

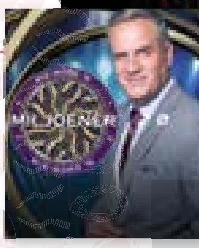
kykNET

kykNET maintained its prominent position in the DStv Premium Afrikaans market as linear viewing still accounts for a significant majority of kykNET's prime time viewership. The daily news broadcast *eNuus* is a key driver of linear viewership, followed by kykNET's slate of soap operas and telenovelas. The long-running and iconic kykNET soap opera *Binnelanders* grew its linear viewership by 9% YoY and was among the most watched Afrikaans series on the DStv and Showmax apps.

Big format reality series such as *Boer Soek 'n Vrou* and *Wie Word 'n Miljoenêr* continued to drive viewership and social media talkability for kykNET.

Returning for a 15th season, *Boer Soek 'n Vrou* remains the most watched Afrikaans programme on linear viewing, Catch Up and the DStv app. *Wie Word 'n Miljoenêr S2* aired in January 2023, and remains a driver across viewing platforms.

kykNET & kie's *Arendsvlei, Suidooster* and *Koortjies Met Jonathan Rubain* have been consistent viewership drivers throughout FY23. Specifically developed to reach Afrikaans subscribers on DStv Premium, Compact Plus, Compact and Family, these series have underpinned the continued reach and potency of Afrikaans content on DStv. New programming was launched in FY23 which included the new telenovela *Diepe Waters,* and kykNET's much anticipated reality series *Die Real Housewives van Pretoria*. The introduction of *Die Real Housewives van Pretoria* adds to MultiChoice's array of *Real Housewives* franchises that stretch across the continent. Based on the success of kykNET's *Real Housewives* franchise production, kykNET launched *Die Real Housewives van die Wynlande* in April 2023.



MultiChoice SA performance

General Entertainment continued

Mzansi Magic

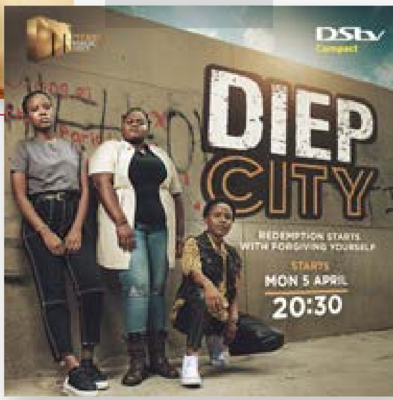
Mzansi Magic's inspiring and bold storytelling continues to reflect the lived experiences of many South Africans, as well as hold a mirror up to their growing aspirations. FY23 was a period of transition as the channel retired some long-standing titles and increased experimentation with new formats.

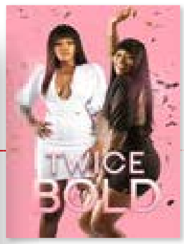
Telenovelas remain the bedrock of appointment viewing on Mzansi Magic, with the 19:30 Monday to Friday slot remaining a key anchor of appointment viewing. *Gomora* is currently in this slot and plans are in place to further strengthen the slot with a new offering in FY24. *DiepCity* and *The Queen* came to an end in late FY23 and were replaced by *Umkhokha*: *The Curse* and *Gqeberha: The Empire*, respectively. *Umkhokha*: *The Curse* was born from the highly successful FY22 Sunday 13-part drama *Umkhokha*, which revolved around the battle between the Mthembu and Mzobe families as they fought for leadership of one of the biggest churches in KwaZulu-Natal.

Gqeberha: The Empire encompasses themes of dynasty, family, love, betrayal, polygamy, and jealousy. Produced by the award-winning Tshedza Pictures, *Gqeberha: The Empire* will showcase the majestic beauty of the Eastern Cape shoreline, while providing high intrigue and drama to Mzansi Magic viewers.

Big Brother Titans was a special edition of the widely loved *Big Brother* show, and is a fusion of two TV phenomena, *Big Brother Mzansi* and *Big Brother Naija*, and aired in January 2023 as we exited the festive season. The dedicated *Big Brother Mzansi* channel rose to the third most watched by DStv Compact viewers. The Sunday Eviction Show was a notable social media conversation driver and attracted 16% and 10% linear viewing audience share among DStv Compact and DStv Access households, respectively.

Reality series have added tone and texture to the overall local content offering on Mzansi Magic. In its 6th season, *Uthando Nes'thembu* continued to rank among the most watched reality series among DStv Compact viewers, averaging 35% live audience share. Mzansi Magic's launch of new reality formats produced instant hits such as *Twice As Bold* and *Short And Sweet* (which were among the 10 programmes on the channel in FY23). *Mnakwethu* remained in Mzansi Magic's top-performing programmes on linear and Catch Up viewing.





The new game show, *The Saturday Showdown*, ignited viewing in June 2022, as it delivered on the channel's promise to provide family-friendly entertainment. In FY24 Mzansi Magic will showcase the long-running reality series *Idols South Africa* for a 19th and final season.

Third-party channels

Our comprehensive slate of third-party local and international channels delivers on our promise to bring the best channel brands to our audiences, and include a wide variety of award-winning shows across multiple genres.

The local content offering from third-party channels continued to excite our audiences in FY23. The *Anni Dewani* case that captured the attention of South Africa and the world was retold in a captivating documentary on Discovery ID. *Chef Nti* revitalised audiences on the Food Network and Moja Love brought the most exciting edge-of-your-seat real-life intervention shows that tell real stories of real people.

A new family favourite brand, *Moonbug Kids,* was added to our world-class slate of children's channels and is aimed at pre-school children with fun-filled, wholesome entertainment. *Spongebob Squarepants* now speaks Zulu thanks to the inclusive localised spirit or our partners at Paramount Africa.

We launched *Qwest TV,* which was co-founded by the legendary Quincy Jones, alongside TV and music producer and programmer Reza Ackbaraly. *Qwest TV* brings genre-agnostic musical content to the African continent, Movieroom was also launched this year and is focused on bringing local and international blockbuster hits and unforgettable cinema classics to our audiences. BBC UKTV offers the best showcase of British content, enriching our entry-level bouquets.

The above developments have been complemented by our wide range of third-party programming across multiple genres, including documentaries, lifestyle, general entertainment, news and commerce, music and children.

MultiChoice SA performance

SuperSport

The period under review was a year of firsts for SuperSport – the first live production of the Comrades Marathon, the upskilling of an all-women crew for their debut at the July 2023 Netball World Cup, the beginning of remote commentary across the continent and the addition of multiple new African languages to SuperSport's offering. All of this took place amid a flurry of live sport with a staggering 24 899 live events and 1 068 live productions broadcast during the year.

Headline events which elevated our service and showcased our full offering this year included the 2022 FIFA World Cup, the debut SA20 cricket tournament, the women's AFCON, the Ryder Cup, the men's T20 World Cup, the women's T20 World Cup, the IAAF World Athletic Championship, Commonwealth Games, and the Rugby Sevens World Cup.

Seamless coordination between our SuperSport, South Africa and Rest of Africa teams resulted in the hugely successful "Here for Every Fan" World Cup campaign, which was localised in South Africa with the "Kusazob" campaign. This helped our business to kick off the festive period.

This year we partnered with Cricket SA and other shareholders to deliver an exciting new local cricket venture in the form of SA20. The inaugural tournament, with SuperSport also the broadcaster, was a huge success and a boon for South African cricket, securing international broadcasting rights, boosting viewership and sentiment around the sport locally and providing exposure to local talent. This was followed, in February 2023, by the T20 Women's World Cup, held in South Africa, where the Proteas reached the final and galvanised support for the continued emergence of top-tier women's sport.

During major events, thematic channels are dedicated to the specific events as was the case for the IAAF World Championships 2022. Similarly, our LaLiga and Football variety channels were temporarily repurposed and rebranded for the 2022 Commonwealth Games.

Football fans had a feast of entertainment throughout the year. The eKasi Champ of Champs and Compact Soccer Tournaments seamlessly bridged the football off-season in South Africa, with the former winning the "Competition Sponsorship of the Year" award at the 2022 Hollard Sports Industry Awards.

We continued to develop our presence in digital spaces in FY23.

Underscored by the redesign for the FIFA World Cup, the SuperSport website now has over 36m unique users. Registrations across our SuperSport digital platforms have reached the milestone of 3m users.

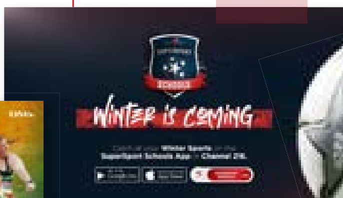
Our social media audience grew to 25 million fans and followers across platforms such as YouTube, Facebook, TikTok, Instagram and Twitter.

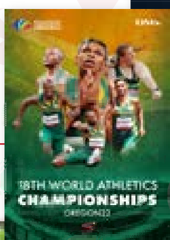
Elsewhere, our developing partnership with KingMakers through the BetKing brand saw SuperPicks sustain its encouraging initial momentum. The free-to-play predictor platform gives consumers the opportunity to win a life-changing jackpot (ZAR1 million) by predicting the correct scores from six football fixtures, and has amassed over 350 000 active users in South Africa.

The platform is supported by a fan favourite magazine show, Super Saturday, which features in the top five most watched magazine shows in South Africa.

Meanwhile, the SuperSport Schools platform which was launched in 2021 showed extraordinary growth, culminating our decision to launch a linear channel for the platform in March 2023. In the year under review, an average of 93 hours was streamed per day, which equates to four channels broadcasting sport 24 hours per day. Over 850 South African schools and more than 8 500 teams have been featured on the platform, with the app now boasting around 300 000 registered users. In March 2023, we had over 300 automated AI-driven cameras installed at 150 schools across South Africa.

With regard to major rights, which are the lifeblood of the SuperSport business, we secured renewals for the English Premier League, Formula 1 and International Cricket Council rights alongside an assortment of other extensions.



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Financial **review**

Financial review for the year ended 31 March 2023

Financial review

Independent auditor's report on the summary consolidated and separate financial statements

To the shareholders of MultiChoice SA Holdings Proprietary Limited

Opinion

The summary consolidated and separate financial statements of MultiChoice SA Holdings Proprietary Limited, set out on pages 67 to 78, which comprise the summary consolidated and separate statements of financial position as at 31 March 2023, the summary consolidated and separate income statements, the summary consolidated and separate statements of comprehensive income, changes in equity and cash flows for the year then ended, and related notes, are derived from the audited consolidated and separate financial statements of MultiChoice SA Holdings Proprietary Limited for the year ended 31 March 2023.

In our opinion, the accompanying summary consolidated and separate financial statements are consistent, in all material respects, with the audited consolidated and separate financial statements, in accordance with IAS 34 *Interim Financial Reporting* and the requirements of the Companies Act of South Africa as applicable to summary consolidated and separate financial statements.

Summary consolidated and separate financial statements

The summary consolidated and separate financial statements do not contain all the disclosures required by International Financial Reporting Standards and the requirements of the Companies Act of South Africa as applicable to annual financial statements. Reading the summary consolidated and separate financial statements and the auditor's report thereon, therefore, is not a substitute for reading the audited consolidated and separate financial statements and the auditor's report thereon. The summary consolidated and separate financial statements and the audited consolidated and separate financial statements do not reflect the effects of events that occurred subsequent to the date of our report on the audited consolidated and separate financial statements.

The audited consolidated and separate financial statements and our report thereon

We expressed an unmodified audit opinion on the audited consolidated and separate financial statements in our report dated 13 June 2023.

Director's responsibility for the summary consolidated and separate financial statements

The directors are responsible for the preparation of the summary consolidated and separate financial statements in accordance with the IAS 34 *Interim Financial Reporting* and the requirements of the Companies Act of South Africa as applicable to summary financial statements[1].

Auditor's responsibility

Our responsibility is to express an opinion on whether the summary consolidated and separate financial statements are consistent, in all material respects, with the audited consolidated and separate financial statements based on our procedures, which were conducted in accordance with International Standard on Auditing (ISA) 810 (Revised), *Engagements to Report on Summary Financial Statements*.

PricewaterhouseCoopers Inc.

PricewaterhouseCoopers Inc.
Director: D.H. Höll
Registered Auditor

Johannesburg,
South Africa

21 July 2023

[1] *The examination of controls over the maintenance and integrity of the Group's website is beyond the scope of the audit of the financial statements. Accordingly, we accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on their website.*

Summary annual financial statements

Statements of financial position

as at 31 March 2023

	Group		Company	
	2023 ZAR'000	2022 ZAR'000	2023 ZAR'000	2022 ZAR'000
Assets				
Non-current assets	**13 737**	13 835	**16 875**	16 875
Property, plant and equipment	**7 294**	7 990	**–**	–
Goodwill and other intangible assets	**4 816**	4 516	**–**	–
Investments and loans	**51**	44	**–**	–
Derivative financial instruments	**3**	–	**–**	–
Deferred taxation	**1 573**	1 285	**–**	–
Investments in subsidiaries	**–**	–	**16 875**	16 875
Current assets	**29 075**	18 573	**–**	–
Inventory	**257**	206	**–**	–
Programme and film rights	**3 280**	2 747	**–**	–
Trade and other receivables	**5 358**	4 623	**–**	–
Amounts due from related parties	**17 635**	9 609	**–**	–
Derivative financial instruments	**1 369**	12	**–**	–
Cash and cash equivalents	**1 176**	1 376	**–**	–
Assets held for sale	**70**	–	**–**	–
Total assets	**42 882**	32 408	**16 875**	16 875
Equity and liabilities				
Equity reserves attributable to the group's equity holders	**13 064**	12 697	**16 875**	16 875
Share capital	**17 216**	17 216	**16 875**	16 875
Other reserves	**(12 515)**	(13 867)	**–**	–
Retained earnings	**8 363**	9 348	**–**	–
Non-current liabilities	**16 006**	7 771	**–**	–
Lease liabilities	**7 447**	7 102	**–**	–
Long-term loans	**3**	5	**–**	–
Amounts due to related parties	**8 000**	375	**–**	–
Derivative financial instruments	**–**	149	**–**	–
Deferred taxation	**556**	140	**–**	–
Current liabilities	**13 698**	11 940	**–**	–
Lease liabilities	**1 195**	947	**–**	–
Programme and film rights	**5 021**	3 484	**–**	–
Provisions	**145**	286	**–**	–
Accrued expenses and other current liabilities	**4 029**	4 917	**–**	–
Amounts due to related parties	**2 611**	1 010	**–**	–
Derivative financial instruments	**–**	1 088	**–**	–
Taxation liabilities	**697**	208	**–**	–
Liabilities directly associated with assets held for sale	**114**	–	**–**	–
Total equity and liabilities	**42 882**	32 408	**16 875**	16 875

The accompanying notes are an integral part of the summary consolidated and separate financial statements.

Financial review

Summary annual financial statements continued

Income statements

for the year ended 31 March 2023

		Group		Company	
	Notes	2023 ZAR'000	2022 Represented* ZAR'000	2023 ZAR'000	2022 ZAR'000
Continuing operations					
Revenue	2	41 649	42 980	–	–
Cost of providing services and sale of goods		(23 452)	(23 175)	–	–
Selling, general and administration expenses		(9 143)	(8 656)	–	–
Net impairment loss on trade receivables		(102)	(88)	–	–
Other operating gains/(losses) - net		32	(277)	–	–
Operating profit		8 984	10 784	–	–
Interest income	3	803	393	–	–
Dividends received	3	–	–	6 000	6 000
Interest expense	3	(914)	(603)	–	–
Net foreign exchange translation losses	3	(1 637)	(275)	–	–
Share of equity-accounted results		2	8	–	–
Reversal of impairment of equity-accounted investments		–	8	–	–
Profit before taxation		7 238	10 315	6 000	6 000
Taxation		(2 302)	(2 967)	–	–
Profit after taxation		4 936	7 348	6 000	6 000
Discontinued operations					
Loss from discontinued operations		(67)	(96)	–	–
Profit for the year		4 869	7 252	6 000	6 000
Equity holders of the group					
From continuing operations		4 936	7 368	6 000	6 000
From discontinued operations		(67)	(96)	–	–
Non-controlling interests					
From continuing operations		–	(20)	–	–
From discontinued operations		–	–	–	–
		4 869	7 252	6 000	6 000
Earnings per share					
From continuing operations					
Basic and diluted earnings for the year (ZAR'm)		4 936	7 368	–	–
Basic earnings per ordinary share (ZAR cents)		1 371	2 047	–	–
From discontinued operations					
Basic and diluted earnings for the year (ZAR'm)		(67)	(96)	–	–
Basic earnings per ordinary share (ZAR cents)		(19)	(27)	–	–

** Comparative figures previously reported have been amended to reflect continuing operations prevailing for the year ended 31 March 2022.*

The accompanying notes are an integral part of the summary consolidated and separate financial statements.

Statements of comprehensive income

for the year ended 31 March 2023

	Group		Company	
	2023 ZAR'000	2022 Represented* ZAR'000	2023 ZAR'000	2022 ZAR'000
Profit for the year	**4 869**	7 252	6 000	6 000
Total other comprehensive income for the year:				
Hedging reserve[1]	**1 644**	(449)	**–**	–
• Net fair value gain/(loss)[2]	**2 336**	(583)	**–**	–
• Hedging reserve recycled to the income statement[2]	**(210)**	(12)	**–**	–
• Net tax effect of movements on hedging reserve[3]	**(482)**	146	**–**	–
Total comprehensive income for the year	**6 513**	6 803	**6 000**	6 000
Equity holders of the group				
From continuing operations	**6 580**	6 919	**6 000**	6 000
From discontinued operations	**(67)**	(96)	**–**	–
Non-controlling interests				
From continuing operations	**–**	(20)	**–**	–
From discontinued operations	**–**	–	**–**	–
	6 513	6 803	**6 000**	6 000

** Comparative figures previously reported have been amended to reflect continuing operations prevailing for the year ended 31 March 2022.*
(1) These components of other comprehensive income may subsequently be reclassified to the consolidated income statement during future reporting periods.
(2) The movement relates primarily to the ZAR depreciation against the USD from a closing rate of ZAR14.61 in FY22 to ZAR17.79 in FY23.
(3) The movement relates to tax at 27% (FY22: 28%) on net fair value gains/(losses) recognised.

The accompanying notes are an integral part of the summary consolidated and separate financial statements.

Financial review

Summary annual financial statements continued

Statements of changes in equity

for the year ended 31 March 2023

	Share capital[(1)] ZAR'000	Other reserves[(2)]	Retained earnings ZAR'000	Non-controlling interest ZAR'000	Total equity ZAR'000
Group					
Balance as at 1 April 2021	17 216	(13 632)	7 950	5	11 539
Profit for the year	–	–	7 272	(20)	7 272
Other comprehensive loss	–	(449)	–	–	(449)
Total comprehensive income for the year	–	(449)	7 272	(20)	6 803
Hedging reserve basis adjustment[(3)]	–	402	–	–	402
Share-based compensation movement	–	(160)	105	–	(55)
Transactions with non-controlling shareholders[(5)]	–	(28)	–	15	(13)
Dividends declared[(4)]	–	–	(5 979)	–	(5 979)
Balance at 1 April 2022	**17 216**	**(13 867)**	**9 348**	**–**	**12 697**
Profit for the year	**–**	**–**	**4 869**	**–**	**4 869**
Other comprehensive loss	**–**	**1 644**	**–**	**–**	**1 644**
Total comprehensive income for the year	**–**	**1 644**	**4 869**	**–**	**6 513**
Hedging reserve basis adjustment[(3)]	**–**	**(100)**	**–**		**(100)**
Share-based compensation movement	**–**	**(192)**	**125**	**–**	**(67)**
Dividends declared[(4)]	**–**	**–**	**(5 979)**	**–**	**(5 979)**
Balance at 31 March 2023	**17 216**	**(12 515)**	**8 363**	**–**	**13 064**

Statements of changes in equity continued

for the year ended 31 March 2023

	Share capital[(1)] ZAR'000	Other reserves[(2)]	Retained earnings ZAR'000	Non-controlling interest ZAR'000	Total equity ZAR'000
Company					
Balance as at 1 April 2021	16 875	–	–	–	16 875
Profit for the year	–	–	6 000	–	6 000
Other comprehensive income	–	–	–	–	–
Total comprehensive income for the year	–	–	6 000	–	6 000
Dividends paid[(4)]	–	–	(6 000)	–	(6 000)
Balance at 1 April 2022	**16 875**	**–**	**–**	**–**	**16 875**
Profit for the year	**–**	**–**	**6 000**	**–**	**6 000**
Other comprehensive loss	**–**	**–**	**–**	**–**	**–**
Total comprehensive income for the year	**–**	**–**	**6 000**	**–**	**6 000**
Dividends paid[(4)]	**–**	**–**	**(6 000)**	**–**	**(6 000)**
Balance at 31 March 2023	**16 875**	**–**	**–**	**–**	**16 875**

[(1)] Share capital includes share premium.
[(2)] Other reserves include the hedging reserve, fair value reserve, share-based payment reserve, existing control business combination reserve and foreign currency translation reserve.
[(3)] Relates to the basis adjustment (net of tax gains of ZAR3m (FY22: ZAR120m tax gains) on programme and film right assets as content comes into licence.
[(4)] Relates to dividends declared and paid to MultiChoice Group Limited (ZAR4.5bn) and Phuthuma Nathi Investments (RF) Limited (ZAR1.5bn).
[(5)] In March 2022, the group acquired the remaining 49% of shares in SuperSport Schools Proprietary Limited which is now 100% owned by the group.

The accompanying notes are an integral part of the summary consolidated and separate financial statements.

Statements of cash flows

for the year ended 31 March 2023

	Group		Company	
	2023 ZAR'000	2022 Represented ZAR'000	2023 ZAR'000	2022 ZAR'000
Cash generated from operating activities	**2 207**	12 543	**–**	–
Interest income received	**809**	392	**–**	–
Interest costs paid	**(662)**	(394)	**–**	–
Dividend received	**–**	–	**6 000**	6 000
Dividends paid	**–**	–	**(6 000)**	(6 000)
Taxation paid[1]	**(2 209)**	(2 798)	**–**	–
Net cash generated from operating activities	**145**	9 743	**–**	–
Cash flows from investing activities				
Property, plant and equipment acquired	**(369)**	(378)	**–**	–
Intangible assets acquired	**(450)**	(460)	**–**	–
Proceeds from sale of intangible assets	**15**	15	**–**	–
Cash received from other investments and loans	**43**	38	**–**	–
Cash paid for other investments and loans	**(46)**	(59)	**–**	–
	(807)	(844)	**–**	–
Cash flows from investing activities				
Proceeds from long and short-term loans raised	**–**	3	**–**	–
Proceeds from related party funding	**12 606**	3 448	**–**	–
Repayments of related party funding	**(5 106)**	(5 258)	**–**	–
Repayments of lease liabilities	**(889)**	(1 087)	**–**	–
(Gain)/loss on matured foreign exchange contracts related to lease liabilities	**(90)**	81	**–**	–
Repayments of loans to related parties	**(2)**	–	**–**	–
Purchases of shares for group share schemes[2]	**(238)**	(224)	**–**	–
Additional investment in existing subsidiary[3]	**–**	(9)	**–**	–
Dividends paid	**(5 979)**	(5 979)	**–**	–
Net cash utilised in financing activities	**302**	(9 025)	**–**	–
Net decrease in cash and cash equivalents for the year	**(360)**	(126)	**–**	–
Foreign exchange translation adjustments on cash and cash equivalents	**160**	13	**–**	–
Cash and cash equivalents at the beginning of the year	**1 376**	1 489	**–**	–
Cash and cash equivalents at the end of the year	**1 176**	1 376	**–**	–

(1) Decrease due to reduced taxable income.
(2) Relates to the purchase of group shares which were used to settle the group's share-based compensation awards.
(3) In March 2022, the group acquired the remaining 49% of shares in SuperSport Schools Proprietary Limited, which is now 100% owned by the group.

The accompanying notes are an integral part of the summary consolidated and separate financial statements.

Notes to the summary financial statements

for the year ended 31 March 2023

1. Basis of preparation

The summary consolidated and separate financial statements are prepared in accordance with the requirements of the South African Companies Act No 71 of 2008, as amended (the Act) applicable to summary financial statements. The summary financial statements were prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS) and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council and to also, as a minimum, contain the information required by IAS 34 *Interim Financial Reporting*.

The accounting policies applied in the preparation of the consolidated and separate annual financial statements from which the summary consolidated and separate financial statements were derived, are in terms of IFRS and are consistent with those accounting policies applied in the preparation of the previous consolidated and separate annual financial statements and the prior year summary consolidated and separate annual financial statements.

A copy of the full audited consolidated annual financial statements is available for inspection from the company secretary at the registered office of the group or can be downloaded from the group's website: https://www.multichoice.com/multichoice-south-africa/reports-and-financial-information

The summary consolidated and separate annual financial statements are presented on the going concern basis.

The summary consolidated and separate annual financial statements are presented in South African Rands (ZAR), which is the group's presentation currency, rounded to the nearest million, unless otherwise stated.

The company and group have adopted all new and amended accounting pronouncements issued by the IASB that are effective for financial years commencing 1 April 2022. None of the new or amended accounting pronouncements that are effective for the financial year commencing 1 April 2022 had a material impact on the company and group.

2. Revenue

	2023 ZAR'000	2022 Represented* ZAR'000
Subscription fees	**27 385**	28 483
Advertising	**3 266**	3 258
Decoders	**994**	1 069
Installation fees	**284**	321
Programming and sub-licensing	**5 874**	6 532
Management fee income	**1 977**	1 686
Insurance premiums(1)	**717**	587
Other revenue(2)	**1 152**	1 044
	41 649	42 980

** Comparative figures previously reported have been amended to reflect continuing operations prevailing for the year ended 31 March 2022.*

(1) FY22 numbers have been represented to disclose this line separately to improve disclosure. The increase relates primarily to the introduction of new insurance products into the market during FY23.

(2) Other revenue primarily includes reconnection fees.

Notes to the summary financial statements continued

for the year ended 31 March 2023

3. Interest (expense)/income and net foreign exchange translation losses

	2023 ZAR'000	2022 Represented* ZAR'000
Interest expense		
Loans and bank accounts[1]	(193)	(68)
Lease liabilities[2]	(343)	(336)
Other[3]	(378)	(199)
	(914)	(603)

[1] *Relates to general banking facility (GBF) interest repayments.*
[2] *Relates primarily to transponder leases of ZAR336m (FY22: ZAR328m).*
[3] *Relates to content finance charges amounting to ZAR203m in FY23 (FY22: ZAR144m) and interest relating to tax authorities of ZAR44m in FY23 (FY22: ZARnil).*

	2023 ZAR'000	2022 Represented* ZAR'000
Interest income		
Bank accounts[1]	778	372
Other	25	21
	803	393

[1] *Mainly due to increase in cash pool received from Treasury and higher interest rates in FY23.*

A significant portion of the group's operations are exposed to foreign exchange risk. The table below presents the net profit or loss from foreign exchange exposures and incorporates effects of qualifying forward exchange contracts that hedge this risk.

	2023 ZAR'000	2022 Represented* ZAR'000
Net loss from foreign exchange translation and fair value adjustments on derivative financial instruments		
On translation of assets and liabilities	(758)	(51)
On translation of transponder leases[1]	(1 650)	92
Losses on translation of forward exchange contracts[2]	(1 240)	(1 692)
Gains on translation of forward exchange contracts[2]	2 011	1 376
Net foreign exchange translation losses	(1 637)	(275)

* Comparative figures previously reported have been amended to reflect continuing operations prevailing for the year ended 31 March 2022.
[1] Movement relates to the depreciation of the ZAR at reporting date to ZAR17.79 (FY22: ZAR14.61).
[2] The movement relates primarily to the rand depreciation against the US dollar from a closing rate of ZAR14.61 in FY22 to ZAR17.79 in FY23, a lower overall notional value of hedging contracts and an improvement in the achieved average hedge rate.

Notes to the summary financial statements continued

for the year ended 31 March 2023

4. Commitments and contingencies

The group is subject to commitments and contingencies, which occur in the normal course of business, including legal proceedings and claims that cover a wide range of matters. The group plans to fund these commitments and contingencies, should they materialise, out of existing facilities and internally generated funds.

Commitments

(a) Capital expenditure

Commitments in respect of contracts placed for capital expenditure at 31 March 2023 amount to ZAR165.8m (FY22: ZAR273.6m).

(b) Programme and film rights

At 31 March 2023, the group had entered into contracts for the purchase of programme and film rights. The group's commitments in respect of these contracts amount to ZAR42.0bn (FY22: ZAR36.1bn).

(c) Decoders

At 31 March 2023, the group had entered into contracts for the purchase of decoders. The group's commitments in respect of these contracts amount to ZAR0.8bn (FY22: ZAR1.5bn).

(d) Assets pledged as security

The group pledged property, plant and equipment with a net carrying value of ZAR4.9bn (FY22: ZAR5.6bn) as security against certain assets acquired in terms of lease liabilities.

(e) Other commitments

At 31 March 2023, the group had entered into contracts for the receipt of various services. These service contracts are for transmission services, computer and decoder support services, access to networks and contractual relationships with customers, suppliers and employees. The group's commitments in respect of these agreements amount to ZAR2.7bn (FY22: ZAR3.4bn).

Notes to the summary financial statements continued

for the year ended 31 March 2023

5. Liquidity management

Guarantees

The group is exposed to credit risk relating to guarantees it provides to MultiChoice Group Treasury Services Proprietary Limited (Treasury) for the various facilities that Treasury has with local and international financial institutions.

The group stands as a guarantor for these facilities and is liable for the full facility utilisation amount in the event of default. Treasury, in turn, benefits from the guarantee provided as it is able to negotiate favourable terms on the facilities it enters into on behalf of the MultiChoice Group. The risk of default attributed to Treasury is based on the depletion of cash resources within the MultiChoice Group Limited and MultiChoice SA Holdings Proprietary Limited entities it manages cash on behalf of. In management's assessment of the risk of default, it was necessary to assess the level of cash resources within these entities.

The outcome was that at an overall MultiChoice Group Limited consolidated level, sufficient cash resources are available at reporting date as well as in the forecast periods. Therefore a remote risk of default exists in respect of these facilities.

Management further assessed the potential impact of default by applying various credit metrics such as loss given default, exposure at default and probability of default to year-end and future anticipated exposures on short and long-term debt facilities, current foreign exchange exposures and bank guarantees.

Notes to the summary financial statements continued

for the year ended 31 March 2023

6. Fair value of financial instruments

The calculation of fair value requires various inputs into the valuation methodologies used.

The source of the inputs used affects the reliability and accuracy of the valuations. Significant inputs have been classified into the hierarchical levels in line with IFRS 13 – *Fair Value Measurement*, as shown below.

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices that are observable for the asset or liability (directly or indirectly).

Level 3: Inputs for the asset or liability that are unobservable.

Fair value of instruments measured at fair value

The fair values of the group's financial instruments that are measured at fair value are categorised as follows:

Financial instrument	Fair value 2023 ZAR'000	Fair value 2022 ZAR'000	Valuation method	Level in fair value hierarchy
Financial assets				
Investments held at fair value through profit or loss	**22**	20	Unit trusts comprising quoted prices in a public market	Level 2
Forward exchange contracts	**1 350**	–	Fair value using forward exchange rates that are publicly available	Level 2
Currency depreciation features	**22**	12	Discounted cash flow techniques	Level 3
Financial liabilities				
Forward exchange contracts	**–**	1 237	Fair value using forward exchange rates that are publicly available	Level 2

Currency depreciation features relate to clauses in content acquisition agreements that provide the group with protection in the event of significant depreciation of the group's functional currency relative to the currency of the content acquisition agreement. The fair value of currency depreciation features is measured through the use of discounted cash flow techniques using the LIBOR rate of 0.46%. Key inputs used in measuring fair value include the terms and benchmark rates contained in content acquisition agreements and average spot exchange rates prevailing at the relevant measurement dates.

The carrying values of all other financial instruments are considered to be a reasonable approximation of their fair values.

Fair values are mainly determined using observable inputs, which reflect market conditions in their expectations of future cash flows related to the asset or liability at 31 March 2023.

Notes to the summary financial statements continued

for the year ended 31 March 2023

7. Subsequent events

Dividend

The board has declared a gross dividend of 1 527.78 cents per share (ZAR5.5bn). This dividend declaration is subject to approval of the MultiChoice SA Proprietary Limited (MCSA) dividend at its annual general meeting on Wednesday, 23 August 2023.

MultiChoice and Comcast's NBCUniversal partnership

MultiChoice Group Limited (MultiChoice) and Comcast Corporation, through its subsidiary NBCUniversal Media LLC., entered into an agreement to form a new partnership (transaction) that will bring content and technology to MultiChoice's subscription video on demand (SVOD) customers across their footprint in sub-Saharan Africa. MCSAH forms part of the larger transaction.

Other

No other events have occurred subsequent to 31 March 2023 and up to the date of signing that have required the company to make further adjustments or disclosures in these annual summary consolidated and separate financial statements.


LIONESS
SEASON 2


RANAKAS
LINGASHONI

Corporate governance **review**

MultiChoice SA is committed to the highest standards of corporate governance, ethics and integrity, which we believe supports our ability to create value for all stakeholders

Corporate governance review

Our board of directors

Mohamed Ahmed (Imtiaz) Patel
(South African, 59)

Chair and non-executive director

Appointed 12 November 2019

Imtiaz was previously the CEO of the Naspers Group Limited (Naspers) video entertainment segment, CEO of the MultiChoice SA Group, MultiChoice SA and SuperSport International. He won the prestigious Naspers Phil Weber Award in 2009.
Prior to that, he was the director of professional cricket at the United Cricket Board of South Africa.
He has a Higher Diploma in Education from Wits, completed the executive PMD programme offered by the University of Cape Town's Business School, and completed the senior executive programme at Harvard Business School.

Qualifications: *HDipEdu*

Adv Kgomotso Ditsebe Moroka SC
(South African, 69)

Non-executive director

Appointed 8 March 2007

Kgomotso is a senior counsel and member of the Johannesburg Bar.
Until recently, she held non-executive directorships at Standard Bank Group Limited and Netcare Limited.
Kgomotso serves as trustee of the Nelson Mandela Children's Fund, Hospital and the Apartheid Museum. She also served as the chair of M-Net's Phuthuma Futhi Trust. She holds a Baccalaureus Procurationis from the University of the North and an LLB from Wits.

Qualifications: *BProc and LLB*

John James (Jim) Volkwyn
(South African, 65)

Non-executive director

Appointed 8 March 2007

Jim has held a number of senior roles within MultiChoice and Naspers, including the role of CEO of the Napers's global video entertainment segment, before retiring in 2014. He holds a Bachelor of Commerce (Honours) from the University of Cape Town and is a chartered accountant (CA)(SA).

Qualifications: *BCom (Hons) and CA(SA)*

Louisa Stephens
(South African,46)

Non-executive director

Appointed 6 August 2018

Louisa is the founder of Prime Select Holdings. She serves as a director of Royal Bafokeng Platinum Proprietary Limited, Strate Proprietary Limited and the Institute of Directors in South Africa NPC. She previously served as a director of African Bank Limited, South Ocean Limited and AFGRI Limited, and held management positions as chief investment officer of Circle Capital Ventures, general manager: finance investments at Nozala Investments, and fund manager at the uMnotho Fund at the National Empowerment Fund. She holds a Bachelor of Business Science and BCom Honours (Accounting), and is a CA(SA) and chartered director (CD)(SA).

Qualifications: *BBusSc (Finance), BCom (Hons), CA(SA) and CD(SA)*

Elias Masilela
(South African, 59)

Non-executive director

Appointed 1 April 2015

Elias previously served as the CEO of the Public Investment Corporation Limited until June 2014, the head of policy analysis at Sanlam Limited and the deputy director general at the National Treasury. He is also chair of Sanlam, Ingagaru Investments, BuMa Investment Holdings and Capital Harvest. He is a member of several strategic boards in South Africa. Elias is a former board member of the South African Reserve Bank, Government Employees Pension Fund and United Nations Global Compact, among others. He holds a Bachelor of Social Science in Economics and Statistics from the University of Swaziland and a master's degree in Economic Policy and Analysis from Addis Ababa University.

Qualifications: *BSocSci (Economics and Statistics) and MSc (Economic Policy and Analysis)*

James Hart du Preez
(South African, 64)

Non-executive director

Appointed 1 April 2021

James is a CA(SA) who was admitted as a partner of PricewaterhouseCoopers Inc. (PwC) in 1996. As the clients and markets development leader for PwC Africa, he was responsible for digital marketing, advertising, sponsorships and business development. James served on the PwC – Europe, Middle East and Africa Business Development Board from 2010 to 2019. He retired from PwC in June 2019. James consulted for Citadel Wealth Management in a business development and marketing capacity. He is a CD(SA) of the Institute of Directors in South Africa NPC. He is also a chartered marketer (SA) with the Marketing Association of South Africa.

Qualifications: *CA(SA), CD(SA)*

Our board of directors continued

Christine Mideva Sabwa
(Kenyan, 50)

Non-executive director

Appointed 11 June 2020

Christine has a strong background in accounting and her experience spans numerous industries, including financial services, telecommunications (digital finance) and insurance. Over the past 27 years, she has gained experience in audit, accounting, special investigations, revenue assurance, risk management, banking, governance and digital finance. With a successful career in financial services across consulting, insurance and banking, Christine worked for Standard Bank South Africa where she served as a senior manager, overseeing the strategic finance and tax function of operations in 15 African countries. She is the managing partner at Sabwa and Associates based in Nairobi, servicing the financial advisory needs of clients in Kenya.

Qualifications: *BCom (Accounting), Certified Public Accountant of Kenya*

Dr Fatai Adegboyega Sanusi
(British Nigerian, 61)

Non-executive director

Appointed 11 June 2020

Fatai is a senior consultant in the United Kingdom National Health Service, serving in this position for 21 years at West Hertfordshire NHS Trust. He has many years of experience in governance and risk management at board level. He is active in education and training and served as a training director. He was a clinical director on many management committees including financial, future planning and nomination committee appointing consultants. He is a Fellow of the Royal College in England. Fatai holds a Bachelor of Medicine and Bachelor of Surgery from the University of Lagos.

Qualifications: *MBBS, FRCOG*

Calvo Phedi Mawela
(South African, 47)

CEO

Appointed 1 November 2018

Calvo was the CEO of MultiChoice SA after holding office as the group executive: policy and regulatory affairs for the MultiChoice Group. He previously held positions as a professional engineer at Sentech and a broadcasting spectrum manager at ICASA. He also served in several ministerial advisory task teams, including the Digital Migration Working Group, Digital Dzonga and the Information and Communications Technology Policy Review Panel. He also served as a commissioner to the Presidential Commission on Fourth Industrial Revolution. He holds a Bachelor of Science in Electrical Engineering from the University of KwaZulu-Natal (prev. University of Durban-Westville), a Management Advancement Programme Postgraduate Diploma from Wits Business School, a Postgraduate Diploma in Economics for Competition Law from King's College, London, and a Strategic IQ: Creating Smarter Corporations Certificate from Harvard Business School.

Qualifications: *BScEng (Electrical)*

Timothy Neil (Tim) Jacobs
(South African, 54)

CFO

Appointed 1 November 2018

Tim was previously the CEO of MultiChoice Africa and CFO of the Naspers video entertainment segment. He previously held positions as CFO of Nampak Limited, CFO of Transaction Capital Limited and interim CFO of Altron Group. He holds a Bachelor of Commerce, a Higher Diploma in Accounting from Rhodes University and is a chartered accountant CA(SA).

Qualifications: *BCom, HDipAcc and CA(SA)*

Deborah (Debbie) Klein
(British, 54)

Non-executive director

Nominated for election

Debbie's background spans commercial brand, marketing, communications, corporate social responsibility and human resources. She was previously the Group Chief Marketing, Corporate Affairs and People Officer at Sky. Her remit included brand reputation, internal and external communications including social media, and public affairs. She also led Sky's corporate social responsibility programme, including its commitment to reach net zero carbon by 2030, and Sky's human resources strategy and function. Her focus has been on driving digital transformation, using new platforms and social media to engage customers and employees. She was previously Chief Executive Europe and Asia Pacific at The Engine Group, an integrated marketing services business, and earlier in her career worked in Strategy and Insight at Saatchi & Saatchi and Nielsen.

Qualifications: *B Bus Sci Advanced Management Programme (Harvard Business School)*

Andrea Zappia
(Italian, 59)

Non-executive director

Nominated for election

Andrea has been a senior executive at Sky for over 20 years. In his last role Andrea was the Executive Vice President and Chief Executive Officer New Markets and Businesses for the Sky Group. His responsibilities included SkyNews/SkyTG24 and, until a few months ago, SkyStudios, which he helped setup and lead, including the creation of SkyStudios Elstree. He has led the creation of SkyShowtime, a joint venture between Sky and Paramount Global JV, in which he still serves as a board member. He is chairman of MCH Group (the Swiss Company that owns ArtBasel) and the NCC at EssilorLuxottica.
He started his career at the multinational Procter&Gamble company, where he held the post of European Group Marketing Manager. From 1996 to 2001, he was Global Sales and Marketing Director for Ferrari and Maserati. In 2003, he joined Sky Italia, where he held various executive positions before holding the post of CEO from 2011 to 2019.

Qualifications: *BSc (Economics)*

Summarised governance review

The MultiChoice Group is committed to the highest standards of corporate governance, ethics and integrity, which we believe support our ability to create value for all stakeholders. We continue entrenching the principles of sound corporate governance throughout our multinational organisation, applying appropriate ethics and standards in the conduct of our business affairs. The board understands and accepts its responsibility to safeguard and represent the interests of the group's stakeholders to create a successful and sustainable business that delivers on the group's strategic objectives.

Our group governance framework

The board is the custodian of the group's corporate governance. The board and its committees, as well as the boards and committees of its subsidiaries, are responsible for ensuring the appropriate principles and practices of King IV are applied and embedded in the governance practices of group companies.

A disciplined reporting structure ensures the board is fully apprised of subsidiary activities, risks and opportunities. All controlled entities in the group are expected to demonstrate good governance as set out in King IV, taking into account proportionality as a one-size-fits-all approach cannot be followed when implementing governance practices. This means that the practices needed to demonstrate the group's governance in terms of King IV are applied across the group as appropriate for the relevant subsidiary because the companies in the group are diverse and at different stages of maturity. While good governance principles apply to all types and sizes of organisations, the practices implemented by each to achieve the principles are tailored to each unique entity. Practices are implemented as appropriate to give effect to overarching good governance principles. As part of the internal annual CEO/CFO sign-off process, businesses across the group are required to confirm that they have aligned their policies to the MultiChoice Group policies, which set out the minimum standards across all jurisdictions.

Business and governance structures have clear approval frameworks that are annually reviewed and aligned to the group levels of authority approved by the board. The board is satisfied that the delegation of authority framework contributes to role clarity and the effective exercise of authority and responsibilities. In relation to assessing corporate governance services, the MultiChoice Group has an internal company secretariat function, and conducts an annual assessment of the company secretary's performance, qualifications and skills.

Our King IV journey

The board recognises the link between effective governance, sustainable performance and creating long-term value for all its stakeholders. The board is committed to the principles of transparency, integrity, fairness and accountability, and recognises the need to implement good corporate governance principles. The board applies the principles of King IV, which form the cornerstone of our approach to governance.

We support the overarching goals of King IV, being:

Ethical culture

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Good performance

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Legitimacy

Page 95

Effective control

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A thorough and comprehensive review was conducted relating to each principle and underlying recommended practice under King IV.

In line with the overriding principle in King IV of 'apply and explain', the board, to the best of its knowledge, believes MultiChoice SA satisfactorily applied King IV principles. The board, to the best of its knowledge, believes the group satisfactorily applied King IV in FY23, having applied all principles and adopting all relevant recommended practices.

More online

For a more detailed review, see the King IV application report on our website www.investors.multichoice.com/integrated-annual-reports

MultiChoice SA continues to develop its governance policies, practices and procedures in line with an integrated governance, risk and compliance framework. The board is satisfied that every effort was made in the year under review to apply all material aspects of King IV, where appropriate and relevant. MultiChoice SA continues entrenching and enhancing its understanding and application of the practices and principles of King IV.

Summarised governance review continued

Board

The board's responsibilities include the following:

- Providing clear strategic direction
- Ensuring there is adequate succession planning at senior levels
- Reviewing operational performance and management and reviewing policies
- Overseeing processes that seek to ensure the integrity of the risk management and internal controls

The board is the focal point and custodian of corporate governance, exercising its leadership and oversight role by annually approving the strategy and business plan and overseeing implementation. Its role, responsibilities, membership requirements and procedural conduct are documented and set out in the board charter, which it regularly reviews to guide its effective functioning. In addition, it is the board's responsibility to ensure compliance with all statutory and regulatory requirements.

Board committees

During the year, the board decided to delegate oversight for remuneration, audit, risk, nomination, social and ethics to the relevant MultiChoice Group committees. This decision was made to ensure greater alignment across the entire MultiChoice Group, remove unnecessary repetition and increase the committees' effectiveness.

For more information on the board committees' focus areas, please refer to the MultiChoice Group integrated annual report, available at **www.investors.multichoice.com/integratedannual-reports**

Board meeting attendance and appointment details

Name	Designation	Initial appointment date	Attendance
Imtiaz Patel	Non-executive director and chair	12 November 2019	4/4
Calvo Mawela	Executive director	1 November 2018	4/4
Tim Jacobs	Executive director	1 November 2018	4/4
James du Preez	Non-executive director	1 April 2021	4/4
Elias Masilela	Non-executive director	1 April 2015	4/4
Adv Kgomotso Moroka SC	Non-executive director	8 March 2007	4/4
Christine Sabwa	Non-executive director	11 June 2020	4/4
Dr Fatai Sanusi	Non-executive director	11 June 2020	4/4
Louisa Stephens	Non-executive director	6 August 2018	4/4
Jim Volkwyn	Non-executive director	8 March 2007	4/4

There have been no director changes during FY23.

Board composition and succession

We recognise that a balanced board supports value creation. The board, supported by the MultiChoice Group nomination committee, determines its size and composition subject to its MOI, applicable legislative and regulatory requirements, and King IV.

Shareholders elect directors at the AGM. Non-executive directors bring diverse perspectives and independence to the board's decision-making, and executive directors offer insight into the business's operations. The CEO and CFO are board members. To support the board, where necessary, subject matter experts are available for matters requiring specialised guidance.

As at year-end, the board comprised 10 directors. No director has unfettered powers of decision-making. The board, through the MultiChoice Group nomination committee, considered the independence of all non-executive directors serving the board for longer than nine years. After a robust review, it was determined that there are no relationships or circumstances that will create bias or affect their ability to make decisions with independence of mind.

The MultiChoice Group nomination committee assists the board with identifying and selecting new directors. Recommendations by the MultiChoice Group nomination committee are subject to the board's final approval. When considering candidates, the MultiChoice Group nomination committee and board will consider, among other things, skills, qualifications, existing directorships, fit and proper assessments and diversity. Eligible candidates and current directors are not permitted to hold more than four active directorships on companies (including MultiChoice Group Limited) listed on any local or foreign regulated exchange, such as the JSE. All board appointments are made on merit, in the context of the skills, experience, independence and knowledge the board as a whole requires to be effective. Further, in terms of the appointment and board diversity policy, in considering the board's composition, cognisance is taken of the gender and racial mix to represent the demographics of the markets where we operate and to promote racial and gender diversity at board level.

During FY23 the board, through the MultiChoice Group nomination committee, commenced a process to appoint:

- An additional non-executive female director to replace the late Dr Jabu Mabuza as a non-executive director ideally with technology-based or video entertainment industry experience.
- An additional non-executive director with global technology-based, digital or video entertainment industry experience, to replace the retired Mr Nolo Letele.

After an extensive search, nomination and appointment process, the board is nominating Deborah Klein and Andrea Zappia, both of whom are seasoned global video entertainment industry executives, to shareholders for election as directors with effect from 1 September 2023.

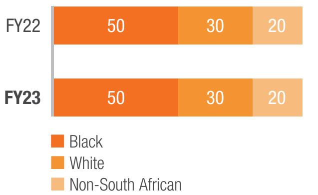
Corporate governance review continued

Summarised governance review continued

Board demographics

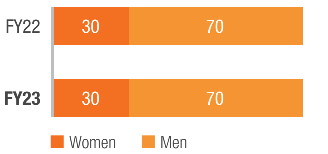
Board racial diversity

%



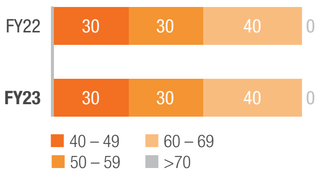
Board gender diversity

%



Age

%



Performance and future focus:

A key focus area during the reporting period was the group's short and long-term strategy. For the year under review, the board is satisfied that it has fulfilled its duties in accordance with its charter.

Looking ahead, the board will focus on:

- Providing input in relation to strategic direction and oversight of capital allocation
- Monitoring management implementation and progress of strategic objectives
- Stakeholder engagement, relationships and activities, and business impacts
- Monitoring ethical conduct
- Assessing the impact of challenging macro-economic factors on the group and management's actions to mitigate these impacts

Entrenching an ethical culture

Ethical culture

The board is committed to entrenching an ethical culture throughout the group and sets the tone by formulating our values and ensuring ethical business standards. The directors, overseen by the chair, hold one another accountable for decision-making and ethical behaviour. Directors, both individually and collectively, seek to demonstrate integrity, competence, responsibility, accountability, fairness and transparency to ensure effective leadership.

It is our policy to conduct business dealings on the basis of compliance with applicable laws, rules, codes, standards and regulation, and proper regard for ethical business practices. The board sets the 'tone at the top' by formulating our values and ensuring that ethical business standards are integrated into the group's strategies and operations. The MultiChoice SA board endorsed and adopted the MultiChoice Group's code of ethics and conduct policy (the code). The code acts as the ethical constitution or moral compass of the group. It sets the ethical standards beyond the law and regulations. It contains the group's values and expectations regarding the conduct expected from employees. Ethics-related policies are formulated and updated in support of the code. The code is communicated to internal stakeholders, as well as to relevant external stakeholders, and is supported by a wide range of group policies.

For more information, refer to https://www.investors.multichoice.com/policies-and-charters.php

Management teams across the business understand and apply the code, and create and maintain awareness of the code and associated MultiChoice Group policies, such as the legal compliance, anti-bribery and anti-corruption, competition and whistleblower policies. Reference to the code is included in new employees' contracts and in their induction process.

The code applies to the recruitment, performance evaluation and reward processes. Management teams are required to monitor adherence to the code and apply a zero-tolerance approach to violations. Sanctions are in place and action is taken when necessary, which includes prosecution to the fullest extent of the law when appropriate. The code is also included in third-party procurement contracts of certain major subsidiaries. Contractors, agents, suppliers and consultants who work with us are expected to be aware of and adhere to the code and comply with the MultiChoice Group's policies.

Management focuses on implementing the code, policies and procedures addressing key ethical risks, such as conflicts of interest, gifts, entertainment, travel, political contributions, bribes, fraud, money laundering and acceptable business conduct. MultiChoice SA applies the code regarding conflict of interest and political contributions.

The group ethics officer assesses the ethics opportunities and risks on a 12 to 18 month basis. The ethics risk assessments provide a clear understanding of unethical behaviours and practices that could pose a significant risk, and highlight opportunities related to ethics that can be further capitalised. Ethics activities, as well as the current state of ethics are regularly monitored and reported on to the relevant governance structures that oversee the group's ethics management. Ethical breaches where allegations have been confirmed as substantiated or partially substantiated, following investigations conducted, are reported to the board's social and ethics committee. The social and ethics committee assumes responsibility for the governance

Entrenching an ethical culture continued

Ethical culture continued

of ethics by setting the direction for how it should be approached in the group, overseeing and reporting on business and group-related ethics, considering specific disclosures and best practice as recommended by King IV. Internal audit and risk management functions support the social and ethics committee, and the group legal compliance and ethics officer, supported by the segment CFOs who act as ethics officers, report to the committee regularly. The group internal audit team conducts regular reviews of the ethics management process and reports independently to the audit committee in accordance with its audit plan. Findings are reported to the audit, risk and social and ethics committees and the board.

The MultiChoice Group's detailed anti-bribery and anti-corruption policy, adopted by the board, stresses the importance of our commitment to combatting bribery and corruption transgressions, and stipulates the consequences of bribery and corruption for our business and broader society. MultiChoice SA applies MultiChoice Group's anti-bribery and anti-corruption policy to key risk areas. We consider any violation of this policy to be extremely serious and thoroughly investigate any allegations relating to bribery or corruption. Any non-compliance with the policy results in disciplinary action, including dismissal and/or criminal proceedings. Employees are required to complete the anti-bribery and anti-corruption e-learning module every two years.

> As a leading company who empowers people and enriches communities, MultiChoice SA does not tolerate any form of bribery or corruption and aims to prevent any and all unethical business practices.

Ethics training is included in onboarding for new employees, who are also introduced to the principles of the code and related policies, and relevant case studies are discussed. Ethics-related e-learning modules on the code and the whistleblower policy are part of the MultiChoice Academy platform, which is available to all employees. The e-learning training modules cover all employees (including part-time employees and contractors) and the effectiveness thereof is closely monitored. It is mandatory for employees to complete the ethics e-learning module every two years.

Training activities are executed in accordance with the annual training and awareness plan. The gifts/anti-bribery and anti-corruption online learning module was rolled out during November 2022 and 5 135 participants have completed it. The ethics online learning module was rolled out during March 2023, with participants given 60 days to complete it.

Communication messages on key ethical risks, such as anti-bribery and anti-corruption, conflicts of interest, health and safety, fraud, data privacy, third parties, competition and gifts were distributed to all employees in accordance with our annual ethics training and awareness plan. Communication messages from the MultiChoice Group CEO also introduced the code of ethics and conduct and related ethics handbook to all employees.

In FY23 the MultiChoice Group implemented a new group gift policy providing guidance to all employees on the standard of conduct required by them when giving and receiving gifts. Gift standard operating procedures have been developed for each segment, considering the unique nature of each business, the areas they operate in, different currency units, approval levels, etc. The MultiChoice Group has also developed a new online gift declaration share point through which employees declare gifts offered and received. The online gift portal automatically compiles group/segment gift registers. Business unit financial managers conduct quarterly reviews of all gifts offered and/or given in their respective business units and report any discrepancies to the group ethics officer.

The risk management function monitors our whistleblower facility operated by Deloitte's Tip-offs Anonymous, which is available in English, Setswana, isiZulu, Tshivenda, Sesotho and isiXhosa. The whistleblower policy states that allegations are handled confidentially, can be made anonymously and any whistleblowers are afforded legal protection. Where appropriate, internal audit and/or external forensic consultants investigate reported matters. Significant allegations and fraud are reported to the MultiChoice Group audit and risk committees. Further, the MultiChoice Group social and ethics committee, which reports back to the board, receives reports on whistleblower activity and ethics.

Performance and future focus

Our key areas of focus during the reporting period were: :

- Continuously entrenching ethics throughout the business through training and awareness campaigns
- Revising and deploying the code and improving the conflicts of interest process
- Implementing and refining the third-party risk management framework
- Implementing enhanced controls for identified areas of weakness
- Revising the group gift process and related policies
- Roll-out new gift/anti-bribery and anti-corruption online learning module
- Develop revised ethics online learning module

Going forward, we will focus on:

- Launching the ethics risk assessment to assess the effectiveness of the ethics programme
- Implementing enhanced controls for identified areas of weakness
- Executing the FY24 ethics training and awareness plan
- Completing the ethics online learning module
- Continuously monitoring the group's ethics performance
- Continuous review of the adequacy and effectiveness of the group's monitoring activities
- Continued improvement and monitoring of conflict of interest declaration processes

For more information on the MultiChoice Group's key focus areas and plans, refer to the MultiChoice Group report, available at www.investors.multichoice.com/ integrated-annual-reports.

Delivering good performance

Delivering good performance

The board is responsible for ensuring good performance, and as such, has a clear strategy to achieve this. The board meets regularly with the executive team to review the specific strategic priorities. In March 2023, the board reviewed the three-year strategic plans and budgets, and approved the key performance measures and targets of all executives. The board oversees the implementation of the strategic plans throughout the year.

Ongoing training

On appointment, all directors participate in a formal and comprehensive induction programme. Director training is held to refresh their skills and knowledge. Further, directors are required to attend professional development training and briefings to keep abreast of legal and regulatory risks, developments and changes that could impact the environment in which MultiChoice SA operates.

We have MultiChoice e-learning modules aimed at our directors and senior management. These modules are available to all our directors and senior managers on the MultiChoice Academy platform and are tailored to our internal policies and processes and cover topics such as:

- JSE Listings Requirements
- Corporate governance
- King IV
- Trading in securities and the specific duties of our directors

Board evaluations

The board and the MultiChoice Group committee charters include the onus of annual assessments. Assessments of the performance of the board, individual directors and committees are conducted every second year. However, performance in general is considered every year as part of the review of the board's composition and the MultiChoice Group committees. The lead director leads the evaluation of the chair.

In June 2022, the board as a whole considered its performance in general. The board considered its effectiveness, competencies, participation, meeting attendance and constructive deliberation. No significant areas of concern were identified during discussions. A formal board and individual director performance assessment was undertaken in March 2023. The evaluation did not identify the need for any significant areas of improvement and the board's performance was considered satisfactory. Going forward, the board will continue focusing on improving and refining its processes.

Maintaining our legitimacy

Maintaining our legitimacy

The board, assisted by the MultiChoice Group social and ethics committee, ensures the company is, and is seen to be, a responsible corporate citizen by considering not only its financial performance but also the business's impact on the environment and the communities where it operates. The company's purpose, values and strategy are aligned to those of the MultiChoice Group and with the principles of responsible corporate citizenship.

Responsible corporate citizenship

We have several corporate citizenship initiatives underway, including:

- BBBEE and employment initiatives
- Local employment
- Health and safety laws
- Employee development programmes
- Responsible tax policy
- Fraud, anti-bribery and anti-corruption initiatives
- Initiatives to minimise our environmental impact
- CSI initiatives
- Privacy and data protection

Ensuring compliance with laws and regulations

The board is responsible for ensuring compliance with all statutory requirements. The directors took steps to ensure, to the best of their knowledge, the business complies with all these requirements.

In FY23 MultiChoice SA implemented a new Workplace harassment policy. The group also implemented a Group gifts policy to improve disclosures in this area. Additionally, mandatory e-learning modules, workplace harassment and group gifts, anti-bribery and anti-corruption were rolled out to all employees groupwide.

Future focus areas include continuing to raise awareness of the compliance principles, improving the framework based on emerging risks, incorporating feedback from monitoring activities and focusing on implementing enhanced third-party screening.

Performance and future focus

Key areas of focus during the reporting period were:

- Ethics policy, management processes and culture
- Entrenching reporting and monitoring mechanisms to the social and ethics committee
- Reputational risks
- Stakeholder engagements

Going forward, we will focus on:

- Continuously monitoring and reporting on the ethics culture, reporting mechanisms, reputational risks and sustainable development initiatives

Ensuring effective control

Ensuring effective control

The board is the focal point and custodian of corporate governance. To this end, the board ensures corporate governance and good practice are inherent in fulfilling its responsibilities.

The board charter sets out its roles and responsibilities. The board holds its directors accountable for their integrity, competence, responsibility, fairness and transparency.

Succession planning and performance

The board is satisfied that the company is appropriately resourced and its delegation to management contributes to an effective arrangement by which authority and responsibilities are exercised. The board approves the appointment of the CEO and CFO. The MultiChoice Group remuneration committee, which reports back regularly to the board, is required to annually consider the performance of the CEO and CFO against agreed performance incentive objectives.

Succession plans for the CEO and senior executives are in place and are annually reviewed by the MultiChoice Group nomination committee, which reports back to the board.

Chair, lead director and CEO

Imtiaz Patel, a non-executive director, is the board chair. The lead non-executive director, Jim Volkwyn, steps in as chair in all matters where an actual or perceived conflict could exist and where it would be inappropriate for the chair to deal with the matter concerned.

The board satisfied itself that Jim acted with independence of mind and judgement and there was no interest, position, association or relationship likely to unduly influence or cause bias in decision-making in the company's best interests.

The CEO, Calvo Mawela, is responsible for leading the implementation and execution of the approved strategy, policy and operational planning of the MultiChoice Group (including MultiChoice SA) and ensuring MultiChoice SA's day-to-day affairs are appropriately supervised and controlled.

Shareholder communication

MultiChoice SA is committed to ongoing and transparent communication with its direct shareholders, being MultiChoice Group and Phuthuma Nathi, as well as Phuthuma Nathi's shareholders. In all such communications, the board aims to present a balanced and understandable assessment of MultiChoice SA's position. This is done through adhering to principles of openness, and substance-over-form reporting, striving to address matters of material significance to shareholders.

MultiChoice SA is committed to ongoing and transparent communication with its shareholders and, in turn, Phuthuma Nathi's shareholders.

This integrated annual report is our primary form of communication with shareholders. In addition to this report, we publish annual and interim results and, should we need to engage directly with Phuthuma Nathi's shareholders regarding material issues/changes, we conduct roadshows. Further, the board encourages shareholders' attendance at AGMs, and where appropriate, will provide full and understandable explanations of the effects of resolutions to be proposed.

See pages 132 to 139 for more information on the AGM.

Company secretary

The company secretary guides the board in discharging its regulatory responsibilities. Directors have unlimited access to the advice and services of the company secretary who plays a pivotal role in the company's corporate governance policies and processes. The company secretary ensures that the proceedings and affairs of the board, the company and (where appropriate) shareholders are properly administered in accordance with the pertinent laws. The company secretary monitors directors' dealings in securities and ensures adherence to closed periods. She attends all board and committee meetings. In accordance with King IV, the performance and independence of the company secretary are annually evaluated.

The MultiChoice Group nomination committee is responsible for recommending a suitable candidate for appointment as the company secretary. It reviews the competence, qualifications and experience of the company secretary annually, and reports on whether it is satisfied therewith. Carmen Miller was appointed as group company secretary with effect from 11 June 2020. The board is satisfied with Carmen's competence, qualifications, experience, independence and suitability. Further, Carmen was not a director of the company and, after due consideration, the board is satisfied that she had an arm's length relationship with the board during the year.

Remuneration report

In alignment with the requirements of King IV, our remuneration report is divided into three parts:

1 PART ONE

Background

The background statement provides context around performance and how this influenced our remuneration decisions.

2 PART TWO

The remuneration policy

The remuneration policy is a forward-looking section that provides an overview of our remuneration philosophy and policy.

Chairman's letter

Dear shareholder,

On behalf of the remuneration committee, I am pleased to present our FY23 remuneration report for the MultiChoice Group. I would like to thank my fellow remuneration committee members, Adv Kgomotso Moroka and James du Preez for their valuable contributions during the year.

I would also like to thank our investors for the constructive engagements prior to the 2022 AGM and for their input provided. We achieved the highest shareholder vote in FY22 since we listed in 2019, which is testament to our ongoing engagements, dialogue and consequent improvements in remuneration policy and its implementation.

Shareholder engagement

Our move away from performance measures that were linked to internal budgets, to more objective metrics that could be measured externally, was positively received by shareholders. They appreciated the changes which aligned business growth with shareholder value creation and made it possible to objectively measure management performance over the three-year vesting period. As refining our approach is an ongoing journey, we continued our engagement with shareholders through individual meetings and calls, as well as by providing a dedicated email address for shareholders to provide feedback, suggestions and comments. During FY23, the remuneration committee established a working sub-committee to analyse the feedback received from shareholders and to provide appropriate recommendations for further enhancements. Given the supportive (96%) vote on our remuneration policy at our 2022 AGM, our focus has been on implementing enhancements to our disclosure to demonstrate our commitment to continuous improvement and to align with current market best practice where possible.

Investor	Shareholding as at 31 March 2023 (%)	Meeting date
Allan Gray	6.02	27 February 2023
Sanlam Investment Management	1.61	27 February 2023
Ninety One	0.66	27 February 2023
M&G Investments	7.65	28 February 2023
Aeon Investment Management	0.43	28 February 2023
Argon Asset Management	0.41	28 February 2023
Abax Investments	0.34	28 February 2023
Public Investment Corporation	12.25	1 March 2023

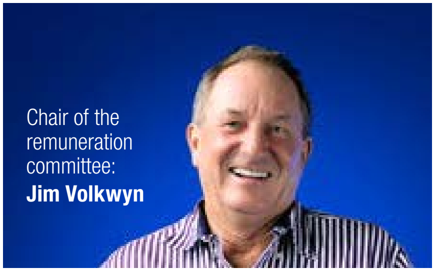
Note: Some of the other large investors were either not available or did not raise any concerns.

3

PART THREE

The implementation report

The implementation report is a backward-looking section that discloses the remuneration and performance outcomes of the executive directors based on the FY22 remuneration policy.



As the group's strategy to expand its ecosystem, in particular its decision to accelerate the investment to grow our streaming business Showmax (in partnership with Comcast, as announced in March 2023), will have a meaningful impact on the business going forward, it necessitated a review of long-term incentive performance metrics at the end of the year to determine whether they remain appropriate. Cognisant of the need to keep the principles of the core metrics consistent, the committee, together with input from Bowmans, adjusted some of the PSU measures to ensure they align with the business strategy (detailed on pages 108 and 109), continue to incentivise management fairly and ultimately drive shareholder value creation over the long term.

Independent remuneration adviser

Bowman Gilfillan is the independent adviser to the remuneration committee, and we are satisfied that their advice is objective and independent.

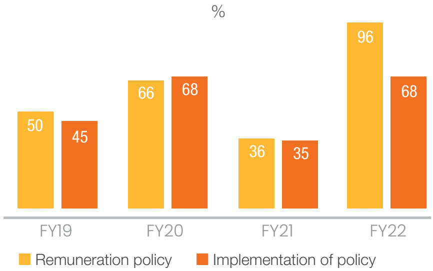
The rest of the report is divided into three parts, namely the background statement, remuneration policy and implementation report.

We look forward to our continuous engagements with you, our shareholders, on our remuneration policy and voting outcomes.

Regards

Jim Volkwyn

Shareholder vote outcomes



FY23 focus areas

Key focus areas and decisions taken during the reporting period

The remuneration committee met four times and is satisfied that it achieved its objectives and complied with its statutory duties. The following key decisions were made:

- Approved the executive committee goals and targets for FY24
- Approved the executive committee FY22 bonus, and FY23 salary increases and share awards
- Approved the non-executive director fees
- Approved the salary increases, bonuses and share awards for all employees
- Approved the new PSU and PPS measures and targets
- Approved the closure of the Irdeto SAR plan
- Implemented the Showmax Share Plan

1 Background

Our journey

We have made several enhancements to our remuneration approach to align with business objectives while navigating an evolving video entertainment industry and challenging macro-economic environment.

FY20

- Introduced malus and clawback provisions
- Lowered share scheme cap
- Increased Minimum Shareholding Requirement (MSR) for key executive management
- Enhanced retrospective disclosure on performance targets
- Increased weighting of Performance Share Unit (PSU) vs Restricted Share Unit (RSU)
- Increased vesting period

Shareholder concern/request
Disclosure of executive director's personal performance objectives
Inclusion of actual performance targets with percentage achieved
Targets do not appear to be sufficiently stretching
Clarity around mechanics of core HEPS target
Nigeria cash extraction targets are not linked to or capped at a specific foreign exchange rate
Option for executives to pledge STI/LTI awards towards MSR

FY21

- Shifted executive committee (ExCo) LTIs to 100% performance-linked
- Introduced Phantom Performance Scheme (PPS) for eligible executives with vesting in years 4-5
- Disclosed triggers for malus and clawback
- The Irdeto RSU scheme was implemented

FY22

- Added retrospective disclosure on Short-term Incentive (STI) and LTI targets
- Linked LTI targets to external metrics
- Included ESG performance hurdles
- Additional disclosure on the PPS scheme

FY23

During FY23, we continued engagements with our shareholders and investors, and feedback was combined under a number of key issues detailed below, which is where we focused our efforts this year.

Our response

We have included tailored disclosures for our executive directors, with context on the categories of targets and the extent to which they were met (refer to pages 120, 121, 124 and 125).
We have disclosed the absolute values for these targets, the actual outcome and the percentage of target achieved (refer to pages 118 and 119).
We illustrate historic performance, with descriptive context for the target setting process in each year (refer to page 102).
Additional details on the core HEPS target have been disclosed, in particular how the weighted average cost of capital is calculated (refer to pages 108 and 109).
The Nigeria cash extraction target has been retained for the group Long-term Incentive (LTI) scheme, with additional disclosure included on the measurement thereof and the introduction of risk committee mandates for permissible foreign exchange rates (refer to pages 108 and 109).
Members of the executive committee can pledge LTI awards (by placing the shares in escrow) to ensure the shareholding requirements are met.

1 Background continued

Historic STI incentive outcomes

The table below provides a summary of performance against targets over the past few years, as well as an explanation of circumstances relating to FY23.

Historic STI stretch awards	FY20	FY21	FY22	FY23
Revenue	Missed threshold	Hit stretch	Hit stretch	Hit stretch
Core headline earnings	Hit threshold	Hit stretch	Hit stretch	Hit threshold
Free cash flow	Hit stretch	Hit stretch	Hit stretch	Missed threshold
Subscriber growth South Africa	Hit target	Hit stretch	Missed threshold	Hit target
Subscriber growth Rest of Africa	Missed threshold	Hit stretch	Hit stretch	Hit stretch
Showmax user base growth	Hit stretch	Hit stretch	Hit stretch	Missed threshold
Insurance policy growth	N/A	N/A	N/A	Hit stretch

■ Missed threshold ■ Hit threshold ■ Hit target ■ Hit stretch

FY23 context:

- **Target setting:** FY23 budgets were set as the world exited the COVID-19 pandemic and although the economic environment was uncertain, improvements in trading conditions were expected when setting targets. This did not prove to be the case and the impact of permanent high stages of loadshedding in South Africa (and in other southern Africa markets intermittently), elevated inflation levels and rising interest rates created a strained economic environment for the group to operate in.
- **Outcomes:** Notwithstanding this material adverse environment versus target assumptions, the group performed well operationally during FY23, exceeding 90-day subscriber targets in South Africa and the Rest of Africa. This was supported by solid growth from the FIFA World Cup and continued success of the group's local content portfolio.

  Showmax paying user growth did not meet target levels, influenced by the weaker SA environment and executive management spending a significant portion of their time on the Comcast, NBCUniversal and Sky partnership announced in March 2023. The Insurance business continued to grow in new and traditional products and met their stretch target.

  This operational performance, together with annual price increases and the ZAR translation benefit on USD segments, resulted in the stretch target being met on revenue growth. Despite this revenue benefit, core headline earnings was only met at threshold due to weaker SA margins and an increased investment in Showmax.

  Free cash flow fell well short of the FY23 target on the back of lower trading profit and a higher working capital investment. This investment comprised sports rights renewals prepayments and early supplier payments due to a significant financial system upgrade that went live on 1 April 2023.

LTI Updates

MultiChoice PSUs

To account for the group's strategic shift from a traditional pay-TV business to a broader consumer platform business, and to incorporate focused investments such as Showmax and KingMakers, the following changes have been made to the 2023 PSU performance measures (detailed on pages 108 and 109):

Update	Rationale
Added an Investment Growth metric	Given the importance of delivering returns on the investment into new verticals and to ensure new businesses gain the required amount of traction in the early stages, a revenue growth metric has been introduced (initially for Showmax with Moment to follow in subsequent years once it has been launched).
Adjusted Core HEPS growth weighting and targets	To account for the introduction of the new metric (above) the weighting of Core HEPS growth has been reduced. In addition, objectives have been linked to hard-coded targets based on current market trends and exclude Showmax and Moment.
Updated Free Cash Flow Conversion Ratio targets	Methodology and principles remain unchanged, but targets were updated to align with recent investments which will reduce free cash flow conversion in the medium term.
Updated ESG weighting and targets	Given the growing importance of ESG to the group, the weighting of this target has been increased (and weighting of Total Shareholder Return reduced). Some of the specific targets were also updated to ensure they remain relevant as the group gains traction on these important initiatives.

2 The remuneration policy

Remuneration philosophy

Our remuneration philosophy is informed by the group's strategy and capital allocation process and enables us to achieve our business objectives. Our commitment to pay for performance aligns with the principle of creating long-term value for our shareholders – it drives our remuneration activities and supports the ownership mentality and spirit of entrepreneurship in our teams around the world.

As far as possible, our pay structure is similar across the business and it exceeds the minimum legal requirements in all the jurisdictions in which we operate. We endeavour at all times to balance the need to compete globally for the best talent with the need to pay fairly and responsibly.

When making executive pay decisions, we consider the individual's performance, the business's performance, the complexity of executives' responsibilities, as well as the growth trajectory and lifecycle of the business unit for which the individual is responsible. Our STIs are aimed at rewarding employees for overperformance in a specific year and are typically capped at a percentage of an employee's salary. Our approach to LTIs strives to ensure executives are invested in driving sustainable performance and shareholder value creation over the long term.

Talent and fairness

We aim to be the preferred employer for prospective and current employees in the sectors in which we operate and to be recognised as a leading employer in our markets.

We focus on recruiting experienced talent for critical areas of product development and service delivery, such as technology, data, digital and content. We also provide opportunities for new, young talent to learn and develop. These, combined with our other internal disciplines, are important to scale our business and deliver our strategic and operational imperatives.

We strive to recruit and retain the best calibre of executive talent to lead the organisation and create value for our stakeholders. Balancing the levels of executive remuneration with the demand to remain competitive in attracting global talent in the video entertainment industry has become challenging.

Remuneration structure

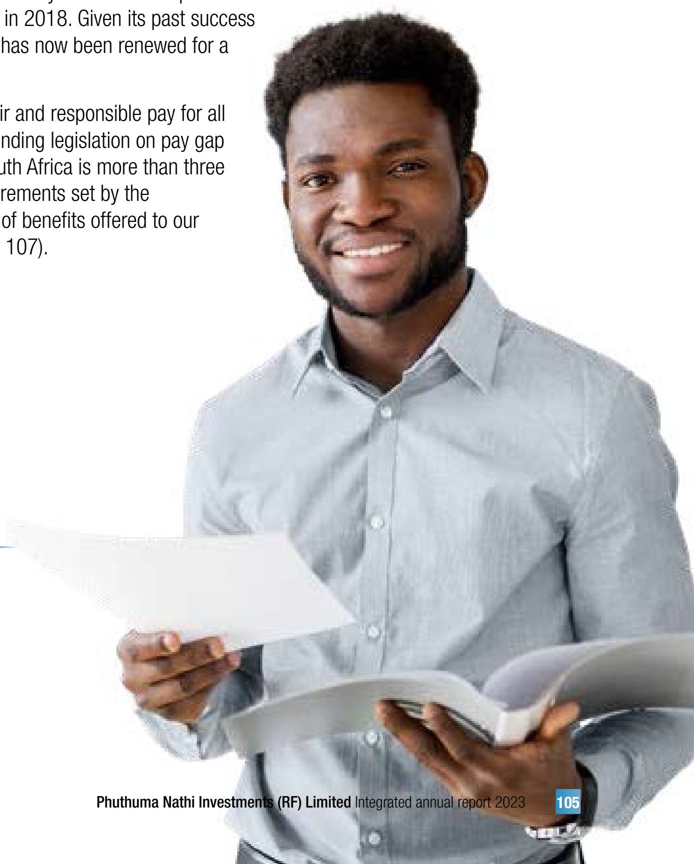
The group's remuneration structure applies to the group's executive directors and key senior executives. To provide a more comprehensive view, policies applicable either to different levels of employee and/or different geographic areas are included where appropriate.

While we are seeing increasing competition for talent from our OTT competitors across all our markets, our recent partnership with Comcast, NBCUniversal and Sky does provide access to some of the leading OTT talent globally.

Our investments and collaboration with leading educational institutions, industry bodies, partners and subject matter experts enable us to recruit and build young talent to drive our business forward. We grow local talent through the MultiChoice Talent Factory which seeds, incubates and nurtures African storytellers. We develop deep technical TV, film, technology, engineering and data science expertise in partnership with prestigious global institutions like the New York Film Academy, Duke University, Harvard, Wharton, Henley Business School and leading local institutions in each country such as the University of Pretoria and Wits in South Africa.

In recognition of the key role that artificial intelligence, specifically machine learning, will play in unlocking a digital future, we partnered with the University of Pretoria to sponsor the MultiChoice Chair in Machine Learning in 2018. Given its past success over the last five years, the agreement has now been renewed for a second five-year term.

We continuously monitor the level of fair and responsible pay for all our employees and we are aware of pending legislation on pay gap disclosures. Our minimum salary in South Africa is more than three times the current minimum wage requirements set by the government. We are proud of the suite of benefits offered to our employees (detailed on pages 106 and 107).



2 The remuneration policy continued

		Purpose and description	Calculation	Eligibility
Guaranteed pay	Salary	Fixed remuneration with consideration given to specific requirements of the role. We follow the local market practice of total cost to company (TCTC) remuneration, which comprises a basic salary plus cash and non-cash benefits. Guaranteed pay is reviewed annually and any increases are typically effective from June each year.	Market conditions, group performance, internal comparability, individual experience, performance and level of responsibility within the organisation are taken into consideration and reviewed annually.	**All employees.**
Guaranteed pay	Benefits	Benefits and allowances appropriate to the market and contributing to the wellbeing of employees. Comprises a suite of competitive employee benefits that vary across countries as per market practice. Examples include: • Bursaries for employees and families • Wellness benefits such as onsite healthcare and counselling, a gym and a concierge service • Work-life balance leave • A closed medical aid scheme and retirement scheme with competitive benefits • An early childhood development allowance and an onsite crèche • Discounts on DStv subscriptions for employees and up to three family members • Discounts on DStv Internet	Not applicable	**All employees.**
STI	Bonus/short-term incentive	Annual performance-related incentives motivate executives to achieve short-term strategic, financial and non-financial objectives over a one-year performance period. This ensures remuneration is aligned with the annual business performance and to drive long-term shareholder value creation. Targets are set at a MultiChoice Group level and at segment/business unit/country level and applied to employees within these respective areas. The individual performance measures for each executive director are tailored to their roles and responsibilities, which filter down to the employees in those reporting lines. The incentive plan is agreed annually in advance and based on targets that are verifiable and aligned with the specific business unit's annual business plan.	All executive directors have an on-target bonus percentage which is used to calculate the bonus. The on-target bonus percentage will differ for employees according to their roles and responsibilities. The calculation to determine the performance outcome is detailed below: **TCTC/base salary** X **On-target bonus % I 80%** X **Individual performance % I 0% to 110%** X **Company performance % I 0% to 120%**	**All employees subject to performance criteria.**

* *Weighted equally between South Africa, Rest of Africa, Showmax and Insurance.*

<table>
<tr><th>Performance measures</th><th>On target and stretch outcomes</th><th>Malus and clawback</th></tr>
<tr><td>Individual performance.</td><td>None.</td><td>Not applicable</td></tr>
<tr><td>None.</td><td>None.</td><td>Not applicable</td></tr>
<tr><td>
The company performance measures and weightings are set out below:
<table>
<tr><th>Performance measure</th><th>Weighting</th></tr>
<tr><td>Revenue</td><td>25%</td></tr>
<tr><td>Core headline earnings per share</td><td>25%</td></tr>
<tr><td>Free cash flow</td><td>25%</td></tr>
<tr><td>Subscriber growth*</td><td>25%</td></tr>
</table>
Performance below threshold results in a 0% payment for the specific measure. Between threshold and stretch, we apply linear progression of the payment from 80% to 120%. The outcome of each measure is capped at 120% of the weighting.
</td><td>
The on-target and maximum STI as a percentage of salary are set out in the table below:
<table>
<tr><th></th><th>On target</th><th>Stretch</th></tr>
<tr><td>CEO</td><td>80%</td><td>106%</td></tr>
<tr><td>CFO</td><td>80%</td><td>106%</td></tr>
</table>
</td><td>
Malus and clawback provisions are applicable to the MultiChoice executive committee.
Refer to page 114 for more detail.
</td></tr>
</table>

2 The remuneration policy continued

LTI

MultiChoice RSUs and PSUs

Purpose and description	Calculation
An award of MultiChoice Group shares registered to the participants subject to an employment condition (continued tenure). For the executive committee, and key senior management employees, achievement of performance conditions applies.	• RSUs vest over four years in two equal tranches in years three and four. RSUs with performance conditions (PSUs) vest 100% after three years • Executives' awards are 100% PSUs • Quantum of PSU vesting is dependent on the achievement of performance conditions. Settlement of the awards takes place on the respective vesting date of the awards and at the Remco's discretion • Dividends are not payable on unvested shares

Performance measures

The group performance measures for PSU awards and weightings are set out as follows:

	Weight	Threshold (50% vesting)	Target (75% vesting)	Stretch (100% vesting)
Core HEPS growth	25%	8%	10%	12%
Investment growth	15%	Grow FY23 revenues by a multiple of 4x	Grow FY23 revenues by a multiple of 6x	Grow FY23 revenues by a multiple of 7x
Free cash flow conversion ratio	15%	78%	82%	86%
Nigeria cash extraction	10%	70%	75%	80%
Total shareholder return	20%	Median of comparator group	Average of Median and Upper Quartile of comparator group	Upper Quartile of comparator group
ESG	15%	Based on a blend of external agency ratings and company specific measures (on the following page)		

Eligibility

Executives, senior management, and employees with scarce and critical skills are eligible to participate.

Executive director awards are split between the following LTI performance plans:

	PSU	PPS & Showmax
CEO	75%	25%
CFO	75%	25%

On target and stretch outcomes

The annual LTI awards are capped at percentages as set out in the table below:

	LTI maximum as a % of salary
CEO	215%
CFO	185%
Rest of executive committee and select executives	165%

Malus and clawback

Malus and clawback provisions are applicable to the MultiChoice executive committee.

Refer to page 114 for more detail.

Details

- Growth to be measured over a three-year rolling average based on year end results, on the vesting date in year three, and excludes Showmax and Moment.

- Growth to be measured after year three based on Showmax FY23 revenue.

- Conversion ratio is calculated using the formula below and measured on the vesting date in year three:
  Free cash flow (pre-tax)/trading profit on a three-year cumulative rolling basis (excluding KingMakers and Moment).

- Measured based on the extraction of net cash (naira margin) generated in the year.

- The TSR measure is based on share price growth and dividend yield.
- Measured based on three-year compound annual growth rate on the vesting date in year three.
- Measured relative to the following comparator group: Vodacom, MTN, Telkom, Shoprite, Clicks, Bidvest, Discovery, Mr Price, TFG.

2

The remuneration policy continued

	Weight	Threshold (50% vesting)	Target (75% vesting)	Stretch (100% vesting)
ESG	15%	Based on a blend of external agency ratings and company specific measures (on the following page)		

Investment in family community – coverage of school sports

10%

Number of hours we will broadcast per annum on the SuperSport Schools App

Threshold (50% vesting)	Target (75% vesting)	Stretch (100% vesting)
35 000 hours	40 000 hours	45 000 hours

Enhancement of gender diversity in sports coverage

10%

Increased hours of female sport coverage, both live (competitions) and non-live (documentaries)

Threshold (50% vesting)	Target (75% vesting)	Stretch (100% vesting)
8% increase	16.7% increase	25% increase

Development of black talent

15%

% of total available spend on skills development spent on developing black (BBBEE) talent

Threshold (50% vesting)	Target (75% vesting)	Stretch (100% vesting)
75%	80%	85%

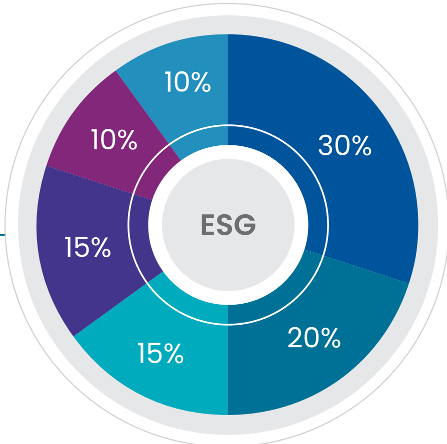
Investment in local content

15%

Number of local content hours we will broadcast per annum

Threshold (50% vesting)	Target (75% vesting)	Stretch (100% vesting)
6 500 hours	6 750 hours	7 000 hours

ESG metrics



ESG rating

Rating by external rating agencies MSCI and Sustainalytics

Threshold (50% vesting)	Target (75% vesting)	Stretch (100% vesting)
Achieve the second highest rating available from both MSCI (AA rating) and Sustainalytics (low risk)	One rating in the second highest category, and one rating in the highest category	Achieve the top-level rating available from both MSCI (AAA rating) and Sustainalytics (negligible risk)

30%

Contribution to sustainable environment

Funding of media and broadcast aspects of Earthshot prize

Threshold (50% vesting)	Target (75% vesting)	Stretch (100% vesting)
ZAR55m (cumulative)	ZAR58m (cumulative)	ZAR60m (cumulative)

20%

2 The remuneration policy continued

		Purpose and description	Calculation
LTI continued	PPS plan	A phantom award of value to the participants subject to an employment condition (continued tenure), where the value of the units awarded, at grant and settlement is based on the value of the underlying portfolio of new investments and performance conditions on a like-for-like basis.	• PPS units vest over five years in two equal tranches in years four and five • Vested units are settled on exercise by delivery of MultiChoice Group shares, up to the tenth anniversary of the award date • 100% of awards are linked to performance conditions. The returns are measured based on the growth in the portfolio valuation on a like-for-like basis • The portfolio performance is calculated at the date of vesting in year four and in year five

Eligibility	Performance measures	Malus and clawback
Select executives involved with strategic investments	The value is linked to the value of the portfolio of new investments and will vest 50% in years four and five respectively. The returns are measured, based on the growth in portfolio valuations. The minimum vesting performance threshold is 12.5% growth per annum, and 100% vesting is achieved at a growth in the portfolio value of 25% per annum, with linear interpolation between these levels.	Malus and clawback provisions are applicable to the MultiChoice executive committee. Refer to page 114 for more detail.

2 The remuneration policy continued

Benchmarking

We strive to be consistent, offering remuneration packages that help attract and retain the best talent in our market. We consider market practices, business requirements and the calibre of the individual in our recruitment processes. We benchmark our remuneration using the Old Mutual Remchannel Survey. For executives, who we sometimes recruit globally, we use the LMO Executive Survey and the Willis Towers Watson Executive Survey. In addition, we use bespoke benchmarking using input from our remuneration adviser when appropriate.

We target our guaranteed salary at the median of the market with exceptions based on performance and critical skills.

For the executive committee, we benchmark remuneration against the same peer group of companies used for the TSR measure, i.e. Vodacom, MTN, Telkom, Shoprite, Clicks, Bidvest, Discovery, Mr Price and Foschini. Our approach to performance incentives is to award STIs below the average of our peer group and a higher LTI component as we believe this will ensure alignment to shareholder interests. This approach ensures that our blended outcome for our executive committee including both STI and LTI aligns with the market.

Malus and clawback

We believe inappropriate conduct should not be rewarded. To protect stakeholders against inappropriate conduct by executives, malus and clawback provisions apply to all variable pay (STI and LTI) for the MultiChoice executive committee. These provisions enable us to recover variable remuneration awards made, based on the occurrence of a trigger event caused by the participant, which led to loss or damage incurred by the group.

Trigger events include, but are not limited to:

- The group or any subsidiary's financial statements having been materially restated
- The executive having deliberately misled the group or any subsidiary, the market and/or the group's shareholders regarding the financial performance or position of the group
- The executive's actions brought the group, subsidiary and/or the executive's business unit into significant disrepute
- The executive's actions amounted to gross misconduct or a material error
- The subsidiary or the business unit in which the executive works having suffered a material risk management or compliance failure
- Any other matter which, in the reasonable opinion of the remuneration committee, is required to be taken into account to comply with prevailing legal and/or regulatory requirements

Malus will be applied prior to the vesting and/or payment of any STI or LTI. Clawback will be applicable for up to three years after the vesting and/or payment of any STI or LTI.

Service contracts

Executives' service contracts comply with terms and conditions of employment in the jurisdiction where they are employed. Executives' contracts do not contain guaranteed payments on termination. Details of the date of appointment and relevant notice period for executive directors are set out in the table below:

	CP Mawela	TN Jacobs
Date of appointment in the current role	1/11/2018	1/11/2018
Notice period	6 months	6 months
Restraint period	12 months	6 months

Recruitment policy

On the appointment of a new executive, the individual's package will typically be in line with the principles as outlined on page 111. To facilitate recruitment, it may be necessary to compensate for remuneration forfeited on exiting the previous employer. This will be considered on a case-by-case basis and may comprise cash or shares.

Termination policy

Payments in lieu of notice may be made to executives for the unexpired portion of the notice period. On cessation of employment, there is no automatic entitlement to an annual performance-related incentive (bonus). However, the committee retains the discretion to award a bonus to a leaver during the financial year considering the circumstances of their departure.

Termination provisions related to LTI plans are as follows:

	LTI termination provisions
Death, ill health, disability or other event approved at the board's discretion	• All unvested awards will be accelerated and fully vest on the date of termination of employment. If applicable, the outcomes of PSU and PPS thresholds will be reviewed by the remuneration committee on a case-by-case basis.
Redundancy or termination as a result of a business disposal or change of control/jurisdictional issue or retirement	• Vesting of the awards will be accelerated on a pro rata basis. However, the pro rata portion will only be applicable to the next upcoming vesting portion. If applicable, the outcomes of PSU and PPS thresholds will be reviewed by the remuneration committee on a case-by-case basis.
For other causes	• All unvested awards will lapse.

2 The remuneration policy continued

Minimum shareholding requirement

To encourage individual shareholding in the group and to align with shareholders' interests, the following minimum shareholding is required for all members of the executive committee. To allow time for the executives to build up a shareholding in the MultiChoice Group, these MSR requirements are to be met by July 2024 for current executives. The timeframe for new executive committee members to reach the MSR is five years from the date of appointment.

	MSR as % of salary
CEO	300%
CFO	200%
Executive committee	100%

Members of the executive committee can pledge LTI awards (by placing the shares in escrow) to ensure the shareholding requirements are met.

Remuneration policy applicable to non-executive directors

Terms of appointment

The board has clear procedures for the appointment and orientation of directors, and annual self-evaluations are completed by the board and its committees. The nomination committee periodically assesses the skills and diversity represented on the board and determines whether these meet the group's needs. Directors are invited to give their input in identifying potential candidates. Members of the nominations committee propose suitable candidates for consideration by the board and a fit-and-proper evaluation is performed for each candidate before they are considered/appointed.

Retirement and re-election of non-executive directors

All non-executive directors are subject to retirement and re-election by shareholders every three years. Additionally, non-executive directors are subject to election by shareholders at the first suitable opportunity for interim appointments. The names of non-executive directors submitted for election or re-election are accompanied by brief biographical details to enable shareholders to make an informed decision on their election. The reappointment of non-executive directors is not automatic.

Setting non-executive directors' fees

The fee structure for non-executive directors is designed to ensure we attract, retain and appropriately compensate a diverse and experienced board of non-executive directors. Non-executive directors receive an annual fee as opposed to a fee per meeting, which recognises their ongoing responsibility to ensure effective governance of the group. Remuneration is reviewed annually and is not linked to the group's share price or performance. Non-executive directors do not qualify for share allocations under the group's incentive schemes. A comprehensive benchmarking exercise is performed using PwC's non-executive director surveys and this is tabled annually for consideration by the remuneration committee and the board to determine what the proposed directors and committees' fees should be.

Directors on the MultiChoice Group board have cross-membership on the South African major subsidiary boards: MultiChoice SA Holdings Proprietary Limited, MultiChoice SA Proprietary Limited and Earth UK Holdings Limited. Non-executive directors with such cross-memberships receive a single fee at a MultiChoice Group level.

Non-binding advisory vote on remuneration policy

The remuneration policy, as set out in Part 2, will be subject to a non-binding advisory vote by shareholders at the AGM on 23 August 2023.

3 The implementation report

This section explains how the remuneration policy was implemented in the reporting year and reflects the resulting payments each director received (backward looking). All decisions in relation to executive remuneration were made in line with our remuneration policy for this financial year.

Salary adjustments

The committee approved a 5% salary increase in FY23 for all employees in South Africa which was determined through a collective bargaining process. To show our commitment to improving the lives of our lower-level employees, we applied a tiered approach where higher increases were prioritised to the lower levels grades while senior management received lower increases. Increases in other countries varied based on economic conditions, inflation, market trends and internal comparability.

FY23 STI	Weight (%)	Threshold (80%)	Target (100%)	Stretch (120%)
Revenue	25	2% below target	On-target	2% above target
Core HEPS	25	10% below target	On-target	10% above target
Free cash flow	25	10% below target	On-target	10% above target
Subscriber growth South Africa	6.3	5% below target	On-target	5% above target
Subscriber growth Rest of Africa	6.3	5% below target	On-target	5% above target
Subscriber growth online	6.3	5% below target	On-target	5% above target
Insurance policyholder growth	6.3	5% below target	On-target	5% above target
Total	100			

Long-term incentives

In FY23, the outcome of the 2020 PSU awards vested as detailed in the table below.

FY23 LTI	Weight (%)	Threshold (50% vesting)	Target (75% vesting)	Stretch (100% vesting)
Core HEPS[1]	25	5% below target	On-target	5% above target
Free cash flow (cumulative)[2]	50	5% below target	On-target	5% above target
Return on capital employed[3]	25	5% below target	On-target	5% above target
Total	100			

[1] As the target was set at the outset of COVID-19, they were based on uncertain and volatile economic conditions that influenced forecasts. Management took full advantage of the crisis and uncertainty in the market to aggressively outperform against expectations. Operational performance was strong throughout the three-year period, with subscriber numbers growing by 4.0m 90-day active subscribers, notwithstanding a challenging economic environment, including the impact of COVID-19 and increasing competition from OTT. This was supplemented by strong cost discipline resulting in cumulative savings of R3.9bn. This strong operational performance resulted in the group significantly exceeding the target.

Short-term incentives

FY23 group/financial goals

In this section, we outline the actual STI outcomes for each financial performance measure relative to the target set at the beginning of the financial year. At the request of shareholders, we have provided the absolute values for targets and the actual outcomes for the year under review:

On-target outcome (%)	FY23 targets	FY23 Actuals	% of target achieved	FY23 outcome (%)
25	R57.4bn	R59.1bn	103	30.0
25	R8.80	R8.28	95	23.7
25	R5.5bn	R2.9bn	52	0.0
6.3	286k	294.4k	103	7.0
6.3	1 125k	1 410k	125	7.5
6.3	336k	214k	64	0.0
6.3	435k	458k	105	7.5
100				75.7

On-target Vesting (%)	FY23 targets	FY23 Actual	% of target achieved	FY23 vesting (%)
18.75	R4.30	R8.28	193	25.0
37.5	R8.2bn	R14.1bn	172	50.0
18.75	32%	42.4%	133	25.0
75				100

(2) Free cash flow was above the stretch target primarily due to the better than stretch target earnings growth. Significant savings were achieved over the three-year period through the acceleration of the group's cost optimisation programme at the onset of COVID-19 and consistently in the years that followed. Over the three-year period, the group achieved R3.9bn in cost savings, well above the budgeted R2.8bn savings over the same period. Capital expenditure was managed below target levels throughout the three-year period and a focus on working capital management delivered better than target outcomes.

(3) ROCE was 42.4% at 31 March 2023 due to the higher earnings performance and an efficient use of the asset base in the group, assisted in part by the declaration of a stable ZAR2.5bn dividend during FY22 and FY23.

3 The implementation report continued

Calvo Mawela
Group CEO

Salary increase and STI award

FY23 salary as at 31 March 2023 (USD'000)	685	A
FY24 salary (USD'000)	706	
FY24 increase (%)	3	
On-target bonus (%)	80	B
Group/financial goals achieved outcome (%)	75.7	C
Personal goals achieved outcome (%)	91.0	D
Total outcome (%)	68.9	E = C x D
FY23 bonus (USD'000)	378	F = A x B x E
FY23 bonus as % of salary	55	G = F/A

Executive directors' remuneration:

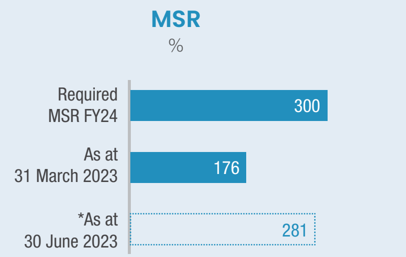
Executive director single figure remuneration

Element	FY23 (USD'000)	FY22 (USD'000)
Base salary	682	663
Pension	82	80
Benefits[1]	209	255
Short-term incentive[2]	378	566
LTI – PSU/RSU[3]	1 269	1 015
Total single figure	**2 620**	2 578

[1] Benefits exclude pension and include all benefits not included in base salary such as medical benefits, fringe benefits, family benefits, travel, long-service and disability benefits. The decrease in FY23 is mainly due to a decrease in travel in FY23.

[2] The STI reflects the bonus paid based on the performance of the relevant financial year (FY23).

[3] The value of awards settled in FY23 as disclosed in the LTI shareholding table alongside are different as it relates to share awards settled during FY23. The LTI RSU and PSU values reflected above are for the June 2019, June 2020 and November 2020 awards with performance period ending in FY23.



** Based on pledging 100% of the June 2023 vesting*

Personal goals

Below we have disclosed the group CEO's personal performance against the target.

Cost saving

Exceed the group's cost savings target which helped partially offset SA margins pressure and supported RoA reaching breakeven.

Technology modernisation

Managed the modernisation of MCG's operational IT systems and platforms within the agreed timelines and budget.

Group projects

Developed and executed against a plan for the group to expand into a platform business. Successfully executed on key projects, including M&A and new business lines.

People

Continued to execute against a robust succession plan, however missed key targets.

Regulatory

Managed a proactive and robust regulatory process to avoid undue or unforeseen negative impacts on the business.

Customer satisfaction

Achieved the target customer satisfaction scores for the SA and ROA DTH businesses (DStv), but missed the customer satisfaction target for the RoA DTT business (GOtv).

Content

Achieved increased local content targets while securing and renewing key general entertainment and sports content deals on acceptable terms, e.g. the successful launch of the South African T20 competition.

Cash extraction

Exceeded targets relating to cash extraction from Nigeria on both the opening cash balance and local cash generation targets for the year.

New business development

Marginally missed on revenue targets for new businesses given strategic delays on key rollouts.

Key

- NOT ACHIEVED 0%
- SOMEWHAT ACHIEVED 50%
- ACHIEVED 100%
- OVER ACHIEVED 105%
- OUTSTANDING 110%

3 The implementation report continued

FY23 LTI shareholding

Share plan	Offer date	Number of shares	Offer price (ZAR)
MultiChoice Group RSU and PSU[1]	18 Jun 2019	61 162	0.00
	18 Jun 2019	61 162	0.00
	18 Jun 2019	61 162	0.00
MultiChoice Group RSU and PSU[1]	10 Jun 2020	51 147	0.00
	10 Jun 2020	51 147	0.00
	10 Jun 2020	51 147	0.00
	10 Jun 2020	51 149	0.00
MultiChoice Group RSU and PSU[2]	17 Nov 2020	70 717	0.00
MultiChoice Group RSU	17 Nov 2020	10 103	0.00
MultiChoice Group RSU[3]	31 Mar 2021	120 809	0.00
MultiChoice Group RSU[3]	18 Jun 2022	143 872	0.00
Phantom Performance Share Plan 2021[4]	31 Mar 2021	42 767	0.00
	31 Mar 2021	42 767	0.00
Phantom Performance Share Plan 2021	20 Jun 2022	4 720	0.00
	20 Jun 2022	4 721	0.00

(1) 50% of RSUs issued are subject to performance conditions.
(2) 75% of RSUs issued are subject to performance conditions.
(3) 100% of RSUs issued are subject to performance conditions.
(4) 100% of PPSs issued are subject to performance conditions.

Release date	Share/unit price as at 31 March 2023 (ZAR)	Value of awards settled during the financial year ending 31 March 2023 (ZAR)	Intrinsic value per award of unvested shares as at 31 March 2023 (ZAR)
18 Jun 2022		7 166 963	
18 Jun 2023	123.36		7 544 944
18 Jun 2024	123.36		7 544 944
10 Jun 2022		6 546 305	
10 Jun 2023	123.36		6 309 494
10 Jun 2024	123.36		6 309 494
10 Jun 2025	123.36		6 309 494
17 Nov 2023	123.36		8 723 649
17 Nov 2024	123.36		1 246 306
31 Mar 2024	123.36		9 388 889
18 Jun 2025	123.36		11 181 271
31 Mar 2025	281.38		4 452 498
31 Mar 2026	281.38		4 452 498
20 Jun 2026	592.87		1 035 388
20 Jun 2027	592.87		1 035 608

3 The implementation report continued

Tim Jacobs
Group CFO

Salary increase and STI award

FY23 salary as at 31 March 2023 (ZAR'000)[(1)]	8 451*	A
FY24 salary (ZAR'000)	8 721	
FY24 increase (%)	3.2	
On-target bonus (%)	80	B
Group/financial goals achieved outcome (%)	75.7	C
Personal goals achieved outcome (%)	104.3	D
Total outcome (%)	78.9	E = C x D
FY23 bonus (ZAR'000)	5 335	F = A x B x E
FY23 bonus as % of salary	63	G = F/A

** Tim's EUR portion has been converted to ZAR using the March 2023 exchange rate.*

Executive directors' remuneration:
Executive director single figure remuneration

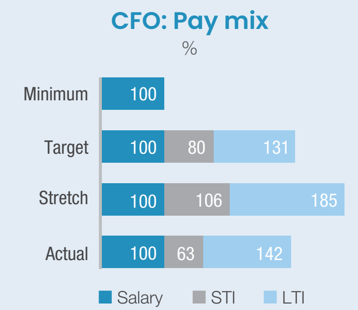
Element	FY23 (ZAR'000)	FY22 (ZAR'000)
TCTC[(1)]	7 827	7 447
Pension	524	640
Benefits[(2)]	784	671
Short-term incentive[(3)]	5 335	6 294
LTI – PSU/RSU[(4)]	11 000	4 871
Total single figure	**25 470**	19 923

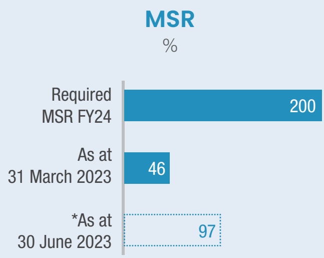
[(1)] Tim has a dual employment contract (ZAR and EUR) as he is required to spend a significant amount of time offshore. His EUR portion has been converted to ZAR using the average FY23 exchange rate.

[(2)] Benefits exclude pension and includes all benefits not included in TCTC such as medical benefits, fringe benefits, family benefits, travel, long-service and disability benefits. Tim's benefits for his European contract have been converted to ZAR using the average FY23 exchange rate.

[(3)] The STI reflects the bonus paid based on the performance of the relevant financial year (FY23).

[(4)] The LTI RSU and PSU values reflected are for the June 2019, June 2020 and November 2020 awards with the performance period ending in FY23.





** Based on pledging 100% of the June 2023 vesting*

Personal goals

Below we have disclosed the group CFO's personal performance against the target.

Cost saving

Exceed the group's cost savings target which helped partially offset the SA margin pressure and supported RoA reaching breakeven.

Tax management

Exceeded in settling all required tax matters on terms below provision targets. This target was not impacted by the outstanding FIRS matter as it is still under negotiation and we maintain our view that the FIRS tax matter does not represent a potential tax liability for the business.

Group projects

Further developed and continued to execute against group strategy to evolve into a platform business. Successfully executed on key projects, including the announcement of the Showmax partnership with Comcast, NBCUniversal and Sky and the creation of the Moment partnership.

People

Further developed, enhanced and continued to execute against a robust succession plan. Supported diversity initiatives at senior staffing levels and achieved employee engagement targets.

Cash extraction

Exceeded targets relating to cash extraction from Nigeria on both the opening cash balance and local cash-generation targets for the year.

Finance projects

Delivered on first year targets relating to key finance projects, such as the transition to SAP and go to market launches within agreed project timelines.

Key

- NOT ACHIEVED 0%
- SOMEWHAT ACHIEVED 50%
- ACHIEVED 100%
- OVER ACHIEVED 105%
- OUTSTANDING 110%

3

The implementation report continued

FY23 LTI shareholding

Share plan	Offer date	Number of shares	Offer price (ZAR)
MultiChoice Group RSU and PSU[1]	18 Jun 2019	15 768	0.00
	18 Jun 2019	15 768	0.00
	18 Jun 2019	15 769	0.00
MultiChoice Group RSU and PSU[1]	10 Jun 2020	21 207	0.00
	10 Jun 2020	21 207	0.00
	10 Jun 2020	21 207	0.00
	10 Jun 2020	21 207	0.00
MultiChoice Group RSU and PSU[2]	17 Nov 2020	52 195	0.00
MultiChoice Group RSU	17 Nov 2020	7 457	0.00
MultiChoice Group RSU[3]	31 Mar 2021	80 732	0.00
MultiChoice Group RSU[3]	18 Jun 2022	90 383	0.00
Phantom Performance Share Plan 2021[4]	31 Mar 2021	28 579	0.00
	31 Mar 2021	28 580	0.00
Phantom Performance Share Plan 2021[4]	20 Jun 2022	2 965	0.00
	20 Jun 2022	2 966	0.00

[1] 50% of RSUs issued are subject to performance conditions.
[2] 75% of RSUs issued are subject to performance conditions.
[3] 100% of RSUs issued are subject to performance conditions.
[4] 100% of PPSs issued are subject to performance conditions.

Release date	Share/unit price as at 31 March 2023 (ZAR)	Value of awards settled during the financial year ending 31 March 2023 (ZAR)	Intrinsic value per award of unvested shares as at 31 March 2023 (ZAR)
18 Jun 2022		1 853 612	
18 Jun 2023	123.36		1 945 140
18 Jun 2024	123.36		1 945 264
10 Jun 2022		2 719 216	
10 Jun 2023	123.36		2 616 096
10 Jun 2024	123.36		2 616 096
10 Jun 2025	123.36		2 616 096
17 Nov 2023	123.36		6 438 775
17 Nov 2024	123.36		919 896
31 Mar 2024	123.36		6 274 233
18 Jun 2025	123.36		7 024 278
31 Mar 2025	281.38		2 975 377
31 Mar 2026	281.38		2 975 481
20 Jun 2026	592.87		650 408
20 Jun 2027	592.87		650 627

3

The implementation report continued

Non-executive directors' fees

The fees paid to non-executive directors by the group are set out below:

2023 Non-executive directors	Directors' remuneration Paid for services to the company ZAR'000	Paid for services to other group companies ZAR'000
James du Preez	–	–
Elias Masilela	–	–
Kgomotso Moroka	1 560 000	–
Louisa Stephens	–	–
John James Volkwyn	5 142 183	–
Christine Sabwa	–	–
Fatai Sanusi	–	–
	6 702 183	–

Non-executive directors	Directors' remuneration Paid for services to the company USD	Paid for services to other group companies USD
Mohamed Imtiaz Patel – Chair*	–	1 158 701
	–	1 158 701

** Payments relate to the service and restraint agreement entered into between the group and Imtiaz.*

	Directors' fees		Committee and trustees' fees and other fees		Total
	Paid for services to the company ZAR'000	Paid for services to other group companies ZAR'000	Paid for services to the company ZAR'000	Paid for services to other group companies ZAR'000	ZAR'000
	–	776 288	–	516 559	1 292 846
	–	776 288	–	358 657	1 134 945
	–	776 288	–	789 505	3 125 792
	–	776 288	–	1 187 671	1 963 958
	–	–	–	–	5 142 183
	–	776 288	–	716 393	1 492 680
	–	776 288	–	123 142	899 430
	–	4 657 725	2 922 960	768 966	15 051 833

	Directors' fees		Committee and trustees' fees and other fees		Total
	Paid for services to the company USD	Paid for services to other group companies USD	Paid for services to the company USD	Paid for services to the company USD	USD
	–	–	–	–	1 158 701
	–	–	–	–	1 158 701

3 The implementation report continued

Contractual arrangements continued

Adv Kgomotso Moroka

After careful deliberation by the board, taking into account the ad-hoc nature of services rendered and feedback from shareholders, the consultancy agreement entered into between the group and Kgomotso for professional advisory services as a senior counsel is cancelled with effect from 30 June 2023. The board continues to believe that the agreement did not, on a substance over form basis, affect her independence but has nonetheless resolved to cancel it based on perception from investors that the consultancy agreement affects her categorisation as an independent director.

Jim Volkwyn

The consultancy agreement, entered into between the group and Jim, is for professional advisory services provided to the group CEO on a regular and extensive basis. The scope of Jim's consultancy services is global in nature and involve advising on key group strategies. This agreement is complementary to his role as director and involves an annual fee for additional time and effort to provide global strategic input at an early stage of evaluating strategic direction. The group believes that the benefit of leveraging his local and international industry insights and skills is superior to paying external consultants with limited insight into our operations. His in-depth understanding also provides us with a significant strategic advantage as we evaluate many opportunities to grow our business over the longer term. The contract is considered immaterial to Jim's wealth. The board has, after external legal advice and consideration on a balanced and substance-over-form basis, determined that the agreement does not affect his categorisation as an independent non-executive director. Jim has waived any entitlement to director and committee fees paid to non-executive directors.

Imtiaz Patel

The service and restraint agreement entered into between the group and Imtiaz is for the provision of various strategic and advisory support services to the group at a global level. The essence of the agreement is a restraint of trade to ensure that Imtiaz's valuable and sought-after knowledge, experience, contacts and company/global industry insights are retained within the group as he is fundamental in pivoting the group's strategic re-positioning and platform expansion plans. Imtiaz has waived any entitlement to director and committee fees paid to non-executive directors.

Termination payments

No termination payments were made to either executive or non-executive directors on termination of employment or office in FY23.

Compliance

There were no deviations from the remuneration policy in FY23.

Non-binding advisory vote on implementation report

The implementation report, as set out in Part 3, will be subject to a non-binding advisory vote by shareholders at the AGM on 23 August 2023.

The MultiChoice SA and Phuthuma Nathi annual general meetings (AGMs) will be held at 11:00 on Wednesday 23 August 2023

Shareholder **information**

Shareholders wishing to vote prior to the AGMs can log in to their EESE shareholder account (www.eese.co.za) and cast their proxy vote online, or contact Singular telephonically at 0860 116 226 to cast such shareholder's proxy vote telephonically, by no later than 10:45 SAST on Tuesday 22 August 2023 to allow for processing.

Shareholder information

MultiChoice SA
Notice of annual general meeting

MultiChoice SA Holdings Proprietary Limited
(Incorporated in the Republic of South Africa)
Registration number: 2006/015293/07
(MultiChoice SA or the company)

Notice is hereby given that the seventeenth annual general meeting (AGM) of the company will be held on Wednesday 23 August 2023 at MultiChoice City 144 Bram Fischer Drive, Randburg at 11:00 South African Standard Time (SAST) (subject to any adjournment, postponement or cancellation) in order to consider, and if deemed fit, pass with or without modification, the resolutions as set out in this notice.

The company reserves the right to amend the means by which and the manner in which the AGM is convened as well as any details regarding participation in the AGM or the process for registration and submission of forms of proxy by notifying shareholders by no later than seven days prior to the date of the AGM through the issue of an announcement on the Equity Express Security Exchange (EESE) website and/or publishing a notice on the company's corporate website and/or publishing a notice in widely circulated print media and/or any other means that the board of the company may determine appropriate for such notification to shareholders.

Purpose of meeting

The purpose of the AGM is:

a. To submit and receive the audited consolidated and separate annual financial statements of the company as approved by the board, including the directors' report, the report of the independent auditors and the report of the audit committee for the financial year ended 31 March 2023.

   The summary consolidated and separate financial results are set out on pages 67 to 78 of the integrated annual report. The complete consolidated audited annual financial statements are available on the company's website at https://www.multichoice.com/multichoice-south-africa/reports-and-financial-information

b. To consider and, if approved, to adopt with or without amendment, the resolutions set out below.

c. To transact any other business as may be transacted at an AGM in terms of the Act and the memorandum of incorporation (MOI) of the company.

Important dates

Shareholders eligible to receive AGM notice	14 July 2023
Distribution of the integrated annual report enclosing AGM notice, on or before	21 July 2023
Online/telephonic proxy voting opens	21 July 2023
Electronic participation request deadline	18 August 2023
Voting record date	18 August 2023
Proxy submission (proxy form, online and telephonic proxy voting) deadline for administrative purposes	22 August 2023
Annual general meeting	23 August 2023

Ordinary resolutions

1. Ordinary resolution number 1: Presenting the annual reporting suite

To present, consider and accept the consolidated and separate annual financial statements (including, among others, the directors' report, the independent auditors' report and the audit committee report) for the financial year ended 31 March 2023.

The consolidated and separate annual financial statements and the full reporting suite are available on the company's website at https://www.multichoice.com/multichoice-south-africa/reports-and-financial-information

2. Ordinary resolution number 2: Election of new non-executive directors

To elect, each by way of separate ordinary resolution, the below named persons, who being eligible, offer themselves for election as directors of the company with effect from 1 September 2023:

2.1 Deborah Klein
2.2 Andrea Zappia

Brief biographies in respect of each director are available on page 85 of the integrated annual report.

The board unanimously nominates and recommends the election of Deborah Klein and Andrea Zappia to shareholders in terms of ordinary resolutions numbered 2.1 to 2.2. The elections are to be conducted as a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, and in each vote to fill a vacancy, each voting right entitled to be exercised, may be exercised once.

3. Ordinary resolution number 3: Re-election of directors

To re-elect, each by way of separate ordinary resolution, the directors named below, who retire, in terms of article 5.1.6 of the MOI, and being eligible, offer themselves for re-election as directors of the company:

3.1 Adv Kgomotso Ditsebe Moroka SC
3.2 Christine Mideva Sabwa

Brief biographies in respect of each director are available on pages 82 and 84 of the integrated annual report.

The board unanimously recommends that the re-election of directors, in terms of ordinary resolutions numbered 3.1 to 3.2 be approved by shareholders of the company. The re-election is to be conducted as a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, and in each vote to fill a vacancy, each voting right entitled to be exercised, may be exercised once.

4. Ordinary resolution number 4: Appointment of the independent external auditor

To reappoint, on the recommendation of the MultiChoice Group audit committee, the firm Ernst & Young Incorporated (EY) as independent registered external auditor of the company (noting that Lerato Sidubi is the individual registered auditor of that firm who will undertake the audit) until the next AGM.

EY was elected as the external auditors for the company at the AGM held on 24 August 2022 for the period from 1 April 2023 until the AGM to be held on 23 August 2023.

The MultiChoice Group audit committee recommends that EY be reappointed as the external auditors of the company until the next AGM.

The MultiChoice Group audit committee's recommendation has been approved by the board.

MultiChoice SA
Notice of annual general meeting continued

5. Ordinary resolution number 5: Authorisation of distribution

To authorise a distribution of 1 527.78 cents per share, pursuant to article 6.3.2 of the MOI and in accordance with the recommendation of the board.

Subject to shareholder approval, the board approved a dividend of ZAR5.5bn payable to its ordinary shareholders on or about 4 September 2023. The board has approved a distribution of 1 527.78 cents per share, after having applied the solvency and liquidity test and reasonably concluded that the company will satisfy the solvency and liquidity test immediately after completing the proposed distribution.

6. Ordinary resolution number 6: Authorisation to implement resolutions

Each of the directors of the company is authorised to do all things, perform all acts and sign all documents necessary or desirable to effect the implementation of the ordinary and special resolutions adopted at this AGM.

Non-binding advisory resolutions

7. Non-binding advisory resolution number 1: Endorsement of the company's remuneration policy

To endorse the company's remuneration policy, as set out in the remuneration report on pages 104 to 117 of the integrated annual report.

8. Non-binding advisory resolution number 2: Endorsement of the implementation of the remuneration policy

To endorse the company's implementation report relating to the payment of remuneration for the period which commenced on 1 April 2022 and ended on 31 March 2023 as set out on pages 118 to 130 of the integrated annual report.

Special resolutions

9. Special resolution number 1: General authority to repurchase a maximum of 20% shares of the company

To authorise the board, by way of a renewable general authority, to approve the acquisition of the company's shares by the company or any subsidiary of the company, subject to a maximum 20% of the company's issued share capital of that class in any one financial year, upon such terms as the board may determine, in each instance in terms of and subject to the MOI and the Companies Act.

The reason for and effect of special resolution number 1 is to grant the company and/or a subsidiary of the company a general authority in terms of the Act to acquire the company's shares.

The directors record that, although there is no immediate intention to effect a repurchase of the shares of the company, they will continually review the company's position, having regard to prevailing circumstances and market conditions, in considering whether to effect any repurchases as contemplated in special resolution number 1.

10. Special resolution number 2: General authority to provide financial assistance in terms of section 44 of the Companies Act

To resolve that the board may authorise the company to generally provide any financial assistance in the manner contemplated and subject to the provisions of section 44 of the Companies Act to a director or prescribed officer of the company or of a related or inter-related company subject to (i) and (ii) below or to a related or inter-related company or corporation, or to a member of a related or inter-related corporation, pursuant to the authority hereby conferred upon the board for these purposes.

This authority relates to financial assistance for the subscription/purchase of securities in the company or a related or inter-related company and shall:

(i) include and also apply to the granting of financial assistance to a share incentive scheme of the group or the company and such share-based incentive schemes that are established in future (collectively the group's share-based incentive schemes) and participants thereunder (which may include directors, future directors, prescribed officers and future prescribed officers of the company or of a related or inter-related company) (participants) for the purpose of, or in connection with, the subscription of any option, or any securities issued or to be issued by the company or a related or inter-related company, or for the purchase of any securities of the company or a related or inter-related company, pursuant to the administration and implementation of the group share-based incentive schemes, in each instance on the terms applicable to the group's share-based incentive scheme in question; and

(ii) be limited, in respect of directors and prescribed officers, to financial assistance in relation to the acquisition of securities as contemplated in (i).

11. Special resolution number 3: General authority to provide financial assistance in terms of section 45 of the Companies Act

To resolve that the company, as authorised by the board, may generally provide, in terms of and subject to the requirements of section 45 of the Companies Act, any direct or indirect financial assistance to a related or inter-related company or corporation, or to a member of a related or inter-related corporation, pursuant to the authority hereby conferred upon the board for these purposes.

This authority relates to any financial assistance to be provided by the company to, for instance, related or inter-related companies, and includes the provision of parent company guarantees and/or treasury management arrangements.

Majority required for the adoption of resolutions

Unless otherwise indicated, in order for the ordinary resolutions to be adopted, the support of a simple majority (that is, 50% plus one) of the total number of voting rights exercised on the resolutions is required.

The non-binding resolutions are of an advisory nature only and failure to pass these resolutions will therefore not have any legal consequences relating to the existing arrangements. Should 25% or more of the votes exercised on these non-binding resolutions be cast against either or both of these non-binding resolutions, the board undertakes to engage with identified dissenting shareholders as to the reasons therefor and take appropriate action (as determined at the discretion of the board) to reasonably address issues raised, as envisaged in King IV.

In order for the special resolutions to be adopted, the support of at least 75% of the total number of voting rights exercised on the resolutions is required.

Votes recorded as abstentions are not taken into account for the purposes of determining the final percentage of votes cast in favour of the resolutions. This is in line with the Companies Act.

Shareholder information

MultiChoice SA
Notice of annual general meeting continued

Attendance

Shareholders are advised that, in terms of section 63(1) of the Companies Act, No 71 of 2008 (Companies Act), any person (including proxies) attending or participating in the AGM must present reasonably satisfactory identification before being entitled to attend or participate in and vote at the AGM. The company and Singular are obliged to validate each shareholder's entitlement to participate in and/or vote at the AGM before allowing a shareholder into the AGM venue.

Please note that on the day of the AGM the registration counter at the AGM venue will, for purposes of registering to vote at the AGM, close at 10:45 on Wednesday 23 August 2023.

Voting

Only persons present at the AGM or represented by a valid proxy will be entitled to cast a vote on any matter put to a vote of shareholders.

Voting on all resolutions will take place by polling. Every shareholder of the company who is present at the AGM or is represented by proxy shall have one vote for every share in the company held by such shareholder.

Forms of proxy

A shareholder of the company may appoint any individual (including one who is not a shareholder of the company) as a proxy to participate in, speak and vote at the AGM of the company. A form of proxy, which includes the relevant instructions for its completion, is attached on page 137 of the integrated annual report. In order for the proxy to be effective and valid, it must be completed and delivered in accordance with the instructions contained in the proxy form.

For administration purposes, forms of proxy should be received at the applicable return address (as set out on page 138) by no later than 10:45 SAST on Tuesday 22 August 2023.

Shareholders are to take note of postal delivery times and any restrictions on postal services in place when posting any forms as no late postal deliveries will be accepted. Shareholders are encouraged to email forms instead.

As an alternative to submitting forms of proxy, shareholders will be able to vote on the resolutions set out in this notice before the AGM by making use of the online voting platform. Shareholders can access the online voting platform by logging in to their EESE shareholder account (www.eese.co.za) or contacting Singular telephonically at 0860 116 226 to cast such shareholder's proxy vote telephonically. The online voting platform and telephonic voting service will be available from 09:00 on Friday 21 July until 10:45 on Tuesday 22 August 2023.

Shareholders who use this online or telephonic voting service will be deemed to have appointed Singular as their proxy for purposes of voting at the AGM.

Electronic participation

Shareholders entitled to attend and vote at the AGM, or their proxies, will be entitled to participate in (but not vote at) the AGM by electronic communication. Should a shareholder wish to participate in the AGM electronically, the shareholder should advise the company by no later than 11:00 SAST on Friday 18 August 2023 by submitting via email to Singular (phuthumanathi@singularservices.co.za), a letter stating that the shareholder would like to attend the AGM electronically together with the shareholder's contact details; full details of that shareholder's title to securities issued by the company; and proof of identity (in the form of certified copies of identity documents and written confirmation from the transfer secretary confirming the shareholder's title to the shares). On receipt of the required information, the shareholder will be given a secure code and instructions to access electronic communication during the AGM. Shareholders must note that access to the electronic communication will be for their expense.

By order of the board

CC Miller
MultiChoice SA: company secretary
21 July 2023

MultiChoice SA
Proxy form

MultiChoice SA Holdings Proprietary Limited
(Incorporated in the Republic of South Africa)
Registration number: 2006/015293/07
(MultiChoice SA or the company)

For use by shareholders in respect of the annual general meeting (AGM) to be held at MultiChoice City, 144 Bram Fischer Drive, Randburg on Wednesday 23 August 2023 at 11:00 SAST.

I/We (name in block letters)

Identity number/registration number

of (address)

being the holder(s) of ______________ shares in the company, hereby appoint (see notes overleaf)

1. or failing him/her
2. or failing him/her
3. the chair of the company or failing him/her, the chair of the AGM as my/our proxy to vote for me/us on my/our behalf at the AGM of the company to be held at 11:00 SAST on Wednesday 23 August 2023, or at any adjournment, and generally to act as my/our proxy at this meeting.

I/We desire to vote as follows:

		For	Against	Abstain
Ordinary resolution number 1	Presenting the annual reporting suite			
Ordinary resolution number 2	Election of non-executive directors:			
	2.1 Deborah Klein			
	2.2 Andrea Zappia			
Ordinary resolution number 3	Re-election of directors:			
	3.1 Adv Kgomotso Ditsebe Moroka SC			
	3.2 Christine Mideva Sabwa			
Ordinary resolution number 4	Reappointment of external auditor			
Ordinary resolution number 5	Authorisation of distribution			
Ordinary resolution number 6	Authorisation to implement resolutions			
Non-binding advisory resolution number 1	Endorsement of the company's remuneration policy			
Non-binding advisory resolution number 2	Endorsement of the remuneration implementation report			
Special resolution number 1	General authority to repurchase shares			
Special resolution number 2	General authority to provide financial assistance in terms of section 44 of the Companies Act			
Special resolution number 3	General authority to provide financial assistance in terms of section 45 of the Companies Act			

Signed on 2023 at

Signature of authorised representative of shareholder or shareholder:

Home number: Mobile number: Email address:

Please read notes to the proxy set out on the next page.

Shareholder information

Notes to the form of proxy

Summary of the rights of a shareholder to be represented by proxy in terms of section 58 of the Companies Act read with the company's MOI

1. A shareholder of the company may appoint any individual (including one who is not a shareholder of the company) as a proxy to participate in, speak and vote at the AGM of the company. A shareholder may therefore insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting 'the chair of the company, or failing him/her, the chair of the AGM'. The person whose name is first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.
2. A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder.
3. A proxy instrument must be in writing, dated and signed by the shareholder.
4. A proxy may not delegate his/her authority to act on behalf of the shareholder to another person.
5. A copy of the instrument appointing a proxy must be delivered to the company, or to any other person on behalf of the company before the proxy exercises any rights of the shareholder at the AGM.
6. Irrespective of the form of instrument used to appoint the proxy:
   a. the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in exercising any rights as a shareholder;
   b. the appointment is revocable unless the proxy appointment expressly states otherwise; and
   c. if the appointment is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing or making a later inconsistent appointment of a proxy and delivering a copy of the revocation instrument to the proxy and the company.
7. Every shareholder, present in person or by proxy and entitled to vote, will on a show of hands have only one vote and, on a poll, every shareholder will have one vote for every share held.
8. Documentary evidence establishing the authority of the person signing this form of proxy in a representative capacity must be attached to this form unless previously recorded by the company or waived by the chair of the AGM.
9. A shareholder's instructions to the proxy must be indicated by that shareholder in the appropriate space provided in this form, failing which the proxy shall not be entitled to vote at the AGM in respect of the shareholder's votes exercisable at that meeting. Provided where the proxy is the chair, failure to so comply will be deemed to authorise the chair to vote in favour of the resolutions. A shareholder's instructions to the proxy must be indicated by inserting an X in the appropriate box. A proxy appointment shall be suspended should a shareholder wish to participate in the meeting in person after having submitted the form of proxy.
10. A shareholder may at any time appoint a proxy. For practical purposes, forms of proxy are requested to be lodged with the transfer secretaries, Singular Systems Proprietary Limited, 25 Scott Street, Waverley, 2090 or PO Box 1266, Bramley, 2018 or phuthumanathi@singularservices.co.za, to reach them not less than twenty-four (24) hours (not including Saturdays, Sundays and public holidays) before the AGM, that is by 10:45 SAST on Tuesday 22 August 2023. As a result of delays in postal services and restrictions which may apply to postal services, shareholders are encouraged to email their forms of proxy to the address provided above.

11. The completion and lodging of this form of proxy will not preclude the shareholder from attending the AGM and speaking and voting in person at the meeting to the exclusion of any proxy appointed in terms hereof.
12. An instrument of proxy shall be valid for any adjournment or postponement of the AGM, as well as for the meeting to which it relates, unless the contrary is stated therein but shall not be used at the resumption of an adjourned AGM if it could not have been used at the AGM from which it was adjourned for any reason other than that it was not lodged timeously for the meeting from which the adjournment took place.
13. A vote cast or act done in accordance with the terms of a form of proxy shall be deemed to be valid despite:
    a. The death, insanity or any other legal disability or incapacity of the person appointing the proxy; or
    b. The revocation of the proxy; or
    c. The transfer of a share in respect of which the proxy was given, unless notice as to any of the abovementioned matters shall have been received by the company at its registered office or by the chair of the AGM at the place of the AGM, if not held at the registered office, before the commencement or resumption (if adjourned) of the AGM at which the vote was cast or the act was done or before the poll on which the vote was cast.
14. The authority of a person signing the form of proxy:
    a. Under a power of attorney; or
    b. On behalf of a company or close corporation or trust, must be attached to the form of proxy unless the full power of attorney has already been received by the company or the transfer secretaries.
15. Where shares are held jointly, all joint holders must sign.

Shareholder information

Phuthuma Nathi
Notice of annual general meeting

Phuthuma Nathi Investments (RF) Limited
(Incorporated in the Republic of South Africa)
Registration number: 2006/015187/06
(Phuthuma Nathi or the company)

Notice is hereby given that the seventeenth annual general meeting (AGM) of the company will be held immediately after the AGM of MultiChoice SA Holdings Proprietary Limited (MultiChoice SA) which is scheduled to be held on Wednesday 23 August 2023 at MultiChoice City 144 Bram Fischer Drive, Randburg at 11:00 South African Standard Time (SAST) (subject to any adjournment, postponement or cancellation) in order to consider, and if deemed fit, pass with or without modification, the resolutions as set out in this notice.

The company reserves the right to amend the means by which and the manner in which the AGM is convened as well as any details regarding participation in the AGM or the process for registration and submission of forms of proxy by notifying shareholders by no later than seven days prior to the date of the AGM through the issue of an announcement on the Equity Express Security Exchange (EESE) website and/or publishing a notice on the company's corporate website and/or publishing a notice in widely circulated print media and/or any other means that the board of the company may determine appropriate for such notification to shareholders.

Purpose of meeting

The purpose of the AGM is:

a. To submit and receive the company's consolidated and separate annual financial statements, as approved by the board, including the directors' report, the report of the independent auditors and the report of the audit committee for the financial year ended 31 March 2023.

   The summary consolidated and separate financial results are set out on pages 20 to 29 of the integrated annual report. The complete consolidated audited annual financial statements are available on the company's website at https://www.phuthumanathi.co.za/information/financial-reporting

b. To consider and, if approved, to adopt with or without amendment, the resolutions set out below.

c. To transact any other business as may be transacted at an AGM in terms of the Act and the memorandum of incorporation (MOI) of the company.

Important dates

Shareholders eligible to receive AGM notice	14 July 2023
Distribution of the integrated annual report enclosing AGM notice, on or before	21 July 2023
Online/telephonic proxy voting opens	21 July 2023
Electronic participation request deadline	18 August 2023
Voting record date	18 August 2023
Proxy submission (proxy form, online and telephonic proxy voting) deadline for administrative purposes	22 August 2023
Annual general meeting	23 August 2023

Dividend

Subject to the approval of the MultiChoice South Africa dividend by shareholders at the MultiChoice SA shareholder meeting on 23 August 2023, the Phuthuma Nathi board has, pursuant to article 7.4 of the MOI, declared a dividend 2 037.03 cents per Phuthuma Nathi share. The dividend will flow from MultiChoice SA to Phuthuma Nathi and then to Phuthuma Nathi shareholders.

Dividend tax of 20% amounts to 407.40 cents per Phuthuma Nathi share. Phuthuma Nathi shareholders will therefore receive a net dividend of 1 629.63 (prior year: 1 777.78) cents per share. The dividend proposed in this report will be paid from reserves. If approved by MultiChoice SA shareholders, the dividend will be payable to Phuthuma Nathi shareholders recorded in the Phuthuma Nathi share register on 23 August 2023 and paid on or about 4 September 2023.

Ordinary resolutions

1. Ordinary resolution number 1: Presenting the annual reporting suite

To present, consider and accept the annual reporting suite (incorporating the integrated annual report, the consolidated and separate annual financial statements (including, among others, the directors' report, the independent auditors' report and the audit committee report)) for the financial year ended 31 March 2023.

The consolidated and separate annual financial statements and the full reporting suite are available on the company's website at https://www.phuthumanathi.co.za/information/financial-reporting/

2. Ordinary resolution number 2: Election of directors appointed to the board during the year

To elect as independent non-executive directors, each by way of separate ordinary resolution, the below named persons who were appointed to the board subsequent to the 24 August 2022 AGM and who are each eligible for election as a director of the company:

2.1 James Hart du Preez

2.2 Adv Kgomotso Ditsebe Moroka SC

Brief biographies in respect of each director are available on page 16 of the integrated annual report.

The board unanimously recommends the election of James Hart du Preez and Adv Kgomotso Ditsebe Moroka SC to shareholders in terms of ordinary resolutions numbered 2.1 to 2.2. The elections are to be conducted as a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, and in each vote to fill a vacancy, each voting right entitled to be exercised, may be exercised once.

3. Ordinary resolution number 3: Re-election of director

To re-elect Mandla Langa, who retires by rotation and being eligible, offers himself for re-election as a director of the company.

A brief biography in respect of the director is available on page 15 of the integrated annual report. The board unanimously recommends that ordinary resolution number 3 be approved by shareholders of the company.

Phuthuma Nathi
Notice of annual general meeting continued

4. Ordinary resolution number 4: Appointment of the independent external auditor

To reappoint, on the recommendation of the company's audit committee, the firm Ernst & Young Incorporated (EY) as independent registered external auditor of the company (noting that Hlengiwe Dlamini is the individual registered auditor of that firm who will undertake the audit) for the period until the next AGM.

EY was elected as the external auditors for the company at the AGM held on 24 August 2022 for the period from 1 April 2023 until the AGM to be held on 23 August 2023.

The audit committee recommends that EY be reappointed as the external auditors of the company until the next AGM.

The audit committee's recommendation has been approved by the board.

5. Ordinary resolution number 5: Appointment of audit committee members

To appoint, each by way of a separate ordinary resolution, the directors named below as audit committee members of the company, as required in terms of the Companies Act and recommended by the King IV Report on Corporate Governance™ for South Africa, 2016 (King IV*):

5.1 Mandla Langa (chair of the committee)
5.2 James Hart du Preez
5.3 Adv Kgomotso Ditsebe Moroka SC

Brief biographies in respect of each director are available on pages 15 and 16 of the integrated annual report.

The board and the nomination committee are satisfied that the company's audit committee members are suitably skilled and experienced independent non-executive directors. Collectively, they have sufficient qualifications and experience to fulfil their duties, as contemplated in regulation 42 of the Companies Act. They have a comprehensive understanding of financial reporting, internal financial controls, risk management and governance processes in the company, as well as International Financial Reporting Standards (IFRS) and other regulations and guidelines applicable to the company. They keep up to date with developments affecting their required skills set.

The board unanimously recommends that the ordinary resolutions numbered 5.1 to 5.3 be approved by shareholders of the company. The appointments are to be conducted as a series of votes, each of which is on the candidacy of a single individual to fill a single vacancy, and in each vote to fill a vacancy, each voting right entitled to be exercised, may be exercised once.

6. Ordinary resolution number 6: Authorisation to implement resolutions

Each of the directors of the company is authorised to do all things, perform all acts and sign all documents necessary or desirable to effect the implementation of the resolutions adopted at this AGM.

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Special resolutions

7. Special resolution number 1: Approval of the remuneration of non-executive directors

As per the MOI, to resolve that the company be and is hereby authorised to pay annual fees to non-executive directors as set out below for their services as directors with effect from this AGM until the next AGM:

Non-executive director	ZAR156 000

Directors registered for VAT will be entitled to VAT in addition to the abovementioned remuneration.

Majority required for the adoption of resolutions

Unless otherwise indicated, in order for the ordinary resolutions to be adopted, the support of a simple majority (that is, 50% plus one) of the total number of voting rights exercised on the resolutions is required.

In order for the special resolutions to be adopted, the support of at least 75% of the total number of voting rights exercised on the resolutions is required.

Votes recorded as abstentions are not taken into account for the purposes of determining the final percentage of votes cast in favour of the resolutions. This is in line with the Companies Act.

Attendance

Shareholders are advised that, in terms of section 63(1) of the Companies Act No 71 of 2008 (Companies Act), any person (including proxies) attending or participating in the AGM must present reasonably satisfactory identification before being entitled to attend or participate in and vote at the AGM. The company and Singular are obliged to validate each shareholder's entitlement to participate in and/or vote at the AGM before allowing a shareholder into the AGM venue.

Please note that on the day of the AGM the registration counter at the AGM venue will, for purposes of registering to vote at the AGM, close at 10:45 on Wednesday 23 August 2023.

Voting

Only persons present at the AGM or represented by a valid proxy will be entitled to cast a vote on any matter put to a vote of shareholders.

Voting on all resolutions will take place by polling. Every shareholder of the company who is present at the AGM or is represented by proxy shall have one vote for every share in the company held by such shareholder.

Forms of proxy

A shareholder of the company may appoint any individual (including one who is not a shareholder of the company) as a proxy to participate in, speak and vote at the AGM of the company. A form of proxy, which includes the relevant instructions for its completion, is attached on page 145 of the integrated annual report. In order for the proxy to be effective and valid, it must be completed and delivered in accordance with the instructions contained in the proxy form.

For administration purposes, forms of proxy should be received at the applicable return address (as set out on page 146) by no later than 10:45 SAST on Tuesday 22 August 2023.

Shareholders are to take note of postal delivery times and any restrictions on postal services in place when posting any forms as no late postal deliveries will be accepted. Shareholders are encouraged to email forms instead.

Phuthuma Nathi
Notice of annual general meeting continued

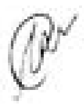
As an alternative to submitting forms of proxy, shareholders will be able to vote on the resolutions set out in this notice before the AGM by making use of the online voting platform. Shareholders can access the online voting platform by logging in to their EESE shareholder account (www.eese.co.za) or contacting Singular telephonically at 0860 116 226 to cast such shareholder's proxy vote telephonically. The online voting platform and telephonic voting service will be available from 09:00 on Friday 21 July 2023 until 10:45 on Tuesday 22 August 2023.

Shareholders who use this online or telephonic voting service will be deemed to have appointed Singular as their proxy for purposes of voting at the AGM.

Electronic participation

Shareholders entitled to attend and vote at the AGM, or their proxies, will be entitled to participate in (but not vote at) the AGM by electronic communication. Should a shareholder wish to participate in the AGM electronically, the shareholder should advise the company by no later than 11:00 SAST on Friday 18 August 2023 by submitting via email to Singular (phuthumanathi@singularservices.co.za) that shareholder's contact details; full details of that shareholder's title to securities issued by the company; and proof of identity (in the form of certified copies of identity documents and written confirmation from the transfer secretary confirming the shareholder's title to the shares). On receipt of the required information, the shareholder will be given a secure code and instructions to access electronic communication during the AGM. Shareholders must note that access to the electronic communication will be for their expense.

By order of the board



CC Miller
Phuthuma Nathi: company secretary
21 July 2023

Phuthuma Nathi

Proxy form

PHUTHUMA NATHI
SHARE THE FUTURE

Phuthuma Nathi Investments (RF) Limited
(Incorporated in the Republic of South Africa)
Registration number: 2006/015187/06
(Phuthuma Nathi or the company)

For use by shareholders in respect of the annual general meeting (AGM) to be held at MultiChoice City, 144 Bram Fischer Drive, Randburg on Wednesday 23 August 2023.

I/We (name in block letters)

Identity number/registration number

of (address)

being the holder(s) of ______ shares in the company, hereby appoint (see notes overleaf)

1. ______ or failing him/her
2. ______ or failing him/her
3. the chair of the company or failing him/her, the chair of the AGM as my/our proxy to vote for me/us on my/our behalf at the AGM of the company to be held at 11:00 SAST on Wednesday 23 August 2023, or at any adjournment, and generally to act as my/our proxy at this meeting.

I/We desire to vote as follows:

		For	Against	Abstain
Ordinary resolution number 1	Presenting the annual reporting suite			
Ordinary resolution number 2	Election of independent non-executive directors:			
	2.1 James Hart du Preez			
	2.2 Adv Kgomotso Ditsebe Moroka SC			
Ordinary resolution number 3	Re-election of director – Mandla Langa			
Ordinary resolution number 4	Reappointment of independent external auditor			
Ordinary resolution number 5	Appointment of audit committee members:			
	5.1 Mandla Langa			
	5.2 James Hart du Preez			
	5.3 Adv Kgomotso Ditsebe Moroka SC			
Ordinary resolution number 6	Authorisation to implement resolutions			
Special resolution number 1	Approval of the remuneration of non-executive directors			

Signed ______ on ______ 2023 at ______

Signature of authorised representative of shareholder or shareholder:

Home number: ______ Mobile number: ______ Email address: ______

Please read notes to the proxy set out on the next page.

Shareholder information

Notes to the form of proxy

Summary of the rights of a shareholder to be represented by proxy in terms of section 58 of the Companies Act read with the company's MOI

1. A shareholder of the company may appoint any individual (including one who is not a shareholder of the company) as a proxy to participate in, speak and vote at the AGM of the company. A shareholder may therefore insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting 'the chair of the company, or failing him/her, the chair of the AGM'. The person whose name is first on the form of proxy and who is present at the AGM will be entitled to act as proxy to the exclusion of those whose names follow.

2. A shareholder may appoint two or more persons concurrently as proxies and may appoint more than one proxy to exercise voting rights attached to different securities held by the shareholder.

3. A proxy instrument must be in writing, dated and signed by the shareholder.

4. A proxy may not delegate his/her authority to act on behalf of the shareholder to another person.

5. A copy of the instrument appointing a proxy must be delivered to the company, or to any other person on behalf of the company before the proxy exercises any rights of the shareholder at the AGM.

6. Irrespective of the form of instrument used to appoint the proxy:
   a. the appointment is suspended at any time and to the extent that the shareholder chooses to act directly and in person in exercising any rights as a shareholder;
   b. the appointment is revocable unless the proxy appointment expressly states otherwise; and
   c. if the appointment is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing or making a later inconsistent appointment of a proxy and delivering a copy of the revocation instrument to the proxy and the company.

7. Every shareholder, present in person or by proxy and entitled to vote, will on a show of hands have only one vote and, on a poll, every shareholder will have one vote for every share held.

8. Documentary evidence establishing the authority of the person signing this form of proxy in a representative capacity must be attached to this form unless previously recorded by the company or waived by the chair of the AGM.

9. A shareholder's instructions to the proxy must be indicated by that shareholder in the appropriate space provided in this form, failing which the proxy shall not be entitled to vote at the AGM in respect of the shareholder's votes exercisable at that meeting. Provided where the proxy is the chair, failure to so comply will be deemed to authorise the chair to vote in favour of the resolutions. A shareholder's instructions to the proxy must be indicated by inserting an X in the appropriate box. A proxy appointment shall be suspended should a shareholder wish to participate in the meeting in person after having submitted the form of proxy.

10. A shareholder may at any time appoint a proxy. For practical purposes, forms of proxy are requested to be lodged with the transfer secretaries, Singular Systems Proprietary Limited, 25 Scott Street, Waverley, 2090 or PO Box 1266, Bramley, 2018 or phuthumanathi@singularservices.co.za, to reach them not less than twenty-four (24) hours (not including Saturdays, Sundays and public holidays) before the AGM, that is by 10:45 SAST on Tuesday 22 August 2023. As a result of delays in postal services and restrictions which may apply to postal services, shareholders are encouraged to email their forms of proxy to the address provided above.

11. The completion and lodging of this form of proxy will not preclude the shareholder from attending the AGM and speaking and voting in person at the meeting to the exclusion of any proxy appointed in terms hereof.
12. An instrument of proxy shall be valid for any adjournment or postponement of the AGM, as well as for the meeting to which it relates, unless the contrary is stated therein but shall not be used at the resumption of an adjourned AGM if it could not have been used at the AGM from which it was adjourned for any reason other than that it was not lodged timeously for the meeting from which the adjournment took place.
13. A vote cast or act done in accordance with the terms of a form of proxy shall be deemed to be valid despite:
    a. The death, insanity or any other legal disability or incapacity of the person appointing the proxy; or
    b. The revocation of the proxy; or
    c. The transfer of a share in respect of which the proxy was given, unless notice as to any of the abovementioned matters shall have been received by the company at its registered office or by the chair of the AGM at the place of the AGM, if not held at the registered office, before the commencement or resumption (if adjourned) of the AGM at which the vote was cast or the act was done or before the poll on which the vote was cast.
14. The authority of a person signing the form of proxy:
    a. Under a power of attorney; or
    b. On behalf of a company or close corporation or trust, must be attached to the form of proxy unless the full power of attorney has already been received by the company or the transfer secretaries.
15. Where shares are held jointly, all joint holders must sign.

Shareholder information

Forward-looking statements

This report contains forward-looking statements as defined in the United States Private Securities Litigation Reform Act of 1995. Words such as ‘believe’, ‘anticipate’, ‘intend’, ‘seek’, ‘will’, ‘plan’, ‘could’, ‘may’, ‘endeavour’ and similar expressions are intended to identify such forward-looking statements but are not the exclusive means of identifying such statements. By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances and should be considered in light of various important factors. While these forward- looking statements represent our judgements and future expectations, a number of risks, uncertainties and other important factors could cause actual developments and results to differ materially from our expectations. The key factors that could cause our actual results, performance or achievements to differ materially from those in the forward-looking statements include, among others, changes to IFRS and the interpretations, applications and practices subject thereto as they apply to past, present and future periods; future acquisitions, changes to domestic and international business and market conditions such as exchange rate and interest rate movements; changes in the domestic and international regulatory and legislative environments; changes to domestic and international operational, social, economic and political conditions; the occurrence of labour disruptions and industrial action; and the effects of both current and future litigation. We are not under any obligation to (and expressly disclaim any such obligation to) revise or update any forward-looking statements contained in this report, whether as a result of new information, future events or otherwise. We cannot give any assurance that forward-looking statements will prove to be correct, and investors are cautioned not to place undue reliance on any forward-looking statements contained herein.

Administration and corporate information

MULTICHOICE
ENRICHING LIVES

Registration number
2006/015293/07

Registered office
MultiChoice City
144 Bram Fischer Drive, Randburg, 2194
(PO Box 1502, Randburg, 2125)

Company secretary
Carmen Miller
MultiChoice City
144 Bram Fischer Drive, Randburg, 2194
(PO Box 1502, Randburg, 2125)

PHUTHUMA NATHI
SHARE THE FUTURE

Registration number
2006/0015187/06

Registered office
MultiChoice City
144 Bram Fischer Drive, Randburg, 2194
(PO Box 1502, Randburg, 2125)

Company secretary
Carmen Miller
MultiChoice City
144 Bram Fischer Drive, Randburg, 2194
(PO Box 1502, Randburg, 2125)

Attorneys and tax advisers
Webber Wentzel
90 Rivonia Road, Sandton, Johannesburg, 2196
(PO Box 61771, Marshalltown, 2107)

Independent auditor FY23
PricewaterhouseCoopers Inc.
Registration number 1998/012055/21
4 Lisbon Lane, Waterfall City, Jukskei View, 2090
(Private Bag X36, Sunninghill, 2157)

Independent auditor FY24
Ernst & Young Inc
Registration number 2005/002308/21
102 Rivonia Road, Sandton, 2194
(Private Bag X14, Sandton, 2146)

Trading helpdesk and transfer secretaries
Phuthuma Nathi & MCSA
Singular Services Proprietary Limited
Registration number 2002/001492/07
25 Scott Street, Waverley, 2090
PO Box 1266, Bramley, 2018
phuthumanathi@singularservices.co.za

Phuthuma Nathi Call Centre
0860 116 226

www.phuthumanathi.co.za

PHUTHUMA NATHI
SHARE THE FUTURE

www.phuthumanathi.co.za