CALGRO M3 Group

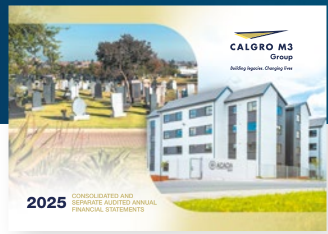
Building legacies. Changing lives

2025 INTEGRATED ANNUAL REPORT

INTEGRATED ANNUAL REPORT SUITE 2025

Calgro M3 Holdings Limited, a committed corporate citizen, produces a digital Integrated Annual Report suite, available on our website for ease of reference. This reduces our carbon footprint by ensuring no printed copies are produced. This reporting suite consists of:

Integrated Annual Report and Notice of Annual General Meeting



Consolidated and Separate Audited Annual Financial Statements

ESG Report
(including our approach to governance and King IV™ Application Register)

The 2025 Annual Report composition

Forward-looking statements

Certain statements in this report may contain forward-looking statements which are inherently predictive, speculative and involve risk and uncertainty as they relate to events or depend on circumstances that will occur in the future, involve known and unknown risks, uncertainties and other facts or factors that may cause the actual results of the Group or its sector to be materially different from any results expressed or implied by such forward-looking statements.

Forward-looking statements are not guaranteeing future performance and are based on assumptions regarding the Group's present and future business strategies and the environments in which it operates within now and in the future. No assurance can be given on forward-looking statements and undue reliance should not be placed on such statements. Calgro M3 does not undertake to update any forward-looking statements contained in this document and does not assume responsibility for any loss or damage whatsoever and howsoever arising as a result of the reliance by any party thereon.

We aim to provide all stakeholders with a balanced, clear and transparent understanding of our business and how we create sustainable value. Stakeholders are invited to actively participate by sending questions, comments, concerns or queries to:

Ben Pierre Malherbe (CEO)
BenPierre@calgrom3.com

Sayuri Naicker (FD)
Sayurin@calgrom3.com

Tel: 011 300 7500

Navigation toolkit

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CALGRO M3

Calgro M3 is a property and property-related investment company that specialises in the development of Integrated Residential Developments and the development and management of Memorial Parks, focusing its operations in Gauteng, Western Cape, Free State and North West.

Residential Property Development

The Group develops integrated housing developments consisting of subsidised, social, Grassroots Affordable People's ("GAP") or First Home Finance ("FHF") and Affordable Housing. These homes are provided in developments that include schooling and communal facilities for all income levels within one integrated community.

The integrated development model offers homeowners a platform to improve their lifestyle and living conditions in line with their financial capability while remaining in the same community and living close to job opportunities.

In addition to our integrated developments, we also develop mid-to-high end retirement and cluster developments.

Memorial Parks

The concept of Memorial Parks originated from the need to find alternative uses for large portions of Calgro M3-owned land unsuitable for residential or other commercial purposes. Calgro M3 Memorial Parks is an alternative to traditional cemeteries, adds value to existing developments, and introduces an alternative burial option that is dignified and secure and delivers a service to customers that is superior to other products in the market.

All Calgro M3 Memorial Parks are privately owned and professionally managed and maintained by the Group. We pride ourselves on providing safe, serene, and beautiful surroundings where family and friends can lay their loved ones to rest.

Strategy

Our strategy is to enable the extraction of different sources of revenue and profits from businesses and opportunities along the property development value chain. This results in improved operating margin blends and ensures sustainability throughout all business and economic cycles.

The Group's positioning and business model allows it to adapt to the demands and challenges of the marketplace, including ever-evolving social, economic, political, and environmental considerations. Our agility in navigating between sectors enables us to realise our strategy of extracting different sources of revenue and profits from businesses and opportunities, which will result in an improved liquidity blend and margin over time. In the current environment we are focused primarily on the low to middle income private sector.

ABOUT THIS REPORT

Calgro M3 Holdings Limited is the company of choice for investing in property and property-related businesses, which is primarily involved in integrated housing development and memorial parks.

Our Integrated Annual Report and ESG Report contain our application of globally recognised governance and sustainability reporting frameworks and provides our stakeholders a clear view of Calgro M3's strategy, business model, performance and prospects – in the context of its external environment – create, preserve and enhance value over the short, medium and long term.

Materiality

This report applies the principle of materiality by focusing on those issues, opportunities and challenges that may have a material impact on the Group's capitals. Materiality has been determined by considering both quantitative and qualitative aspects. The determination of materiality requires prudent judgement to be exercised.

- For financial information, materiality is based on whether the item is of such significance that it could affect financial decisions made by providers of capital to the Group (current and potential). Both the amount and qualitative nature of an item is considered.
- For non-financial information and the identification of capitals and stakeholders, materiality is based on whether an item, resource or stakeholder is of such significance that it can prevent the Group from achieving its medium to long-term objectives and return hurdles.

Scope and boundary

The collective of all the documents within the annual report suite, as described on the inner front page, for the year ended 28 February 2025 provides an overview of the financial, social, environmental and governance performance of Calgro M3 and its subsidiaries.

Information presented covers all operating entities of the Group, including all subsidiaries and joint ventures, unless otherwise indicated. All information, except any changes associated with adopting new accounting standards or amendments are presented on the same basis as the Group's 2024 Integrated Annual Report, the measurement methods applied, and the time frames used. The information provided covers all material matters relating to business strategy, risks and areas of critical importance to our stakeholders.

Reporting frameworks applied

The above reports are guided by:

- King IV™ Report on Corporate Governance™ for South Africa, 2016 ("King IV™")
- Global Reporting Initiative ("GRI") G4 Sustainability Reporting Guidelines including, where possible, the Construction and Real Estate Sector Supplement*
- United Nations Social Development Goals
- Companies Act No. 71 of 2008 (as amended)
- JSE Listings Requirements

* *The Group is a Global Compact ("GC") advanced level and signatory to the UN Global Compact Principles ("UNGC") which requires companies and their subsidiaries to embrace, support and enact, within their sphere of influence, a set of core values in the areas of human rights, labour standards, the environment and anti-corruption.*

Independent assurance

Forvis Mazars has been engaged to provide independent assurance on the Group consolidated financial statements. Miles Fisher is the individual registered auditor who undertook the audit. The Forvis Mazars audit opinion on the annual consolidated financial statements can be found in the Annual Financial Statements section on the website.

Board responsibility statement

The integrity of the Integrated Annual Report was overseen by the Board of Directors in conjunction with the Audit and Risk Committee. This was achieved by setting up appropriate teams, led by the Group Executive team, structures and processes to compile the Integrated Annual Reporting suite of documents and then performing a thorough review of the resulting document. The Board of Directors acknowledges its responsibility in ensuring the integrity of the 2025 Integrated Annual Report and has evaluated its preparation and presentation accordingly. In the opinion of the Board, the report provides a fair and balanced account of performance, strategy and value creation of the Group as well as addressing material matters pertaining to the long-term sustainability of the Group and the impacts thereof. This report was approved by the Board on 12 May 2025.

Hatla Ntene
Chairperson

Ben Pierre Malherbe
Chief Executive Officer (CEO)

Sayuri Naicker
Financial Director

Ralph Patmore **Mdu Gama** **Themba Baloyi**

Tyrone Moodley **Allistiar Langson** **Wayne Williams**

12 May 2025

OUR BUSINESS AND MISSION

The housing segments we operate in

Sector	Segment	Style and average sales bracket	Description of housing	South African residents with target monthly income
Public sector	Breaking new ground ("BNG") fully subsidised ownership	Subsidy of the day	Providing fully subsidised units to qualifying South Africans (updated version of Reconstruction and Development Programme ("RDP") housing)	**<R3 500 pm** Move into CRU if monthly earnings >R3 500 pm
Public sector	Community residential units ("CRU") (council subsidised rentals)	Subsidy as per national CRU policy	CRU programme comprises subsidised rental units owned by the public sector	**> R3 501 pm** **< R7 500 pm** Move to next housing segment depending on increased income level >R7 500
Private sector	Social housing (subsidised rentals)	**Up to R426 308.00** (institutional subsidy from public sector of R183 257.00)	Social housing is a rental or cooperative housing option of subsidised rentals owned by non-profit social housing institutes	**>R7 501** **< R22 000 pm** Move to next housing segment if monthly earnings >R22 000 Subsidy risk taken by social housing company, not Calgro M3
Private sector	Grassroots affordable people's ("GAP"), First home finance ("FHF") and private rental housing segment	**Up to R600 000** (reviewed consistently to enhance value offering and ensure affordability)	GAP homes cater for people excluded from the subsidised programme but with incomes too low to qualify for traditional affordable homes FHF is the product that was introduced when the affordability level to qualify for subsidised housing was removed, allowing people previously disqualified based on income to qualify for a partly subsidised home	**< R22 000 pm** Subsidies to the individual ranging from R38 911.40 – R169 264.60, depending on income level
Private sector	Affordable housing	**Up to R900 000**	Full and sectional title residential units aimed at homeowners in the bonded market regulated by the Financial Services Charter ("FSC")	**>R22 001 pm**
Private sector	Mid-to-high income housing	**R900 001 up to R3 000 000 +**	Full and sectional title residential units aimed at homeowners in the bonded market, outside the FSC	**>R30 000 pm**

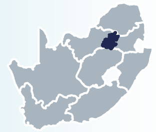
Our Memorial Parks footprint

NASREC MEMORIAL PARK by CALGRO

Grave quantities **26 859**

FOURWAYS MEMORIAL PARK by CALGRO

Grave quantities **5 400**



ENOKUTHULA MEMORIAL PARK by CALGRO

Grave quantities **9 463**

BLOEMFONTEIN MEMORIAL PARK by CALGRO

Grave quantities **45 856**

DURBANVILLE MEMORIAL PARK by CALGRO

Grave quantities **4 340**

PLATINUM CITY MEMORIAL PARK by CALGRO

Grave quantities **25 553**

Values

- Respect
- Integrity
- Excellence
- Quality
- Passion

Vision

To be the company of choice for investing in property and property-related businesses.

Ever mindful that all actions taken and strategies implemented are:

#sustainable**growth**

Mission

- Differentiating products and services
- Delivering products and services of the highest quality and standards across our diversified property-related investment portfolio
- Developing beneficial relationships with all stakeholders
- Mentoring and uplifting staff
- Embracing Broad-Based Black Economic Empowerment
- Realising sustainable returns for shareholders

1 MESSAGE TO STAKEHOLDERS FROM THE CEO AND FD

KEY METRICS

- Gross margin of **29.43%**

- Net debt to equity level stable at **0.65**
(February 2024: 0.63)

- Dividend declaration of **8.63703 cents per share**
(February 2024: 9.49350 cents)

- Net asset value (“NAV”) per share increasing by **12.01% to R14.86** (2024 (restated): R13.27) valued at lowest of cost or net realisable value

- Earnings per share (“EPS”) decreased to **171.72 cents**
(February (2024 (restated): 191.10 cents per share)

- Headline earnings per share (“HEPS”) decreased to **171.36 cents per share**
(February 2024 (restated): 188.95 cents per share)

- Loan to value of **31.64%**
(February 2024: 31.97%)

- Retained **level 1** B-BBEE accreditation

- **47%** of the workforce are female (target: 50%)

SHIFTING GEARS #SUSTAINABLE**ACTIONS** TO #SUSTAINABLE**GROWTH**

Calgro M3 previously introduced the inspiring tagline of #sustainableactions. This initiative encompassed a series of impactful actions:

- Optimal capital allocation to ensure resources were used efficiently.
- Boosting open market sales and expanding opportunities in the Residential Property Development sector.
- Enhancing product and market share by growing the Memorial Parks’ footprint.
- Ensuring liquidity to maintain financial stability.

These actions were driven by our commitment to sustainability, supporting our mission of ***“Building legacies. Changing lives”***. Over the years, this philosophy has become deeply ingrained in our business practices, transforming into a way of life.

When looking at the next stage in our journey we look back at the achievements of the past. In particular, considering the impact of our first integrated housing development, Fleurhof, and the impact we have been able to achieve over the past 18 years. The project which has grown to in excess of 16 000 planned units includes a mix of housing typologies, schools, retail sites and lifestyle amenities. This growth in the project showcases our innovative approach to business, while ensuring the project provided a sustainable foundation for Calgro M3.

As we embark on the 2026 financial year and embark on our next mega-housing development: Bankenveld District City, Calgro M3 is poised to apply innovative thinking to challenge the ideologies set in our Fleurhof development and meet the needs of the City of Johannesburg for densification and curb urban sprawl and optimise existing transport infrastructure while also catering for the needs of new home owners with regards to security and delivering quality homes to the next generation of home owners.

Ensuring #sustainablegrowth into the future

With Bankenveld District City supporting our other eight projects already underway along with our six Memorial Parks, we are confident in ensuring #sustainable**growth** for Calgro M3 into the future. Our journey from #sustainable**actions** to #sustainable**growth** continues to drive us forward, ***“Building legacies. Changing lives”*** every step of the way.

The residential property development business achieved record gross margins through unlocking historical land value whilst focusing on infrastructure installation, enhancing the Group’s pipeline.

The memorial parks business achieved outstanding financial results, we are ready to leverage our insights and drive product sales into well-understood markets.

OVERVIEW AND ACHIEVEMENTS OF THE YEAR

The 2025 financial year was marked by strategic resilience, with gross margin growth maintained despite revenue pressures, strategic expansion of the Group's pipeline, and expansion of the Memorial Parks business segment. The Group remains well positioned for future #sustainablegrowth, supported by effective cost control, financial discipline and affordable housing solutions.

Despite experiencing challenging economic conditions, the Group achieved its highest gross profit margin in five years, reaching 29.43%. The gross profit margin positively benefited from historic land and infrastructure costs which optimised margin growth. This coupled with the focus on open market sales and stringent cost control resulted in the gross profit margin exceeding the target range of 20% to 25%, the gross profit margin is expected to normalise within this range as infrastructure and development costs are incurred on newly launched developments in the coming years. Continued sales pressure and consumer health challenges negatively impacted both revenue and profitability.

For the year, Group revenue and profit declined by 32.69% and 15.19%, respectively. This reduction is a result of the Group's deliberate strategic decision to slow production in the first half of the year, in response to political uncertainty surrounding the national elections as well as to unlock existing stock value. Although interest rates began to decline in the latter half of 2024, the full impact on the housing sector is only expected to materialise in the third or fourth quarter of 2025. These factors reflect the Group's resilience and strategic focus on margin preservation, even in a constrained economic environment.

To navigate challenging market conditions, Calgro M3 shifted capital allocation decisions to focus on future #sustainablegrowth strategies, aiming to leverage its secured pipeline and ensuring serviced opportunities are available as market recovery indicators emerge. During the period, infrastructure investment in both business segments totalled approximately R226.4 million, the largest portion of this spent on the Fleurhof development, where the final phase of bulk infrastructure services has commenced unlocking in excess of 6 000 opportunities.

The current development pipeline comprises 36 136 residential opportunities and 117 471 burial rights, representing a combined revenue pipeline of R31.8 billion.

Combined pipeline (R'bn)

This year marks a landmark milestone for the Group with the exercising of the Bankenveld District City land option, in partnership with Eris Property Group. Situated on the periphery of Sandton and the Waterfall City hub, this project adds approximately 20 000 secured housing opportunities to the Group's pipeline. Designed as an integrated development, Bankenveld District City will provide affordable housing, retail, lifestyle and amenities, with open green spaces, aligning with the Group's purpose: ***"Building Legacies. Changing Lives".***

The next growth phase is already underway, with on-site infrastructure services commencing in quarter one of the 2026 financial year, marking the next chapter in the Calgro M3 story. Excluding the newly added opportunities from the Bankenveld District City project, approximately 12 300 opportunities (76%) of the remaining pipeline has been fully serviced and is available for development activities.

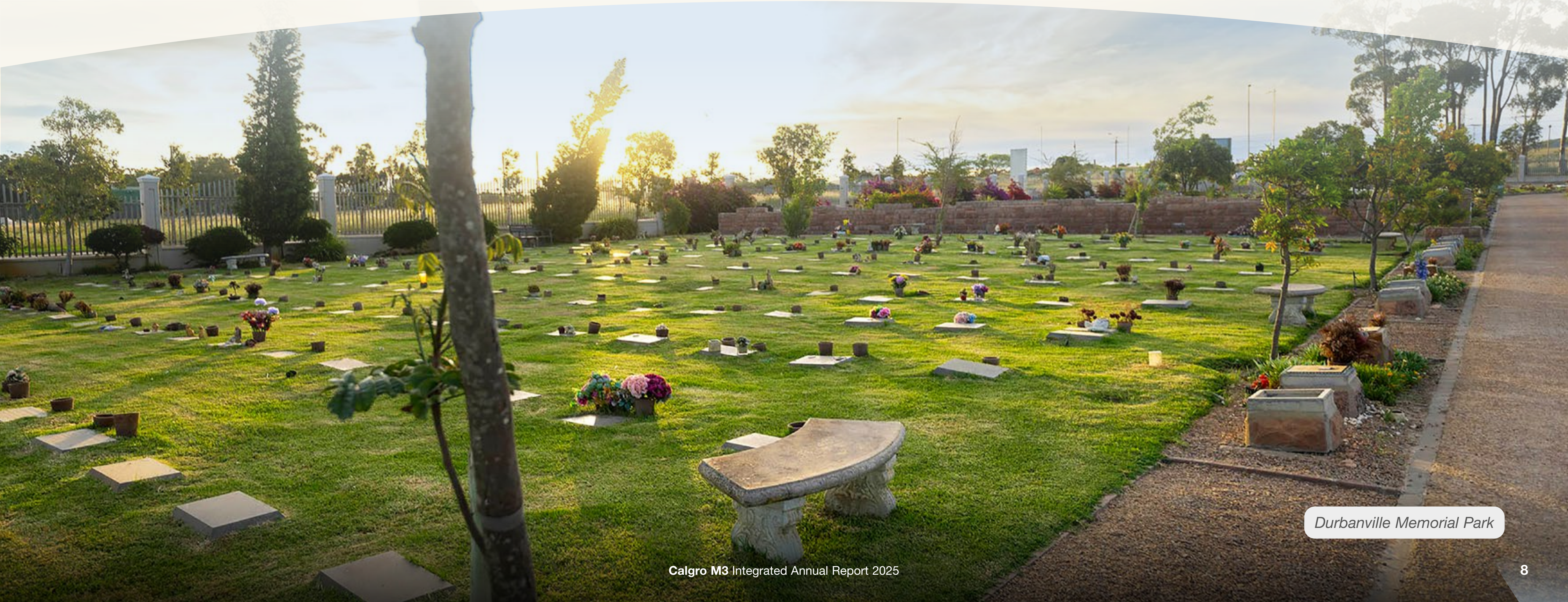
The Memorial Parks business delivered strong growth, contributing a larger portion to Group revenue while improving revenue, profitability, and cash collections. This significant performance improvement is a testament to our deep understanding of the Living Standard Measure ("LSM") markets we operate within, ensuring the adaptability of the product offering to the requirements of the various parks which ensures long-term sustainability.

As a key strategic pillar, the business remains focused on generating annuity income to support Group overheads and interest expenses. Notably, this segment has achieved its target of covering Group overheads through cash collections, and strives to reaching the target of covering the Group interest expense in future periods.

Our balance sheet remains robust with the net debt to equity ratio remaining steady at 0.65 (2024: 0.63) on the back of increases noted in the debt balance for the period which supported the investments in both the Group pipeline and infrastructure.

Our liquidity position remains strong supported by undrawn overdraft facilities and an additional R350 million facility secured subsequent to financial year end.

Focus on skills development, training and education remains a key pillar to the Group, with additional initiatives being implemented in the year to identify and upskill key talent. Female representation remains a critical target at 50%, with current levels at 47% at the end of the financial year. Historically disadvantaged employees represent 76% of the Group's total staff complement, highlighting our continued commitment to the employment equity plan.



Durbanville Memorial Park

Residential Property Development performance

The Residential Property Development sector remains the largest contributor to Group performance.

With nine active projects, in Gauteng and the Western Cape, all contributing to revenue and profitability, our products range from fully subsidised to premium homes above R3 million. This allows us to navigate current economic and market conditions effectively. Our focus is on delivering value-for-money homes in integrated developments and lifestyle estates, reaching a wide spectrum of different market segments with a keen focus on those in dire need of housing. This focus on delivery mix and the shift to greater open market sales has significantly contributed to the Group's highest profit margin since inception.

We continuously explore opportunities to offer more affordable housing without compromising quality, adhering to our guiding phrase of ***"Building legacies. Changing lives"***. With a robust pipeline valued at R29.2 billion, we are contributing towards addressing the housing shortage with in excess of 36 000 opportunities secured at the end of the financial year. The pipeline includes the newly acquired Bankenveld District City Development which will add 20 000 units to the Group's pipeline. Calgro M3, in partnership with our joint venture partner Eris Property Group, exercised the option to acquire the land in September 2024. The development presents a significant opportunity for the Group, being positioned in close proximity to the Sandton and Waterfall City hub as well as bordering Alexandra and the Marlboro Gautrain station, representing the last large-scale undeveloped property in the Sandton area. The first phase of infrastructure installation commenced in the second quarter of 2025.


Acacia Grove


Fleurhof

Revenue pipeline from core development business

	Location	Total remaining opportunities	Estimated revenue from additional remaining opportunities Rand
Fleurhof	Gauteng	**6 558**	**4 698 729 680**
Jabulani Precinct	Gauteng	**1 089**	**678 842 493**
South Hills	Gauteng	**5 219**	**3 219 175 391**
Belhar CBD	Western Cape	**2 191**	**992 206 360**
Scottsdene	Western Cape	**699**	**321 882 391**
32 on Pine	Gauteng	**41**	**66 783 378**
La Vie Nouvelle	Gauteng	**76**	**199 804 010**
Vredehoek	Western Cape	**263**	**872 450 995**
Bankenveld	Gauteng	**20 000**	**18 222 869 050**
		36 136	**29 272 743 748**

* *The pipeline depicted above represents the core development business and does not include the non-core assets and mid-to-high end land parcels which are not intended to be developed by the Group.*

The segment gross profit margin improved to 27.65% (February 2024: 26.62%) despite a 11.53% decline in combined revenue, which includes revenue generated from joint ventures in which the Group holds an interest. Amid challenging economic conditions and the large volume of stock on hand, the Group prioritised the completion of infrastructure installations across its existing development pipeline. Significant progress has been made in completing bulk infrastructure requirements in the Fleurhof development, with only internal link services remaining for the final undeveloped land parcels. R208.8 million was invested in infrastructure within the Fleurhof, Jabulani, South Hills, and Belhar projects during the year impacting the net cash from operations but creating long-term value from a capital allocation perspective. Additionally, the Group's strategic shift towards open market sales was evident. This reflects a clear focus on private sector demand and revenue diversification.

Currently, the Group has 1 543 housing opportunities at various states of construction, with projects nearing completion for handover and revenue recognition. Although interest rates began trending downward in the latter half of 2024, the full impact on home loan affordability is expected to materialise by the third quarter of 2025 – approximately nine months after the rate cut cycle commenced. At this stage, a significant increase in housing demand is anticipated, driven by improved borrowing conditions and greater consumer confidence. Mortgage bond approvals remain stable, with major banks continuing to support the affordable housing sector. Additionally, pre-valuations are performed on available stock, with favourable outcomes reinforcing the intrinsic value of underlying assets.

The focus remains on securing additional land parcels in strategic areas within our current projects where most infrastructure work has been completed. Additional land has been secured adjacent to the Fleurhof development which added 2 000 additional units to the Group pipeline in the current year. Securing additional or new land parcels in the Western Cape remain one of management's strategic focus areas to ensure diversification across projects, for the upcoming financial year.

Housing demand and price trends

South Africa's affordable housing sector continues to experience strong demand, driven by rapid urbanisation, population growth, and the need for homeownership among low-to-middle-income earners. With the national population exceeding 60 million and only 6.7 million formal housing units available, the housing shortfall remains a critical challenge. Current estimates place the housing backlog at over 5.5 million units, a gap that continues to widen as annual construction output – averaging approximately 75 000 new affordable and mid-range homes annually – remains insufficient to meet growing demand.

Economic constraints such as high interest rates and rising building costs have further complicated the collective efforts to bridge the gap. However, affordability remains a key driver of homeownership, with even modest interest rate adjustments having a notable impact on monthly mortgage repayments, as experienced within the last six months of the financial year. Despite these challenges, demand remains resilient, particularly in metropolitan hubs like Gauteng and the Western Cape, where access to economic opportunities continues to attract homebuyers.

Government infrastructure spending and housing initiatives

Recognising the urgent need to address the housing deficit, the South African government has intensified its focus on infrastructure investment to support affordable housing development. Key initiatives include expanded subsidy programmes, housing finance schemes, and large-scale investment in bulk infrastructure to enable new residential developments. The government's commitment to infrastructure-led economic growth has resulted in increased budget provisions for housing, roads, water, and sanitation as announced in the budget speech. Approvals on a provincial and municipal level are still to be finalised.

The recently announced infrastructure development plans, spearheaded by the Presidency, aim to accelerate housing projects through public-private partnerships, unlocking land for residential development and expediting approvals for new projects. These measures are expected to improve the pace of affordable housing construction while ensuring greater accessibility to housing finance for qualifying buyers. Furthermore, the Department of Human Settlements and various provincial and municipal initiatives have prioritised subsidised housing developments, social housing projects, and Public-Private Partnerships ("PPPs") to accelerate delivery. Key programmes such as First Home Finance ("FHF") continues to provide financial assistance to income earners emerging into the property ownership space.

Sustainable development trends in affordable housing

Sustainability has emerged as a defining trend in South Africa's property sector, with developers increasingly integrating energy-efficient designs and eco-friendly construction materials into projects. Rising electricity costs and water scarcity concerns have fuelled demand for homes equipped with solar energy solutions, water-saving technologies, and improved insulation for energy efficiency. This is not a new development for Calgro M3, which has instituted efficiencies in these areas for a number of years now.

As part of our commitment to responsible development, the Group continues to embed sustainability into our housing projects, ensuring that affordability does not come at the expense of environmental responsibility. Our developments are designed with long-term sustainability in mind, balancing cost efficiency with innovative, future-ready housing solutions.

For more information on our sustainability initiatives, please refer to the ESG Report 2025.

The affordable housing sector in South Africa remains a critical pillar of socio-economic development. While the backlog presents an ongoing challenge, government infrastructure investment, financial incentives, and sustainability-driven innovations are shaping a more resilient and accessible housing market. As industry leaders, we remain committed to delivering high-quality, affordable homes that cater to the evolving needs of South African communities whilst driving sustainable urban growth and ensuring #sustainable**growth** into the future for the Group.

The market we operate in and how we manage it:

Infrastructure deficiencies

- The integrated housing model allows for the full development cycle to be managed by the Group ensuring infrastructure upgrades can be brought to our developments providing enhanced service delivery and turning projects around quicker

Residential market recovery

- Strong market recovery expected in the latter half of 2025 with more first-time buyers entering the market
- Semigration to provinces where the Group focuses on development activities (i.e. Gauteng and Western Cape)

Capital exposure

- Exposure remains until units are handed over to owners
- Major banks continue to show appetite for the granting of mortgage bonds considering downward interest rate cycle

Land invasions

- Remains an area of concern, from criminal elements (illegal land grabs)
- Calgro M3 sites are now less susceptible to this risk due to increased security and better community relations

Housing shortage in South Africa

- Population of more than 60 million and only 6.7 million formal residential opportunities
- Calgro M3 cannot on its own fill the gap but will continue to build homes for the people of South Africa and in this way contribute to the betterment of the country

Sustainable diversification and the foundation of future growth

Over the past decade, our Group has developed a profound understanding of integrated development projects, having been deeply involved in them. During this time, our experience has evolved to meet market demand for quality, recreational spaces, parking, finishes, aesthetics, and access to transportation routes. This extensive experience has culminated in the Bankenveld project, which provides an opportunity to apply all our previous learnings, re-set, and re-engage to ensure an integrated development that will cater to the needs of the South African market for the next 20 years.

Bankenveld (artist impression)
The place to connect

1. Develop at minimum **20 000** housing opportunities. A diversified portfolio of housing to be provided which will include fully subsidised, partially subsidised and bonded homes

2. Estimated **600 000m²** of retail, office, commercial, educational and medical space are planned and which will include a **30 000m²** shopping centre

Bankenveld development – **298ha**
153ha allocated for development

3. Detailed river management plan along Jukskei River

60ha of private open space for parks, running paths, sport fields, recreational facilities and conservation

1 – 8 years	Year 2 – 10	Year 3 – 15	Other offerings
Installation of bulk and link infrastructure to unlock development opportunities including the upgrade to electrical, roads and stormwater, sewer and water networks.	Installation of internal infrastructure	Construction of residential units	Construction of industrial commercial, retail, educational and office spaces by our joint venture partners Eris Property Group.

Outlook

We remain optimistic around sales trends in the upcoming financial year resulting from the reduction in interest rates in the second half of 2024 and the first quarter of 2025. The housing market we serve views formal shelter as a necessity, ensuring continued demand. Our new developments in prime locations – close to work opportunities – are expected to drive sustained consumer interest in the years ahead. As a Group, we are proactively exploring opportunities to address the housing shortfall by accelerating unit delivery to the market. One key strategy includes broadening our target market to include lower LSM segments, which remain underserved in the industry. This approach will expand our client base, enable faster unit delivery and achieve scale efficiencies with minimal additional capital investment. This strategy aligns with our commitment to affordable housing solutions enhancing growth and market penetration.

With large stock volumes on hand, increasing marketing capacity is paramount to the Group through a renewed focus on bulk sales and adaptive marketing strategies, as well as leaning on the lessons learnt and enhanced upon over the past few years.

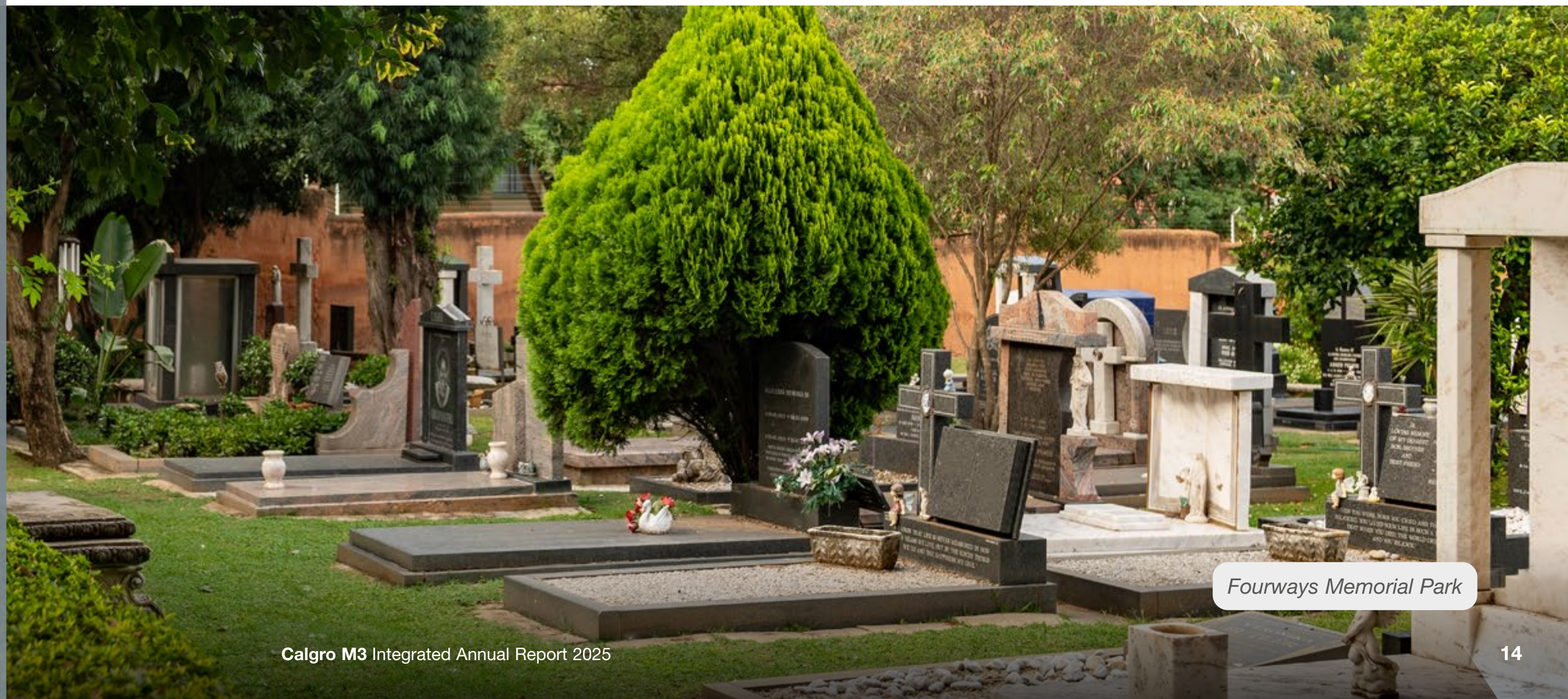
The Residential Property Development segment's outlook demonstrates our continued commitment to our guiding phrase of ***"Building legacies. Changing lives"*** with a clear strategy to continue delivering #sustainable**growth**, enhancing shareholder value, and making a positive impact within the communities we serve. Our foundation remains strong, and our pipeline robust, positioning Calgro M3 for continued success and prosperity.

Memorial Parks

Calgro M3 is proud to present another year of positive growth within the Memorial Parks segment. The segment's revenue contribution to Group increased to 8% in the 2025 financial year, up from 4%, reflecting significant growth and expansion within the business segment.

The memorial parks industry, inherently linked to the certainties of life, demands not just a business acumen but also a profound sense of empathy and responsibility. In this spirit, we have navigated the complexities of the market and the evolving needs of our customers, ensuring that growth aligns with our commitment to service excellence.

Durbanville Memorial Park



Fourways Memorial Park

Total cash received (including VAT)

(R million)	2025 FY	2024 FY	2023 FY	2022 FY	2021 FY
Nasrec (Gauteng)	**41.3**	25.3	20.2	25.8	24.5
Fourways (Gauteng)	**33.5**	25.1	14.5	23.5	16.3
Enokuthula (Gauteng)	**3.4**	1.9	1.2	1.7	1.3
Bloemfontein (Free State)	**2.0**	1.3	0.3	0.4	0.3
Durbanville (Western Cape)	**15.3**	14.6	11.7	13.3	11.2
	95.5	68.2	47.9	64.7	53.6
Movement	**40.0%**	42.3%	(26.0%)	20.7%	57.2%

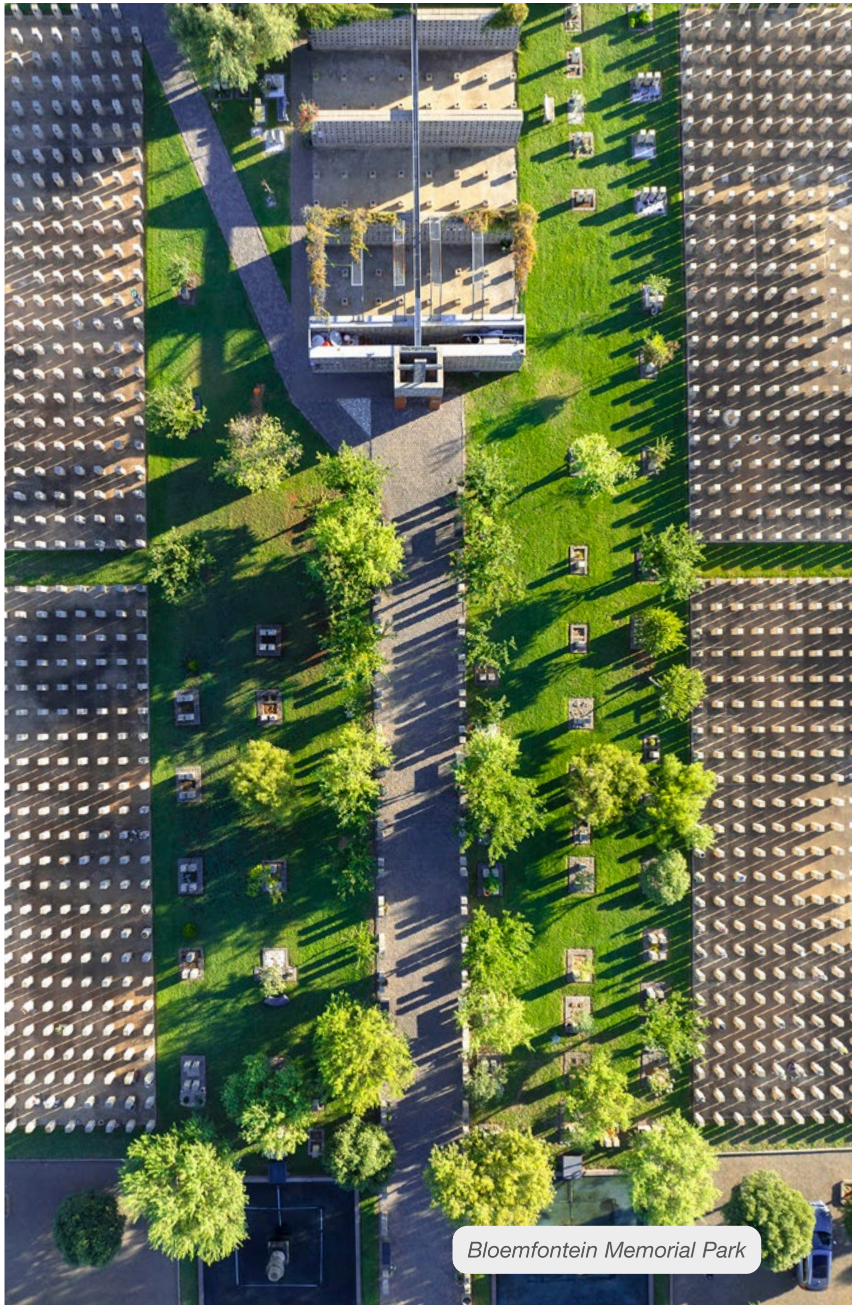
Cash receipts grew by 40.0% in the year. This upward trend reflects success in our improved sales strategies, increased market penetration, and enhanced customer confidence. Layby cash receipts saw an exceptional 57.5% increase to R24.57 million, underscoring the effectiveness of our structured payment options in driving affordability and accessibility. The active layby book ended the year at approximately R42 million, showing a 17.3% increase yearly, with a cancellation/default rate on laybys remaining at 9% of total sign-up value. Management has identified the expansion of the layby book as a strategic short-term goal with an aim of stabilising future cash flows and mitigating seasonal fluctuations in cash collections. The revenue recognition policy on these laybys remains conservative, ensuring revenue recognition only upon successfully collecting of the full purchase amount.

The gross profit margin increased to 50.09% (February 2024 (restated): 42.45%) due to cost optimisation and pricing strategies resulting in enhanced overall efficiencies across the segment.

Memorial Parks pipeline

Project/Park	Region/City	Province	Grave quantity	Anticipated project turnover (Rand)
Nasrec Memorial Park	City of Joburg	Gauteng	**26 859**	**819 718 710**
Fourways Memorial Park	City of Joburg	Gauteng	**5 400**	**289 827 002**
Enokuthula Memorial Park	City of Ekurhuleni	Gauteng	**9 463**	**144 394 920**
Bloemfontein Memorial Park#	Mangaung	Free State	**45 856**	**748 492 392**
Durbanville Memorial Park	City of Cape Town	Western Cape	**4 340**	**129 332 940**
Platinum City Memorial Park*	Rustenburg	North West	**25 553**	**422 484 451**
Total			**117 471**	**2 554 250 418**

Anticipated total grave density and turnover once second phase burial rights and outstanding regulatory matters have been approved.
* *Anticipated grave densities and turnover once outstanding regulatory matters have been resolved at the park.*



Bloemfontein Memorial Park

NASREC MEMORIAL PARK by CALGRO

FOURWAYS MEMORIAL PARK by CALGRO

ENOKUTHULA MEMORIAL PARK by CALGRO

BLOEMFONTEIN MEMORIAL PARK by CALGRO

DURBANVILLE MEMORIAL PARK by CALGRO

PLATINUM CITY MEMORIAL PARK by CALGRO

Building financial stability through layby cash reservation sales, is a key area of focus.

A sustainable future starts today

1

Predictable cash flow:

Reducing seasonal revenue fluctuations for long-term stability.

Our business experiences seasonal spikes in cash inflows, with winter months driving immediate-need sales due to increased mortality rates. To create a more stable financial foundation, we prioritise layby cash reservation sales, ensuring a steady and predictable cash flow throughout the year.

2

Accessible ownership:

Lowering barriers to entry with a 24-month, interest-free layby plan.

The layby product allows clients to secure a grave or ash niche with an affordable, interest-free, 24-month payment plan. This initiative makes private memorial spaces accessible to a broader customer base, driving long-term growth while providing clients with peace of mind.

3

Strategic growth:

Expanding our market reach with dedicated sales and marketing efforts.

By expanding our layby book, we are creating a financially robust business less reliant on seasonal fluctuations. This strategy enables us to make confident strategic decisions while maintaining and growing our immediate-need interment sales.

Through focused sales efforts, targeted marketing, and an aggressive expansion of our layby book, we are securing the future of our business with predictable cash inflows, enhanced financial stability, and sustainable growth.

Demand, market shortage and price trends

Our adaptive marketing and affordable offerings fuelled a sales surge, sustaining the business through the quieter annual period. Market demand for premium burial spaces remains high, driven by a growing preference for private, well-maintained memorial parks. To meet this demand, we are expanding our product offerings and improving service quality through strategic investments. The launch of the Platinum City Memorial Park in Rustenburg in the second half of the 2026 financial year will further strengthen our market presence.

There remains significant untapped potential in the market, particularly in cremations and interments, where we currently hold a relatively small share. By expanding our product portfolio and targeting these segments, we aim to capture a larger share of this growing market. Additionally, continued investment in new sections within existing parks will enable us to enhance our offerings and optimise pricing strategies to align with market trends.

Outlook

Looking ahead, our focus will be on expanding reservation sales through both cash purchases and layby options, ensuring sustainable market growth. The introduction of new products, strategic partnerships, and targeted marketing efforts will further strengthen our position. As we continue to innovate and expand, we are confident that our Memorial Parks division will maintain its trajectory of strong financial performance and increasing market leadership.

The future looks promising, focusing on three strategic pillars

This vision underpins our confidence in sustaining growth and value for customers and stakeholders alike.

Increasing annuity income from this business

The primary objective is to grow annuity income from the Memorial Parks business to cover Group overheads and interest obligations in the medium term. The 2025 financial year saw the Memorial Parks business generate sufficient annuity income to cover 100% of Group overheads.

Focus will be given to expanding reservation sales and growing the active layby book to ensure stability of the future cash flows. We are confident that this and other innovative offerings will contribute to financial stability to support growth.

Launching new parks efficiently

The successful launching of new memorial parks to grow our national footprint and cash generation. New parks are targeted to reach breakeven in 18 to 24 months.

Pioneering technology within the sector

We believe these steps will help maintain a steady growth in income, offer great value to our customers and investors, and keep our business growing and successful.

We look forward to building on our successes and continuing to deliver exceptional value to our customers, investors, and employees.

FINANCIAL PERFORMANCE

Statement of comprehensive income financial metrics

Rand	February 2025	Restated* February 2024	Movement	Percentage movement
Revenue	**868 906 517**	1 290 864 982	(421 958 465)	(32.69%)
Gross profit	**255 720 011**	351 316 861	(95 596 850)	(27.21%)
Gross profit %	**29.43%**	27.21%		2.22%
Administrative expenses	**(95 477 969)**	(98 139 169)	(2 661 200)	(2.71%)
Share of profit of joint ventures – net of tax	**42 874 266**	9 429 695	33 444 571	354.67%
Profit after tax	**166 115 884**	195 865 219	(29 749 335)	(15.19%)

Statement of comprehensive income

Despite a challenging economic environment and a decline in unit sales, the Group has delivered a resilient financial performance, underpinned by strong margin expansion and disciplined cost management.

Gross profit margins reached a five-year high of 29.43% (February 2024 (restated): 27.21%), exceeding the target range of 20% to 25%. This improvement was primarily driven by unit sales in the open market and non-public sector, along with a favourable project and product mix that benefited from historic land and infrastructure costs.

Revenue declined by 32.69% to R869 million, reflecting the Group's strategic decision to slow production in the first half of the year in response to political uncertainty and macroeconomic pressures impacting consumer demand translating into lacklustre open market sales. Combined revenue, which is revenue considering the revenue generated from joint ventures in combination with Group revenue, decreased by 11.53% year on year. Showing the Groups shift in focus into its joint venture operations in the year. This is reflected in the share of profit in joint ventures.

Cost efficiency remains a key focus area, with administrative expenses decreasing by 2.71% to R95 million. Marketing costs continue to represent a significant portion of administrative expenses, as the Group maintains its emphasis on selling available stock and enhancing brand awareness. Additionally, employee costs declined year-on-year, reinforcing management's commitment to operational efficiency.

The share of profit from joint ventures surged to R43 million (2024: R9 million), driven largely by the strong performance of the South Hills joint venture. This increase is attributable to higher revenues from transfers of open market units and the Group's increased shareholding following the exit of a minority shareholder.

EPS decreased to 171.72 cents (February 2024 (restated): 191.10 cents), while HEPS decreased to 171.36 cents (February 2024 (restated): 188.95 cents), these metrics have seen a benefit from the reduction in the number of shares as a result of the share buy-backs executed in the previous financial year.

Restatement to 2024 financial period:
Maintenance revenue reclassification

In prior periods, within the Memorial Parks segment, the Group assessed the maintenance obligation as a separate revenue performance obligation. This resulted in revenue being deferred into perpetuity, being the related obligation period. This has been reassessed and it was concluded that deferred maintenance revenue is no longer considered a performance obligation but rather a provision under IAS 37.

As a result, on the sale of a grave site revenue will be recognised in full, with no deferment into perpetuity. This resulted in an increase in revenue of R7 261 201 for the 2024 financial year.

The allocation of costs to the Maintenance Liability resulted in an increase of R5 037 478 in Cost of Sales and the unwinding of the liability is reflected in Finance Costs amounting to an adjustment of R2 223 723. A net cost adjustment of R7 261 201.

The restatement had no impact on opening retained earnings or the Profit before or after tax for the 2024 annual financial statements and therefore does not affect basic or diluted earnings per share.

Burial service revenue deferral

In prior periods, the full value of the sale of the grave was recognised once the purchase consideration was paid. The Group recognised the full transaction price of memorial park sales (which included both the right to a burial plot and the associated burial (interment) service) as revenue at the point in time when the customer made full payment and the burial certificate was issued.

Based on the outcome of the JSE proactive monitoring review we concluded that the burial right and the burial service represents two distinct performance obligations within the contract.

As a result of this reassessment performed, Revenue for the burial right continues to be recognised at a point in time when control transfers (on the date of receipt of full payment), however Revenue for the burial service is now deferred (recognised in Trade and other payables) and recognised at a point in time when the interment service is performed.

The above resulted in a restatement to opening retained earnings as at 1 March 2023 of R8 424 152, to account for revenue which is to be deferred into future periods. The 2024 financial statements have been restated to reflect the R935 977 impact for the deferred burial services sold in the 2024 financial year. The closing balance of the Deferred Revenue- Burial Services Liability at the end of the 2024 financial year was R9 360 130, this will be recognised in revenue as an when the performance obligation is met.

Statement of financial position financial metrics

Rand	February 2025	February 2024	Movement	Percentage movement
Cash and cash equivalents	**154 722 535**	122 638 021	32 084 514	26.16%
Construction contracts	**1 668 283 132**	1 355 384 620	312 898 512	23.09%
Total assets	**3 274 167 897**	2 836 210 738	437 957 159	15.44%
Borrowings	**1 105 722 194**	934 796 142	170 926 053	18.29%
Trade and other payables	**368 645 305**	300 284 828	68 360 477	22.77%
Total liabilities	**1 840 492 164**	1 561 679 262	278 812 902	17.85%

Statement of financial position and cash flow

Total assets grew by 15% year-on-year to R3.2 billion, driven primarily by a 23% increase in construction contract assets, which now stands at R1.6 billion. This growth reflects the Group's continued investment in infrastructure, particularly within the Fleurhof development, alongside an increase in stock on hand at the reporting period. This investment in both infrastructure and completed units accounts for approximately 50% of the construction contracts balance at the end of the reporting period.

The Group's liquidity position strengthened, with cash and cash equivalents rising to R154 million (2024: R122 million), while trade and other receivables declined to R82 million (2024: R140 million). The reduction in receivables underscores the Group's proactive efforts in debt collection, enhancing cash flow stability and ensuring positive liquidity management.

Investments in joint ventures have shown substantial growth, doubling year-on-year to R136 million (2024: R68 million). This increase was supported by higher shareholding in the South Hills joint venture, resulting from acquiring additional equity from minority shareholders. These developments highlight the company's strategic focus on expanding its joint venture interests, contributing positively to overall financial performance.

Trade and other payables increased by 23% year-on-year, reflecting a general uptick in trading activities at the end of the reporting period. This increase is primarily attributed to higher trading volumes, as operations rebounded from the slowdown experienced in the first half of the reporting period, which was impacted by political uncertainties. The rise in payables aligns with the Group's increased operational momentum, positioning it for improved business activity and sustained growth in the upcoming financial year.

Borrowings and covenants

The Group's net debt-to-equity ratio remained stable at 0.65:1 (2024: 0.63:1) as of the reporting period. This ratio remains well within acceptable limits, sitting comfortably below the Group's stated target of 0.75:1 for February 2025 and significantly under the regulatory covenant threshold of 1.5:1.

As previously communicated, a moderate increase in borrowings was recorded during the year, with the capital amount of the borrowings balance rising to R1.08 billion. This increase is strategically aligned with the Group's planned rollout of future projects, which require significant upfront capital investment and serves as a liquidity buffer for these initiatives. The accrued interest related to the outstanding borrowings has been reclassified from trade and other payables to borrowings for the current financial year, as a better representation of the outstanding debt balance.

During the financial year, the Group repaid R158 million in debt, reinforcing its commitment to disciplined capital management. In response to cyclical working capital requirements, the Group also raised an additional R305.0 million, of which a portion was allocated to refinancing arrangements on maturing facilities.

Overall, the Group's debt levels remain sustainable, supporting both strategic growth initiatives and financial stability within its operations.

A summary of the movement in debt and maturities is as follows:

	Rand
Opening balance 1 March 2024	**941 000 000**
New debt	**305 000 000**
Debt repaid	**(158 000 000)**
Closing balance – 28 February 2025	**1 088 000 000**

Maturity profile	**Rand**
FY 2026*	301 250 000
FY 2027	136 750 000
FY 2028	287 500 000
FY 2029	277 500 000
FY 2030	85 000 000

* *Subsequent to the end of the reporting period the Group has refinanced R250 million of the maturing debt through additional facilities raised through new debt providers.*

DIVIDEND POLICY

The inaugural Dividend Policy was instituted in 2024 which aimed at enhancing shareholder value and demonstrating our commitment to financial discipline and sustainable growth. This policy establishes a clear framework for distributing profits to our shareholders, ensuring they benefit directly from our success.

The essence of our Dividend Policy is to pay dividends annually, calculated at a minimum of 5% of the HEPS. Dividends will be declared by the Board of Directors post-approval of the annual audited financial statements, with all registered shareholders eligible. This approach not only provides a consistent income stream for our shareholders but also ensures that Calgro M3 retains sufficient capital to fuel future growth and investment opportunities.

Dividend declaration

Notice is hereby given that the Board of Directors of Calgro ("Board") has approved and declared a final gross cash dividend of 8.63703 cents per ordinary share (2024: 9.49350 cents per share) from income reserves in respect of the year ended 28 February 2025. The dividend was approved and declared on Monday, 12 May 2025. The net cash dividend payable to shareholders subject to dividend tax is 6.90962 cents per share (2024: 7.59480 cents per share). The total dividend for the year amounts to 8.63703 cents per share (2024: 9.49350 cents per share).

As of this announcement's date, the Company has 114 381 575 shares in issue, of which 17 915 449 are held in treasury. The total dividend payable is R9.87 million (2024: R10.86 million).

The Board has confirmed that the solvency and liquidity test as contemplated by the Companies Act, No. 71 of 2008, has been duly considered, applied and satisfied. This is a dividend as defined in the Income Tax Act 58, 1962 and is payable from income reserves. The dividend is subject to a South African dividend withholding tax rate of 20%, resulting in a net dividend of 6.90962 cents per ordinary share, unless the shareholder is exempt from paying dividend tax or is entitled to a reduced rate of dividend tax in terms of an applicable double-taxation agreement.

The income tax number of the Company is 9613501155.

Relevant dates to the final dividend are as follows:

Publication of declaration date	Monday, 12 May 2025
Last day to trade *cum* dividend	Monday, 26 May 2025
Commence trading *ex*-dividend	Tuesday, 27 May 2025
Record date	Friday, 30 May 2025
Dividend payable	Monday, 2 June 2025

Share certificates may not be dematerialised and rematerialised between Tuesday, 27 May 2025 and Friday, 30 May 2025, both dates inclusive.

WHERE TO FROM HERE?

As Calgro M3 enters its transformative growth phase and breaks ground on new developments, its robust pipeline provides diversity across provinces and projects, ensuring a balanced portfolio while effectively managing concentration risk. The current pipeline consists of strategic large-scale developments which include Fleurhof, South Hills, Belhar and Bankenveld District City, which on their own are expected to deliver in excess of 36 000 housing opportunities. With the roll out of the remaining pipeline, we will continue to invest in innovating our building designs to minimise financial and environmental impacts. This will ensure that Calgro M3 remains at the forefront of industry innovation thereby maintaining our competitive edge in the market, whilst still ensuring that we deliver on our purpose of ***"Building legacies. Changing lives"***. The Group continues to trade out of the non-core development pipeline consisting of smaller development projects. These projects will be developed by securing their rights associated to the land parcels and traded out over the next three to five years.

With stock volumes remaining high at the end of the financial year, the Group has refined its sales strategy including heightened focus on bulk deals, expanding sales capacity and increased investment into marketing activities to accelerate the sale of stock. Focus remains on the sale of non-core assets with internal restructuring effected to ensure dedicated resources are available to expedite the sale of these assets. By liquidating these assets it allows the Group to roll out the pipeline whilst ensuring #sustainable**growth**.

While short-term revenue pressures persist due to ongoing economic challenges, the anticipated market recovery driven by declining interest rates and improved market confidence positions the Group favourably for the year ahead. The Memorial Parks segment has shown robust growth in the year, expanding its footprint to six active Memorial Parks. Our aim remains the expansion of our footprint whilst leveraging off our remaining pipeline, bringing dignified burial solutions to a larger community of consumers, with regular investment opportunities being investigated and considered by the Group. The segment has shown the benefit of upfront investment with significant growth in annuity income thereby supplementing the cyclical nature of the Residential Property Segment's cash flow cycle.

With resilient profitability and strong margins, Calgro M3 is well-positioned for growth and value creation, supported by:

1. **Optimised cost structures and the benefit obtained from historic land costs and investment in infrastructure over the life span of a development**
2. **Prudent debt management aligned with development needs, aided by the disposal of non-core assets**
3. **Strategic capital allocation to maximise stakeholder value**

APPRECIATION

We would like to express our gratitude to our employees, their families, our clients and shareholders for your ongoing support. Thank you to all members of the management team for remaining committed and loyal to the Group.

Additionally, we extend our thanks to the Non-Executive Board members for their continued guidance, wisdom, and support, for which we are truly grateful.

The year has seen changes to the Board of Directors and sadly the passing of Mr George Hauptfleisch, an Independent Non-Executive Board member and Chairperson of the Audit and Risk Committee on 25 March 2025 after a short illness. George served on the Calgro M3 Board from 2018 and fulfilled his roles with enthusiasm, dedication and distinction, making an immeasurable contribution to the Group. Our condolences extend to his wife, children and family.

As an executive management team, we would also like to acknowledge the contribution Mr Willem Jakobus (Wikus) Lategan and Mr Willem Adolph (Waldi) Joubert, CEO and Managing Director of Memorial Parks, respectively, who resigned from the Board with effect from 31 December 2024, made to the establishment of a strong foundation in Calgro M3. This foundation allows the Group to move forward seamlessly on the Residential Property Development side and we acknowledge the tremendous effort made in the establishment of the newest segment to Calgro M3 – that of the Memorials Parks business – which Wikus and Waldi were both involved in. Their foresight and years of dedication to the Group are appreciated.

In light of these management changes, we assure shareholders, stakeholders, staff, and clients that a robust, knowledgeable executive management team is in place. Our commitment to ***"Building legacies. Changing lives"*** remains steadfast, entrenched in the DNA of Calgro M3, as we continue to address a critical need in the South African marketplace for homes and memorial parks.

Ben Pierre Malherbe
Chief Executive Officer

Sayuri Naicker
Financial Director

12 May 2025

2 STRATEGY AND FIVE-YEAR PERFORMANCE

The immense shortage of affordable, well-built homes and burial options in South Africa will ensure that Calgro M3 has a strong pipeline for the foreseeable future. This pipeline supports sustainability into the future.

In addition, the Bankenveld District City project will add approximately 20 000 opportunities to the pipeline and the launch of the Platinum City Memorial Park in Rustenburg takes our national footprint to six parks.

The Group operates in a cyclical environment, which remains challenging. However, our purpose keeps us focused on the real difference Calgro M3 can make in people's lives.

Here, we share our strategy and how we think about doing business. We explain how we think about short and medium-term goals and debt capital restructuring. The critical area of risk management is also discussed, along with details pertaining to the probability, impact and total risk weighting assigned to major risks.

The chapter culminates in a five-year performance review showing progress on income statements, cash flows, and key ratios.

Our pipelines are contained on pages 10 and 15.

VALUE CREATION THROUGH OUR CAPITALS

Establishing sustainable business practices begins by recognising the broader social and environmental responsibilities that we have as an organisation towards society and the community we operate in. We strive to enhance our product offering, setting new standards for sustainable Residential Property Development and Memorial Parks that will benefit all stakeholders along the value chain. ***"Building legacies. Changing lives"***.

Our turnkey and variable approach affords Calgro M3 the opportunity to manage each aspect of the Residential Property Development and Memorial Parks businesses and in this way, trap margin within the business, while ensuring high-quality end products and services at an affordable price to the customer. We provide end-to-end solutions, through specialist business units and dedicated management that focus on high growth, niche markets and ensure a deep pool of expertise.

Capital and key areas

Financial capital

Funds obtained either from equity, debt, proceeds from capital recycling activities or internally generated funds

- Retain sufficient profit for growth
- Debt funding
- Cash from operations
- Subsidies
- Centralised treasury

Intellectual capital

Our brand, reputation as well as the innovative designs and layouts used in our product offerings

- In-house professional teams and market specialist
- Brands and intellectual property
- Project management

Talent capital

Our employees, whose skills and wellness ensure optimal running of the Group

- Skills development, training and education
- Culture of making a difference
- Values and ethics

Social and relationship capital

Our relationship with internal and external stakeholders, especially the communities we operate in, enables us to fulfil our purpose

- Stakeholder relationships
- Health and safety
- Skills and enterprise development
- Project focused CSI initiatives
- Community development and involvement

Manufactured capital

Our effective management of the assets, including our project pipeline to service clients

- Land development
- Construction oversight capacity
- Infrastructure development
- Turnkey approach to development

Natural capital

Sustainably managing natural resources in both the development and after sales phase of products to ensure long-term value creation for clients

- Land
- Water conservation
- Energy source

Value creation

Professional services

Residential Property Development (internal)

Value created through a turnkey approach

1. **Project identification and due diligence** Determine target market, environmental studies, funding requirements
2. **Secure land** Land ownership enables control of the development process and choice of partners
3. **Township development, planning and project implementation** In-house town planning and architecture designs
4. **Bulk and link infrastructure planning, design and installation** Installation of roads, stormwater, water, sewer and electrical infrastructure
5. **Marketing and sales** Marketing of residential units, internal function complimented by external appointments
6. **Transfer to end-user** (erven for houses and bulk deals recognised over time)
7. **Construction** All construction is outsourced
8. **Transfer to end-user** (multi-storey units)
9. **Handover to clients** The hand over of completed units to clients is done internally

Memorial Parks

Value is created through operating in strategic locations and providing superior products and customer services. Value is enhanced through our own market-developed knowledge to supply affordable products clients need.

1. **Land identification/acquisition**
2. **Marketing and sales**
3. **Landscaping and infrastructure development (outsourced)**
4. **Holistic burial and remembrance services**
5. **Maintenance**

Inputs FY 2025

Financial capital

- Reinvested 50% of wealth back into the Group
- Net/debt to equity remained stable at 0.65
- Available facilities of R350 million

Intellectual capital

- Continuous investment in innovative building designs whilst challenging the efficiency of design layouts to improve margins
- Diversified product offering across both segments

Talent capital

- 145 permanent employees with the relevant skills, knowledge and experience
- Diverse workforce by gender, race, age and tenure
- Strong leadership team, driving our values and culture

Social and relationship capital

- Strong stakeholder relationships
- Maintaining stringent health and safety protocols to safeguard all stakeholders on development sites

Manufactured capital

- 1 543 housing opportunities under construction and to be handed over
- 76% of pipeline serviced (excluding Bankenveld District City)
- 117 471 burial opportunities available

Natural capital

- Water management and energy efficient systems installed across all developments and offices

Outputs

Market capitalisation:
Return on equity reduced to12.39% (2024: 16.12%)

Refer to pages 5 to 21 for the Message from the CEO and FD for further details

- Margin of 29.43%, above target range of 20% to 25% due to unit mix developed and sold in the year
- Group efficiencies in designs from standardisation of unit designs as a result of continuous efficiencies implemented
- Employee remuneration R102.67 million, representing 33% of wealth distribution by the Group
- 69% of employees trained to the value of R1.4 million
- Wellness programmes initiated for all employees with successful uptake

Refer to the ESG Report for further details on Talent Capital investments

- In excess of R9 million on enterprise development
- R0.95 million spent on corporate social investment in the year
- Involvement in multiple community outreach programmes
- Zero fatalities
- Successfully passed all Health and Safety ISO recertification audits with no findings

Refer to the ESG Report for further details on the Social and Relationship Capital investments

- Residential Property Development and Memorial Parks pipeline R31.8 billion
- Undeveloped land within inventory to the value of R519.57 million – valued at cost as no revaluations of land is done
- Construction contracts investment in the current year R226.4 million
- 32% of waste recycled in current year
- 2 874m^3 water used across office network
- All developments actively installed energy saving mechanisms to assist with energy crisis (e.g. solar geysers, gas cooking/heating or heat pumps)

Refer to the ESG Report for further details on the Natural Capital investments

ENGAGING WITH STAKEHOLDERS

Below is a summary of Calgro M3's stakeholders. Further details on stakeholder engagement can be found on pages 54 to 55 of the ESG Report.

Capitals						Relationship	
Financial capital	Intellectual capital	Talent capital	Social and relationship capital	Manufactured capital	Natural capital	Strong relationship	Developing relationship

STRATEGY AND RISK MANAGEMENT

Our updated mantra of #sustainablegrowth aligns with our vision and passion for *"Building legacies. Changing lives"*. As a growth Company, we have typically reinvested earnings back into the Company to spur further development.

As Calgro M3 matures, in conjunction with our maiden dividend policy which aims to enhance shareholder value, the following strategies for sustainable growth are being implemented:

- Cash preservation and liquidity of balance sheet:
- Maximising cash generation and roll-out of existing project pipeline.
- Selling non-core assets with an aim of allocating funds for share buy-backs, dividends, land purchases, infrastructure and memorial park expansions.
- Continuously developing and adopting technological improvements to streamline business processes.
- Product innovation to ensure product range caters for all LSMs.
- Strategic growth objectives aiming at increasing land use efficiency and expanding the Memorial Parks business.
- Capitalising on product development and sales momentum.

Allowing us to access funding to install the necessary infrastructure for our integrated housing developments to ensure constant availability of serviced opportunities.

Expedited top structure construction, supporting a continuous pipeline of homes in the market.

Share buybacks, where price and liquidity are favourable.

Investing in a well-established company like Calgro M3, with a proven track record and strong moats such as an ardent customer following and product demand, offers several benefits. Furthermore, our history of success and stability reflects a competent management team and solid business strategy, which mitigates investment risk. The Company's maturity, brand recognition, and market share positions us well for growth and profitability. With our dividend policy in place, the investment opportunity becomes even more attractive. Our strongest moat is the experience and ability we have of successfully balancing the initial high infrastructure and building cost with innovative and cost-effective top structures designs, thereby enabling us to consistently sell affordable, high-quality homes to discerning homeowners.

Calgro M3 product proposition

- Making a meaningful and sustainable difference in the lives of South Africans
- Unique product offerings
- 30-year track record of quality outputs and diversification
- Committed to sustainable business growth
- Focused on meeting environmental, social, governance and financial targets to ensure a sustainable impact

Our strategic objectives address material issues that have been identified as potential risks that could significantly affect the Group's ability to create value in the short to medium term. Our strategies and their value creation in terms of the six capitals are represented in the table below:

Short-term objective

Strategic objective	Capitals	Performance against objective
Cash preservation and liquidity of balance sheet		Total available liquidity amounts to R350 million.
Maximising cash generation and roll-out of existing project pipeline		The Group has exercised the option to acquire the land on which the Bankenveld District City development will be undertaken. This project will add 20 000 housing opportunities to the Group's pipeline. Cash generated from operations remains positive with reinvestment back into projects in the Group.
Continued focus on variable cost model		Even though revenue decreased by 32.69% the Group reported a gross profit margin in excess of the target range of 20% to 25%.
Greater brand awareness and the creation of an aspirational brand		Underway with more scientific and data driven marketing in both open market residential sales and enhanced focus on lifestyle offerings within developments and increasing burial site sales. Ensure the Calgro M3 team remains passionate about serving the people of South Africa by ***"Building legacies. Changing lives"*** while staying true to our core values.

Medium-term objective

Strategic objective	Capitals	Performance against objective
Consistent, predictable cash flow from the Memorial Parks business to stabilise lumpy cash flows from the Residential Property Development business		Memorial Parks contributed R95.5 million to cash receipts to support the funding of Group overheads and interest. The increase in cash collections is driven by alternative payment offering initiatives as well as marketing campaigns which has shown an increase in operations in the current financial year.
Ensure long-term sustainability		Retained strong pipeline of R31.8 billion.
Secure additional pipeline projects with no or limited immediate impact on the Group's liquidity with these only to commence after the roll-out of the existing pipeline		Exploring development opportunities close to the areas familiar to Calgro M3 as well as acquiring land in the surrounding areas of current integrated developments where the Group already has a footprint.
50% female representation across all levels of management		Continuous focus being placed on female representation, which currently is at 47%.

Specific objective: Capital allocation

Strategic objective	Capitals	Performance against objective
Maintain net debt to equity of below 0.75:1		Net debt to equity stable at 0.65:1.
Any additional capital available, once net debt to equity targets are met, will be utilised for: • Creation of a larger cash flow buffer for unforeseen events • Land acquisitions • Installation of infrastructure • Memorial Park expansions • Share buy-backs should certain metrics be met • Opportunity capital should extraordinary opportunities arise • Dividend payments		Sustainable liquidity buffer in place of R350 million.

Specific objective: Variable cost structure

Cost containment remains a major focus area and a key strength for the Group. The focus was to reduce the fixed cost base and at the same time ensuring better efficiencies. Cost of sales reduced by 34.74% in the year, a larger percentage decrease than that of sales which saw a 32.68% reduction. Administrative expenses showed a reduction year on year by 2.71% through stringent cost management activities.


Sunset Village

Effective risk management processes and procedures are vital for the Group to achieve its strategic and operational goals, particularly in the current environment of change and uncertainty. The Board recognises that risk is intrinsic to the Group's operations. There is, however, a balance to be struck between managing risk and exploiting opportunities.

An outline of six key risks identified by the Group as well as mitigation of the risks are summarised on pages 29 to 30.

Risk management process

The Board assesses the Group's operational and strategic business risks with a view to eliminating, minimising or mitigating such risks and their effects on the Group's strategies and operations. Group Exco is responsible for managing risk through the day-to-day roll-out of effective risk management processes that it delegates to the various management committees.

The Board defines acceptable risk tolerance levels and has tasked the Audit and Risk Committee to continually identify key risks and ensure acceptable risk tolerances through the executive risk control processes across business-specific risk areas. This sets the matrix for regular and ad hoc reporting, if required, by management to the Audit and Risk Committee and the subsequent reporting to the Board.

The Audit and Risk Committee oversees risk management in the Group and relies on the internal and external auditors as well as systems of internal control, to obtain comfort that risks are reduced to tolerable levels. Furthermore, the Audit and Risk Committee oversees cooperation between the internal and external auditors and serves as a link between the Board and these functions.

The systems of internal control are designed to provide reasonable but not absolute assurance as to the integrity and reliability of the Annual Financial Statements, to safeguard and maintain accountability of the Group's assets and to identify and minimise fraud, potential liability, loss and material misstatement while complying with applicable statutory laws and regulations. There are inherent limitations to the effectiveness of any system of internal control, including the possibility of human error and the circumvention or overriding of controls. The system is therefore designed to effectively manage rather than eliminate risk.

The Board receives feedback on the effectiveness of internal controls to mitigate risk via the following:

- Quarterly operational risk management reporting from Exco;
- Assurances provided by the various Board committees on certain or specific risks and actions taken to mitigate these risks;
- Audit and Risk Committee feedback from internal and external auditors; and
- Management feedback on the reliability and efficiency of the systems of internal control.

The Board believes the systems of internal control have continued to improve during the reporting period and are enough to minimise the risk of material loss and to provide accurate and reliable reporting. The Board is satisfied that systems of internal control have provided reasonable but not absolute assurance, and nothing has come to their attention during the year to indicate a material breakdown in the systems of internal control.

Further details on financial risk management, including the Group's exposure to interest rate risk, credit risk and liquidity risk, are contained in note 3 to the Annual Financial Statements.

Management of key risk

Calgro M3 classifies risks that could have a material impact on the Group into the categories of operations, financial, reputation and strategic. The risks listed below are scored according to probability, impact and control effectiveness resulting in the residual risk within the Group. Below is a summary of company-specific actions implemented to mitigate these risks to acceptable levels.

Risks and mitigation strategies

Risks are part of a business and at Calgro M3 risks that could impact operations are carefully and actively monitored in the short, medium and long term. As a management team we remain cognisant of the impact of the broader operational environment and the vital role it plays in performance objectives.

Risks are monitored and updated regularly to assist, not only the Board, but also the Executive Management team, in guiding day-to-day decision making.

A detailed section on "Engaging with stakeholders" is contained in the ESG Report on pages 54 to 55.

KEY OPERATIONAL RISKS

This is an extract from the risk register of the top risks that Calgro M3 faces at present. This key is used to categorise the various risks:

Inherent and residual risk

- 0 – 4 Insignificant
- 5 – 9 Minor
- 10 – 14 Moderate
- 15 – 19 Major
- 20 – 25 Extreme

Risk category

- O Operational
- R Reputational
- S Strategic
- F Financial

Control of risk

- Effective
- Strong
- Adequate
- Needs improvement
- None

Capitals

- Financial capital
- Intellectual capital
- Talent capital
- Social and relationship capital
- Manufactured capital
- Natural capital

Stakeholder impact

- Employees
- Customers
- Government (local, provincial and national)
- Communities in which we operate
- Shareholders, investors, analysts and media
- Environmental agencies and interest groups
- Suppliers, service providers and specialists
- JSE and other regulatory bodies
- Financial institutions and debt capital providers
- Joint venture and other parties

Level	Key operational risks identified	Inherent risk	Control over risk	Residual risk	Internal/ external	Risk category	Stakeholder impact	Risk link to capitals	Risk link to SDGs	Mitigation strategies
1.	Political instability at public sector institutions	Extreme	Strong	Moderate	E	S O F	Government (local, provincial and national)	Financial capital Social and relationship capital	8 DECENT WORK AND ECONOMIC GROWTH	Strategic relationship building in both private and public sector allowing the Group to refocus strategically as the need may arise.
2.	Land invasions and community unrest	Extreme	Adequate	Major	E	O F	Communities in which we operate	Manufactured capital	1 NO POVERTY 16 PEACE, JUSTICE AND STRONG INSTITUTIONS	• Improved communication regarding the positive impact the Group has in the communities in which we operate. • More community interaction and participation. • Increased security measures on sites. • Actively assisting public sector to eradicate the housing shortage. • Exposure to fewer areas, enabling better focus on specific needs in the areas we develop. • Proactive monitoring of possible invasions. • Swift utilisation of the judicial system.

KEY OPERATIONAL RISKS (CONTINUED)

Level	Key operational risks identified	Inherent risk	Control over risk	Residual risk	Internal/ external	Risk category	Stakeholder impact	Risk link to capitals	Risk link to SDGs	Mitigation strategies
3.	Retention of key personnel				I	O				• Staff morale and performance actively monitored and benchmarked to ensure high-performing staff are retained. • Salary benchmarking carried out regularly to ensure adequate remuneration for output. • Introduction of custom made short and long-term schemes for both Executive and senior staff levels to promote retention. • Succession planning is performed through each department for all department heads and key personnel. • Stakeholder relationships are managed by more than one individual ensuring continuity in the case of resignations.
4.	Macro environment and impact on businesses				E	O F				• Updated economic and affordability data reviewed regularly and considered with every new business or project investment. • Consideration of the macroeconomic conditions prevalent at the time.
5.	Cash flow/ liquidity				I	F				• Strict budget control, cash flow monitoring and working capital preservation measures in place. • Prudent capital allocation between businesses and projects that have different cash flow cycles. • Centralised cash flow control function to allow for allocation flexibility across projects. • Actively prioritising the sale of non-core assets and previous rental stock portfolio. • Short-term net debt to equity targets are maintained with the Group to balance the repayment of debt and working capital in future periods. • Increased focus on bulk sales to assist in liquidating stock.

FIVE-YEAR FINANCIAL REVIEW

	2025	Restated 2024	Restated 2023	2022	2021
Group income statement					
Revenue	**868 906 517**	1 290 864 982	1 525 316 550	1 321 593 256	879 146 585
Gross profit	**255 720 011**	351 316 861	357 693 797	281 846 673	108 023 284
Gross profit %	**29.43%**	27.21%	23.45%	21.33%	12.29%
Share of profit of joint ventures and associates – net of tax	**42 874 266**	9 429 695	5 386 925	9 641 933	3 345 892
Profit before tax	**212 543 990**	268 761 724	252 358 820	179 464 816	26 066 297
Basic earnings cents per share	**171.72**	191.10	153.37	108.58	14.88
Headline earnings/(loss) cents per share	**171.36**	188.95	153.18	105.68	(15.17)
Net asset value cents per share	**1 486.20**	1 326.82	950.61	793.81	682.09
Tangible net asset value cents per share	**1 320.70**	1 160.62	817.97	662.30	550.58
Group balance sheet					
Inventories	**519 568 023**	503 385 249	498 540 794	615 819 830	643 573 871
Construction contracts	**1 668 283 132**	1 355 384 620	1 162 393 952	909 322 057	840 695 306
Cash and cash equivalents	**154 722 535**	122 638 021	172 614 330	191 114 249	154 561 255
Retained income	**1 396 026 833**	1 241 892 552	1 032 389 113	850 362 620	718 881 468
Borrowings	**1 105 722 194**	934 796 142	876 362 326	839 067 772	944 161 828
Trade and other payables	**368 645 305**	300 284 828	368 928 446	422 012 321	486 875 046
Group cash flows					
Cash generated from operations	**107 900 112**	149 245 922	89 638 658	228 221 971	114 768 074
Tax (paid)/refunded	**(2 659 727)**	(3 487 918)	(5 197 841)	(18 022 488)	(17 878 456)
Net cash generated from/(utilised in) operating activities	**34 228 411**	91 263 254	2 069 545	129 881 745	(3 007 782)
Net cash (invested in)/received from investing activities	**(133 417 894)**	(120 874 660)	(52 695 855)	25 535 309	(51 566 633)
Net cash raised from/(repaid in) from financing activities	**131 273 997**	(20 364 903)	32 126 391	(118 864 060)	(45 933 493)
Net increase/(decrease) in cash and cash equivalents	**32 084 514**	(49 976 309)	(18 499 919)	36 552 994	(100 507 908)
Cash and cash equivalents at the beginning of the year	**122 638 021**	172 614 330	191 114 249	154 561 255	255 069 163
Cash and cash equivalents	**154 722 535**	122 638 021	172 614 330	191 114 249	154 561 255
Financial ratios					
Return on average shareholders' funds	**12.39%**	16.12%	18.66%	15.92%	2.31%
Return on net assets	**11.59%**	15.36%	15.53%	14.59%	2.29%
Return on net tangible assets	**13.04%**	17.57%	18.04%	16.44%	2.83%
Current ratio	**1.97**	2.04	1.90	1.70	1.51
Market capitalisation at year-end – ordinary shares	**584 489 848**	446 674 936	445 733 107	440 682 250	230 660 131

3 STATUTORY REPORTS

This chapter includes feedback from our Chairperson, including his views on the business and the wider industry. The composition and qualifications of the Board are discussed, along with information on the skills they possess to ensure meaningful engagement with the Executive Management of the Group.

A Remuneration Report from the Chairperson of the Nominations and Remuneration Committee provides shareholders with all the essential information needed regarding remuneration structures and performance requirements to vote at the Annual General Meeting.

The chapter also includes the Social and Ethics Report, which offers feedback to shareholders and stakeholders on Calgro M3's approach to corporate social investment and how it maintains an ethical culture throughout the Group.

CHAIRPERSON'S REPORT

Hatla Ntene | Chairperson

Overall, the Group's strategic resilience, effective cost control, financial discipline, and focus on affordable housing solutions have positioned it well for sustainable growth in the future. An enhancement from #sustainableactions, which are well entrenched within the Group, to #sustianablegrowth, demonstrates the entry to Calgro M3's next growth phase, enhanced and supported by learnings over the past two decades.

I am pleased to present the chairperson's report to Calgro M3 shareholders and stakeholders for the year ending February 2025. Despite a challenging economic environment and revenue pressures from declining unit sales, the Group has achieved a resilient financial performance, bolstered by significant margin expansion and disciplined cost management. Gross profit margins reached a five-year high of 29.43% (February 2024 (restated): 27.21%).

The Group strategically expanded its pipeline, which is crucial for future growth and sustainability. This ensured a steady flow of projects and revenue streams to support #sustianable**growth**.

What is pleasing is the profit share from joint ventures, which surged to R43 million from R9 million in the previous financial year. The strong performance of the South Hills joint venture primarily drove this. This increase stems from higher revenues generated by the transfer of open market units and the Group's increased shareholding following the exit of a minority shareholder.

EPS decreased to 171.72 cents from 191.10 (restated) cents in 2024, and HEPS decreased to 171.36 cents from 188.95 (restated) cents in the previous year. The reduction in the number of shares due to the share buybacks executed in the previous financial period benefited the Group. Pleasingly, during the year the Group has been able to refinance debt which came up for maturity in the period.

Following the introduction of a dividend last year, the Group is pleased to announce that shareholders will receive a dividend of 8.63703 cents per ordinary share (2024: 9.49350 cents per share).

Adhering to financial discipline ensures that the Group makes prudent financial decisions, manages debt effectively, and allocates resources efficiently.

In line with our commitment to #sustainable**growth**, we continue to achieve strong results by having a deep understanding of the markets we serve, prioritising long-term sustainability, expanding market share, and rolling out existing pipeline opportunities in a controlled but adaptable manner. Currently, the Group has 1 543 housing opportunities under construction, with projects nearing completion for handover and revenue recognition. Although interest rates began trending downward in the latter half of 2024, the full impact on home loan affordability is expected to materialise by the third quarter of 2025 – approximately nine months after the rate cut cycle commenced.

These results were achieved through our team's commitment to our core values and dedication to providing the highest-quality services. We are incredibly proud of our accomplishments and excited to share them with you.

The Group's commitment to affordable housing solutions is a key growth driver. By addressing the housing shortfall and targeting underserved market segments, the Group can broaden its client base and achieve economies of scale.

Background to the results

Businesses operating in South Africa face several challenges, which strong management teams can overcome through deep knowledge and understanding of their market and a strategy supporting a market gap. The Calgro M3 Executive Management team has had to contend with low economic growth, inflation, increasing interest rates, political uncertainty, and load shedding. Despite this, Executive Management and their teams have remained disciplined in our core focus areas.

I have mentioned this in previous reports, and I wish to make the point once more that this is a testament to the defensive nature of the Calgro M3 offering. Over the past few years, the Group has ensured that most homes delivered to the market are sold into the private sector at affordable prices across the housing segments supported by client-based government subsidies and bank bonds.

Similarly, the offerings of the Memorial Parks business are defensive products, and the nature and beauty of the sites across the country make for sustainability, due to the annuity nature of the revenue model. Looking back to 2017 as the first full year that Memorial Parks was included in the numbers, the segment has come a long way since the first park was acquired, which was, of course, Nasrec. The segment now boasts six parks.

Board of Directors

The Board operates as a unitary entity consisting of four Executive Directors, and five Independent Non-Executive Directors. The Chairperson of the Board is an Independent Non-Executive Director. Additionally, the Board has a Lead Independent Non-Executive Director whose responsibilities include acting as a sounding Board for the Chairperson, enhancing the Board's independence, and providing support and guidance to the Directors.

Board changes

On 6 September 2024, Calgro M3 announced the resignations of Mr Willem Jakobus (Wikus) Lategan from the Board of Calgro M3 and as CEO and that of Mr Willem Adolph (Waldi) Joubert from the Board and as Managing Director of Memorial Parks. Both were effective from 31 December 2024. Both the Board and I wish to thank both Wikus and Waldi for their years of dedicated service to the Group.

With great sadness, we announced the passing of Mr George Hauptfleisch, an Independent Non-Executive Board member and Chairperson of the Audit and Risk Committee, on 25 March 2025 after a short illness. George served on the Calgro M3 Board from 2018 and fulfilled his roles with enthusiasm, dedication and distinction, making an immeasurable contribution to the Group. Our condolences extend to his wife, children and family.

New appointments to the Board

During the year, we were pleased to announce and welcome back to the Calgro M3 family a co-founder and former CEO of Calgro M3, Mr Ben Pierre Malherbe, who was appointed as the CEO and a Board member as announced on SENS on 6 September 2024. Mr Malherbe holds a BSc (Quantity Surveying) degree from the University of the Free State and an MBA from the Stellenbosch Business School. In 2001, together with his brother and the Steyn brothers, they formed Calgro M3. In 2005, Mr Malherbe was appointed Director of the Company, appointed Chief Operating Officer of Calgro M3 in 2007, and appointed CEO in January 2009 in which capacity he served until February 2017, after which time he served as a non-executive director on the Board until 2019.

To deepen the calibre and experience on the Board even further, Mr Allistiar Langson, the Managing Director of Calgro M3 Developments (Pty) Ltd, was appointed as an Executive Director to the Board, effective 6 September 2024.

The abovementioned appointments were made in accordance with the Board nomination policy.

Commitment to governance

Calgro M3 is committed to the highest levels of governance and continues to apply the 16 principles of King IV™.

Our King IV™ Application Register can be found on the Calgro M3 website: www.calgrom3.com.

Environment, Social Impact, Governance ("ESG") reporting

Our diligence in reporting on ESG matters remains unwavering. A separate ESG Report is available on the Calgro M3 website. Last year the report was augmented by including several references and compliance with the JSE Sustainability Disclosure Guidance recommendations in our data points. These data points, as included in the ESG Report, contain information as far back as 2021.

A summary of our ESG Report, contained in this annual report on pages 54 to 55, contains examples of progress made in areas of importance to us, but for

80 data points analysed and reported on in the ESG Report

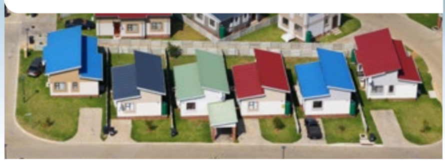
People

Health and Safety

Corporate Social Responsibility

Environment

Governance



a full appreciation of our seriousness across all ESG metrics, it is recommended to take a look at the full 2025 ESG Report, which is on the Calgro M3 website.

Furthermore, we have taken the UN Sustainable Development Goals ("UN SDGs") into account and concentrated on seven that are central to achieving our strategy and five that support it.

Read about these goals and why they are important to Calgro M3 in the 2025 ESG Report.

Our Annual General Meeting ("AGM") will take place on 25 June 2025. At the 2024 AGM held on 28 June 2024, all resolutions were passed by the requisite majorities of the Company's shareholders.

Appreciation and outlook

I am honoured to express my heartfelt appreciation and gratitude to the Executive Management team, diligent staff, reliable suppliers, dedicated contractors, and esteemed fellow Board members for their unwavering commitment and tireless efforts towards Calgro M3. Through exceptional teamwork, we have achieved remarkable heights and made significant strides over the past year. I am proud to lead such a talented and committed group of individuals who have contributed immensely to the success of our business.

By embracing #sustainable**growth** we continue to support our fellow South Africans by tackling the shortfall of housing and burial sites in South Africa. We remain confident that Calgro M3 will continue to take advantage of this need and ensure continued sustainability. This is especially true as we move forward on the ground-breaking Bankenveld District City Development (previously known as Frankenwald), together with Eris Property Group. Calgro M3 is no stranger to massive projects, having been involved in numerous large scale developments the past 16 years, most notably the Fleurhof development, an integrated development combining a variety of housing options and a host of amenities such as playgrounds, braai areas, shopping centres, schools, places of worship, transport access nodes, crèches and much more.

Likewise, Bankenveld District City is a visionary project aimed at promoting socio-economic upliftment on an unprecedented scale. Strategically situated to bridge the gap between affordability and access to Sandton's economic hub, Bankenveld District City will be a testament to innovative planning and sustainable development. It is poised to deliver a minimum of 20 000 housing opportunities alongside significant commercial, retail, and industrial space. Projects such as these are a testament to Calgro M3's commitment to ensuring continued sustainability in our country, fuelled by a passion for what we do.

The Memorial Parks business delivered an excellent result and with deep knowledge on the industry, coupled with brand awareness, marketing and a strong pipeline, we are confident that this segment will continue to provide annuity income to the Group.

We are looking forward to the year ahead, poised and ready to rollout the pipeline and ensure #sustainable**growth** for stakeholders and shareholders of Calgro M3.

Hatla Ntene

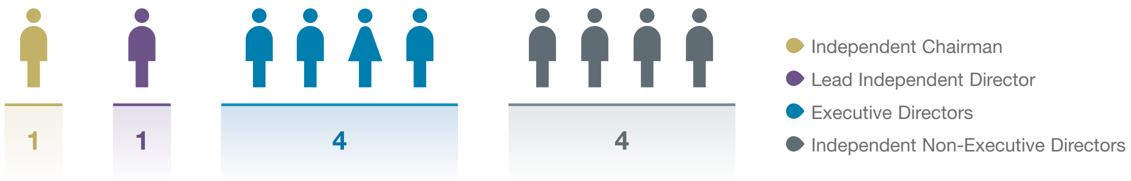
12 May 2025


Scottsdene

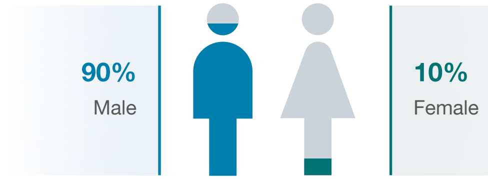

Acacia Grove

OUR LEADERSHIP

Board composition JSE G1.3



Gender JSE G1.1



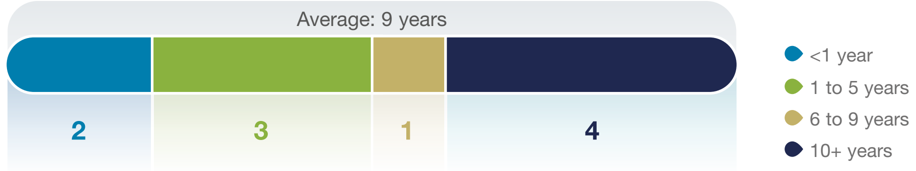
Target: 20% female

Race JSE G1.1

Target: 60% black

("Black" includes African, Coloured and Indian)

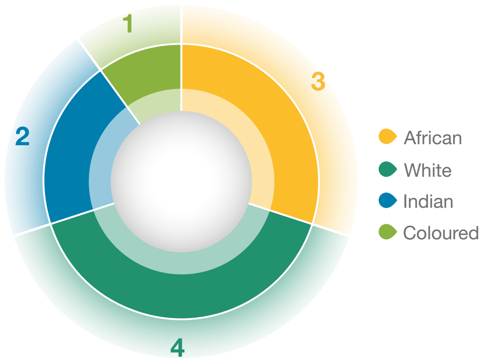
Tenure JSE G1.3



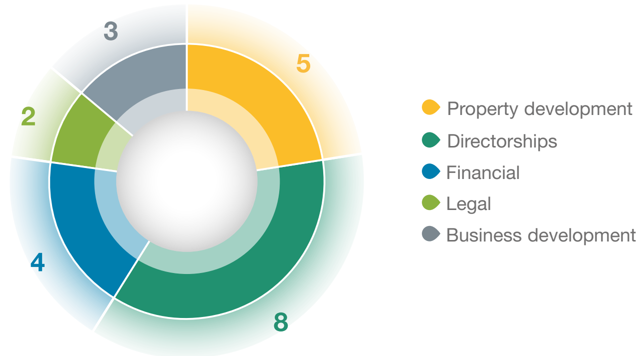
Mr Malherbe, the newly appointed CEO, previously served on the Calgro M3 Board from 2007 to 2019.

Age groups JSE G1.3

Age groups	African	White	Indian	Coloured
60+	1	2	–	–
50-60	1	2	–	–
40-50	1	–	–	–
30-40	–	–	2	1
	3	4	2	1



Experience (number of Directors)



All data contained on this page includes George Hauptfleisch who sadly passed away on 25 March 2025.

Calgro M3 Board of Directors

(Reported as at 28 February 2025)

Independent Non-Executive Chairperson
Hatla Ntene

Lead Independent Non-Executive Director
Ralph Patmore

Executive Directors

- Ben Pierre Malherbe* (CEO)
- Sayuri Naicker (FD)
- Allistiar Langson°
- Wayne Williams
- Wikus Lategan◊
- Waldi Joubert◊

Independent Non-Executive Directors

- Mdu Gama
- George Hauptfleisch♦
- Themba Baloyi
- Tyrone Moodley

Remuneration and Nomination Committee

- Ralph Patmore (Chairperson Remuneration Committee)
- Hatla Ntene (Chairperson Nomination Committee)
- Themba Baloyi
- Ben Pierre Malherbe*#

Audit and Risk Committee

- George Hauptfleisch♦ (Chairperson)
- Ralph Patmore
- Mdu Gama
- Ben Pierre Malherbe*#
- Sayuri Naicker#

Social and Ethics Committee

- Mdu Gama (Chairperson)
- Tyrone Moodley
- Sayuri Naicker
- Ben Pierre Malherbe*#
- Wayne Williams#
- Allistiar Langson#°

Investment Committee

- Tyrone Moodley (Chairperson)
- Themba Baloyi
- Mdu Gama
- Hatla Ntene
- Ben Pierre Malherbe#
- Sayuri Naicker#

Stakeholder Relations

- Ben Pierre Malherbe
- Wayne Williams
- Sayuri Naicker
- Allistiar Langson°

Board and committee attendance can be found on page 60.

\# *By invitation.*
* *Appointment date 16 September 2024.*
◊ *Resigned effective 31 December 2024.*
° *Appointment date 6 September 2024.*
♦ *George Hauptfleisch passed away on 25 March 2025 and as per a recent SENS announcement the Board will convene to discuss a replacement.*

Chairman – Independent Non-Executive Director

Hatla Ntene (70)
BSc (QS), Dip. Con. Econ, Dip. Civ. Eng, PRQS, PMAQS, Pr.CPM

Hatla's qualifications include a Bachelor of Science (Quantity Surveying) degree from the University of Dublin, a diploma in Construction Economics from the Bolton Street College of Technology in the Republic of Ireland and a diploma in Civil Engineering, Lerotholi Polytechnic. Hatla is currently Executive Chairman of Mvua Property Partners and Pulaprop Property whilst remaining involved in all aspects of property development and investment. He is a Non-Executive Director of the JSE listed WBHO as well as a Board member of a property investment company which has a direct social impact in under served, rural South African communities. Hatla was previously a partner in Farrow Laing Ntene, one of the largest quantity surveyor firms in South Africa. Hatla was also the Property Executive Manager of Propnet (Property Division of Transnet) for three years.

Skills set
Finding a person with over 30 years of experience in the property industry is rare and the insight which Hatla provides to the Board is highly regarded. Potential pitfalls are pointed out early to avoid wastage of time and money.

Lead Independent Non-Executive Director

Ralph Bruce Patmore (73)
BCom, MBL (SBL)

Ralph brings a valuable 10 years' experience in building materials distribution as former CEO of Iliad, as well as a wealth of industrial manufacturing experience, as a former Director of Everite Holdings Limited and Group Five Limited. Ralph currently serves as a Non-Executive Director on the boards of Mustek Limited and Trellidor Holdings Limited.

Skills set
With his vast industry experience, including, but not limited to, being a former Executive Director of Everite, Group Five, Illiad and subsidiaries in Unihold and Malbak, comes a valuable approach to specific industry thinking and expertise.

Independent Non-Executive Directors

Dr Mduduzi Edward (Mdu) Gama (56)
PhD (Finance)

Mdu holds a PhD (Finance) degree and various management qualifications from South African, US and UK universities. Mdu is currently Group CEO of Resultant Group and previous CEO of Resultant Finance Proprietary Limited. He is a founder, Director and a significant shareholder of various other companies. Mdu is also the Chairman of the University of Johannesburg Trust.

Skills set
A doctorate in finance combined with an entrepreneurial flair blends exceptionally well with Calgro M3.

Themba Baloyi (48)
Henley Executive MBA, ACIS, ND CMA

Themba was appointed as an Independent Non-Executive Director to the Board from March 2020. He studied and completed Cost and Management Accounting, Corporate Governance through ICSA and has an Executive MBA from Henley Business School (UK). He completed business leadership studies though Gordon Institute of Business Science, University of Cape Town Graduate School of Business and Duke University (US). Themba is an innovative and entrepreneurial business leader who founded Discovery Insure Ltd ("Discovery Insure"), a short-term insurance company launched in 2011. The Discovery Insure work propelled him to win the 2018 CNBC Africa All Africa Business Leaders 'Entrepreneur of the Year Award'. He was honoured as a 2015 World Economic Forum Young Global Leader. He is a Fellow of the Aspen Institute Global Leadership Network and is the Chairman of the Allan Gray Orbis Foundation and board member of Curro Holdings, amongst others.

Skills set
His knowledge of the insurance and financial sectors parallels with aspects of Calgro M3's own business model, particularly the Memorial Parks business, where Calgro M3 foresees good product diversity and growth opportunities.

Tyrone Moodley (39)
BCom (UJ)

Tyrone is the co-founder of Midbrook Lane, a private investment company which was sold to Conduit Capital. He served as interim CEO of JSE listed Taste Holdings ("Taste") during the 2018/2019 financial year working closely with Domino's Pizza Inc. and Starbucks Corp. in order to redefine the long-term strategy of Taste. As of April 2019 he moved back into a Non-Executive Director role. His early career started at Sasfin Securities as a Research Analyst before leaving to start Midbrook. Mr Moodley obtained a Bachelor of Commerce degree from the University of Johannesburg. He is a partner at Protea Asset Management LLC.

Skills set
His expertise in over 15 years in investment-related activities, business development and corporate finance is extremely valuable to Calgro M3.

Executive Directors

Ben Pierre Malherbe (58)
BSc (QS), MBA

Ben Pierre obtained a BSc (Quantity Surveying) degree from the University of the Free State and an MBA from the Stellenbosch Business School. In 2001, together with his brother and the Steyn brothers, they formed Calgro M3. In 2005, Ben Pierre was appointed as a Director of the Company. He was appointed Chief Operating Officer of Calgro M3 in 2007 and appointed CEO in January 2009. After time away from the industry, he has been re-appointed as CEO and Board member in the last quarter of 2024. Ben Pierre has extensive operational and strategic experience in the property development sector.

Sayuri Naicker (35)
CA(SA)

Sayuri was appointed as Financial Director of Calgro M3 with effect from 1 March 2022 after joining the Group in 2021 as the Group Financial Manager. She is a qualified Chartered Accountant, having completed her articles with PricewaterhouseCoopers ("PwC") in 2014, following which she remained at PwC until 2021. Whilst there, Sayuri gained valuable experience in finance, tax, capital allocation and financial risk with respect to JSE listed and multi-national companies in numerous industries, including construction, property development and mining.

Allistiar Langson (39)
LLB, PDP (UCT)

Allistiar Langson serves as the Managing Director of Calgro M3 Developments. With over eight years of dedicated service at Calgro, he is also a key member of the Executive Committee ("Exco"). Before joining Calgro, Allistiar held senior positions in the property sector, including roles in a private equity fund, demonstrating his extensive industry experience and leadership. Allistiar's academic background includes an LLB degree, a Postgraduate Certificate in Property Development from the University of Cape Town Business School, and additional postgraduate certifications from the Wits School of Law. His professional journey underscores his commitment to driving growth and innovation within the property development industry and the Company.

Wayne Williams (56)
BProc

Wayne joined Calgro M3 in 2012 and was appointed as Executive Director with effect from 1 June 2015. He is a qualified attorney who was in private practice for 20 years, specialising in commercial and corporate law where he obtained extensive experience in commercial transactions and property-related negotiations and acquisitions. Wayne leads all acquisition negotiations.

Company Secretary

Juba Statutory Services, represented by Sirkien van Schalkwyk
BLC, LLB

Sirkien van Schalkwyk (BLC, LLB) has more than 25 years' company secretarial experience and has acted as company secretary for a number of companies. Founded in 2010, Juba's prime focus is on a limited number of clients to ensure a high quality of service. These clients include listed companies on the main board of the Johannesburg Stock Exchange, the Alternate Exchange (AltX), Cape Town Stock Exchange (CTSE) as well as big private companies – all having to comply with the Companies Act, 2008 as amended, the JSE Listings Requirements, CTSE Exchange, King IV™, etc.

REMUNERATION REPORT

Committee: Ralph Patmore (Chairperson), Hatla Ntene, Themba Baloyi and the Group Chief Executive Officer (invited to attend committee meetings)

The report highlights the Calgro M3 Remuneration Philosophy, Remuneration Strategy and the Remuneration Policy for Directors (Executive and Non-Executive) and all employees.

We have divided the report into three parts being:

Part 1 Remuneration background, philosophy and strategy

- Employees remain the backbone of the business.
- During the 2025 financial year, employees received 33% (2024: 29%) of the total wealth created by the Group.

100%

Approval from shareholders at 2024 AGM for Remuneration Policy and 99.95% of the Remuneration Implementation Report respectively

Part 2 Remuneration policy

Target is to remunerate all employees between the 25th and 90th percentile when short and long-term incentives are included.

Lower to middle tier employees and middle management

Remuneration structure includes:

1. Annual Guaranteed Remuneration: Bench-marked at between the 50th and 75th percentile.
2. Short-term Incentive Scheme.
3. Long-term Service Award Incentive Scheme.

Senior management

Senior management remuneration is made up of four different components, being:

1. Annual Guaranteed Remuneration: Bench-marked at between the 50th and 75th percentile.
2. Short-term Incentive Scheme.
3. Long-term Share Appreciation Right Incentive Scheme.
4. Long-term Service Award Incentive Scheme.

Executive Directors

Executive Directors remuneration is made up of four different components, being:

1. Annual Guaranteed Remuneration: Bench-marked at between the 50th and 75th percentile.
2. Short-term Incentive Scheme.
3. Long-term Share Incentive Scheme.
4. Long-term Cash Incentive Scheme.

Part 3 Remuneration implementation report

- Executive Directors received short-term incentives in terms of approved policy.
- Total remuneration and employee costs decreased to R102.67 million.

Part 2 and 3 will be put to a non-binding advisory vote at the 2025 Annual General Meeting ("AGM") (Ordinary resolution 14.1 and 14.2).

Part 1 Remuneration background, philosophy and strategy

Remuneration philosophy

Calgro M3's remuneration philosophy is designed to attract, develop, and retain passionate, committed, and talented people who are required to effectively implement the overall Calgro M3 strategy to create value for shareholders.

Over many years, the Group has refined its remuneration policy and practices to support our aim of being a thriving, growing company which is highly dependent on the motivation of its people.

The Group believes that its remuneration practices are in line with King IV™ remuneration governance principles, and that these principles underpin the achievement of its business objectives, its ethical culture, and an overriding philosophy of "pay for performance".

Employee compensation is no longer annually the largest item under the value-added statement distribution of wealth section, due to the Group now outsourcing construction work to large contractors, but it remains the backbone of the business.

Remuneration strategy

The remuneration strategy takes cognisance of local and industry specific remuneration best practices to ensure that the Group attracts and retains the appropriate skills and talent. The Remuneration Committee considers a holistic compensation model when approaching the remuneration of all employees, Executive Directors and prescribed officers, members of the management teams within the Group and Non-Executive and Independent Non-Executive Directors.

Shareholder engagement and voting

Understanding and being responsive to the material interests of various stakeholders, including shareholders, is critical to delivering on Calgro M3's core business strategy. In line with best practice (notably King IV™) and the JSE Listings Requirements, the remuneration policy together with the implementation report (as contained in the annual Remuneration Report) will be tabled for two separate non-binding advisory votes by shareholders.

At the 2024 AGM the result of the non-binding advisory votes on the remuneration policy and the remuneration implementation report was:

	Remuneration policy %	Remuneration implementation report %
For	100%	99.95%
Against	0%	0.05%

As the non-binding advisory votes were passed by the requisite majorities, no further engagements with shareholders were required.

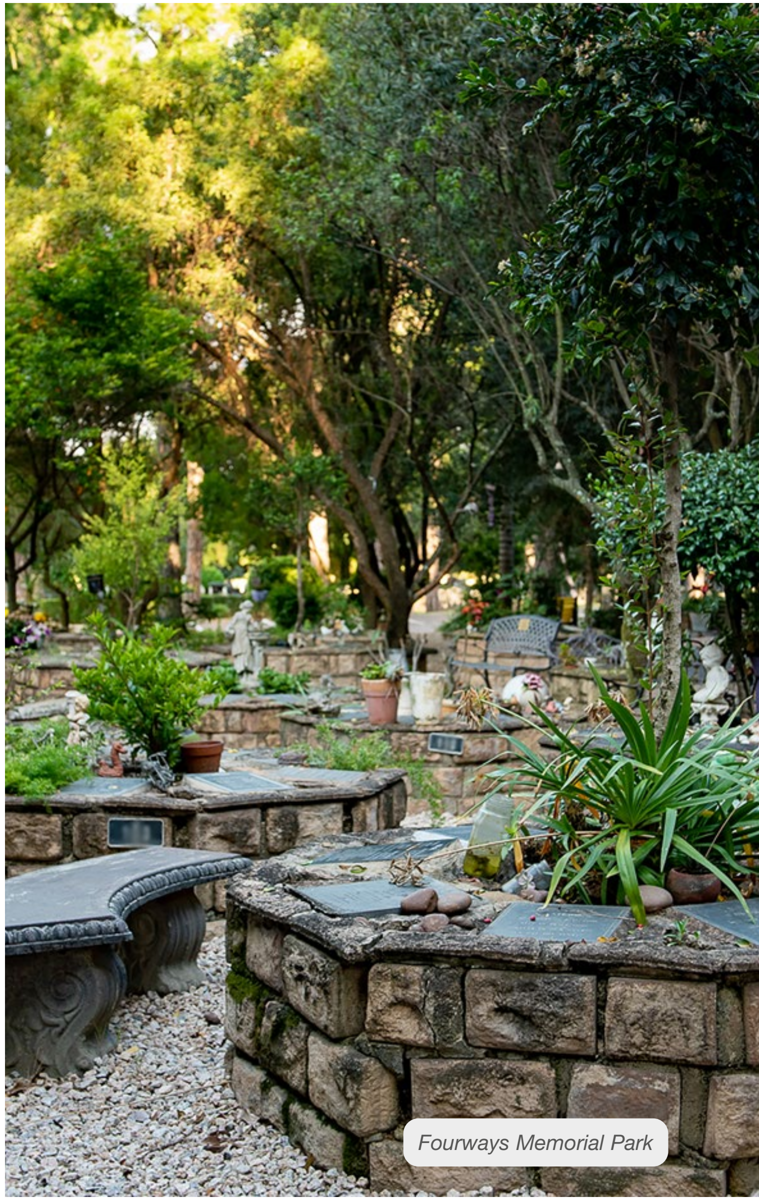
In the event that more than 25% of the shareholders vote against the above, Calgro M3 will:

- extend an invitation to dissenting shareholders to engage with Calgro M3 around their reasons for voting against the relevant resolution/s; and
- ensure that the invitation will reveal the manner and timing of the engagement.

Calgro M3 will ascertain the reasons for dissenting votes and respond with constructive feedback to shareholders' questions, queries, and concerns. Where appropriate (in the case of legitimate and reasonable concerns) Calgro M3 may consider amending elements of the remuneration policy to align it further to market practice and shareholder value creation.

The Remuneration Committee shall disclose the results of its shareholder engagement. In the event that one or more of the remuneration-related resolutions are voted against by 25% or more of the shareholders, this disclosure will also include:

- with whom Calgro M3 engaged;
- the manner and form of the engagement that took place; and
- the nature of the steps taken by Calgro M3 to address legitimate and reasonable objections and concerns raised by dissenting shareholders.



Fourways Memorial Park

Part 2 Remuneration policy

To give effect to the remuneration philosophy and strategy the below remuneration policy has been developed to ensure that Group Executive Management, senior management and other employees as well as the Non-Executive Directors are fairly remunerated and appropriate structures are developed to ensure fair, competitive and appropriate structured remuneration in the best interest of both the Group and its stakeholders.

The Company's target is to remunerate all performing employees between the 25th and 90th percentile when short and long-term incentives are included, thereby ensuring that employees are properly benchmarked within their respective disciplines. Further to this, we also differentiate between short-term incentive and long-term incentive targets for different levels of employees, and businesses and departments in the Group. This is all in an endeavour to ensure that employees are financially motivated in their respective fields.

The Remuneration Committee ensures that the components of remuneration, being annual guaranteed remuneration, short-term incentive, long-term service awards and long-term incentive structures are linked in such a way as to achieve the Group's strategy, and drive performance objectives. In the case of management in each of the underlying investments, the Group has identified that each entity requires a different mix of the elements of remuneration. Group Executives believe that no senior management member should be motivated by money, but each member should be rewarded in a way that makes them feel proud of what they have "earned" for their family.

Executive and senior management remuneration is based on principles of retention of key and critical skills and to drive performance in alignment with shareholders' interests, through guaranteed pay and short and long-term incentives. A significant portion of the executives' total potential remuneration is performance-related in order to drive the right behaviour to optimise Company performance. Targets are set annually in the context of prospects of the Group and the prevailing economic environment in which it operates.

Calgro M3 also makes provision for employee retirement funding by means of a defined contribution fund, which is compulsory for all salaried employees.

Remuneration components of different employment levels

A. Lower to middle tier employees and middle management

Lower to middle tier employees and middle management remuneration is made up of three different components, being:

1. **Annual Guaranteed Remuneration**
   Bench-marked at between the 50th and 75th percentile.
2. **Short-term Incentive Scheme**
3. **Long-term Service Award Incentive Scheme**

Annual Guaranteed Remuneration

The Group utilises a total "cost to company" approach which encompasses a cash component, and retirement funding contributions for all employees on this level. Consideration is given to benchmarking remuneration surveys which enables reliable comparisons of remuneration for job descriptions and other disciplines in the sector.

Increases for these employees will again be adjusted at our increase cycle in June, taking into account CPI and prevailing economic conditions. The Group will continue to provide an additional increase to our lowest earning staff members to promote distribution of wealth to this bracket.

Extraordinary increases on this level are performed on a case-by-case basis, only when suitable and required, in areas of critical skills to ensure continuity and retention of these employees.

Short-term Incentive Scheme

All permanent employees within this level qualify for a bonus incentive in terms of the Short-term Incentive Scheme on the following basis:

General Short-term Incentive Scheme

A short-term bonus incentive pool is calculated annually by the Group based on Group performance during the financial year ended, after considering growth and expense management across the Group. In this regard:

- Incentive payments are generally payable in December of the financial year, with additional top up payments occurring in May of the following year, should Group performance justify such additional payment.
- The bonus pool is divided by the total average staff payroll to determine the average incentive per employee.
- A minimum allocation per employee is determined by Group Exco.
- Any surplus incentive amounts are allocated to highly committed, top performing employees as determined by Group Exco.
- An employee on this level will not qualify for a short-term incentive scheme bonus if he/she:
  - Is still in probation period.
  - Is under performance management.
  - Received a final written warning during the period.
- An employee on this level will only qualify for 50% of a bonus if he/she received any general written warnings in the period.

Sales agents in all businesses

Our sales agents are remunerated on a variable commission structure that is based on a sliding scale and volume. This commission is payable monthly if various sales and closing milestones are reached. These structures are revisited from time to time to ensure maximum sales performances.

Memorial parks

Memorial Park staff are rewarded in a similar manner to lower to middle staff with allocations of short-term incentives being based on the park's performance.

Long-term Service Award Incentive Scheme

All permanent employees on this level qualify for long-term service awards when reaching employment period milestones as follows:

Five years of service

Two extra leave days per year to be added to the employee's annual leave, bringing the leave days up to 17 days from the normal 15 days.

Ten years of service

- Another two extra leave days per year to be added to the employee's annual leave, bringing the leave days up to 19 days from the 17 days he/she had post five years' employment.
- A long-term service award payment in December of the year you reach this goal – equal to two months' salary at the time of payment (this is in addition to any short-term incentive payment that may have become payable in that year).

Fifteen years+ of service

- Another two extra leave days per year to be added to the employee's annual leave, bringing the leave days up to 21 days (maximum leave days for any staff member) from the 19 days he/she had post 10 years' employment.
- A long-term service award is paid in December of the year you reach this goal equal to three months' salary at the time of payment (this is in addition to any short-term incentive payment that may have become payable in that year).
- A long-term service award equal to three months' salary for every five-year increment after 15 years (this is in addition to any short-term incentive payment that may have become payable in that year).

B. Senior management

Senior management remuneration is made up of four different components, being:

1. **Annual Guaranteed Remuneration**
   Bench-marked at between the 50th and 75th percentile.
2. **Short-term Incentive Scheme**
3. **Long-term Share Appreciation Right Incentive Scheme**
4. **Long-term Service Award Incentive Scheme**

Annual Guaranteed Remuneration

As is the case with lower to middle tier employees and middle management, the Group also utilises a total "cost to company" approach for senior management which encompasses a cash component and retirement funding contributions. Consideration is given to benchmarking remuneration surveys which enables reliable comparisons of remuneration for senior management job descriptions and other disciplines in the sector.

Increases for senior management will be adjusted at our increase cycle in June, taking into account CPI and prevailing economic conditions.

The Group will also award extraordinary increases to senior managers on a case-by-case basis, only when suitable and required, in areas of critical skills to ensure continuity and retention of senior management.

Short-term Incentive Scheme

A short-term incentive pool is calculated annually based on the performance of the relevant business within the Group reaching pre-determined growth milestones during that year, in Group Exco's discretion. In this regard:

- Incentive payments are generally payable in May of the following year (post year-end result approval by the Board).
- All senior managers share in the senior manager incentive scheme bonus pool.
- The portion of the incentive bonus pool that each senior manager is entitled to is based on the senior manager's annual income, level of management seniority within the Company's structures, his/her management portfolio, department operational risk profile, performance and commitment.
- Should minimum annual growth not be met, Group Exco is at liberty to allocate a discretionary incentive bonus.
- A senior manager will not qualify for a short-term incentive scheme bonus if he/she:
  - Is still in probation period.
  - Is under performance management.
  - Received a final written warning during the period.
- A senior manager will only qualify for 50% of a short-term incentive bonus if he/she received any general written warnings in the period.

Long-term Share Appreciation Right Incentive Scheme

The long-term share appreciation right incentive scheme was approved in June 2021. This scheme, which is an adaptation of the 1 March 2010 Executive Share Appreciation Right Incentive scheme, aims to align the interests of Senior Management and shareholders, as the share value-based remuneration to be received by the management team is determined by the growth in value of the Company's shares.

In terms of the scheme:

- Share appreciation rights ("SARs") are allocated to Participants at a Base Price. Should the required growth of a Share be achieved in terms of the provisions of the scheme, each SAR, once vested, entitles the Participant to receive Calgro M3 Shares or cash (to be determined in the sole discretion of the Board), representing the positive difference between the Base Price and the Vesting Price.
- Each allocation has a five-year term and allocated SARs vest in four equal annual tranches on each of the Vesting Dates, with the first vesting being in year two.
- SARs will only vest if the following minimum required Vesting Prices are attained, being that on the:
  - First Vesting Date, the Base Price has increased cumulatively (compounded) by 20% or more for the preceding two years.
  - Second Vesting Date, the Base Price has increased cumulatively (compounded) by 20% or more for the preceding three years.
  - Third Vesting Date, the Base Price has increased cumulatively (compounded) by 20% or more for the preceding four years.
  - Fourth Vesting Date, the Base Price has increased cumulatively (compounded) by 20% or more for the preceding five years.
- Should the vesting conditions not be met on a Vesting Date, the allocated SARs that would have vested in the year in question shall be transferred to the subsequent year. Should the vesting conditions be met in the subsequent year, the allocated SARs vesting in that subsequent year shall include the allocated SARs that were carried over from the previous year. Should the vesting conditions again not be met in the subsequent year, the allocated SARs that were carried over will lapse. Such lapsed allocated SARs will revert back to the scheme.
- In terms of the scheme, shares are allocated to employees and linked to employment, and no right or rewards in respect of the SARs will vest prior to any Vesting Date. This gives rise to an effective lock-in period.
- The frequency of the awarding of SARs, including SARs to new Participants or additional SARs to existing Participants from time to time, shall be determined by the Board from time to time.
- The maximum aggregate SARs that may be allocated to any one Participant may not exceed 3 500 000 SARs.

Long-term Service Award Incentive Scheme

All senior managers qualify for long-term service awards when reaching employment period milestones on the same principle and basis as is contained in the lower to middle tier and middle management section of this report.

South Hills

C. Executive Directors

Executive Directors remuneration is made up of four different components, being:

1	2	3	4
Annual Guaranteed Remuneration *Bench-marked at between the 50th and 75th percentile.*	**Short-term Incentive Scheme**	**Long-term Share Incentive Scheme**	**Long-term Cash Incentive Scheme**

All of the above are intended to be linked in such a way as to achieve the Group's strategy, and drive performance objectives.

To assist the Committee with the above different components, independent benchmarking is undertaken from time to time with a review performed by Willis Towers Watson in March 2024.

Annual Guaranteed Remuneration

As is the case with lower to middle tier employees, middle management and senior management, the Group also utilises a total "cost to company" approach for Executive Directors, which for Executives encompasses a cash component, fixed car allowance and retirement funding contributions. In addition to the consideration of the holistic executive remuneration benchmarking referred to above, the Group considers also benchmarking remuneration surveys which enables reliable comparisons of the guaranteed remuneration component for Executives.

Increases for Executive Directors will again be adjusted at our increase cycle in June, taking into account CPI, prevailing economic conditions and the performance of the Group.

Short-term Incentive Scheme

The objectives of the executive short-term incentive policy are:
- To motivate Executives to manage and lead the business successfully and to drive strong long-term growth in line with strategy and business objectives.
- To provide competitive and balanced, performance-related remuneration.
- To ensure that the interests of the Executives are aligned with those of shareholders by linking remuneration directly to the Company's bottom line profit, and strategic and operational objectives.
- To ensure that there is transparency and fairness in the executive remuneration.

The Short-term Incentive Scheme bonus pool is calculated on percentage growth in increments.

Short-term incentive payments are generally payable in May of the following year (post year-end result approval by the Board).

All Executives share in the Executive Directors short-term incentive scheme bonus pool.

Note: If IFRS® Accounting Standards changes come into effect after targets have been set, the incentive pool will be calculated, paid and reported on based on the IFRS® Accounting Standards requirements in place at the time of setting the targets.

Short-term Incentive Scheme pool calculation:
- Growth greater than prior year HEPS (After incentive payment) = 3% of PAT
- Growth greater than 10% to prior year HEPS (After incentive payment) = 5% of PAT
- Growth greater than 15% to prior year HEPS (After incentive payment) = 6% of PAT
- Growth greater than 20% to prior year HEPS (After incentive payment) = 7% of PAT
- Growth greater than 30% to prior year HEPS (After incentive payment) = 8% of PAT
- Growth greater than 40% to prior year HEPS (After incentive payment) = 9% of PAT
- Growth greater than 50% to prior year HEPS (After incentive payment) = 10% of PAT

In line with King IV™ and the associated decisions taken by the Committee, the division of the incentive pool as calculated above is based on the following performance metrics:
- **20% Risk mitigation and sustainability** – all risks equal to or above a level 12 based on probability and impact to be managed to not increase unless impacted by extraordinary events.
- **20% Empowerment targets** – remain or restore the rating as per the Empowerment scorecard to at least a level 2 (lowered from level 3 the previous year).
- **20% Board discretion** – the Board will assess the efforts and contribution of each member in achieving the various targets set in order to qualify for this portion of the incentive pool.
- **40% Financial targets** – balance sheet.

Net debt to equity to remain under 0.75:1 (Executives cannot increase the balance sheet risk to achieve the financial target).

There is no income statement target as the short-term incentive pool is created through income statement growth.

In essence to earn a bonus in terms of the above, profits have to be grown, cash increased and/or debt decreased.

An Executive Director will not qualify for a short-term incentive scheme bonus if he/she:
- Is still in probation period.
- Is under performance management.
- Received a final written warning during the period.
- An Executive Director will only qualify for 50% of a short-term incentive bonus if he/she received any general written warnings in the period.

Short-term discretionary incentive payments

In the event that none of the above short-term targets are met and the short-term incentive pool becomes unavailable, which could be for various reasons beyond the control of the Executives, the Board has a discretion to incentivise Executive Directors through awarding an individual with a discretionary bonus of up to 20% of his/her annual Guaranteed Remuneration in recognition of exceptional performance in operating in/under a difficult environment and circumstances.

Long-term share incentive scheme

An Executive Share Incentive Scheme was approved (as a retention component) in June 2023, commencing 1 March 2023, to remunerate Executive Directors over the long term. The implementation of this scheme should ensure that the interests of the Executive Directors are aligned with those of shareholders as the value of the share-based remuneration to be received by the Executive Directors is determined by the growth in value of the Company's shares. The salient provisions of the scheme are as follows:

- It is a long-term share-settled retention scheme: The Scheme is a five-year equity-settled, share-based Scheme, in terms of which Options to receive Shares will be issued by the Company to elected Participants.
- Options will vest in five equal tranches of 20% each and shall vest on the 1st, 2nd, 3rd, 4th and 5th anniversary of the Award date.
- The Scheme has no hurdle rates and is solely based on continued employment.
- An Option to receive a Share, once vested and exercised, shall result in a delivery of a Share to the Participant at no cost.
- Vested Options must be exercised by a Participant by delivering an Exercise Notice.
- The Options forming part of the first Award was made by the Board to Participants elected by the Board, on the 1st day following the publication of the Company's annual financial statements for the Financial Year ending 28 February 2023 on the basis that the 5 tranches will vest as at 15 January 2024 and on 15 January for the four years thereafter.
- The Board may then, going forward, from time to time resolve to award Options to Participants selected by it to participate in this Scheme.
- The Board shall have the final authority to determine (i) who will participate (ii) the number of Options awarded to a Participant (iii) the commencement date of the Award.
- The frequency of the awarding of Options, including any new or additional Options from time to time, shall be determined by the Board from time to time.
- The aggregate number of Shares which may be settled in terms of the Scheme may not exceed 10 000 000 Shares.
- The maximum number of Shares settled to any single Participant may not exceed 3 000 000 Shares.
- Settlement of Options exercised can take place through:
  - purchasing the required Shares on the market.
  - the use of treasury shares.
  - issuing and allotting new Shares.

Long-term Cash Incentive Scheme

An additional cash award, based on 50% of the short-term incentive pool metrics, as set out in the short-term section above, will be paid in two equal deferred portions, with the first being 12 months later (end of May in the year following the year in which the award is made) and the second portion being paid 24 months later (end of May, two years after the year in which the award is made).

Long-term cash incentive pool calculation:

- Growth greater than prior year HEPS (After incentive payment) = 3% of PAT * 50%
- Growth greater than 10% to prior year HEPS (After incentive payment) = 5% of PAT * 50%
- Growth greater than 15% to prior year HEPS (After incentive payment) = 6% of PAT * 50%
- Growth greater than 20% to prior year HEPS (After incentive payment) = 7% of PAT * 50%
- Growth greater than 30% to prior year HEPS (After incentive payment) = 8% of PAT * 50%
- Growth greater than 40% to prior year HEPS (After incentive payment) = 9% of PAT * 50%
- Growth greater than 50% to prior year HEPS (After incentive payment) = 10% of PAT * 50%

Executive Directors will not participate in the Long-term Service Award Incentive Scheme.

Bloemfontein Memorial Park

D. Directors' remuneration and contracts

Executive Directors

The schedules containing the breakdown of the annual remuneration for Executive Directors are included in Part 3: Remuneration Implementation Report.

Executive Directors are appointed on the Group's standard terms and conditions of employment.

Non-Executive Directors' fees for approval

Non-Executive Directors ("NEDs") are remunerated for their membership to the Board and the various Board committees. Shareholders are required to ratify the Non-Executive Directors' fees in advance at the Calgro M3 Annual General Meeting. To comply with the requirements of King IV™, the Board has directed that Non-Executive Directors' fees are split between an annual retainer and an attendance component.

None of the Calgro M3 short-term and long-term incentive schemes, or any of the executive share-based incentive schemes apply to Non-Executive Directors and they may not participate in or benefit from them.

The weighting per meeting and per committee was previously revised after input from shareholders. The proposed fees for the 2025/2026 financial year, representing a 5% increase on the prior year, are as follows:

	2025/2026						
Director	Annual retainer fee	Board chair	Audit committee chair	Audit committee meeting attendance	Any other committee chair	Remuneration and nomination committee, Social and ethics, Investment committee meeting attendance	Board meeting attendance
H Ntene (chair)	343 875	52 500	–	–	41 475	27 300	–
RB Patmore	278 250	–	–	29 925	41 475	27 300	33 075
ME Gama	233 625	–	–	29 925	41 475	27 300	33 075
TP Baloyi	233 625	–	–	–	41 475	27 300	33 075
TC Moodley	233 625	–	–	–	41 475	27 300	33 075

The fees listed above are excluding value added tax, as may be applicable.

Part 3 Remuneration implementation report

Details pertaining to Non-Executive and Executive Directors' remuneration earned during the 2025 financial year are contained in the tables below and can be referenced in the Annual Financial Statements to note 36 which can be found on the Company's website at www.calgrom3.com.

Guaranteed remuneration

In the 2025 financial year Executive Directors' guaranteed remuneration increases were recommended by the Remuneration Committee after taking into consideration the benchmarking exercise performed for Executives, considering the impact of CPI, and other economic conditions. These recommendations were approved by the Board.

The Non-Executive Director fees increase of 5% was approved at the 2024 AGM.

Short-term incentives

The 2025 financial year short-term bonus pool and vesting conditions are as follows:

- The bonus pool has been designed to motivate Executives to sustain Group profit levels.
- The bonus will be calculated in increments, based on the earnings achieved.
  - Growth greater than prior year HEPS (After bonus payment) = 3% of PAT
  - Growth greater than 10% to prior year HEPS (After bonus payment) = 5% of PAT
  - Growth greater than 15% to prior year HEPS (After bonus payment) = 6% of PAT
  - Growth greater than 20% to prior year HEPS (After bonus payment) = 7% of PAT
  - Growth greater than 30% to prior year HEPS (After bonus payment) = 8% of PAT
  - Growth greater than 40% to prior year HEPS (After bonus payment) = 9% of PAT
  - Growth greater than 50% to prior year HEPS (After bonus payment) = 10% of PAT

The bonus pool, as defined above, is determined based on incremental growth in HEPS. The 2025 financial year saw a reduction in HEPS, as a result of this no bonus pool was available to Executive Directors under the standard short term incentive policy.

A general discretion short term incentive has been awarded to Executive Directors.

Payments in terms of this short-term discretionary incentive bonus pool were calculated and reported on, based on the IFRS® Accounting Standards, specific approval was obtained from the Board for this payment due to exceptional performance by the Executive Directors in operating under difficult environmental circumstances.

The discretionary short-term incentive payment has been calculated as follows:

Board Discretion – Short-term performance incentive	
Cost to Company	12 500 000
Short-term incentive	20%
Total short-term performance incentive	2 500 000

Secondary target	Weighting	Achieved	Overall allocation
Financial	40%	100%	20%
Risk mitigation and sustainability	20%	100%	20%
Empowerment targets	20%	100%	20%
Board discretion	20%	100%	20%
Total STI bonus to Executives	100%	100%	100%

Although no bonus pool on the standard short term incentive policy is in place, the assessment of managements compliance with the sub-parameters to the policy have been assessed below:

40% Financial targets

Targets were based on reduction of net debt to equity to 0.75:1 for February 2025.

Result: Achieved – Consolidated Group numbers – 0.65:1 (Net debt/equity ratio)

20% Risk mitigation and sustainability

All risks equal to or above a level 12 scoring (based on impact and probability (1-5)) on the Group's risk register to be managed, to remain consistent or reduce.

Result: Achieved.

20% Empowerment targets

Retain at least B-BBEE Level 3 or improve the current level.

Result: Achieved – the B-BBEE scorecard rating for the 2025 financial year was at a Level 1.

20% Board discretion

The Board would use its discretion in assessing the efforts and contribution of each member in achieving the various targets set.

Result: The Board awarded the full percentage to all participants.

General discretion

Where the Executive Directors have not met the short-term incentive targets resulting in no bonus pool becoming available, the remuneration policy allows for the allocation of short-term discretionary incentive payment calculated at 20% of his/her annual Guaranteed Remuneration. The Board has elected to award the Executive Directors this short term incentive as calculated above.

The Executive Directors' remuneration noted below is for services rendered in connection with the carrying on of affairs of the business within the same group of companies and joint ventures in the 2025 financial year.

Executive Directors' remuneration

	Remuneration and other benefits						
		Performance incentives#				Share-based payments	
	Guaranteed remuneration	Short term	Long term	Signing bonus^	Total	Share-based payment awards expense	Total
2025							
BP Malherbe♦	**2 391 333**	**527 565**	**–**	**3 000 000**	**5 918 898**	**–**	**5 918 898**
SU Naicker	**3 194 928**	**681 145**	**–**	**–**	**3 876 073**	**833 684**	**4 709 757**
W Williams	**3 498 600**	**730 125**	**–**	**–**	**4 228 725**	**1 042 105**	**5 270 830**
AJ Langson♦	**1 350 000**	**561 165**	**–**	**–**	**1 911 165**	**347 368**	**2 258 533**
WJ Lategan○	**4 154 000**	**–**	**–**	**–**	**4 154 000**	**–**	**4 154 000**
WA Joubert○	**2 907 800**	**–**	**–**	**–**	**2 907 800**	**4 081 579**◉	**6 989 379**
Total Executive Directors	**17 496 661**	**2 500 000**	**–**	**3 000 000**	**22 996 661**	**6 304 736**	**29 301 397**
2024							
WJ Lategan	4 716 670	3 989 650	1 544 604	–	10 250 924	1 415 782	11 666 706
WA Joubert	3 327 500	2 792 755	1 081 223	–	7 201 478	1 896 403	9 097 881
W Williams	3 327 500	2 792 755	1 081 223	–	7 201 478	1 853 548	9 055 026
SU Naicker	2 825 000	2 393 790	926 762	–	6 145 552	1 253 618	7 399 170
Total Executive Directors	14 196 670	11 968 950	4 633 812	–	30 799 432	6 419 351	37 218 783

 # The performance incentive included above is split between a short-term incentive payable in the 2025 financial year and a long-term incentive vesting in two tranches starting in the 2026 financial year.
^ Signing bonus as agreed with Remuneration and Nomination Committee on joining the Group as part of negotiation of annual salary package.
♦ Appointed 6 September 2024, the amount disclosed includes the remuneration portion applicable for services as an Executive Director of the Calgro M3 Group.
○ Resigned 31 December 2024
◉ The share-based payment expense includes the acceleration of the remaining expense of the long-term share incentive scheme for WA Joubert. Due to his resignation in the current financial year the total amount remaining under this scheme has been expensed in the current financial year. This was a non-cash movement in the period.

* **Long-term performance incentive**

2025 financial year

In the 2025 financial year, no additional allocation was made to the long-term performance incentive for executive management. The vesting of the previous financial year's allocations will be paid upon reaching the predetermined vesting conditions.

The first tranche of the 2024 long-term performance incentive along with the second tranche of the 2023 long-term performance incentive will vest in May 2025.

2024 financial year

The long-term performance incentive is derived from 50% of the short-term performance incentive based on the Group achieving incremental growth in headline earnings per share in a given financial year.

This vests in two (2) tranches, with the first being twelve (12) months after the initial qualification and the second tranche vesting twenty-four (24) months after the initial qualification.

Due to the related vesting conditions, the long-term performance incentives are discounted to account for the time value of money.

The first tranche of the 2023 long-term performance incentive vested in May 2024.

	2023 long-term performance incentive*	2024 long-term performance incentive	2025 long-term performance incentive	Total long-term performance incentive	Incentive settled in FY25
2025					
WJ Lategan (resigned 31 December 2024)	–	–	–	–	1 405 001
WA Joubert (resigned 31 December 2024)	–	–	–	–	1 034 141
W Williams	997 975	1 253 333	–	2 251 308	1 034 141
SU Naicker	804 055	1 074 285	–	1 878 340	833 194
AJ Langson	–	895 238	–	895 238	–
Total Executive Directors	**1 802 030**	**3 222 856**	**–**	**5 024 886**	**4 306 477**

* *This balance includes the unwinding of the discounted value of the long-term performance incentive as disclosed in the prior year.*

	2023 long-term performance incentive*	2024 long-term performance incentive	Total long-term performance incentive	Incentive settled in FY24
2024				
WJ Lategan	2 533 138	1 544 604	4 077 742	–
WA Joubert	1 864 498	1 081 223	2 945 721	–
W Williams	1 864 498	1 081 223	2 945 721	–
SU Naicker	1 502 202	926 762	2 428 964	–
Total Executive Directors	7 764 336	4 633 812	12 398 148	–

* *This balance includes the unwinding of the discounted value of the long-term performance incentive as disclosed in the prior year.*

Non-Executive Directors' remuneration

The remuneration tabled below was approved at the AGM.

2024/2025

Director	Annual retainer fee R	Board Chair R	Audit Committee Chair R	Audit Committee meeting attendance R	Any other committee Chair R	Remuneration and Nomination Committee, and Social and Ethics Committee meeting attendance R	Board meeting attendance R
H Ntene (Chairperson)	327 500	50 000	–	–	39 500	26 000	–
RB Patmore	265 000	–	–	28 500	39 500	26 000	31 500
ME Gama	222 500	–	–	28 500	39 500	26 000	31 500
GS Hauptfleisch	222 500	–	45 000	–	39 500	–	31 500
TP Baloyi	222 500	–	–	–	39 500	26 000	31 500
TC Moodley	222 500	–	–	–	39 500	26 000	31 500

Total remuneration

	2025 R	2024 R
H Ntene	735 417	621 031
RB Patmore	675 750	577 621
ME Gama	673 583	611 318
GS Hauptfleisch	506 584	526 318
TP Baloyi	482 333	406 818
TC Moodley	508 333	456 318
Total Non-Executive Directors	3 582 000	3 199 424
Summary		
Executive Directors	22 996 661	30 799 432
Non-Executive Directors	3 582 000	3 199 424
Total Directors	26 578 661	33 998 856

	2025 R	2024 R
Employee costs		
Salary and wages	68 906 274	69 594 165
Executive share scheme expense	7 189 145	8 335 286
Directors' emoluments	26 578 661	33 998 856
Executive Directors	22 996 661	30 799 432
Non-Executive Directors	3 582 000	3 199 424
Salary and wages	102 674 080	111 928 307
Less: Amounts allocated to qualifying assets (construction contracts)	(48 902 740)	(55 244 654)
Total employee costs	53 771 340	56 683 653

Directors' interest in shares

At the date of this report the Directors held the following direct and indirect interests in the Company:

	Direct 2025 R	Direct 2024 R	Indirect 2025 R	Indirect 2024 R
Ordinary shares				
BP Malherbe	–	–	7 269 075	–
W Williams	1 554 614	1 389 614	86 666	86 666
S Naicker	264 000	132 000	–	–
A Langson	220 000	110 000	–	–

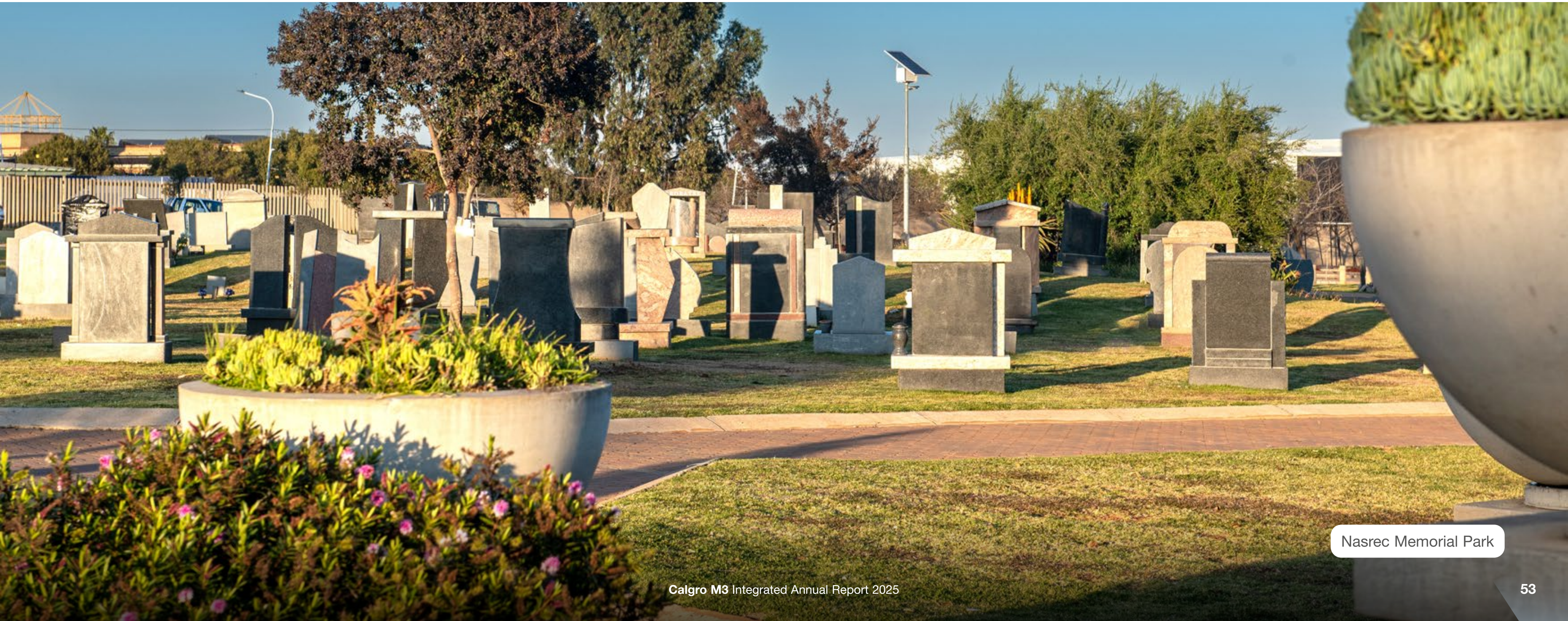
There were no changes to the Directors' interest in shares between year-end and the date that the financial statements were approved.

Independent external advice

The Calgro M3 Remuneration Committee makes use of external advice on matters pertaining to remuneration and benchmarking.

Pledged securities

No Directors or prescribed officers within Calgro M3 have pledged securities as guarantee/collateral during the reporting period or at the present date. Should securities be pledged the necessary announcement will be made to the market.



Nasrec Memorial Park

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG") SNAPSHOT

To access the complete ESG Report for the year 2025, kindly visit our website at www.calgrom3.com.

The report contains a comprehensive analysis of our company's performance in terms of Environmental, Social, and Governance ("ESG") standards. It includes detailed information about our sustainability strategies, initiatives, achievements, and challenges we faced during the year. We encourage you to look at the report to gain a deeper understanding of our commitment to sustainability and responsible business practices.

We are acutely aware that our actions and decisions are closely tied to our impact on the lives and livelihoods of all our stakeholders. Calgro M3 has long recognised the value of reporting on ESG matters and, as a responsible corporate citizen, has also understood the need to maximise both the economic and non-economic value generated for its stakeholders.

In South Africa, corporate social investment is critical, alongside what the government can and is able to do. Calgro M3 remains better poised than ever to assist in closing the housing gap in keeping with our vision of ***"Building legacies. Changing lives"***.

This is supported by our theme #sustainablegrowth, and this forms the basis of our thinking now and into the future in all that we do to ensure that we produce breakthrough and sustainable outcomes.

From start to finish, across all operations, a dynamic working environment is in place which supports future success, wellbeing and prosperity of communities.

We invest in developing shared public spaces and in social, educational, sport and recreational facilities.

We engage with stakeholders to understand their challenges and needs, incorporating their inputs into our outputs.

We employ design principles and affordable, eco-friendly, and durable energy and water solutions even in our most affordable product offerings.

We create employment, encourage skills and enterprise development, and support entrepreneurship.

We respect and adhere to high governance standards.

We take care of the environment, rehabilitating and protecting the natural surroundings and thereby preserving them for future generations.

La Vie Nouvelle

Calgro M3 is focused on meeting environmental, social, governance and financial targets to ensure a sustainable impact. With the continuous focus on ESG matters, Calgro M3 has long recognised the value of providing insights into our sustainable and ethical responsibilities, and, as a responsible corporate citizen, has understood the need to maximise both the economic and non-economic value generated for its stakeholders.

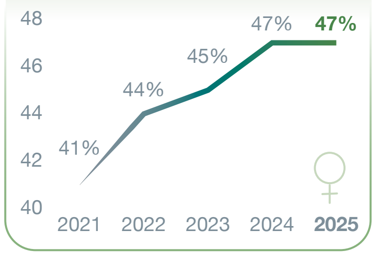
Tier 1
SDGs central to achieving our strategy

Tier 2
SDGs in support of our strategy

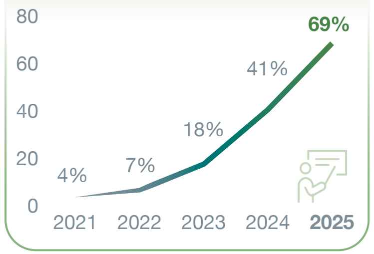
Building legacies. Changing lives.

Strive for continual employee engagement, enhancement and fair treatment

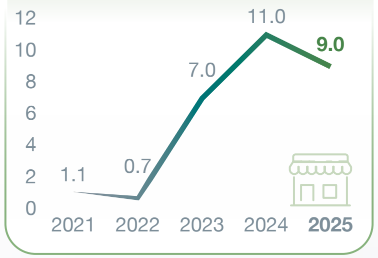
Percentage of employees who are women (%)



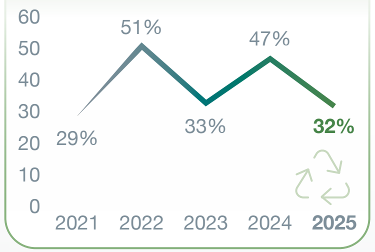
Percentage of employees trained (%)



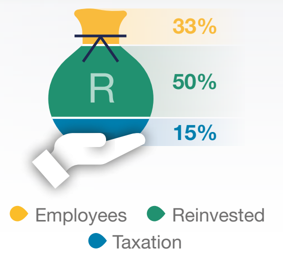
Spend on supplier development (Rm)



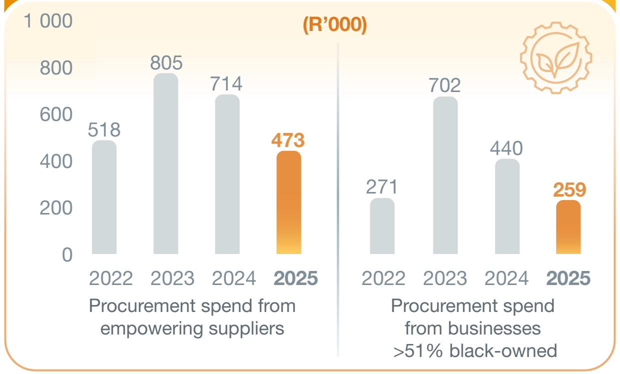
Total volume of waste recycled (or reused) (tons) (%)



Distribution of wealth 2025 (%)

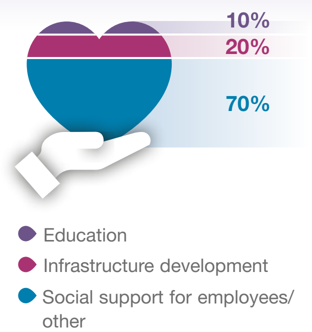


Preferential Procurement and Enterprise Development is an important aspect of operating a sustainable business in South Africa



CSR/SED spend 2025

Corporate social responsibility is a core focus



Prioritising the environment, energy-efficient homes, water harvesting and conservation and the preservation of green spaces and biodiversity is a major focus

- Implementation of effective water harvesting and management systems wherever possible.
- Reduced the electricity requirement from 3.5 kVA to approximately 1.5 kVA per residential unit on some Integrated Developments.
- Commit to developing environmentally conscious products and services.

Independent Board Chairman | **Lead Independent Director**

Compliance with and feedback on King IV™ application register

Workplace fatalities | 0 fatalities

Health, Safety and Environment (“HSE”) Management System certification

Advanced level status retained

SOCIAL AND ETHICS COMMITTEE REPORT

CALGRO M3

I am delighted to present the 2025 Social and Ethics Committee Report. Established under section 72 of the Companies Act 71 of 2008, this Committee functions as a sub-committee of the Board, addressing social and economic development, governance, ethics, safety and health, environmental sustainability, and employment matters on behalf of the Group.

Composition of the Social and Ethics Committee

The Committee consists of three members and three additional members who attended by invitation. The Chairperson is an Independent Non-Executive Director. One member is a Non-Executive Director, and the other is an Executive Director.

The Committee meets at least four times per annum. The Board determined that the Committee members have appropriate and adequate skills and experience to contribute meaningfully to deliberations and to fulfil their responsibilities.

The Chief Executive Officer ("CEO") and two other Executive Directors are permanent invitees. The Company Secretary is the statutory secretary of the Committee.

Only the official members of the Committee are allowed to exercise their respective voting rights in decision-making processes as prescribed in the charter.

Name of Committee member	Qualifications	Years served on Committee
ME Gama	PhD (Finance)	**12 years**
TC Moodley	BCom (UJ)	**3 years**
SU Naicker	CA(SA)	**3 years**

Meetings

Four quarterly meetings were held in the 2025 financial year.

The Group risk management function, specifically regarding ethical risks, which is managed by Executive Directors, was also represented. Relevant senior managers attended meetings by invitation.

Committee attendance register

Member name	3 May 2024	16 July 2024	4 October 2024	14 February 2025
ME Gama	✓	✓	✓	✓
TC Moodley	✓	✓	✓	✓
SU Naicker	✓	**Apology**◊	**Apology**◊	✓
By invitation				
W Williams#	–	✓	✓	✓
WJ Lategan*#	✓	✓	✓	–
WA Joubert*#	✓	✓	✓	–
BP Malherbe$#	–	–	✓	✓
A Langson#o	✓	✓	✓	✓

\# *By invitation.*
* *Resigned effective 31 December 2024.*
$ *Appointment date 16 September 2024.*
◊ *Maternity leave.*
o *Appointment date 6 September 2024.*

Fulfilment of the Committee's mandate

The role of the Committee is to fulfil the statutory duties as set out in section 94(7) of the Act and to assist the Board in providing independent oversight of the following:

In terms of the Act, the Committee has an independent role with accountability to both the Board and Calgro M3's shareholders. It does not assume the functions of management, which remain the responsibility of the Executive Directors, prescribed officers and other members of senior management, nor does it assume accountability for functions performed by other committees of the Board.

The Committee has adopted comprehensive and formal terms of reference, which have been approved by the Board and are reviewed every second year.

The Committee has discharged all its responsibilities as contained in these terms of reference, including but not limited to reviewing accounting policies and ensuring that financial information issued to stakeholders is prepared in alignment with relevant legislation and best practice.

The responsibilities of the Committee encompass monitoring the Group's activities concerning matters related to:

- Social and economic development, including Calgro M3's standing with regard to the objectives and principles of the UN Global Compact, the Organisation for Economic Co-operation and Development's recommendations on corruption, the Employment Equity Act, and the B-BBEE Act.
- Good corporate citizenship, which involves our efforts to promote equality, prevent unfair discrimination, and reduce corruption.
- Contributions to developing communities where its activities are primarily conducted, as well as documenting sponsorships, donations, and other charitable contributions.
- Environmental issues, health, and public safety, including the impacts of Calgro M3's activities.
- Corporate governance.
- Customer relationships, covering advertising, public relations, and compliance with consumer protection laws.
- Labour and unemployment, examining the Group's standing concerning the International Labour Organisation's protocol on decent work and working conditions.
- The Company's employment relationships and contributions to its employees' talent management.

The Committee assesses the matters within its purview and recommends issues to the Board for consideration and approval. We are dedicated to incorporating social and environmental considerations into our decisions.

Committee evaluation

In line with King IV™, the Committee will only conduct an evaluation during the next financial year.

Activities during 2025	Planned activities for 2026
This year, the committee undertook the following activities in accordance with the Social and Ethics Committee work plan: • Review of the code of ethics and business conduct, health and safety, environmental and bursary policies. • Review of the employment equity work plan and the skills development work plan. • Quarterly updates on human resource matters, employment equity compliance, skills development programmes and corporate social responsibility initiatives are discussed. • Quarterly updates on health, safety and environmental compliance matters are discussed. • Review of ESG Report, which includes the Group's commitment to both the UN Global Compact principles and the SDGs. • The three-year employment equity plan was presented and approved. This was submitted to the Department of Labour and will be tracked on an annual basis. • Implementation of an ethical risks and opportunities risk register.	Activities planned for the 2026 financial year include but are not limited to: • Quarterly updates on human resource matters, employment equity compliance, skills development programmes and corporate social responsibility initiatives are discussed. • Quarterly updates on health, safety and environmental compliance matters are discussed. • Review of ESG Report, which includes the Group's commitment to both the UN Global Compact principles and the SDGs. • Quarterly review of the ethical risk and opportunity risk register. • Review of the Social and Ethics Committee's terms of reference. • Review of the Travel, Sponsorship and Donation and Stakeholder Communication policy.

Conclusion

The Committee believes that Calgro M3 is addressing the key issues that need monitoring in line with the Companies Act and King IV™. Suitable policies and programmes have been implemented to uphold high corporate citizenship standards among internal and external stakeholders.

ME Gama
Chairperson Social and Ethics Committee

4

AUDITED SUMMARISED CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

REPORT OF THE AUDIT AND RISK COMMITTEE

INTRODUCTION

I am pleased to present the Audit and Risk Committee ("the Committee") report in terms of section 94(7)(f) of the Companies Act and as recommended by King IV, for the year under review. The Committee is constituted as a statutory committee of the Company in terms of section 94 of the Companies Act 71 of 2008, as amended (the Act), and a committee of the Board in terms of all other duties assigned to it by the Board.

In line with King IV, the Committee plays an essential role in providing independent oversight on the effectiveness of assurance functions and services, as well as the integrity of the annual financial statements. The Committee's terms of reference are formalised in a charter approved by the Board. In addition to performing this function for Calgro M3 Holdings Limited, the Audit and Risk Committee also accepted and performed the role for all the Group's subsidiaries and joint ventures.

The Committee's primary role is assisting the Board in discharging its duties relating to the safeguarding of assets, operation of adequate systems and control processes.

This includes the review of the principles, policies and practices adopted in the preparation of financial statements of the Company and its subsidiaries, along with ensuring that the interim and annual financial statements of the Company and any other formal announcements relating to the Company's financial performance comply with all statutory and stock exchange requirements.

The Committee shall also review the work of the Group's external auditors to ensure the adequacy and effectiveness of the Group's financial, operating, compliance and risk management controls.

The Committee shall provide a forum for discussing business risk, corporate governance and control issues and review the management of risk and the monitoring of the effectiveness of governance compliance within the Group.

COMPOSITION OF THE AUDIT AND RISK COMMITTEE

The Committee consists of three Independent Non-Executive Directors listed below and meets at least four times per annum. All members are independent as prescribed in section 94 of the Act.

The Board determined that the Committee members have appropriate and adequate skills and experience to contribute meaningfully to deliberations and to fulfil their responsibilities. In the current financial year, the Committee Chairman, GS Hauptfleisch, had the requisite experience in accounting, financial management and auditing (a qualified Chartered Accountant). Subsequent to the end of the financial year, Mr Hauptfleisch sadly passed away after a short illness. The vacancy to replace George Hauptfleisch was filled with Ms Kholeka Mzondeki on 9 May 2025, effective 1 June 2025.

The Chief Executive Officer and Finance Director are permanent invitees. The Company Secretary is the statutory secretary of the Committee.

The Group's internal and external auditors, in their capacity as assurance providers also attend all Committee meetings by invitation.

Only the official members of the Committee are allowed to exercise their respective voting rights in decision-making exercises as prescribed in the charter.

Name of Committee member	Qualifications	Years served on Committee
GS Hauptfleisch	CA(SA)	**7 years**
ME Gama	PhD (Finance)	**13 years**
RB Patmore	BCom, MBL (SBL)	**14 years**

Annually a session aligned with approval of annual financial results are held with both the independent external auditor and internal auditor, respectively, where management is not present, to facilitate an exchange of views and concerns to further strengthen the independent oversight by the Committee.

MEETINGS

Four quarterly meetings were held in the 2025 financial year.

The external and internal auditor, in their capacity as auditor to the Group, attended and reported as needed at the meetings of the Committee.

The Group risk management function, which is performed by Executive Directors, was also represented. Relevant senior managers attended meetings by invitation.

Committee attendance register

Member name	3 May 2024	16 July 2024	4 October 2024	14 February 2025
GS Hauptfleisch	✓	✓	✓	Apology
ME Gama	✓	✓	✓	✓
RB Patmore	✓	✓	✓	✓
Permanent invitees				
WJ Lategan	✓	✓	✓	Apology
BP Malherbe♦	–	–	✓	✓
SU Naicker	✓	Apology#	✓	✓
WA Joubert	✓	✓	✓	Apology
S van Schalkwyk*	✓	✓	✓	✓
By invitation				
H Ntene	✓	✓	–	✓
TC Moodley	✓	✓	✓	✓
TP Baloyi	–	✓	✓	✓
W Williams	✓	✓	–	✓
AJ Langson	–	✓	–	✓
BAR Knott	✓	✓	✓	✓
Auditor				
Forvis Mazars	✓	✓	✓	✓
Internal audit				
Prozilog	✓	✓	✓	✓

* *Indicates attendance as Company Secretary.*
\# *Absent due to maternity leave.*
♦ *Appointed 16 September 2025.*

FULFILMENT OF THE COMMITTEE'S MANDATE

The role of the Committee is to fulfil the statutory duties as set out in section 94(7) of the Act and to assist the Board in providing independent oversight of the following:

In terms of the Act, the Committee has an independent role with accountability to both the Board and Calgro's shareholders. It does not assume the functions of management, which remain the responsibility of the Executive Directors, prescribed officers and other members of senior management, nor does it assume accountability for functions performed by other committees of the Board.

The Committee has adopted comprehensive and formal terms of reference which have been approved by the Board and are reviewed on an annual basis.

The Committee has discharged all its responsibilities as contained in these terms of reference, including but not limited to reviewing accounting policies and ensuring that financial information issued to stakeholders is prepared in alignment with relevant legislation and best practice.

The main functions performed by the Committee during the year under review were as follows:

- monitored the proper operation of adequate and effective systems of internal controls, including receiving and reviewing reports from both internal and external auditor concerning the effectiveness of the internal control environment;
- considered and satisfied itself that no significant weaknesses in the design, implementation or execution of the internal financial controls were identified;
- considered and satisfied itself on the appropriateness of accounting policies and critical judgements, accounting estimates and assumptions;
- satisfied itself, based on the information and explanations supplied by management and obtained through discussions with the independent external auditor and internal auditor, that the system of internal financial controls of all the companies included in the consolidated financial statements, is effective and forms a basis for the preparation of reliable financial statements;
- ensured that appropriate financial reporting procedures exist and are working, which includes consideration of all the entities in the consolidated group financial statements as contemplated in paragraphs 3.84(g)(ii) of the JSE Listings Requirements and 7.3(e)(ii) of the Debt and Specialist Securities Listing Requirements;
- monitored the reporting processes and the preparation of fairly presented financial statements in compliance with the applicable legal and regulatory requirements and accounting standards, and recommended, for adoption by the Board, the financial information that is publicly disclosed, which for the year, included:
  - the interim results for the six months ended 31 August 2024;
  - the annual results for the year ended 28 February 2025;
  - the related SENS and press announcements for both interim and year-end;
- confirmed the going concern basis of preparation of the interim and annual financial statements;
- considered the JSE's proactive monitoring of financial statements report, as issued in 2024, and the applicability of the issues raised, with the view to improving disclosure where applicable;
- reviewed and recommended for approval by the Board the integrated report, including the disclosure of sustainability matters;
- reviewed the qualifications, experience and expertise of the Group Finance Director SU Naicker, and satisfied itself that her expertise and experience is appropriate to meet the responsibilities of the position;
- the Committee also considered and satisfied itself of the appropriateness of the expertise and adequacy of resources and experience of the Group's finance function;

- considered the qualification and independence of the external auditor;
- assessed the scope and effectiveness of the external audit function;
- reviewed the effectiveness of the Company's internal controls and internal audit function;
- performed the functions required in terms of section 94(2) of the Companies Act on behalf of the Group's subsidiary companies.

The Committee has resolved to undertake a self-assessment every second year, with the last assessment undertaken in February 2024. No significant areas of concern were identified.

RISK FUNCTIONS

The Board of Directors has assigned oversight of the Group's risk management function to the Committee. The Committee fulfils an oversight function regarding risks in the areas of operations, finance, reporting, fraud, information technology and ethics.

Based on the ongoing oversight of the Committee, it can be concluded that nothing came to the attention of the Committee and the Board that would suggest that the prevailing system of risk management is not, in all material aspects, effective.

Risks are continually being identified and mitigated in terms of a process that involves allocating responsibility, developing action plans and monitoring compliance with these action plans.

During the year under review, the Committee discharged all of its duties in respect of risk management.

INTERNAL AUDIT AND INTERNAL CONTROLS

The Committee is responsible for ensuring that the Group's internal audit function is independent and has the necessary resources, standing and authority within the Group to enable it to discharge its responsibilities effectively. The Committee oversees cooperation between the internal and external auditor and serves as a link between the Board of Directors and these functions.

The internal audit function reports to the Committee and is responsible for reviewing and providing assurance on the adequacy of the internal control environments across all of the significant areas of the Group's operations. Prozilog is responsible for reporting the progress and findings of internal audits, as conducted in terms of the Group's approved audit plan, to the Committee.

The Committee has considered and approved the internal audit terms of reference.

The Committee:

- reviewed the internal audit charter in line with King IV recommendations and recommended the approval thereof to the Board;
- approved the risk-based internal audit plan for the 2025 financial year and subsequent changes thereto during the year;
- considered the effectiveness and performance of the internal audit function which was found to be satisfactory for the year under review;
- reviewed and evaluated reports relating to internal audit and risk management and the adequacy of management's responses and corrective actions;
- reviewed arrangements made by the Company to enable employees and outside whistle blowers to report any concerns about possible improprieties and received reports on the issues raised; and
- reviewed internal audit's assessment of the internal control environment.

EXTERNAL AUDITOR

The Group's independent external auditor is Forvis Mazars.

The Committee:

- oversee the reappointment process and recommended Forvis Mazars to the Board as the Company's external auditor;
- approved the auditor's terms of engagement and fees;
- reviewed and approved the external audit plan and ensured no limitations were imposed on the scope of external audit;
- reviewed the external auditor's report and confirmed that no material unresolved issues existed between the Group and the external auditor;
- reviewed the key audit matters identified by Forvis Mazars that are set out in its report;
- reviewed the suitability of the external audit firm and audit partner, in line with the requirements of paragraph 22.15(h) of the JSE Listings Requirements, by obtaining all decision letters and/or explanations issued by IRBA and any additional communication relating to monitoring procedures and deficiencies issued relating to the firm and/or the audit partner, these were assessed to be satisfactory;
- satisfied itself that the external auditor is independent of Calgro M3 Holdings Limited, as set out in section 94(8) of the Companies Act, and suitable for reappointment by considering, inter alia, the information stated in paragraph 22.15(h) of the JSE Listings Requirements;
- confirmed that Forvis Mazars' independence was not impaired and received assurance that its internal governance processes support and demonstrate its claim to independence;
- the Committee has further established a procedure for the approval of any non-audit services and the pre-approval of any proposed contract with the auditor in this regard and has satisfied itself with the level and extent of non-audit services rendered during the year by Forvis Mazars and that these did not affect its independence; and
- confirmed that no reportable irregularities had been identified or reported by the external auditor under the Auditing Profession Act.

STATEMENTS

External auditor

The Committee has satisfied itself that both Forvis Mazars and Mr Miles Fisher are accredited in terms of paragraph 3.84(g)(iii) of the JSE Listings Requirements and paragraph 7.3(e)(iii) of the Debt and Specialist Securities Listing Requirements and will not recommend the election of a new external auditor or audit partner before satisfying itself that both such external auditor and the designated partner are accredited in terms of paragraph 3.84(g)(iii) of the JSE Listings Requirements.

Statement on effectiveness of internal financial controls

The Committee had oversight over a process by which internal audit performed an assessment of the effectiveness of the Group's system of internal financial controls.

This assessment conducted by internal audit and with management's close monitoring of controls formed the basis for the Committee's assessment of internal financial controls.

Nothing came to the attention of the Committee and the Board, based on the assessments performed by internal audit and management, that would suggest that the prevailing system of internal financial controls are not, in all material aspects, effective.

Integrated Annual Report

In fulfilling its oversight responsibilities, the Committee has reviewed the sustainability information that forms part of the Group's Integrated Annual Report and has assessed its consistency with operational and other information known to the Committee members, as well as its consistency with the Group's annual financial statements.

The Committee is satisfied that the above is consistent with the Group's financial results, and as such has recommended that this be approved by the Board of Directors.

Regulatory compliance

The Group complied with all relevant laws and regulations and considers adherence to non-binding rules, codes and standards. Compliance forms an integral part of the Company's risk management process.

Going concern

The Committee has reviewed a documented assessment, including key assumptions, prepared by management on the going concern status of the Group.

The Board's statement regarding the going concern status of the Group, as supported by the Committee, is included in the Directors' Report on pages 7 to 10 of the Consolidated and Separate Audited Annual Financial Statements.

Expertise and experience of Financial Director and the finance function

As required by paragraph 3.84(g)(i) of the JSE Listings Requirements and paragraph 7.3(e)(i) of the Debt and Specialist Securities Listing Requirements, as well as recommended practice outlined in King IV, the Committee has satisfied itself that the Financial Director has appropriate expertise and experience in terms of the JSE Listings Requirements.

In addition, the Committee also considered and has satisfied itself that the appropriateness, composition, experience and skills set of the finance function met the Group's requirements.

Comments on key audit matters, addressed by Forvis Mazars in its external auditor's report

The external auditor has reported on one key audit matter in respect of their 2025 audit, being construction contract revenue recognised over time.

The key audit matter related to a material financial statement line item and required judgement and estimates to be applied by management.

The Committee assessed the methodology, assumptions and judgements applied by management in dealing with the key audit matter. Furthermore the Committee discussed the key audit matter with the external auditor to understand their related audit processes and views.

Following our assessment, we were comfortable with the conclusions reached by management and the external auditor.

Annual financial statements

The Committee reviewed the annual financial statements and the accounting policies and practices of the Group and is satisfied that they comply with IFRS® Accounting standards (IFRS) and ensured that appropriate financial reporting procedures exist and are working, which includes consideration of all the entities in the Consolidated Group Financial Statements.

The Committee recommended the financial statements to the Board for approval. The Board concurred with this assessment.

Conclusion

The Committee, in carrying out its duties, has due regard to the principles and recommended practices of King IV. It is satisfied it has considered and discharged its responsibilities in accordance with its terms of reference.

On behalf of the Audit and Risk Committee

RB Patmore
Interim Chairman: Audit and Risk Committee

12 May 2025

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CALGRO M3 HOLDINGS LIMITED

Report on the audit of the consolidated and separate financial statements

Opinion

We have audited the consolidated and separate financial statements of Calgro M3 Holdings Limited and its subsidiaries ("the Group" and "Company") set out on pages 15 to 90, which comprise the consolidated and separate statement of financial position as at 28 February 2025, and the consolidated and separate statement of profit or loss and other comprehensive income, consolidated and separate statement of changes in equity and consolidated and separate statement of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including material accounting policy information.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Calgro M3 Holdings Limited and its subsidiaries as at 28 February 2025, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa.

Basis for opinion

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

In terms of the IRBA Rule on Enhanced Auditor Reporting for the Audit of Financial Statements of Public Interest Entities, published in Government Gazette No. 49309 dated 15 September 2023 (EAR Rule), we report:

Final materiality

The scope of our audit was influenced by our applicable materiality. Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Consolidated and separate financial statements

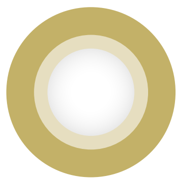
Materiality	We have determined the final materialities to be as follows: • Calgro M3 Holdings Limited: R39 742 097 • Calgro M3 Holdings Company: R6 833 608.
Basis for determining materiality	We have used 3% of Total Equity as the basis for final group and company materialities. We have determined this to be the most appropriate due to the nature of the entities.
Rationale for the benchmark applied	We have determined that Total Equity is an appropriate quantitative indicator of materiality as Total Equity best reflects the financial performance of Calgro M3 Holdings Limited and its subsidiaries. The group is capital intensive with a substantial amount of debt and therefore equity was the most suitable benchmark. Equity has been stable and has shown growth over the past five years. It is considered to be the most reliable threshold to base materiality on as it does take into consideration the group's high levels of external debt as well as the entity's recent financial performance.

Group audit scope

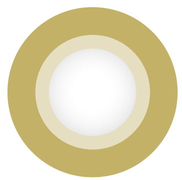
The Group audit scope was determined on indicators such as the contribution from each component to revenue and all the financial statement assertions. We have subjected all the group entities to full scope audits. This also includes four joint ventures.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated and separate financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls and the industry in which the Group operates.

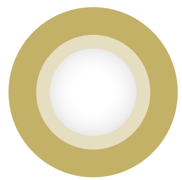
Total Group revenue (100% coverage)



Total Group profit before tax (100% coverage)



Total group assets (100% coverage)



Full scope audits | Specific scope audits | Specified audit procedures

Key audit matters

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

In terms of the EAR Rule, we are required to report the outcome of audit procedures or key observations with respect to the key audit matters and these are included below.

Matter #01	Property Development segment – Contract revenue recognised over time
Description of the key audit matter	Refer to the following accounting policies and notes to the consolidated and separate financial statements: • Note 1: *Segment information*; • Note 2.4: *Significant judgements and estimates*; • Note 8: *Construction contracts*; and • Note 21: *Revenue*. The Group has significant long-term construction contracts within the "Residential Property Development" operating segment. The Group uses the input method to account for revenue over time. Under this method the Group compares the actual costs incurred to date with the forecasted cost at completion. Project feasibilities, which estimate future contract revenue and costs on a project, are prepared by management with the assistance of internal experts, consulting engineers and appointed contractors. Internal experts include town planners, quantity surveyors and architects. We have determined the accounting of over time contracts within the property development segment to be a key audit matter, due to the extensive effort and use of internal experts which was required to evaluate the high degree of judgement and estimation involved in preparing project feasibilities, and thus calculating the percentage of completion, as well as the magnitude of revenue and costs associated with these contracts.
How we addressed the key audit matter	In response we performed the following audit procedures: **Contract costs:** 1. We tested the occurrence and accuracy of contract costs by testing a sample of these per the Forvis Mazars audit methodology and agreeing the allocation of contract cost to supporting documentation. **Contract revenue and construction contracts:** 1. We evaluated whether the revenue recognition policy applied by the group, specifically with regards to timing and identification of performance obligations, is in accordance with the requirements of IFRS 15: *Revenue from Contract with Customers*. 2. We sampled contracts within the Residential Property Development operating segment where revenue is recognised over time per the Forvis Mazars methodology by performing the following test: a. We agreed cumulative costs incurred to date and billings on the contract against current year ledgers and prior year contracts in progress calculations. b. We agreed forecasted costs and revenues used in the contracts in progress calculations to project feasibilities. c. We recalculated the following: i. Stage of completion (costs incurred as a percentage of total expected costs). ii. Cumulative and year to date revenue to be recognised (stage of completion x forecasted revenue).

Matter #01	Property Development segment – Contract revenue recognised over time
How we addressed the key audit matter (continued)	d. Contracts in progress balance – Cumulative revenue to be recognised less progress billings to date. We obtained the project feasibilities for these projects and performed the following procedures thereon: i. We confirmed that all casts and calculations were mathematically accurate. ii. We obtained a detailed understanding of the contract deliverables, the remaining scope of works to be completed, contractors appointed as well as project specific risks. iii. We reviewed the forecast methodology and assumptions applied to create the forecast. iv. We verified the underlying data used in the cost forecast, to the extent possible, to supporting documentation which included engineers' reports, supplier agreements (contractors are appointed on a fixed cost basis) and progress reports. v. Based on our understanding of the risks associated with the project, we evaluated with reference to industry-related data, whether reasonable provision for contingent costs was included in project feasibilities. The purpose of cost contingencies is to allow for unforeseen events, such as changes in design, delays or unexpected site conditions that can increase the cost of a project. The percentage chosen for the contingency will depend on various factors such as the complexity of the project, the level of uncertainty in design, the experience of the contractors and the level of risk associated with the project. vi. We evaluated whether forecasted revenue was calculated in accordance with the pricing stipulated in the contract, taking into account subsidies that can be claimed. vii. For ongoing projects, we assessed the reasonability of changes in forecast costs and revenue from the prior year. 3. In line with the requirements of ISA500, we assessed the competence, objectivity and capabilities of internal experts involved in preparing project feasibilities (town planners, quantity surveyors and architects) by obtaining supporting documents on their qualifications, experience and professional memberships. 4. We assessed the adequacy of the disclosures in the financial statements to ensure compliance with the requirements of IFRS15: *Revenue from Contracts with Customers*.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the document titled "Calgro M3 Holdings Limited Consolidated and Separate Financial Statements 2025", which includes the Directors' Report, the Audit Committee's Report and the Company Secretary's Certificate as required by the Companies Act of South Africa. The other information does not include the consolidated and separate financial statements and our auditor's report thereon.

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

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

Responsibilities of the Directors for the consolidated and separate financial statements

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

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

Auditor's responsibilities for the audit of the consolidated and separate financial statements

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the Group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the Group audit. We remain solely responsible for our audit opinion.

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

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

Report on other legal and regulatory requirements

Audit tenure

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that Forvis Mazars has been the auditor of Calgro M3 Holdings Limited for three years.

Forvis Mazars
Partner: Miles Fisher
Registered Auditor

Date: 12 May 2025

Johannesburg

AUDITED SUMMARISED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

for the year ended 28 February 2025

	2025	Restated* 2024	Restated* 1 March 2023
Assets			
Cash and cash equivalents	**154 722 535**	122 638 021	172 614 330
Trade and other receivables	**82 703 391**	140 409 757	164 010 749
Current income tax assets	**288 717**	212 247	362 290
Construction contracts	**1 668 283 132**	1 355 384 620	1 162 393 952
Loans to joint ventures	**473 344 024**	402 422 283	371 472 316
Investment in joint ventures	**136 610 054**	68 321 244	51 991 549
Inventories	**519 568 023**	503 385 249	498 540 794
Investments	**19 196 470**	16 769 513	14 894 959
Property, plant and equipment	**25 945 117**	29 188 675	16 684 459
Investment property	**22 492 889**	22 147 091	19 947 022
Intangible assets	**159 650 517**	159 650 534	159 650 534
Deferred income tax asset	**11 363 028**	15 681 504	26 500 218
Total assets	**3 274 167 897**	2 836 210 738	2 659 063 172
Equity and liabilities			
Equity			
Equity attributable to owners of the parent			
Stated capital	**33 909 646**	31 610 096	102 080 971
Share-based payment reserve	**485 697**	363 152	10 454 589
Retained income	**1 396 026 833**	1 241 892 552	1 032 389 113
	1 430 422 176	1 273 865 800	1 144 924 673
Non-controlling interests	**3 253 557**	665 676	689 262
Total equity	**1 433 675 733**	1 274 531 476	1 145 613 935
Liabilities			
Trade and other payables	**368 645 305**	300 284 828	368 928 446
Current income tax liabilities	**58 276**	581 106	633 442
Borrowings	**1 105 722 194**	934 796 142	876 362 327
Deferred income tax liability	**366 066 389**	326 017 186	267 525 022
Total liabilities	**1 840 492 164**	1 561 679 262	1 513 449 237
Total equity and liabilities	**3 274 167 897**	2 836 210 738	2 659 063 172

* *Refer to note 13 for information regarding the correction of the 2023 and 2024 balances.*

AUDITED SUMMARISED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 28 February 2025

	2025	Restated* 2024
Revenue	**868 906 517**	1 290 864 982
Cost of sales	**(613 186 506)**	(939 548 121)
Gross profit	**255 720 011**	351 316 861
Other income	**9 258 389**	11 538 164
Administrative expenses	**(95 477 969)**	(98 139 169)
Other expenses	**(127 746)**	(64 106)
Expected credit losses on financial and contract assets	**(3 652 484)**	(5 595 247)
Finance income	**64 252 797**	59 799 809
Finance costs	**(60 303 274)**	(59 524 283)
Share of profit of joint ventures – net of tax	**42 874 266**	9 429 695
Profit before tax	**212 543 990**	268 761 724
Taxation	**(46 428 106)**	(72 896 505)
Profit after taxation	**166 115 884**	195 865 219
Other comprehensive income	**–**	–
Total comprehensive income	**166 115 884**	195 865 219
Profit after taxation and total comprehensive income attributable to:		
– Owners of the parent	**164 984 085**	195 704 717
– Non-controlling interests	**1 131 799**	160 502
	166 115 884	195 865 219
Earnings per share for profit attributable to the equity holders of the Company during the year (expressed in cents per share)		
– basic	**171.72**	191.10
– diluted	**168.02**	187.96

* *Refer to note 13 for information regarding the correction of the 2024 balances.*

AUDITED SUMMARISED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 28 February 2025

	Stated capital	Share-based payment reserve	Restated[%] retained income	Restated[%] total	Non-controlling interests	Restated[%] total equity
Balance at 1 March 2023 (Previously reported)	102 080 971	10 454 589	1 040 813 265	1 153 348 825	689 262	1 154 038 087
Prior period error[%]	–	–	(8 424 152)	(8 424 152)	–	(8 424 152)
Balance as at 1 March 2023 (restated)[%]	102 080 971	10 454 589	1 032 389 113	1 144 924 673	689 262	1 145 613 935
Shares repurchased	(73 016 275)	–	–	(73 016 275)	–	(73 016 275)
Share-based payments	2 545 400	(10 091 437)	13 798 723	6 252 686	–	6 252 686
Dividend declared*	–	–	–	–	(184 088)	(184 088)
Comprehensive income						
Profit for the period	–	–	195 704 717	195 704 717	160 502	195 865 219
Other comprehensive income	–	–	–	–	–	–
Total comprehensive income	–	–	195 704 717	195 704 717	160 502	195 865 219
Balance at 1 March 2024 (restated)[%]	**31 610 096**	**363 152**	**1 241 892 552**	**1 273 865 800**	**665 676**	**1 274 531 476**
Share-based payments	**2 299 550**	**122 545**	**1 632 201**	**4 054 296**	**–**	**4 054 296**
Dividend declared by Calgro M3 Holdings Limited	**–**	**–**	**(10 857 999)**	**(10 857 999)**	**–**	**(10 857 999)**
Non-controlling interest – Dividend declared*	**–**	**–**	**1 560 744**	**1 560 744**	**(1 728 668)**	**(167 924)**
Reclassification from retained income to non-controlling interest[#]	**–**	**–**	**(3 184 750)**	**(3 184 750)**	**3 184 750**	**–**
Comprehensive income						
Profit for the period	**–**	**–**	**164 984 085**	**164 984 085**	**1 131 799**	**166 115 884**
Other comprehensive income	**–**	**–**	**–**	**–**	**–**	**–**
Total comprehensive income	**–**	**–**	**164 984 085**	**164 984 085**	**1 131 799**	**166 115 884**
Balance at 28 February 2025	**33 909 646**	**485 697**	**1 396 026 833**	**1 430 422 176**	**3 253 557**	**1 433 675 733**

% *Refer to note 13 for information regarding the correction of the 2023 and 2024 balances.*

* *Dividends declared are payable to The Calgro M3 Educational Trust, which the Group does not exert control over. The current year dividend declared was R167 924, the remaining movement of R1 560 744 relating to dividends declared, was incorrectly classified within retained income in prior years.*

\# *In the prior year, Calgro M3 Project Management (Pty) Ltd sold its shareholding in CTE Consulting (Pty) Ltd to Calgro M3 Procurement Management (Pty) Ltd to the value of R4 500 100. The associated NCI balance of R3 184 750 was incorrectly excluded from the NCI balance in the prior year. This has been corrected in the current financial year.*

AUDITED SUMMARISED CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 28 February 2025

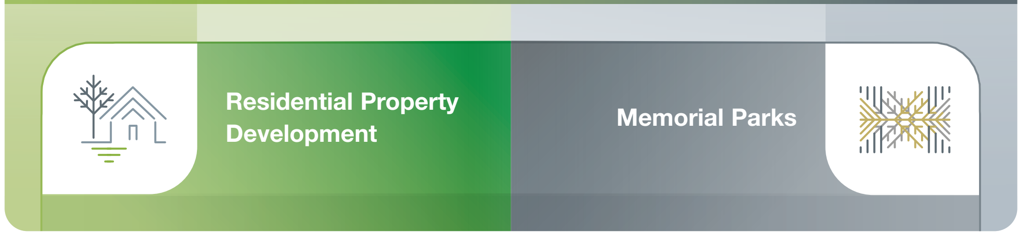
	2025	2024
Cash generated from operating activities		
Cash generated from operations	**107 900 112**	149 245 922
Finance income received	**63 092 531**	56 905 547
Finance cost paid	**(134 104 505)**	(111 400 297)
Tax paid	**(2 659 727)**	(3 487 918)
Net cash generated from operating activities	**34 228 411**	91 263 254
Cash flows (invested in)/received from investing activities		
Purchase of property, plant and equipment	**(972 384)**	(722 708)
Increase of investments in joint venture	**(13 200 000)**	(6 900 000)
Loans advanced to joint ventures	**(218 259 210)**	(202 241 767)
Loans repaid by joint ventures	**99 013 700**	88 989 815
Net cash invested in investing activities	**(133 417 894)**	(120 874 660)
Cash flows advanced/(repaid in) financing activities		
Proceeds from borrowings	**305 000 000**	288 000 000
Capital repayment of borrowings	**(158 000 000)**	(232 800 000)
Repayment of capital portion on leases	**(4 868 003)**	(2 548 628)
Dividends paid	**(10 857 999)**	–
Shares bought back	**–**	(73 016 275)
Net cash advanced from/(repaid in) financing activities	**131 273 997**	(20 364 903)
Net (decrease)/increase in cash and cash equivalents	**32 084 514**	(49 976 309)
Cash and cash equivalents at the beginning of the year	**122 638 021**	172 614 330
Cash and cash equivalents at the end of the year	**154 722 535**	122 638 021

AUDITED SUMMARISED SEGMENT REPORT OF THE GROUP

The appointed Chief Operating Decision Maker ("CODM") within the Calgro M3 Group is the Group's Executive Committee ("Exco"). It is Exco's responsibility to meet on a regular basis (through weekly meetings and more frequently if required) and develop the strategy for the Group, set and review budgets, which are approved by the Board of Directors. The CODM allocates group resources to the operating segments and assesses the performance of the operating segments.

At Exco meetings, summarised feedback are provided by management of the different operational activities within the Group.

The CODM manages the group activities in two distinct segments namely:



The operation of the Residential Property Development segment encompasses the following product range: The development of integrated housing developments and mid to high income housing projects.

Integrated housing developments remains the core of the business's operations and comprises affordable housing, Grassroots Affordable People's homes ("GAP"), First Home Finance ("FHF"), rental housing, social housing, Community Residential Units ("CRU") and Breaking New Ground ("BNG") units. The Group's customer base includes the government, financial institutions and the general public.

The Group's products relating to the Memorial Parks segment consist of burial rights and the associated burial and maintenance services.

The segmental information provided to Exco for the year ended 28 February 2025 has been provided below. The table indicates from where the Group's revenue has been earned, including its joint ventures.

The CODM assesses the performance of the operating segments based on two measurement methods, firstly a fully consolidated statement of comprehensive income per segment (including the elimination of intersegmental transactions) and secondly a statement of financial position per consolidated segment (transactions between segments have not been eliminated for the statement of financial position).

AUDITED SUMMARISED SEGMENT REPORT OF THE GROUP (CONTINUED)

Statement of comprehensive income

	Residential Property Development	Memorial Parks	Holdings and other	Total
2025				
Total segment revenue	800 067 245	68 839 272	–	868 906 517
Fleurhof	543 285 879	–	–	543 285 879
Jabulani	44 566 900	–	–	44 566 900
Scottsdene	64 757 926	–	–	64 757 926
South Hills	48 741 997	–	–	48 741 997
Belhar	58 535 095	–	–	58 535 095
Mid to high projects	39 567 054	–	–	39 567 054
Other projects	612 394	68 839 272	–	69 451 666
Combined revenue*	1 160 257 165	68 839 272	–	1 229 096 437
Total segment revenue	800 067 245	68 839 272	–	868 906 517
Revenue of joint ventures	360 189 920	–	–	360 189 920
Witpoortjie Calgro M3 Development Company Proprietary Limited	83 662 705	–	–	83 662 705
Bankenveld District City Proprietary Limited	40 890 471	–	–	40 890 471
South Hills Development Company Proprietary Limited	235 636 744	–	–	235 636 744
Gross revenue	800 067 245	68 839 272	–	868 906 517
Point in time	197 989 111	68 839 272	–	266 828 383
Over time	602 078 134	–	–	602 078 134

* *Combined revenue is the total segment revenue plus the total revenue of joint ventures. The revenue included represents the gross revenue of each joint venture and does not include any inter-group eliminations.*

Statement of comprehensive income (continued)

	Residential Property Development	Memorial Parks	Holdings and other	Total
Revenue	800 067 245	68 839 272	–	868 906 517
Cost of sales	(578 827 684)	(34 358 822)	–	(613 186 506)
Gross profit	221 239 561	34 480 450	–	255 720 011
Other income	2 079 031	7 179 358	–	9 258 389
Administrative expenses	(76 204 122)	(12 930 343)	(6 343 504)	(95 477 969)
Other expenses	(127 746)	–	–	(127 746)
Expected credit losses on financial and contract assets	(3 640 311)	(12 173)	–	(3 652 484)
Finance income	64 240 283	10 254	2 260	64 252 797
Finance costs	(57 664 778)	(2 638 496)	–	(60 303 274)
Share of profit of joint ventures – net of tax	42 874 266	–	–	42 874 266
Profit/(loss) before tax	192 796 184	26 089 050	(6 341 244)	212 543 990
Taxation	(45 344 426)	(791 544)	(292 136)	(46 428 106)
Profit/(loss) after taxation	147 451 758	25 297 506	(6 633 380)	166 115 884
Other comprehensive income	–	–	–	–
Total comprehensive income	147 451 758	25 297 506	(6 633 380)	166 115 884
Profit/(loss) after taxation and other comprehensive income attributable to:				
– Owners of the parent	146 319 959	25 297 506	(6 633 380)	164 984 085
– Non-controlling interests	1 131 799	–	–	1 131 799
	147 451 758	25 297 506	(6 633 380)	166 115 884

Statement of financial position

	Residential Property Development	Memorial Parks	Holdings and other	Total
Assets				
Cash and cash equivalents	151 486 691	3 026 842	209 002	154 722 535
Trade and other receivables	77 922 785	4 253 511	527 095	82 703 391
Current income tax assets	41	210 761	77 915	288 717
Construction contracts	1 668 283 132	–	–	1 668 283 132
Loans to joint ventures	473 344 024	–	–	473 344 024
Investment in joint ventures	136 610 054	–	–	136 610 054
Inventories	344 491 202	175 076 821	–	519 568 023
Investments	–	19 196 470	–	19 196 470
Property, plant and equipment	17 656 987	8 288 130	–	25 945 117
Investment property	–	22 492 889	–	22 492 889
Intangible assets	158 955 713	694 804	–	159 650 517
Deferred income tax asset	–	11 363 028	–	11 363 028
Total assets	**3 028 750 629**	**244 603 256**	**814 012**	**3 274 167 897**
Liabilities				
Trade and other payables	272 709 030	92 229 781	3 706 494	368 645 305
Current income tax liabilities	58 276	–	–	58 276
Borrowings*	1 088 500 524	–	17 221 670	1 105 722 194
Deferred income tax liability	366 066 389	–	–	366 066 389
Total liabilities	**1 727 334 219**	**92 229 781**	**20 928 164**	**1 840 492 164**

* *The Group allocated borrowings and finance costs to the Memorial Parks segment aligning to the capital injections made into the segment less repayments thereof.*

Segments are measured in the same way as in the financial statements. All line items above are allocated based on the operations of the segments.

Statement of comprehensive income

	Residential Property Development	Restated# Memorial Parks	Holdings and other	Restated# Total
2024				
Total segment revenue	1 242 134 443	48 730 539	–	1 290 864 982
Fleurhof	566 405 388	–	–	566 405 388
Jabulani	127 711 109	–	–	127 711 109
Scottsdene	51 241 515	–	–	51 241 515
South Hills	187 759 105	–	–	187 759 105
Belhar	231 284 959	–	–	231 284 959
Bridge City	65 697 694	–	–	65 697 694
Other projects	12 034 673	48 730 539	–	60 765 212
Combined revenue*	1 340 506 235	48 730 539	–	1 389 236 774
Total segment revenue	1 242 134 443	48 730 539	–	1 290 864 982
Revenue of joint ventures	98 371 792	–	–	98 371 792
Witpoortjie Calgro M3 Development Company Proprietary Limited	26 561 361	–	–	26 561 361
South Hills Development Company Proprietary Limited	71 810 431	–	–	71 810 431
Gross revenue	1 242 134 443	48 730 539	–	1 290 864 982
Point in time	412 777 229	48 730 539	–	461 507 768
Over time	829 357 214	–	–	829 357 214

* *Combined revenue is the total segment revenue plus the total revenue of joint ventures. The revenue included represents the gross revenue of each joint venture and does not include any inter-group eliminations. .*

\# *Refer to note 13 for information regarding the correction of the 2024 balances.*

Statement of comprehensive income (continued)

	Residential Property Development	Restated# Memorial Parks	Holdings and other	Restated# Total
Revenue	1 242 134 443	48 730 539	–	1 290 864 982
Cost of sales	(911 501 595)	(28 046 526)	–	(939 548 121)
Gross profit	330 632 848	20 684 013	–	351 316 861
Other income	3 338 944	8 199 220	–	11 538 164
Administrative expenses	(80 943 797)	(12 795 451)	(4 399 921)	(98 139 169)
Other expenses	(64 106)	–	–	(64 106)
Expected credit losses on financial and contract assets	(5 611 094)	15 847	–	(5 595 247)
Finance income	56 088 750	260 335	3 450 724	59 799 809
Finance costs*	(57 136 890)	(2 387 393)	–	(59 524 283)
Share of profit/(loss) of joint ventures – net of tax	9 429 695	–	–	9 429 695
Profit/(loss) before tax	255 734 350	13 976 571	(949 197)	268 761 724
Taxation	(74 702 691)	1 353 949	452 237	(72 896 505)
Profit/(loss) after taxation	181 031 659	15 330 520	(496 960)	195 865 219
Other comprehensive income	–	–	–	–
Total comprehensive income	181 031 659	15 330 520	(496 960)	195 865 219
Profit/(loss) after taxation and other comprehensive income attributable to:				
– Owners of the parent	180 871 157	15 330 520	(496 960)	195 704 717
– Non-controlling interests	160 502	–	–	160 502
	181 031 659	15 330 520	(496 960)	195 865 219

Refer to note 13 for information regarding the correction of the 2024 balances.

Statement of financial position

	Residential Property Development	Restated# Memorial Parks	Holdings and other	Restated# Total
Assets				
Cash and cash equivalents	118 996 304	2 473 227	1 168 490	122 638 021
Trade and other receivables	134 930 999	5 453 860	24 898	140 409 757
Current income tax assets	212 247	–	–	212 247
Construction contracts	1 355 384 620	–	–	1 355 384 620
Loans to joint ventures	402 422 283	–	–	402 422 283
Investment in joint ventures	68 321 244	–	–	68 321 244
Inventories	335 780 574	167 604 675	–	503 385 249
Investments	–	16 769 513	–	16 769 513
Property, plant and equipment	21 062 489	8 126 186	–	29 188 675
Investment property	–	22 147 091	–	22 147 091
Intangible assets	158 955 730	694 804	–	159 650 534
Deferred income tax asset	1 533 736	14 147 768	–	15 681 504
Total assets	2 597 600 226	237 417 124	1 193 388	2 836 210 738
Liabilities				
Trade and other payables	212 265 456	71 358 411	16 660 961	300 284 828
Current income tax liabilities	247 567	317 002	16 537	581 106
Borrowings*	932 126 034	2 670 108	–	934 796 142
Deferred income tax liability	326 017 186	–	–	326 017 186
Total liabilities	1 470 656 243	74 345 521	16 677 498	1 561 679 262

* *The Group allocated borrowings and finance costs to the Memorial Parks segment aligning to the capital injections made into the segment less repayments thereof.*

Refer to note 13 for information regarding the correction of the 2024 balances.

Segments are measured in the same way as in the financial statements. All line items above are allocated based on the operations of the segments.

EXTRACT OF NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of preparation

1.1 Statement of compliance

The summary consolidated financial statements are prepared in accordance with the requirements of the JSE Limited Listings Requirements for abridged reports, and the requirements of the Companies Act applicable to summary financial statements. The Listings Requirements require abridged reports to be prepared in accordance with the framework concepts and the measurement and recognition requirements of IFRS® Accounting 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 summary consolidated annual financial statements should be read in conjunction with the Group annual financial statements as at and for the year ended 28 February 2025, which have been prepared in accordance with IFRS as issued by the IASB. The summary consolidated annual financial statements have been prepared on the historical cost basis, excluding investment property and financial assets held at fair value, that are measured at fair value. The consolidated financial statements were internally compiled by R van Maarleveld CA(SA) under the supervision of SU Naicker CA(SA).

The summary consolidated annual financial statements were authorised for issue by the Board of Directors on 12 May 2025. This summarised report is extracted from audited information but is not itself audited. The consolidated annual financial statements were audited by Forvis Mazars, who expressed an unmodified opinion thereon.

The audited consolidated annual financial statements and the auditor's report thereon are available for inspection at the Company's registered office and available for viewing on the Company's website, www.calgrom3.com. The Directors take full responsibility for the preparation of the abridged report and that the financial information has been correctly extracted from the underlying annual financial statements.

1.2 Judgements and estimates

Management made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense.

Actual results may differ from these estimates. The significant judgements made by management in applying the Group's accounting policies and the key source of estimation uncertainty were similar to those applied to the Group annual financial statements as at and for the year ended 29 February 2024, with the exception of the matters relating to Memorial Parks revenue as raised in note 13.

2. Accounting policies

The accounting policies applied are consistent to the policies applied for the year ended 29 February 2024, with the exception of the matters relating to Memorial Parks revenue as raised in note 13.

3. Construction contracts

	2025	2024
Net statement of financial position balance for ongoing contracts – Opening balance	**1 352 054 124**	1 145 654 749
The aggregate costs incurred and recognised profits for the current year	**929 263 370**	1 206 267 010
Less: Progress billings for the current year	**(613 854 012)**	(999 867 635)
Net statement of financial position balance for ongoing contracts – closing balance	**1 667 463 482**	1 352 054 124
Excess billings over work done classified under trade and other payables	**11 808 500**	13 704 800
Provisions for expected credit losses on contract assets	**(10 988 850)**	(10 374 304)
Gross statement of financial position balance for ongoing contracts – closing balance	**1 668 283 132**	1 355 384 620
Disaggregated construction contracts – Gross of expected credit loss provisions		
Infrastructure – Contract assets	**605 240 808**	393 568 766
Fully and partially subsidised units – Contract assets	**429 579 040**	400 324 429
Non-subsidised units – Contract assets	**57 204 823**	61 916 585
Serviced land – Contract assets	**–**	3 555 250
Contract assets	**1 092 024 671**	859 365 030
Future contract asset costs		
Development cost for future contract assets	**587 247 311**	506 393 894
	1 679 271 982	1 365 758 924
Reconciliation of construction contracts		
Contract assets	**1 092 024 671**	859 365 030
Expected credit loss allowance	**(10 988 850)**	(10 374 304)
Development cost for future contract assets	**587 247 311**	506 393 894
Statement of financial position balance for construction contracts	**1 668 283 132**	1 355 384 620

The expected aggregate revenue still to be recognised on the contract asset balance is currently in excess of R1 668 283 132 (2024: R1 355 384 620).

Borrowing costs to the value of R63 728 343 (2024: R60 547 379) have been capitalised.

4. Inventories

	2025	2024
Memorial park land costs	**175 076 821**	166 403 018
Other land costs for future development	**344 491 202**	336 982 231
Total inventories	**519 568 023**	503 385 249

The disposals for the current year for completed units and other land costs for future development amounted to R27 391 838 (2024: R23 203 998).

5. Trade and other payables

	2025	Restated* 2024
Financial instruments		
Trade payables	**178 169 998**	107 446 630
Trade payables – related parties	**37 435 295**	300 957
Retention creditors	**7 845 679**	8 271 394
Accrued expenses	**11 134 900**	18 579 758
Accrued interest^	**–**	28 130 037
Deposits held	**16 985 905**	–
Lease liability office building&	**22 925 880**	24 741 667
Excess billings over work done	**11 808 500**	13 704 800
Gross financial instruments@	**286 306 157**	201 175 243
Non-financial instruments		
Accrual for long service awards$	**1 767 372**	1 667 229
Accrual for leave pay	**1 491 025**	1 359 410
Maintenance liability – memorial parks*#	**57 720 206**	47 692 523
Deferred revenue – burial services*	**11 071 835**	9 360 130
Accrued expenses	**8 925 514**	20 989 865
Other liabilities	**631 803**	678 439
Value added tax	**731 393**	17 361 989
Total non-financial instruments	**82 339 148**	99 109 585
Total trade and other payables	**368 645 305**	300 284 828

* *Refer to note 13 for information regarding the correction of the 2024 balances.*

^ *Accrued interest has been reclassified to borrowings (refer to note 6) in the current financial year, as a better representation of the outstanding debt balance. The prior year interest accrual remains unchanged within trade and other payables.*

& *This amount relates to the capitalisation of long-term leases.*

@ *For the remaining non-financial instruments, R14 469 578 (2024: R40 769 329) will be settled within the next 12 months and R58 997 736 (2024: R49 026 306) will be settled after more than 12 months.*

$ *The Group has a long-term service award for its employees based on years of service. (10 years – two months salary, 15 years – three months salary, every subsequent five years thereafter – three months salary). To determine the value of the accrual, the following was taken into account: The average annual salary increases, the employee attrition rate, retirement age, discount rate and mortality rate.*

The Group recognises additions to the maintenance liability for sales of additional grave sites in the year with the maintenance liability representing the present value of the expected future costs to maintain the memorial park associated with the sold grave. The obligation is recognised within cost of sales at the point at which revenue is recognised as the commitment to maintain the memorial park is a key promise to the customer when selling a grave.

The measurement of the maintenance liability includes estimates of future direct costs such as landscaping, security, and infrastructure upkeep, as well as a discount rate reflective of long-term, low-risk returns. The Group holds dedicated investment funds for the sole purpose of maintaining the park once the park is fully developed and sold out, which are externally monitored and separately presented in the financial statements. In the current financial year, the balance of the maintenance liability increased by R2 623 089 due to the passage of time (unwinding of the discount) and by R7 404 594 due to the sale of additional grave sites.

6. Borrowings

	Interest rate	Expiration date	2025	2024
Floating rate note – CGR 47	JIBAR plus 4.5%	28 February 2025	**–**	60 000 000
Floating rate note – CGR 49	JIBAR plus 4.75%	30 September 2024	**–**	50 000 000
Floating rate note – CGR 51	JIBAR plus 4.75%	23 October 2024	**–**	48 000 000
Floating rate note – CGR 52	JIBAR plus 4.25%	30 June 2025	**50 000 000**	50 000 000
Floating rate note – CGR 53	JIBAR plus 3.95%	28 February 2026	**40 000 000**	40 000 000
Floating rate note – CGR 54	JIBAR plus 4.5%	28 February 2028	**40 000 000**	40 000 000
Floating rate note – CGR 55	JIBAR plus 3.9%	02 October 2026	**50 000 000**	50 000 000
Floating rate note – CGR 56	JIBAR plus 3.9%	02 October 2026	**33 000 000**	33 000 000
Floating rate note – CGR 59	JIBAR plus 3.9%	21 November 2027	**70 000 000**	–
Floating rate note – CGR 60	JIBAR plus 4.33%	12 December 2029	**85 000 000**	–
NHFC Loan	Prime plus 0.5%	30 August 2026	**215 000 000**	215 000 000
Term Loan 1	JIBAR plus 5%	12 October 2027	**100 000 000**	100 000 000
Term Loan 2	JIBAR plus 4.5%	25 April 2028	**155 000 000**	155 000 000
Term Loan 3	JIBAR plus 4.25%	15 November 2028	**200 000 000**	100 000 000
Term Loan 4	Prime less 0.3%	26 May 2025	**50 000 000**	–
Total capital outstanding			**1 088 000 000**	941 000 000
Transaction cost amortisation*			**(5 848 911)**	(6 203 858)
Interest accrual^			**23 571 105**	–
Total transaction costs and interest accruals			**17 722 194**	(6 203 858)
Total borrowings			**1 105 722 194**	934 796 142

* *The transaction costs are amortised over the life of the facilities. It is expected that these costs will be fully amortised when the facilities are settled.*

^ *Accrued interest has been reclassified to borrowings in the current financial year, as a better representation of the outstanding debt balance. The prior year interest accrual remains unchanged within trade and other payables (refer to note 5).*

	2025	2024
Borrowings cash flow reconciliation		
Opening balance	**934 796 142**	876 362 327
Repayments of borrowings	**(158 000 000)**	(232 800 000)
Amortised expense through the statement of comprehensive income – Non-cash	**2 247 655**	6 358 040
Borrowings raised – CGR 55 raised to repay CGR 48 (non-cash item)	**–**	50 000 000
Borrowings (repaid) – CGR 48 repaid by CGR 55 (non-cash item)	**–**	(50 000 000)
Transaction costs paid	**(1 892 707)**	(3 124 225)
Interest accrual – non-cash	**23 571 105**	–
Proceeds from borrowings	**305 000 000**	288 000 000
Closing balance	**1 105 722 194**	934 796 142
Interest paid on borrowings	**134 104 505**	111 400 297
Total interest paid on borrowings	**134 104 505**	111 400 297

7. Revenue

	2025	Restated* 2024
Disaggregated revenue		
Residential Property Development segment		
Infrastructure	**549 455 838**	604 866 654
Fully and partially subsidised units	**176 582 389**	480 652 426
Non-subsidised units	**63 097 674**	124 618 124
Serviced land sales	**10 931 344**	31 997 239
	800 067 245	1 242 134 443
Memorial Parks segment		
Memorial parks burial rights	**67 419 076**	47 486 942
Memorial parks burial services	**1 420 196**	1 243 597
	68 839 272	48 730 539
Total revenue	**868 906 517**	1 290 864 982

* *Refer to note 13 for information regarding the correction of the 2024 balances.*

8. Cost of sales

	2025	Restated* 2024
Disaggregated cost of sales		
Residential Property Development segment		
Infrastructure	**343 062 827**	359 763 705
Fully and partially subsidised units	**142 050 237**	392 257 317
Non-subsidised units	**48 995 520**	80 187 137
Serviced land sales	**2 054 681**	6 702 930
Commercial land sales	**–**	139 495
Residential property development other costs	**42 664 419**	72 451 012
	578 827 684	911 501 595
Memorial Parks segment		
Memorial parks cost of burial plot	**10 796 729**	8 956 525
Memorial parks other costs	**23 562 093**	19 090 001
	34 358 822	28 046 526
Total cost of sales	**613 186 506**	939 548 121

* *Refer to note 13 for information regarding the correction of the 2024 balances.*

9. Finance cost

	2025	Restated* 2024
Bank	**1 784 240**	3 777 374
Other	**–**	–
Maintenance liability – Memorial parks	**2 623 089**	2 223 723
Lease liability	**3 048 049**	2 234 600
Interest-bearing borrowings	**128 740 368**	125 061 561
Finance cost	**136 195 746**	133 297 258
Less: Amounts capitalised on qualifying assets (inventory)	**(12 164 129)**	(13 225 596)
Less: Amounts capitalised on qualifying assets (construction contracts)	**(63 728 343)**	(60 547 379)
Total finance cost recognised in statement of comprehensive income	**60 303 274**	59 524 283

* *Refer to note13 for information regarding the correction of the 2024 balances.*

10. Earnings reconciliation

	Gross pre-tax and non-controlling interest 2025	Restated* Gross pre-tax and non-controlling interest 2024	Net 2025	Restated* Net 2024
Determination of basic, diluted, headline and diluted headline earnings:				
Attributable profit to shareholders – basic and diluted earnings	**214 115 933**	268 984 643	**164 984 085**	195 704 717
Fair value adjustment in investment properties	**(345 798)**	(2 200 069)	**(345 798)**	(2 200 069)
Scrapping of property, plant and equipment	**231**	–	**231**	–
Scrapping of intangible assets	**17**	–	**17**	–
Headline and diluted headline earnings	**213 770 383**	266 784 574	**164 638 535**	193 504 648
Determination of basic and diluted weighted average ordinary shares				
Weighted average ordinary shares	**96 078 082**	102 409 678	**96 078 082**	102 409 678
Fully diluted weighted average ordinary shares	**98 191 273**	104 122 546	**98 191 273**	104 122 546
Determination of basic, diluted, headline and diluted headline earnings per share:				
Basic earnings per share (cents per share)	**222.86**	262.66	**171.72**	191.10
Fully diluted earnings per share (cents per share)	**218.06**	258.33	**168.02**	187.96
Headline earnings per share (cents per share)	**222.50**	260.51	**171.36**	188.95
Fully diluted headline earnings per share (cents per share)	**217.71**	256.22	**167.67**	185.84

* *Refer to note 13 for information regarding the correction of the 2024 balances.*

11. Related parties

	2025	2024
Compensation paid to key employees and personnel	**34 505 766**	48 954 744
Finance income from related parties	**48 774 300**	44 382 725
Contract revenue received from joint ventures	**37 547 649**	165 241 126

12. Ratio calculations

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

Management's intention is to use debt as a means to fund operations rather than to raise more capital.

The Group monitors capital on the basis of its net Debt/Equity Ratio. The maximum allowed Net Debt/Equity ratio for the Group is 1.5:1.

Net Debt/Equity Ratio
This ratio is calculated as net debt divided by equity. Net debt is calculated as total interest-bearing borrowings less cash and cash equivalents. Equity is calculated as the total equity per the statement of financial position (excluding share-based payment reserve).

	2025	Restated# 2024
Net debt		
Borrowings (excluding interest accruals)	**1 082 151 089**	934 796 142
Less: Cash and cash equivalents	**(154 722 535)**	(122 638 021)
	927 428 554	812 158 121
Equity		
Stated capital	**33 909 646**	31 610 096
Retained income	**1 396 026 833**	1 241 892 552
	1 429 936 479	1 273 502 648
Net Debt/Equity Ratio	**0.65**	0.63

* *Refer to note 13 for information regarding the correction of the 2024 balances.*

The Group monitors capital repayments and interest serviceability on the basis of its Debt Service Cover Ratio ("DSCR"). The minimum allowed DSCR ratio for the Group is 1.2.

Debt Service Cover Ratio ("DSCR")
This ratio is calculated as available cash flow divided by debt service requirement. Available cash flow is calculated as cash generated from/(utilised in) operating activities plus new financial indebtedness incurred plus cash and cash equivalent at the beginning of the year less the aggregate amount spent on the purchase of property, plant and equipment, purchase of intangible assets, acquisition of businesses, acquisition of subsidiaries, and loans advanced to joint ventures for investment purposes (Capex).

Debt service requirement is calculated as interest and fees plus principal repayments.

	2025	2024
Available cash flow		
Cash generated from operating activities	**107 900 112**	149 245 922
New financial indebtedness incurred	**305 000 000**	288 000 000
Cash and cash equivalent – beginning of year	**122 638 021**	172 614 330
Capex	**(133 417 894)**	(120 874 660)
	402 120 239	488 985 592
Debt service requirement		
Interests and fees	**(134 104 505)**	(111 400 297)
Principal repayments	**(158 000 000)**	(232 800 000)
	(292 104 505)	(344 200 297)
Debt Service Cover Ratio ("DSCR")	**1.38**	1.42

Refer to the consolidated statement of cash flows for the above balances.

The Group monitors capital on the basis of its liquidity ratio. The minimum allowed liquidity ratio for the Group is 1.2:1.

Liquidity ratio
This ratio is calculated as the ratio of current assets to current liabilities as defined.

Current assets has been defined as cash and cash equivalents, trade and other receivables, construction contracts, current tax receivable, inventories and loans to joint ventures.

Current liabilities has been defined as trade and other payable, current tax liabilities and borrowings.

12. Ratio calculations (continued)

	2025	Restated[#] 2024
Current assets		
Cash and cash equivalents	**154 722 535**	122 638 021
Trade and other receivables	**82 703 391**	140 409 757
Current income tax assets	**288 717**	212 247
Construction contracts	**1 668 283 132**	1 355 384 620
Loans to joint ventures	**473 344 024**	402 422 283
Inventories	**519 568 023**	503 385 249
	2 898 909 822	2 524 452 177
Current liabilities		
Trade and other payables	**368 645 305**	300 284 828
Current income tax liabilities	**58 276**	581 106
Borrowings	**1 105 722 194**	934 796 142
	1 474 425 775	1 235 662 076
Liquidity ratio	**1.97**	2.04

* *Refer to note 13 for information regarding the correction of the 2024 balances.*

Refer to the consolidated statement of financial position for the above balances.

Funding requirements

The Group monitors capital from funders on the basis of its Debt Service Cover Ratio and its net Debt/Equity Ratio (as above). The minimum allowed Debt Service Cover Ratio for the Group is 1.2 and the maximum net Debt/Equity Ratio is 1.5:1.

13. Prior period error

During the current financial year, the Group identified two prior period errors relating to the revenue recognition policy applied in its Memorial Parks segment as part of the JSE proactive monitoring process. These have been corrected retrospectively in accordance with IAS 8: *Accounting Policies, Changes in Accounting Estimates and Errors*. The impact of these restatements is detailed below:

1. **Maintenance revenue reclassification**

   In prior periods it was determined that there were two performance obligations recognised in accordance with the principles of IFRS 15. The sale of the grave was recognised once the full amount is paid, and a portion of revenue received was deferred as this related to the assessed maintenance revenue performance obligation. This deferral was disclosed as "Deferred maintenance revenue – memorial parks" within trade and other payables.

   Based on the outcome of the JSE proactive monitoring review we concluded that the ongoing maintenance of memorial parks is not a performance obligation, but represents a legal obligation to maintain the parks into perpetuity once they are fully developed and sold out, the timing of which remains uncertain. This obligation meets the definition of a provision under IAS 37 due to its uncertain timing. Accordingly, in the current financial year, the description of the previously reported "Deferred maintenance revenue – memorial parks" has been changed to "Maintenance liability – memorial parks".

   The liability balance disclosed in prior years has not been adjusted as the methodology utilised to calculate the balance complied with the required methodologies stipulated in IAS 37. Applying IAS 37, the Group recognises additions to the maintenance liability for sales of additional grave sites in the year with the maintenance liability representing the present value of the expected future costs to maintain the memorial park associated with the sold grave. The Group maintains the obligation is recognised within cost of sales at the point at which revenue is recognised as the commitment to maintain the memorial park is a key promise to the customer when selling a grave.

   As a result of the reassessment performed, the deferred maintenance revenue previously recognised within trade and other payables has been reversed in the prior year. The revenue relating to the maintenance of the burial plot is therefore recognised in full on the sale of the grave sites. This correction resulted in an increase in revenue, the allocation of costs to the Maintenance Liability resulted in an increase in Cost of Sales and the unwinding of the liability resulted in an increase in Finance Costs. The restatement had no impact on opening retained earnings or the Profit before or after tax for the 2024 annual financial statements and therefore does not affect basic or diluted earnings per share.

13. Prior period error (continued)

2. Burial services revenue deferral

In prior periods the sale of the grave was recognised once the full amount is paid. The Group recognised the full transaction price of memorial park sales (which included both the right to a burial plot and the associated burial (interment) service) as revenue at the point in time when the customer made full payment and the burial certificate was issued.

Based on the outcome of the JSE proactive monitoring review we concluded that the burial right and the burial service represents two distinct performance obligations within the contract.

As a result of this reassessment performed, revenue for the burial right continues to be recognised at a point in time when control transfers (on the date of receipt of full payment), however, revenue for the burial service is now deferred (recognised in trade and other payables) and recognised at a point in time when the interment service is performed.

The above two corrections had the following impact:

	As previously reported	Restatement 1	Restatement 2	Restated
Impact on Opening Balance as at 1 March 2023				
Retained Income	1 040 813 265	–	(8 424 152)	1 032 389 113
Trade and other payables	360 504 294	–	8 424 152	368 928 446
Impact on Statement of Comprehensive Income as at 28 February 2024				
Revenue	1 284 539 758	7 261 201	(935 977)	1 290 864 982
Cost of Sales	(934 510 643)	(5 037 478)	–	(939 548 121)
Finance Cost	(57 300 560)	(2 223 723)	–	(59 524 283)
Profit after tax	196 801 196	–	(935 977)	195 865 219
Impact on Statement of Financial Position as at 28 February 2024				
Retained Income	1 251 252 682	–	(9 360 130)	1 241 892 552
Trade and other payables	290 924 698	–	9 360 130	300 284 828

14. Financial instruments

The carrying value (when excluding transaction cost amortised) of all financial instruments is equal to the fair value of those instruments at 28 February 2025. The carrying value of borrowings (when excluding transaction cost amortised) as at 28 February 2025 was R1.112 billion, with a corresponding fair value of R1.112 billion.

15. Dividends

The Board has approved a dividend of 8.63703 cents per share. In the 2024 financial year, the Board approved a dividend of 9.49350 cents per share which was paid in June 2024.

16. Going concern

Based on the latest results for the year ended 28 February 2025, the latest Board approved budget for the 2026 financial year, as well as the available bank facilities and cash-generating capability, Calgro M3 satisfies the criteria of a going concern.

17. Events after reporting period

Subsequent to the end of the reporting period, Ms Kholeka Mzondeki was appointed to the Board of Directors, on 9 May 2025, effective 1 June 2025.

Ms Mzondeki will replace Mr Hauptfleisch as Chairman of the Audit and Risk Committee, who sadly passed away after a short illness.

18. JSE Listings Requirements

The summarised consolidated financial statements have been prepared in accordance with the Listings Requirements of the JSE.

19. Corporate governance

Corporate governance forms one of the foundational layers of the Calgro M3 strategy as we understand that transparency, integrity and accountability need to permeate everything that we do.

The Board of Directors endorses the principles contained in King IV™. Calgro M3's application of these principles is set out in the 2025 ESG report as well as the King IV™ application register, and is, in accordance with the JSE Listings Requirements, available on the Company's website. Please contact Mrs S van Schalkwyk of Juba Statutory Services, Group company secretary, for any additional information.

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF ANNUAL GENERAL MEETING

Calgro M3 Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2005/027663/06)
Share code: CGR ISIN: ZAE000109203
("Calgro M3" or "the Company")

Notice is hereby given to all shareholders of the Company as at Monday, 12 May 2025, that the Annual General Meeting ("AGM" or "Annual General Meeting") of shareholders or any postponement or adjournment thereof, will be held at 10:00 on Wednesday, 25 June 2025 at the Calgro M3 Boardroom, Calgro M3 Building, Ballywoods Office Park, 33 Ballyclare Drive, Bryanston, Sandton or via an electronic link (see details on page 88) to: (i) deal with such other business as may lawfully be dealt with at the AGM; and (ii) consider and, if deemed fit to pass, with or without modification, the following ordinary and special resolutions, in the manner required by the Companies Act, No. 71 of 2008, as amended ("Companies Act"), as read with the JSE Limited ("JSE") Listings Requirements ("JSE Listings Requirements") and the Company's Memorandum of Incorporation ("Memorandum of Incorporation"), which meeting is to be participated in and voted at by shareholders as at Friday, 20 June 2025, being the record date to attend, participate, speak and vote at the AGM in terms of section 62(3)(a), read with section 59(1)(b) of the Companies Act.

Important dates to note	2025
Record date to be able to receive this notice of annual general meeting ("Notice")	**Friday, 02 May 2025**
Notice of Annual General Meeting electronically distributed to shareholders and posted to those who requested such	**Monday, 12 May 2025**
Last day to trade in order to be eligible to vote at the AGM	**Tuesday, 17 June 2025**
Record date to be able to vote at the AGM	**Friday, 20 June 2025**
Forms of proxy to be received by no later than 10:00 on	**Monday, 23 June 2025**
AGM to be held at 10:00 on	**Wednesday, 25 June 2025**

Voting

- Shareholders entitled to attend and vote at the Annual General Meeting may appoint one or more proxies to attend, speak and vote thereat in their stead. A proxy need not be a member of the Company. A form of proxy, which sets out the relevant instructions for its completion, is enclosed for the use of a certificated shareholder or own-name registered dematerialised shareholder who wishes to be represented at the Annual General Meeting. Completion of a form of proxy will not preclude such shareholder from attending and voting (in preference to that shareholder's proxy) at the Annual General Meeting.
- The instrument appointing a proxy and the authority (if any) under which it is signed must reach the Company's transfer secretaries, Computershare Investor Services (Pty) Ltd, at the address given below by not later than 10:00 on Monday, 23 June 2025.
- Dematerialised shareholders, other than own-name registered dematerialised shareholders, who wish to attend the Annual General Meeting in person will need to request their CSDP or broker to provide them with the necessary letter of representation in terms of the custody agreement entered into between such shareholders and the CSDP or broker.
- Dematerialised shareholders, other than own-name registered dematerialised shareholders, who are unable to attend the Annual General Meeting and who wish to be represented thereat, must provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between the shareholder and the CSDP or broker in the manner and time stipulated therein.
- Shareholders present in person, by proxy or by the authorised representative shall, on a show of hands, have one vote each and, on a poll, will have one vote in respect of each share held.
- In terms of the Companies Act, any shareholder or proxy who intends to attend or participate at the Annual General Meeting must include identification documents. A green bar-coded identity document or identity card issued by the South African Department of Home Affairs, a driver's licence or a valid passport will be accepted at the Annual General Meeting as sufficient forms of identification.

Quorum

The shareholders' meeting may not begin until sufficient persons are present (in person or represented by proxy) at the shareholders' meeting to exercise, in aggregate, at least 25% of all the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the shareholders' meeting. A matter to be decided at the shareholders' meeting may not begin to be considered unless sufficient persons are present at the meeting (in person or represented by proxy) to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised on that matter at the time the matter is called on the agenda.

For the purpose of counting a quorum at any time, a shareholder who is personally present or represented at the meeting at that time, or who participates in person or through a representative electronically, shall be counted towards the quorum at that time.

Agenda

Presentation of the audited annual financial statements

The audited annual financial statements of the Company (as approved by the Board of Directors of the Company ("Board")) ("Annual Financial Statements"), including the independent auditor's report, the directors' report, the Remuneration Report, the Audit and Risk Committee report and the Social and Ethics Committee Report for the year ended 28 February 2025 are presented to shareholders. A summarised version of the audited Annual Financial Statements is included on pages 58 to 79 of this Integrated Annual Report.

The complete audited Annual Financial Statements can be found on the Company's website, and may be requested and obtained in person, at no charge, from the company secretary at sirkien@juba.co.za.

Report of the Social and Ethics Committee

The Company's Social and Ethics Committee report, read with the detailed ESG report published on the Company's website, will serve as the Committee's report to the Company's shareholders on the matters within its mandate at the annual general meeting (AGM). Any specific questions for the Committee may be sent to the Company Secretary prior to the AGM.

Note:
For any of the ordinary resolutions numbers 1 to 14, excluding ordinary resolution number 14.1 and 14.2, to be adopted, more than 50% of the voting rights exercised on each such ordinary resolution must be exercised in favour thereof.

For ordinary resolution number 13 to be adopted, more than 75% of the voting rights exercised on such ordinary resolution must be exercised in favour thereof.

For any of the special resolutions numbers 1 to 4 to be adopted, at least 75% of the voting rights exercised on each such special resolution must be exercised in favour thereof.

For avoidance of doubt, all references to the Audit and Risk Committee of the Company is a reference to the audit committee as contemplated in the Companies Act.

Ordinary business

1. Ordinary Resolution Number 1: Re-election of Non-Executive Director

"Resolved that RB Patmore, who retires by rotation in terms of the Memorandum of Incorporation of the Company and being eligible, offers himself for re-election, be and is hereby re-elected as a Director."

An abbreviated curriculum vitae in respect of RB Patmore may be viewed on page 38 of the Company's Integrated Annual Report in which this Notice of AGM is included.

The Remuneration and Nominations Committee has considered RB Patmore's past performance, contribution to the Company and his independence and recommends that he be re-elected as a Director of the Company.

Reason for ordinary resolution number 1

The reason for ordinary resolution number 1 is that the Memorandum of Incorporation of the Company, the JSE Listings Requirements and to the extent applicable, the Companies Act require that one-third of the Non-Executive Directors retire at the Annual General Meeting and, if eligible, may offer themselves for re-election as Directors.

2. Ordinary Resolution Number 2: Confirmation of appointment of independent Non-Executive Director

"Resolved that the appointment of K Mzondeki on 9 May 2025, effective 1 June 2025, be and is hereby confirmed and that she herewith be elected as a director of the Company."

An abbreviated curriculum vitae in respect of K Mzondeki is included below:
Ms Mzondeki leads a portfolio career, sitting on several JSE listed company boards as an independent non-executive director. She is an internationally (United Kingdom) qualified chartered accountant (FCCA, UK) and has extensive experience in senior finance executive roles of FD and CFO.

She currently sits on the Nampak, Thungela Resources, where she serves as Chairman of the Audit Committee, and SARB boards and previously Chairman of Trudon (a Telkom subsidiary of which she sat on the main board). She has served as non-executive Board member on a number of JSE Listed entities across the construction, property and mining sectors.

Skill set: She has strong financial and business qualifications with an impressive record of accomplishment of more than 25 years of hands-on experience in strategic planning and implementation, company setup, and listing, business turnaround and transformation. Her strength also lies in her experience across industries, living and working in different countries.

Reason for ordinary resolutions number 2

The reason for ordinary resolutions number 2 is that the Memorandum of Incorporation of the Company, the JSE Listings Requirements and the Companies Act stipulate that all director appointments made by the Board, must be confirmed by shareholders through an election at the first subsequent AGM following such appointment.

3. Ordinary Resolution Number 3: Appointment of new Non-Executive Director

"Resolved that the appointment of LCH Chou on 25 June 2025, as a shareholders representative, be and is hereby confirmed and that he herewith be appointed as a director of the Company."

An abbreviated curriculum vitae in respect of LCH Chou is included below:
LCH Chou is the Chairman and co-founder of Sygma Investments & Consulting, a private investment firm based in Cape Town. Sygma holds interests in international brand distribution, retail, niche logistics and investments in marketable securities and treasury management. Previously, LCH Chou served as CEO of Snowball Wealth, a private investment company that was ultimately acquired by Conduit Capital Limited. LCH Chou currently serves as CEO of Conduit Capital Limited.

Skills set: 20 years of experience in investment and capital allocation with focus on shareholder centric corporate governance practices.

Reason for ordinary resolutions number 3

The reason for ordinary resolutions number 3 is that the Memorandum of Incorporation of the Company, the JSE Listings Requirements and the Companies Act requires the appointment of directors by those entitled to exercise voting rights.

Shareholders have approached the Calgro M3 Holdings Limited Board of Directors requesting the appointment of a shareholders representative. The Board of Directors saw no objection to this request. The suggested candidate has followed the processes and procedures required for nomination to the Board of Directors.

4. Ordinary Resolution Number 4: Re-appointment of auditor

"Resolved that Forvis Mazars be and is hereby re-appointed as auditor of the Company for the ensuing financial year or until the next Annual General Meeting of the Company, whichever is the later, with the designated auditor being Miles Fisher, as registered auditor and partner in the firm, on the recommendation of the Audit and Risk Committee of the Company."

Reason for ordinary resolution number 4

The reason for ordinary resolution number 4 is that the Company, being a public listed company, must have its financial results audited by its appointed auditor, and such auditor must be appointed or re-appointed, as the case may be, at each Annual General Meeting of the Company, as required by the Companies Act, the JSE Listings Requirements and the Memorandum of Incorporation of the Company.

5. Ordinary Resolution Number 5: Re-appointment of Audit and Risk Committee member

"Resolved that ME Gama, being eligible, be and is hereby re-appointed as a member of the Audit and Risk Committee of the Company until the next Annual General Meeting of the Company, as recommended by the Board."

An abbreviated curriculum vitae in respect of ME Gama may be viewed on page 39 of the Company's Integrated Annual Report in which this Notice of AGM is included.

6. Ordinary Resolution Number 6: Re-appointment of Audit and Risk Committee member

"Resolved that, subject to the passing of Ordinary resolution Number 1, RB Patmore, being eligible, be and is hereby re-appointed as a member of the Audit and Risk Committee of the Company until the next Annual General Meeting of the Company, as recommended by the Board."

An abbreviated curriculum vitae in respect of RB Patmore may be viewed on page 38 of the Company's Integrated Annual Report in which this Notice of AGM is included.

7. Ordinary Resolution Number 7: Appointment of Audit and Risk Committee member

"Resolved that K Mzondeki, being eligible, be and is hereby appointed as a member of the Audit and Risk Committee of the Company, until the next Annual General Meeting of the Company, as recommended by the Board."

Refer to ordinary resolution number 2 for an abbreviated curriculum vitae in respect of K Mzondeki.

Reason for ordinary resolution numbers 5 to 7

The reason for ordinary resolution numbers 5 to 7 (inclusive) is that the Company, being a public listed company, must appoint an audit committee as prescribed by sections 66(2) and 94(2) of the Companies Act, which also requires that the members of such audit committee be appointed, or re-appointed, as the case may be, at each Annual General Meeting of such company.

8. Ordinary Resolution Number 8: Re-appointment of Social and Ethics Committee member

"Resolved that ME Gama, being eligible, be and is hereby re-appointed as a member of the Social and Ethics Committee of the Company, until the next Annual General Meeting of the Company, as recommended by the Board."

An abbreviated curriculum vitae in respect of ME Gama may be viewed on page 39 of the Company's Integrated Annual Report in which this Notice of AGM is included.

9. Ordinary Resolution Number 9: Re-appointment of Social and Ethics Committee member

"Resolved that, T Moodley, being eligible, be and is hereby re-appointed as a member of the Social and Ethics Committee of the Company, until the next Annual General Meeting of the Company, as recommended by the Board."

An abbreviated curriculum vitae in respect of T Moodley may be viewed on page 39 of the Company's Integrated Annual Report in which this Notice of AGM is included.

10. Ordinary Resolution Number 10: Re-appointment of Social and Ethics Committee member

"Resolved that S Naicker, being eligible, be and is hereby re-appointed as a member of the Social and Ethics Committee of the Company, until the next Annual General Meeting of the Company, as recommended by the Board."

An abbreviated curriculum vitae in respect of S Naicker may be viewed on page 40 of the Company's Integrated Annual Report in which this Notice of AGM is included.

Reason for ordinary resolutions numbers 8 to 10

Reason for ordinary resolutions numbers 8 to 10 (inclusive) is that the Company, being a public listed company, must appoint a social and ethics committee, and the Companies Act requires that the members of such committee be appointed, or re-appointed, as the case may be, at each Annual General Meeting of such company. After considering and assessing the qualifications, experience, past performance, and contribution of the relevant directors, the Board recommends that the individuals identified in ordinary resolutions numbers 8 to 10 be elected as members of the Company's Social and Ethics Committee at the AGM.

11. Ordinary Resolution Number 11: General payments to shareholders

"Resolved that, in terms of clauses 5.1.1.3 and 21 of the Company's Memorandum of Incorporation, the Directors of the Company be and are hereby authorised to pay, by way of reduction of share premium, capital distributions to shareholders of the Company in lieu of a dividend. Such distributions shall be made pro rata to all shareholders and be amounts equal to the amounts which the Directors would have declared and paid out of profits of the Company as interim and final dividends in respect of the financial year ended 28 February 2025. This authority shall not extend beyond the date of the AGM following the date of the AGM at which this resolution is being proposed, or 15 months from date of the resolution being adopted, whichever is the earlier date. This authority is subject to the provisions of the Companies Act and to the Directors being satisfied that after considering the effect of such maximum payment, the:

- Company and its subsidiary/ies ("the Group") will in the ordinary course of business be able to pay its debts for a period of 12 months after the date of this Notice of AGM;
- assets of the Company and the Group will be in excess of the liabilities of the Company and the Group for a period of 12 months after the date of this Notice of AGM. For this purpose, the assets and liabilities will be recognised and measured in accordance with the accounting policies used in the latest audited Annual Financial Statements of the Group;
- share capital and reserves of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of this Notice of AGM; and
- working capital of the Company and the Group will be adequate for ordinary business purposes for a period of 12 months after the date of this Notice of AGM."

Shareholders are referred to the explanatory notes set out under special resolution number one (termed "Reason and effect of special resolution number one"), which apply mutatis mutandis to this resolution.

Reason for ordinary resolution number 11

The reason for ordinary resolution number 11 is to seek a general authority and approval for the payment, by way of reduction of share premium, of capital distributions to shareholders of the Company in lieu of a dividend.

12. Ordinary Resolution Number 12: Placing unissued shares under Directors' control

"Resolved that all the unissued ordinary shares in the authorised share capital of the Company, as well as the ordinary shares held as treasury shares (treasury shares), be and are hereby placed under the control of the Directors of the Company, who are authorised to allot and issue these unissued shares and/or dispose of these treasury shares on such terms and conditions as they may determine in their sole and absolute discretion, until the next Annual General Meeting of the Company, subject to the provisions of the Companies Act, the Company's Memorandum of Incorporation and the JSE Listings Requirements."

Reason for ordinary resolution number 12

The reason for ordinary resolution number 12 is to seek a general authority and approval for the unissued shares in the authorised share capital of the Company to be placed under the control of the Directors of the Company, who are authorised to allot and issue the authorised but unissued shares in the share capital of the Company to enable the Company to take advantage of business opportunities that might arise.

13. Ordinary Resolution Number 13: General authority to issue shares for cash

"Resolved that the Directors of the Company be and are hereby authorised, by way of a general authority, to:

- allot and issue all or any of its authorised but unissued ordinary shares in the capital of the Company placed under their control, for cash (including the issue of any options to subscribe for, or securities that are convertible into such ordinary shares); and/or
- sell or otherwise dispose of any ordinary shares in the capital of the Company held as treasury shares (treasury shares) by subsidiaries of the Company, for cash;
- as they in their discretion may deem fit, subject to the Companies Act, the Memorandum of Incorporation of the Company and the provisions of the Listings Requirements of the JSE, subject to the following limitations:
  - the authority shall be valid until the next Annual General Meeting of the Company, provided it shall not extend beyond 15 months from the date of this resolution;
  - in the event that the securities issued represent, on a cumulative basis, 5% or more of the number of securities in issue prior to that issue, an announcement containing the full details of such issue, in accordance with the JSE Listings Requirements, shall be published on SENS;
  - issues for cash in any one financial year may not exceed 15% of the issued shares in the share capital of the Company (net of treasury shares), as at the date of the Notice of AGM, being 17 157 236 ordinary shares;
  - any shares issued for cash under the authority must be deducted from the number above;
  - in the event of a subdivision or consolidation of issued shares during the period when this authority is valid, the existing authority must be adjusted accordingly to represent the same allocation ratio;
  - any such issue will only be comprised of securities of a class already in issue or, if this is not the case, will be limited to such securities or rights that are convertible into a class already in issue;
  - any such issue will only be made to public shareholders as defined in paragraphs 4.25 to 4.27 of the JSE Listings Requirements and not to related parties, save therefore that related parties may participate in a general issue for cash through a bookbuild process provided that (i) related parties may only participate with a maximum bid price at which they are prepared to take-up shares or at book close price and in the event of a maximum bid price and the book closes at a higher price the relevant related party will be "out of the book" and not be allocated shares; and (ii) equity securities must be allocated equitably "in the book" through the bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the bookbuild; and
  - in determining the price at which an issue of shares may be made in terms of this authority, the maximum discount permitted will be 10% of the volume weighted average traded price of those shares as determined over the 30 business days prior to the date that the price of the issue is agreed between the Company and the party subscribing for the securities. The JSE will be consulted for a ruling if the securities have not traded in such 30 business day period."

Reason for ordinary resolution number 13

Should listed entities wish to issue shares for cash (other than issues by way of rights offers, in consideration for acquisitions and/or in connection with duly approved share incentive schemes), it is necessary for the Board to obtain prior authority from shareholders in accordance with the JSE Listings Requirements and the Memorandum of Incorporation of the Company contemplated in ordinary resolution number 13 above, but it is also necessary to obtain the prior authorisation of shareholders in accordance with the Companies Act and JSE Listings Requirements. The reason for ordinary resolution number 13 is accordingly to obtain such general authority from shareholders to issue shares, and to dispose of treasury shares, for cash in compliance with the JSE Listings Requirements and the Memorandum of Incorporation of the Company. The authority granted in terms of this ordinary resolution number 13 must accordingly be read together with the authority granted in terms of ordinary resolution number 12 above and any exercise thereof will be subject to the conditions contained in this ordinary resolution number 13.

Shareholders are referred to the explanatory notes set out under special resolution number 1 (termed "Reason and effect of special resolution number one") which apply mutatis mutandis to this resolution.

14. Ordinary Resolution Number 14: Endorsement of the Remuneration Policy and Implementation Report on the Remuneration Policy

It is proposed that shareholders pass the following ordinary resolutions numbers 14.1 and 14.2 as standalone, non-binding advisory votes:

Ordinary resolution number 14.1

"Resolved that the Company's remuneration policy, as set out on page 41 of the Company's Integrated Annual Report in which this Notice of AGM is included, be and is hereby approved by way of a non-binding advisory vote of shareholders of the Company in terms of the King IV™ Report on Corporate Governance."

Ordinary resolution number 14.2

"Resolved that the implementation report in respect of its remuneration policy, as set out on page 49 of the Company's Integrated Annual Report in which this Notice of AGM is included, be and is hereby endorsed as a non-binding advisory vote of shareholders of the Company in terms of the King IV™ Report on Corporate Governance."

Reason for ordinary resolutions numbers 14.1 and 14.2

The reason for ordinary resolutions numbers 14.1 and 14.2 are that King IV™ recommends, and the JSE Listings Requirements require, that the remuneration policy and implementation report of the Company be endorsed through separate non-binding advisory votes by shareholders at the Annual General Meeting of a Company. Failure to pass these resolutions will not have legal consequences relating to existing remuneration agreements. However, the Board will take the outcome of the vote into consideration when assessing the Company's remuneration policy and implementation report.

Should 25% or more of the votes exercised in respect of ordinary resolution number 14.1 and/or ordinary resolution number 14.2 be against either resolution, or both resolutions, the Company will issue an invitation to those shareholders who voted against the applicable resolution to engage with the Company.

Special business

15. Special Resolution Number 1: General authority to repurchase shares

"Resolved, as a special resolution, that the Company and its subsidiaries be and are hereby authorised, as a general approval, to repurchase any of the shares issued by the Company, upon such terms and conditions and in such amounts as the Directors may from time to time determine, but subject to the provisions of sections 46 and 48 of the Companies Act, the Memorandum of Incorporation of the Company and the JSE Listings Requirements, including, inter alia, that:

(a) the general repurchase of shares shall be implemented through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Company and/or its relevant subsidiaries and the counterparty;

(b) the general authority shall be valid only until the next Annual General Meeting of the Company provided that it shall not extend beyond 15 months from the date of this resolution;

(c) the general repurchase(s) shall in any one financial year be limited to a maximum of 20% of the Company's issued share capital of that class at the time that this resolution is passed;

(d) a resolution has been passed by the Board approving the repurchase, that the Group has satisfied the solvency and liquidity test as defined in the Companies Act and that, since the solvency and liquidity test was applied, there have been no material changes to the financial position of the Group;

(e) in terms of section 48(2)(b)(i) of the Companies Act, subsidiaries may not hold more than 10%, in aggregate, of the number of the issued shares of any class of a company. For the avoidance of doubt, (i) a pro rata repurchase by the Company from all its shareholders; and (ii) intra-group repurchases by the Company of its shares from wholly owned subsidiaries, share incentive schemes pursuant to Schedule 14 of the JSE Listings Requirements and/or non-dilutive share incentive schemes controlled by the Company, where such repurchased shares are to be cancelled, will not require shareholder approval, save to the extent as may be required by the Companies Act;

(f) repurchase(s) must not be made at a price more than 10% above the weighted average of the market price for the shares for the five business days immediately preceding the date that the transaction is effected. The JSE will be consulted for a ruling if the Company's securities have not traded in such five business day period;

(g) an announcement must be published as soon as the Company and/or its subsidiaries have acquired shares constituting, on a cumulative basis, 3% of the initial number of ordinary shares in issue at the time of the granting of this authority, giving full details of such acquisitions and for each 3% in aggregate of the initial number of ordinary shares acquired thereafter by the Company and/or its subsidiaries;

(h) the Company will, at any point in time, appoint only one agent to effect any repurchase(s) on the Company's behalf;

(i) the Company may not effect a repurchase during any prohibited period as defined in terms of the JSE Listings Requirements unless there is a repurchase programme in place, which programme has been submitted to the JSE in writing prior to the commencement of the prohibited period and executed by an independent third party, as contemplated in terms of paragraph 5.72(h) of the JSE Listings Requirements; and

(j) such repurchase(s) shall be subject to the provisions of the Companies Act, the Company's Memorandum of Incorporation and the JSE Listings Requirements."

Reason for and effect, if passed, of special resolution number 1

The reason for and effect, if passed, of special resolution number 1 is to grant the Directors of the Company a general authority in terms of the Memorandum of Incorporation of the Company and the JSE Listings Requirements for the acquisition by the Company or by a subsidiary of the Company of shares issued by the Company, which authority shall be valid until the earlier of the next Annual General Meeting of the Company or the variation or revocation of such general authority by special resolution by any subsequent general meeting of the Company, provided that the general authority to repurchase shares shall not extend beyond 15 months from the date of this Annual General Meeting. The passing and registration of this special resolution will have the effect of authorising the Company or any of its subsidiaries to acquire shares issued by the Company.

Shareholders are notified that, although no arrangements have been put in place, a general repurchase of shares is being contemplated. The Company's share price is currently not in line with executive management's valuation of the Company. This authority will provide the Board with the necessary flexibility to repurchase shares in the market, should the Board believe that it is in the interest of the Company to do so.

Shareholders are referred to the explanatory notes attached to this Notice of AGM for further disclosures in respect of this general authority to repurchase shares in terms of paragraph 11.26 of the JSE Listings Requirements.

16. Special Resolution Number 2: Remuneration of Non-Executive Directors

"Resolved in terms of section 66(9) of the Companies Act, that the fees paid to the Non-Executive Directors of the Company set out below, be and is hereby approved on the following basis up and to the date of the next Annual General Meeting of the Company:

Category	Remuneration 2026	Remuneration 2025
Chairman	**R343 875 annual retainer** **R52 500 per meeting attended**	R327 500 annual retainer R50 000 per meeting attended
Lead independent	**R278 250 annual retainer**	R265 000 annual retainer
Board member	**R233 625 annual retainer**	R222 500 annual retainer
	R33 075 per meeting attended	R31 500 per meeting attended
Audit and Risk Committee		
Chairman	**R47 250 per meeting attended**	R45 000 per meeting attended
Member	**R29 925 per meeting attended**	R28 500 per meeting attended
Remuneration and Nomination Committee		
Chairman	**R41 475 per meeting attended**	R39 500 per meeting attended
Member	**R27 300 per meeting attended**	R26 000 per meeting attended
Social and Ethics Committee		
Chairman	**R41 475 per meeting attended**	R39 500 per meeting attended
Member	**R27 300 per meeting attended**	R26 000 per meeting attended
Investment Committee		
Chairman	**R41 475 per meeting attended**	R39 500 per meeting attended
Member	**R27 300 per meeting attended**	R26 000 per meeting attended

Reason for and effect, if passed, of special resolution number 2

Special resolution number 2 is proposed in order to comply with section 66(9) of the Companies Act, which requires the approval of Directors' fees prior to the payment of such fees.

The effect of special resolution number 2 is that, if approved by the shareholders at the Annual General Meeting, the fees payable to Non-Executive Directors until the next Annual General Meeting of the Company will be on the basis set out above.

17. Special Resolution Number 3: Financial assistance to related and inter-related companies

"Resolved, in terms of section 45(3)(a)(ii) of the Companies Act, as a general approval, that the Board be and is hereby authorised to approve that the Company provides any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in section 45(1) of the Companies Act) that the Board may deem fit to any company or corporation that is related or inter-related ("related" and "inter-related" will herein have the meanings attributed thereto in section 2 of the Companies Act) to the Company, other than subsidiaries ("subsidiaries" will herein have the meaning attributed to it in section 3 of the Companies Act) of the Company on the terms and conditions and for amounts that the Board may determine, provided that the aforementioned approval shall be valid until the date of the next Annual General Meeting of the Company."

Reasons for and effect, if passed, of special resolution number 3

The reason for and effect, if passed, of special resolution number 3 is to grant the Directors of the Company the authority, until the next Annual General Meeting of the Company, to provide direct or indirect financial assistance to any company or corporation which is related or inter-related to the Company, other than South African subsidiaries of the Company. It being noted that, pursuant to the Companies Amendment Act, No. 16 of 2024, approval by shareholders for financial assistance to a South African subsidiary of the Company is no longer required under the Companies Act, as amended. This means that the Company is, inter alia, authorised to grant loans to a company or corporation that is related or inter-related to the Company and to guarantee the debt of such related or inter-related company or corporation.

Shareholders are referred to the explanatory note attached to this Notice of AGM for further information in respect of special resolution number 3.

18. Special Resolution Number 4: Financial assistance for the subscription and/or purchase of shares in the Company or a related or inter-related company

"Resolved, in terms of section 44(3)(a)(ii) of the Companies Act, as a general approval, that the Board be and is hereby authorised to approve that the Company provides any direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in sections 44(1) and 44(2) of the Companies Act) that the Board may deem fit to any person, including any company or corporation that is related or inter-related to the Company ("related" and "inter-related" will herein have the meanings attributed thereto in section 2 of the Companies Act) and/or to any financier who provides funding by subscribing for preference shares or other securities in the Company or in any company or corporation that is related or inter-related to the Company, on the terms and conditions and for amounts that the Board may determine for the purpose of, or in connection with the subscription for any option, or any shares or other securities, issued or to be issued by the Company or by a related or inter-related company or corporation, or for the purchase of any shares or securities of the Company or of a related or inter-related company or corporation, provided that the aforementioned approval shall be valid until the date of the next Annual General Meeting of the Company."

Reasons for and effect, if passed, of special resolution number 4

The reason for and effect, if passed, of special resolution number 4 is to grant the Directors the authority, until the next Annual General Meeting of the Company, to provide financial assistance to any person, including any company or corporation which is related or inter-related to the Company and/or to any financier for the purpose of or in connection with the subscription or purchase of options, shares or other securities in the Company or any related or inter-related company or corporation. This means that the Company is authorised, inter alia, to grant loans to its subsidiaries and to guarantee and furnish security for the debt of its subsidiaries where any such financial assistance is directly or indirectly related to a party subscribing for options, shares or securities in the Company or its subsidiaries. A typical example of where the Company may rely on this authority is where a wholly owned subsidiary raises funds by way of issuing preference shares, and the third party funder requires the Company to furnish security, by way of a guarantee or otherwise, for the obligations of its wholly owned subsidiary to the third-party funder arising from the issue of the preference shares.

In terms of and pursuant to the provisions of sections 44 and 45 of the Companies Act, the Directors of the Company confirm that the Board will satisfy itself, after considering all reasonably foreseeable financial circumstances of the Company, that immediately after providing any financial assistance as contemplated in special resolution numbers 3 and 4 above:

- the assets of the Company (fairly valued) will equal or exceed the liabilities of the Company (fairly valued) (taking into consideration the reasonably foreseeable contingent assets and liabilities of the Company); and
- the Company will be able to pay its debts as they become due in the ordinary course of business for a period of 12 months.

In addition, the Board will only approve the provision of any financial assistance contemplated in special resolutions numbers 3 and 4 above, where:

- the Board is satisfied that the terms under which any financial assistance is proposed to be provided, will be fair and reasonable to the Company; and
- all relevant conditions and restrictions (if any) relating to the granting of financial assistance by the Company as contained in the Company's Memorandum of Incorporation have been met.

Other business

To transact such other business as may be transacted at an Annual General Meeting or raised by shareholders with or without advance notice to the Company.

Information relating to the resolutions

1. Information relating to Special Resolution Number 1

The Directors of the Company or its subsidiaries will only utilise the general authority to repurchase shares of the Company as set out in special resolution number 1 to the extent that the Directors, after considering the maximum number of shares to be purchased, are of the opinion that the position of the Company and the Group would not be compromised as to the following:

- the Company and the Group's ability in the ordinary course of business to pay its debts for a period of 12 months after the date of the Notice of AGM and for a period of 12 months thereafter;
- the assets of the Company and the Group (fairly valued) will at the date of the Notice of the AGM, and at the time of making such determination and for a period of 12 months after the date of the Notice of AGM be in excess of the liabilities of the Company and the Group (fairly valued). The assets and liabilities should be recognised and measured in accordance with the accounting policies used in the latest audited Annual Financial Statements of the Group;

- the ordinary share capital and reserves of the Company and the Group after the repurchase will remain adequate for the purpose of the business of the Company and the Group for a period of 12 months after the date of the Notice of the AGM and after the date of the share repurchase; and
- the working capital available to the Company and the Group after the repurchase will be sufficient for the Company and the Group's ordinary business purposes for a period of 12 months after the date of the Notice of the AGM and for a period of 12 months after the date of the share repurchase.

Other disclosures in terms of section 11.26 of the Listings Requirements of the JSE

In compliance with paragraph 11.26 of the Listings Requirements, the information listed below has been included in the Integrated Annual Report, in which this Notice of AGM is included, at the places indicated below:

- Major shareholders: page 91 of this Notice of AGM.
- Share capital of the Company: page 83, note 48 of the notes to the Annual Financial Statements.

Directors' responsibility statement

The Directors, whose names are given on page 46 of the Corporate Governance report on the Company's website and pages 37 to 40 of this Integrated Annual Report, collectively and individually accept full responsibility for the accuracy of the information given in this Notice of AGM and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, that all reasonable enquiries to ascertain such facts have been made, and that the Notice of AGM contains all information required by law and the JSE Listings Requirements.

Material changes

There has been no material change in the financial or trading position of the Company and its subsidiaries subsequent to the Company's financial year-end, being 28 February 2025, and the date of this Notice of AGM.

2. Information relating to Special Resolution Number 3

For purposes of special resolution number 3, the Board will only utilise the general authority bestowed upon them to provide direct or indirect financial assistance related to inter-related companies to the extent that the Directors, after considering the amount of financial assistance to be granted, are of the opinion that:

- immediately after providing the financial assistance, the Company would satisfy the solvency and liquidity test (as defined in the Companies Act);
- the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company; and
- all conditions or restrictions regarding the granting of financial assistance as set out in the Memorandum of Incorporation of the Company have been satisfied and the Board has passed a resolution authorising the grant of the said financial assistance ("the Board resolution") under their general authority so granted, the Company which will then provide written notice of the Board resolution to all shareholders:
  - within 10 days after adoption of the Board resolution, if the total value of all loans, debts, obligations or assistance contemplated in that resolution, together with any previous such resolution(s) during the financial year, exceeds one-tenth of 1% of the Company's net worth at the time of the Board resolution; or
  - within 30 business days after the end of the financial year, in any other case.

Electronic participation

1. If any shareholders of the Company wish to participate at the AGM electronically ("electronic facility"), they:
   - must contact the Company Secretary on 010 593 3310 or sirkien@juba.co.za, five business days prior to the AGM in order to obtain details on using the electronic facility;
   - will be required to provide reasonably satisfactory identification in terms of section 63(1) of the Companies Act; and
   - will not be able to vote at the AGM using the electronic facility and will still need to appoint a proxy to attend the AGM and to vote on their behalf.
2. The Company cannot guarantee there will not be a break in communication which is beyond the control of the Company.
3. The participant acknowledges that the electronic facility is provided by a third party and indemnifies the Company against any loss or claim arising in any way from the use of the electronic facility, regardless of the cause, and agrees that the Company will have no liability for any damages resulting from the use of the electronic facility or any failure of the electronic facility during the AGM.

By order of the Board

Sirkien van Schalkwyk
Company Secretary

12 May 2025

Sandton

FORM OF PROXY

Calgro M3 Holdings Limited
(Incorporated in the Republic of South Africa)
(Registration number: 2005/027663/06)
Share code: CGR ISIN: ZAE000109203
("Calgro M3" or "the Company")

For use by the holders of certificated shares and/or dematerialised shares held through a central securities depository participant ("CSDP") or broker who have selected "own-name" registration, registered as such at the close of business on the voting record date, at the Annual General Meeting ("AGM") to be held at 10:00 on Wednesday, 25 June 2025 at the Calgro M3 Boardroom, Calgro M3 Building, Ballywoods Office Park, 33 Ballyclare Drive, Bryanston, Sandton or via an electronic link (see details on page 87) or any postponement or adjournment thereof.

Dematerialised shareholders who have not selected "own-name" registration must inform their CSDP or broker timeously of their intention to attend and vote at the AGM or be represented by proxy thereat in order for the CSDP or broker to issue them with the necessary letter of representation to do so or provide the CSDP or broker timeously with their voting instruction, should they not wish to attend the AGM in order for the CSDP or broker to vote in accordance with their instructions at the AGM.

I/We (FULL NAMES IN BLOCK LETTERS PLEASE)

of (ADDRESS)

Telephone number: Cellphone number:

Email address:

being the registered holder/s of ordinary shares in Calgro M3 hereby appoint:

(see note 1 below) or failing him/her,

(see note 1 below) or failing him/her,

the Chairperson of the AGM, as my/our proxy to act for me/our behalf at the AGM and at each adjournment thereof in accordance with the following instructions (see note 3 below)

	Number of votes		
	For	**Against**	**Abstain**
Ordinary resolution number 1: Re-election of Non-Executive Director (RP Patmore)			
Ordinary resolution number 2: Confirmation of appointment of independent Non-Executive Director			
Ordinary resolution number 3: Confirmation of appointment of new Non-Executive Director			
Ordinary resolution number 4: Re-appointment of auditor			
Ordinary resolution number 5: Re-appointment of Audit and Risk Committee member (ME Gama)			
Ordinary resolution number 6: Re-appointment of Audit and Risk Committee member (RB Patmore)			
Ordinary resolution number 7: Re-appointment of Audit and Risk Committee member (K Mzondeki)			
Ordinary resolution number 8: Re-appointment of Social and Ethics Committee member (ME Gama)			
Ordinary resolution number 9: Re-appointment of Social and Ethics Committee member (T Moodley)			
Ordinary resolution number 10 Re-appointment of Social and Ethics Committee member (S Naicker)			
Ordinary resolution number 11: General payments to shareholders			
Ordinary resolution number 12: Placing unissued shares under Directors' control			
Ordinary resolution number 13: General authority to issue shares for cash			
Ordinary resolution number 14.1: Non-binding advisory vote on Calgro M3's Remuneration Policy			
Ordinary resolution number 14.2: Non-binding advisory vote on Calgro M3's Implementation Report on the Remuneration Policy			
Special resolution number 1: General authority to repurchase shares			
Special resolution number 2: Remuneration of Non-Executive Directors			
Special resolution number 3: Financial assistance to related and inter-related companies			
Special resolution number 4: Financial assistance for the subscription and/or purchase of shares in the Company or a related or inter-related company			

* *One vote per share held by shareholders recorded in the register on the voting record date.*

Date

Signed at on 2025

Signature

Assisted by me (where applicable) (state capacity and full name)

NOTES TO THE FORM OF PROXY

1. A shareholder may insert the name of a proxy or the names of two alternative proxies of the shareholder's choice in the space(s) provided, with or without deleting "the Chairperson of the AGM". The person whose name appears first on this form of proxy and who is participating in the AGM will be entitled to act as proxy to the exclusion of those whose names follow.

2. A proxy appointed by a shareholder in terms hereof may not delegate his authority to act on behalf of the shareholder to any other person.

3. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the shareholder in the appropriate box provided or by the insertion of a cross if all shares should be voted on behalf of that shareholder. Failure to comply with the above will be deemed to authorise the proxy to vote or abstain from voting at the AGM as he deems fit in respect of all the shareholder's votes exercisable thereat.

4. Forms of proxy must be lodged at or posted to Computershare Investor Services (Pty) Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132, South Africa) or sent via email to proxy@computershare.co.za to be received by not later than 10:00 on Monday, 23 June 2025, provided that any form of proxy not delivered to the transfer secretaries by that time may still be provided to the transfer secretaries in the aforementioned manner or handed to the Chairperson of the AGM, at any time before the appointed proxy exercises any shareholder rights at the AGM, subject to the transfer secretaries verifying the form of proxy and proof of identification before any shareholder rights are exercised.

5. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the AGM and speaking and voting thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so. In addition to the aforegoing, a shareholder may revoke the proxy appointment by (i) cancelling it in writing or making a later inconsistent appointment of a proxy; and (ii) delivering a copy of the revocation instrument to the proxy, and to the transfer secretaries via proxy@computershare.co.za. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as at the later of the date stated in the revocation instrument, if any, or the date on which the revocation instrument was delivered in the required manner.

6. The Chairperson of the AGM may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with these notes, provided that, in respect of acceptances, he is satisfied as to the manner in which the shareholder(s) concerned wish(es) to vote.

7. Each shareholder is entitled to appoint one or more proxies (none of whom need be a shareholder of Calgro M3) to attend, speak and vote in place of that shareholder at the AGM.

8. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by Calgro M3 or Computershare Investor Services (Pty) Limited or waived by the Chairperson of the AGM.

9. Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).

10. Where there are joint holders of shares:
    10.1 any one holder may sign the form of proxy; and
    10.2 the vote of the senior (for that purpose seniority will be determined by the order in which the names of shareholders appear in the register of members) who tenders a vote (by the shareholder or by his/her proxy) will be accepted to the exclusion of the vote(s) of the other joint holder(s) of Calgro M3 shares.

11. This form of proxy may be used at any adjournment or postponement of the AGM, including any postponement due to a lack of quorum, unless withdrawn by the shareholder.

12. Summary of the rights of a shareholder to be represented by proxy, as set out in section 58 of the Companies Act:
    - a proxy appointment must be in writing, dated and signed by the shareholder appointing a proxy, and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid only until the end of the relevant shareholders' meeting;
    - a proxy may delegate the proxy's authority to act on behalf of a shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy;
    - the appointment of a proxy is suspended at any time and to the extent that the shareholder who appointed such proxy chooses to act directly and in person in the exercise of any rights as a shareholder;
    - the appointment of a proxy is revocable by the shareholder in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the Company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of (a) the date stated in the revocation instrument if any; and (b) the date on which the revocation instrument is delivered to the Company as required in the first sentence of this paragraph; and
    - if the instrument appointing the proxy or proxies has been delivered to the Company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the memorandum of incorporation of the Company to be delivered by the Company to the shareholder, must be delivered by the Company to (a) the shareholder, or (b) the proxy or proxies, if the shareholder has (i) directed the Company to do so in writing; and (ii) paid any reasonable fee charged by the Company for doing so.

SHAREHOLDER DIARY

Financial year-end	28 February 2025
Results released on SENS	12 May 2025
Annual general meeting	25 June 2025
Half-year interim report	13 October 2025

Belhar Lofts

ANALYSIS OF SHAREHOLDERS

Shareholders' spread analysis as at 28 February 2025:

	Number of shareholders	%	Number of shares	%
Total shares in issue	5 602	100.00	114 381 575	100.00
Non-public shares	7	0.13	27 309 804	23.88
Public shares	5 595	99.87	87 071 771	76.12
Analysis of non-public shareholders				
Directors of the Company	4	0.07	9 394 355	8.21
Calgro M3 Developments (Pty) Ltd	1	0.02	7 489 631	6.55
Calgro M3 Employee Benefit Trust	1	0.02	5 212 909	4.56
Calgro M3 Educational Benefit Trust	1	0.02	5 212 909	4.56
	7	0.13	27 309 804	23.88

	Number of shareholders	%
Shareholders with an interest of 5% or more in shares		
Pershing LLC	15 991 392	13.98
Calgro M3 Developments (Pty) Limited	7 489 631	6.55
BPM Family Trust	7 269 075	6.39
Mr WJ Lategan	6 619 507	5.79
Mr LCH Chou	6 200 000	5.42
	43 569 605	38.10

GENERAL INFORMATION

Calgro M3 Holdings Limited
Incorporated in the Republic of South Africa

Registration number
2005/027663/06

Share code
CGR

ISIN
ZAE000109203

Registered office and business address
Calgro M3 Building
Ballywoods Office Park
33 Ballyclare Drive
Bryanston
2196

Postal address
Private Bag X33
Craighall
2024

Published
12 May 2025

Transfer secretaries
Computershare Investor Services

Bankers
First National Bank
Standard Bank
Nedbank

Auditor
Forvis Mazars
Registered Auditor

Debt and equity sponsors
PSG Capital

Appointed debt officer
SU Naicker

Secretary
Juba Statutory Services, represented by Sirkien van Schalkwyk

Directors

BP Malherbe	Executive
SU Naicker	Executive
W Williams	Executive
A Langson	Executive
H Ntene	Independent Non-Executive Chairman
RB Patmore	Independent Non-Executive
GS Hauptfleisch	Independent Non-Executive
ME Gama	Independent Non-Executive
TP Baloyi	Independent Non-Executive
TC Moodley	Independent Non-Executive

Preparer
The financial statements were internally compiled by R van Maarleveld CA(SA) under the supervision of SU Naicker CA(SA).

Level of assurance
These financial statements have been audited by our external auditor Forvis Mazars in accordance with the applicable requirements of the Companies Act 71 of 2008.

South Hills

CALGRO M3
Group

www.calgrom3.com