

integrated
report

2025



our 2025 integrated reporting suite

Primeserv Group Limited's 2025 Integrated Reporting Suite is presented as three separate documents, as indicated below.

integrated report (published on 31 July 2025)



The Integrated Report is our primary report to stakeholders. It shows the relationship between the interdependent elements of value creation at Primeserv.

annual financial statements (published on 31 July 2025)



The Annual Financial Statements provide a comprehensive overview of Primeserv's financial position (consolidated and separate) and enable our stakeholders to understand our financial performance.

notice of annual general meeting (published on 31 July 2025)



The Notice of Annual General Meeting ("AGM") provides supporting information for shareholders to participate in the AGM and contains a Form of Proxy.

The reporting suite is available on the following link:

<https://primeserv.co.za/investor-relations/>

For quick and easy access, scan the QR code on your smartphone



Follow us online at www.primeserv.co.za

- Direct access to all the above reports is available on release
- Our website has detailed investor, governance and business information

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navigating the six capitals

-  financial capital
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-  social and relationship capital
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Acronyms and abbreviations have been used throughout this report, as outlined in the Glossary of Terms on page 46.

introduction to the report

Primeserv’s Integrated Reporting Suite 2025 comprises three separate documents, being the:

- Integrated Report;
- Annual Financial Statements; and
- Notice of AGM.

We are pleased to present the Primeserv Group’s Integrated Report for the year ended 31 March 2025, which reports on the performance of the company and its subsidiaries, all of which operate within South Africa, with a presence in the UAE.

This Integrated Report includes a snapshot of the group’s financial performance and an analysis of the annual financial statements, and reports on our non-financial performance in key areas such as strategy, value creation, operational activity, governance, risk management and in accordance with the recommended practices outlined in King IV™.

material issues and stakeholder engagement

Primeserv is committed to conducting the group’s business in an ethical, transparent and responsible way to maintain a viably sustainable business that creates long-term value for all of its stakeholders.

This report has, therefore, been compiled in compliance with the principles and standards of integrated reporting as set out by the IFRS Foundation’s Integrated Thinking Principles, which align with our strategy, purpose and values as a large employer operating in South Africa.

The report focuses on information that is material to the group’s business, and provides a concise overview of its performance, prospects and ability to create sustainable value for all its stakeholders. The legitimate interests of all stakeholders have been considered and all material information available has been included in this Integrated Report.

preparation of the integrated report

In compiling the Integrated Reporting Suite, the reporting frameworks set out in the following legislation and guidelines were considered:

- the Companies Act
- the JSE Limited Listings Requirements ("LR")
- King IV™
- IFRS® Accounting Standards
- the IFRS Foundation’s Integrated Reporting Framework

The contents of this Integrated Report are broadly comparable with those of the 2024 Integrated Report.

forward-looking statements

Certain statements contained in this report are forward-looking and have been included for the information of stakeholders. The Board believes these statements to be reasonable and accurate as at the date of publication. Final results could, however, differ materially from those set out in the forward-looking statements due to factors such as changes in economic and market conditions or changes in the regulatory environment.

These statements are not a guarantee of future performance and may only be regarded as informed opinions based on Primeserv’s business model, strategy and operating environment. Any subsequent oral or written forward-looking statements attributable to the group or anyone authorised to act on its behalf are qualified in their entirety by this cautionary statement. Primeserv also accepts no responsibility for undertaking or distributing updates or revisions to any forward-looking statement contained in this report or to react to any changes in expectations, events, conditions or circumstances that have informed these forward-looking statements, which have neither been reviewed nor audited by the group’s auditors, PKF Octagon Incorporated.

contacts

Primeserv’s executive directors for the reporting period were Merrick Abel (CEO) and Raphael Sack (FD). They can be contacted at the company’s registered office.

Primeserv’s Integrated Reporting Suite 2025 is available in electronic format on the group’s website: www.primeserv.co.za and any queries regarding or related to the report are welcomed at the following email address: IR@primeserv.co.za.

approval of the integrated report

The Board of Directors acknowledges that it is responsible for ensuring the integrity of the group’s Integrated Report and has therefore carefully considered the relevant guidelines for integrated reporting. It is of the opinion that this report addresses all material issues and fairly presents the integrated performance and impacts of the group.

David L Rose Independent Chairperson	Merrick Abel CEO	Raphael Sack FD
Saul Klein Independent non-executive director	Letepe M Maisela Independent non-executive director	Kefilwe M Matjila Independent non-executive director

30 July 2025

All signatures have been removed to protect the security and privacy of the signatories.

about us

our business

Primeserv is a JSE-listed company, focused on providing innovative and customised client-centric Integrated Business Support Services to clients across various industries and sectors. Our goal is to provide value-added services so as to enhance our clients' capabilities, efficiencies, productivity and performance through the optimisation of human capital. Our Integrated Business Support Services focus on the implementation, management and measurement of human capital, made possible through a comprehensive range of services supported by market-leading web-based systems. These include specialised staffing services, functional outsourcing and productivity services, skills training and consulting services, and related fulfilment and support services.

Partnering with an Integrated Business Support Services provider like Primeserv enables our clients to benefit from fully managed services and solutions and creates space for them to focus on their strategic objectives and core competencies.

our focus

Primeserv is strongly committed to the development and successful advancement of people, as we believe this to be key to the development of our economy and our society. Through our depth of expertise and industry knowledge, we recognise that the efficacy of Integrated Business Support Services and human capital management is dependent upon having up-to-date knowledge, skills, capabilities, experience and training. These attributes are imperative to develop an individual's employability and the potential for career enhancement. Mindful of all these factors and the employment challenges facing both employers and employees in South Africa today, Primeserv focuses on skills and capacity development for the country's youth through learnership programmes, all of which enhance individual employability and the potential for career advancement.

Primeserv's offering is driven by an overarching philosophy of continuous improvement. In understanding our clients' needs, we combine a collaborative approach with ongoing solutions-focused innovation. In our own business, we have found that encouraging responsible leadership at all levels is key in fostering a culture of inclusiveness, teamwork and a passion for excellence in client service.



financial highlights

our 2025 results at a glance

REVENUE

increased by **13%**
to R1 074.3 million

OPERATING PROFIT

increased by **46%**
to R35.0 million

PROFIT BEFORE TAXATION

increased by **42%**
to R40.2 million

EPS

increased by **29%**
to 42.16 cents

HEPS

increased by **29%**
to 42.16 cents

TOTAL DIVIDENDS PER SHARE

increased by **24%**
to 15.50 cents

NAV PER SHARE

increased by **11%**
to 295 cents

TANGIBLE NAV PER SHARE

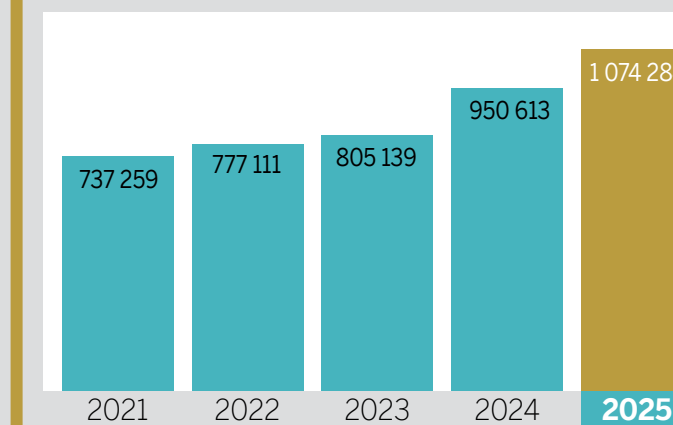
increased by **12%**
to 253 cents

NET CASH

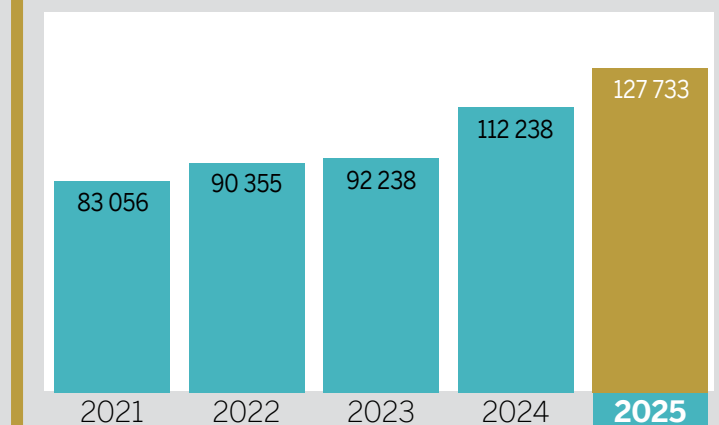
increased by **15%**
to R75.8 million

five-year historical performance

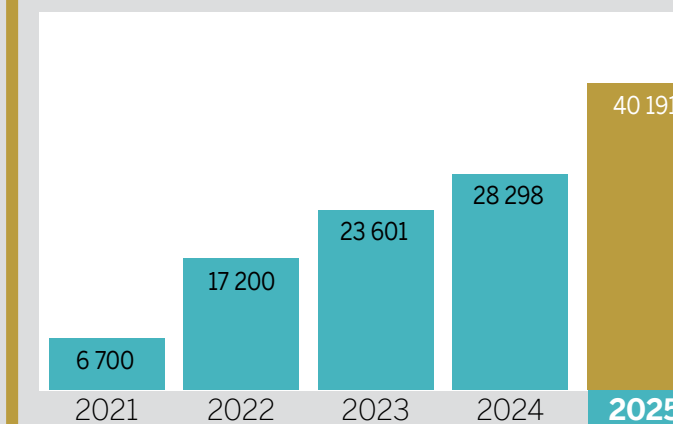
revenue (R'000)



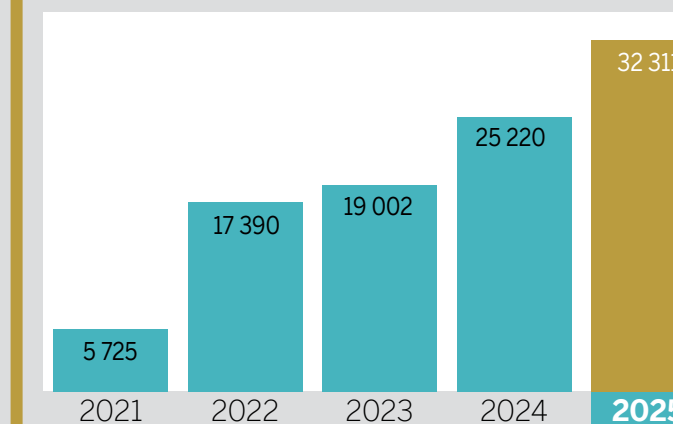
gross profit (R'000)



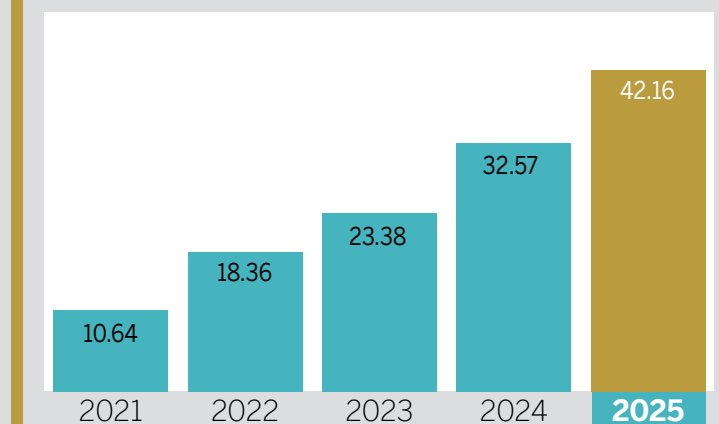
profit before tax (R'000)



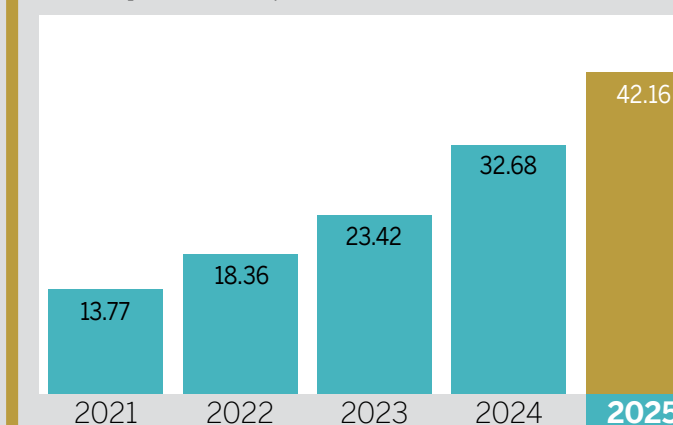
profit after tax (R'000)



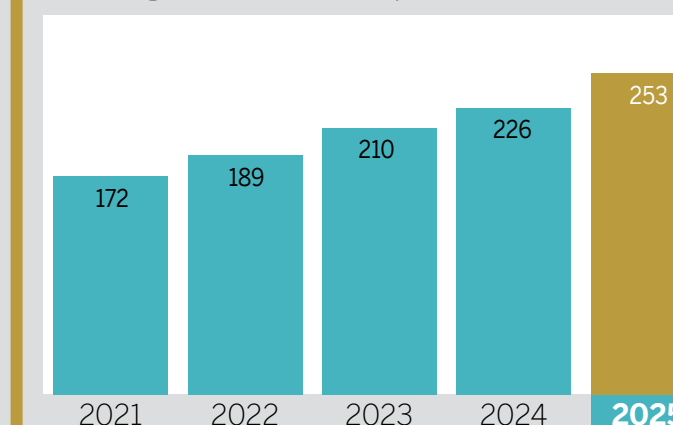
eps (cents per share)



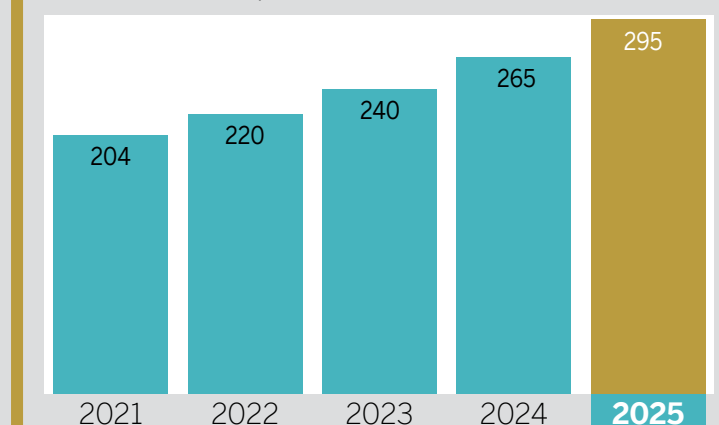
heps (cents per share)



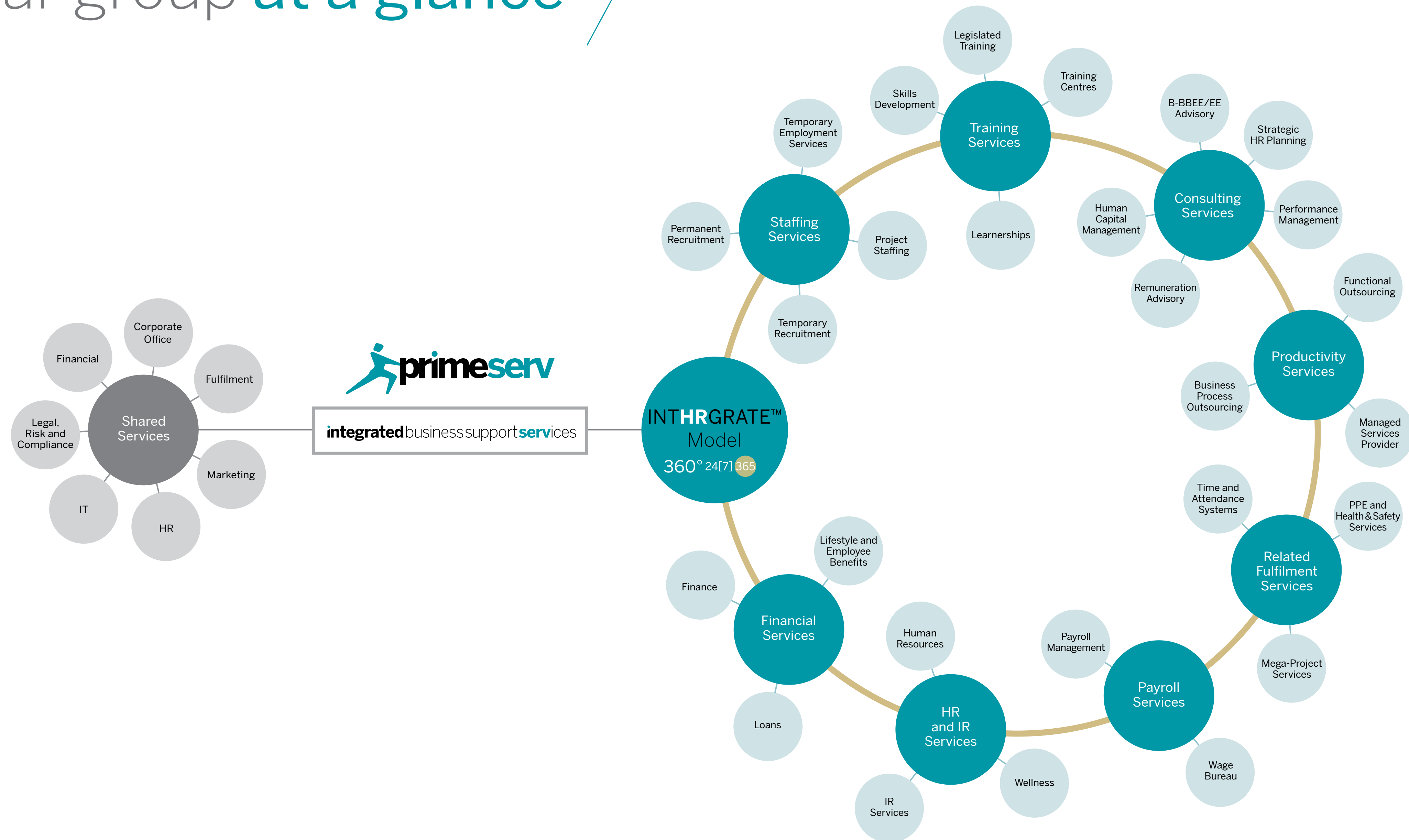
tangible nav (cents per share)



nav (cents per share)



our group at a glance



our value proposition

competitive differentiators

The foundation of our competitiveness in providing value-added Integrated Business Support Services includes client-centricity, specialist knowledge, innovative systems, and inclusiveness.

These are evidenced by:

- A collaborative approach to understand our clients' specific needs
- Bespoke services and solutions to achieve our clients' strategic business objectives
- An extensive national operational network of industry-specific professional teams
- Deep, insightful knowledge and experience in Integrated Business Support Services
- Full legislative and regulatory compliance for complete peace of mind
- Market-leading client service excellence supported by the proprietary Primeserv INTHRGRATE™ Model
- Robust monitoring against performance objectives to deliver enhanced performance and productivity
- Entrenched culture of diversity, inclusion and transformation at all levels
- Strong B-BBEE credentials

our pledge

- Demonstrate integrity in everything we do
- Work together to achieve common goals
- Celebrate innovation and cherish performance
- Perform with professionalism, skill and care
- Exceed clients' expectations every day
- Be conscious and respectful of our environment

Primeserv has an established reputation in the market as a JSE-listed company and as a leading provider of client-centric Integrated Business Support Services.

Primeserv adds value to our clients by enhancing their productivity, performance and profitability. Our goal is to maintain our ability to adapt and assist our clients promptly, empowering them to achieve their objectives in the demanding business landscape of South Africa.

We strive to develop and deliver innovative mechanisms to provide customised and relevant solutions to meet the specific human capital needs of our clients – while, importantly, ensuring that our clients are fully compliant with all relevant legislation and regulatory requirements.

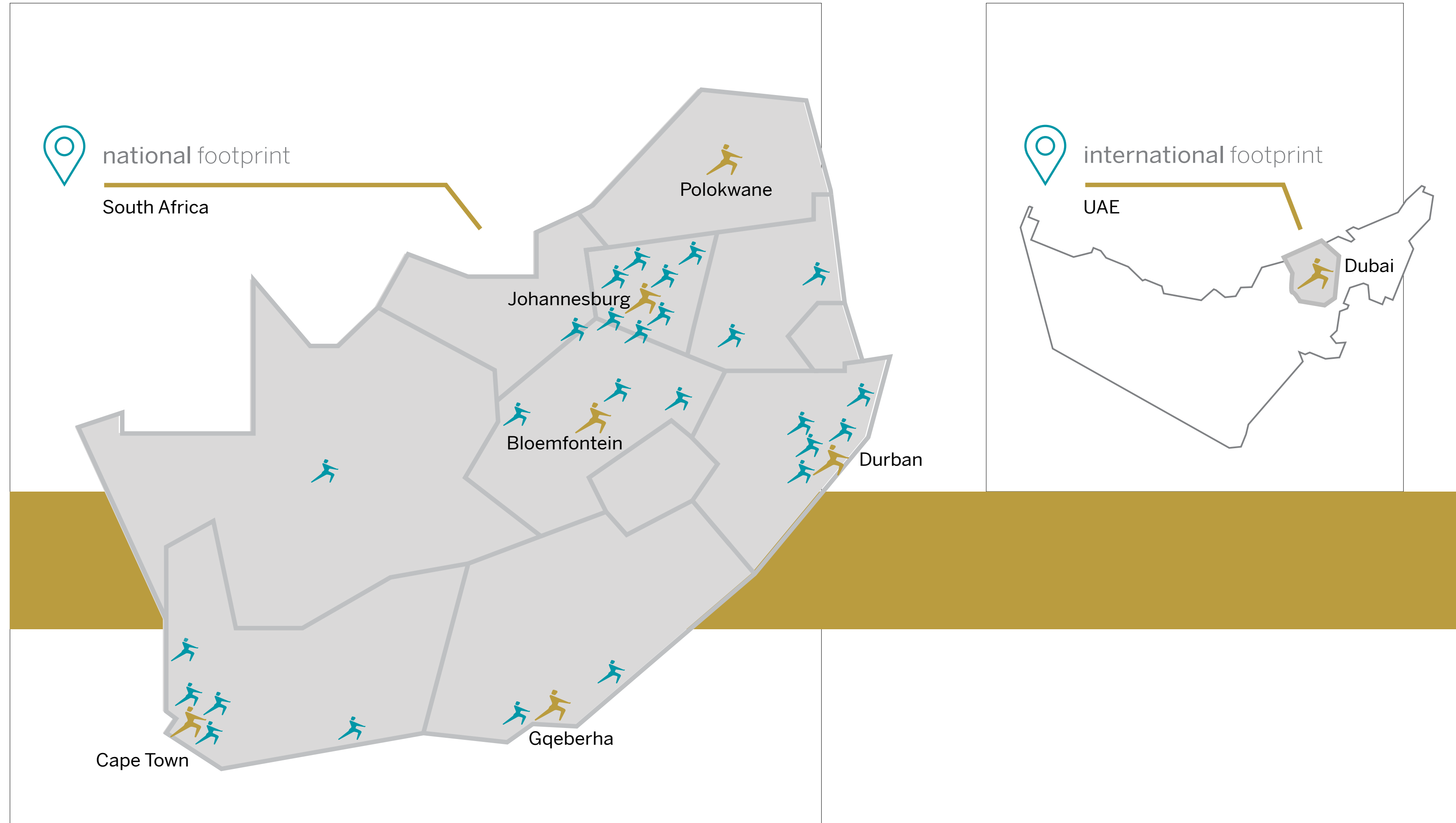
At the heart of our service offering is Primeserv's proprietary INTHRGRATE™ model which has been developed using in-depth understanding of both our clients' businesses and the complexities of human capital management.

INTHRGRATE™ guides an integrated approach to human capital management, determining the correct portfolio of services for each client. Considering the unique business strategy, objectives, and structure of each client, we develop a tailored and functional solution that addresses the needs of the organisation in question.

our difference

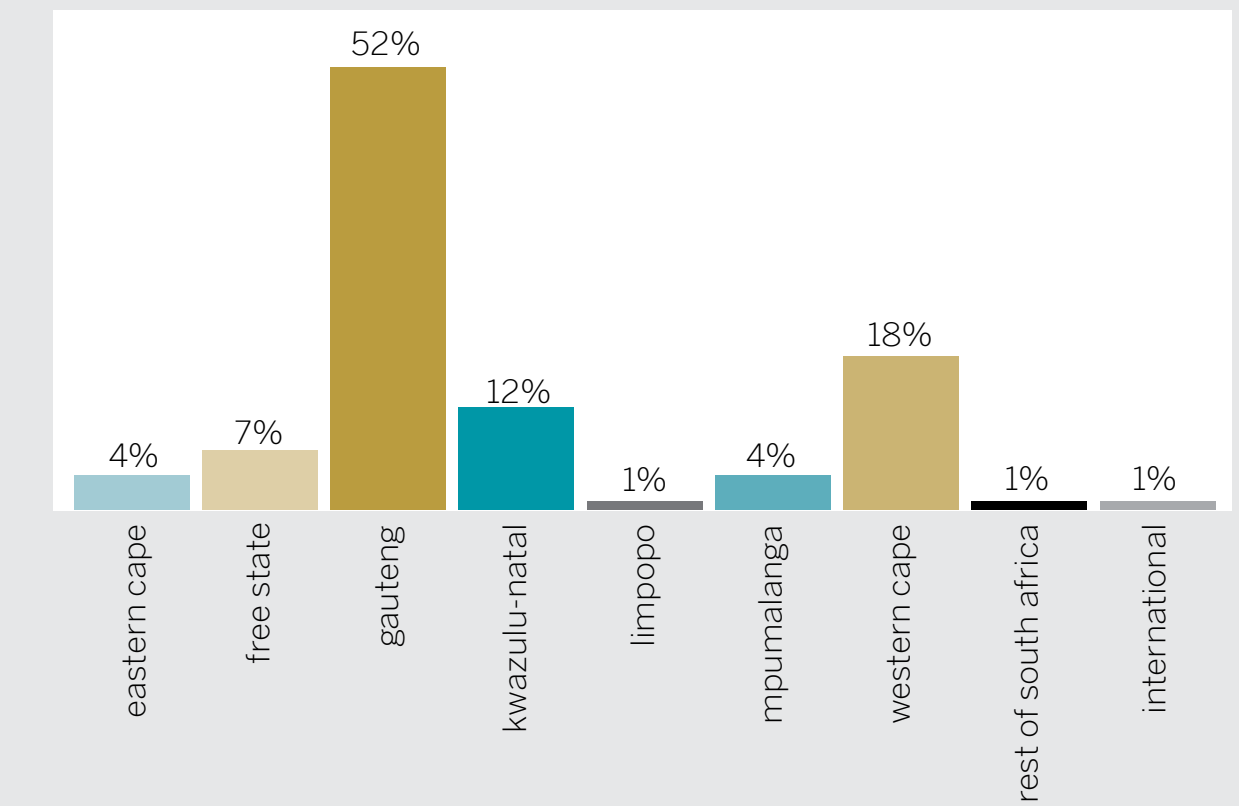


our geographic footprint

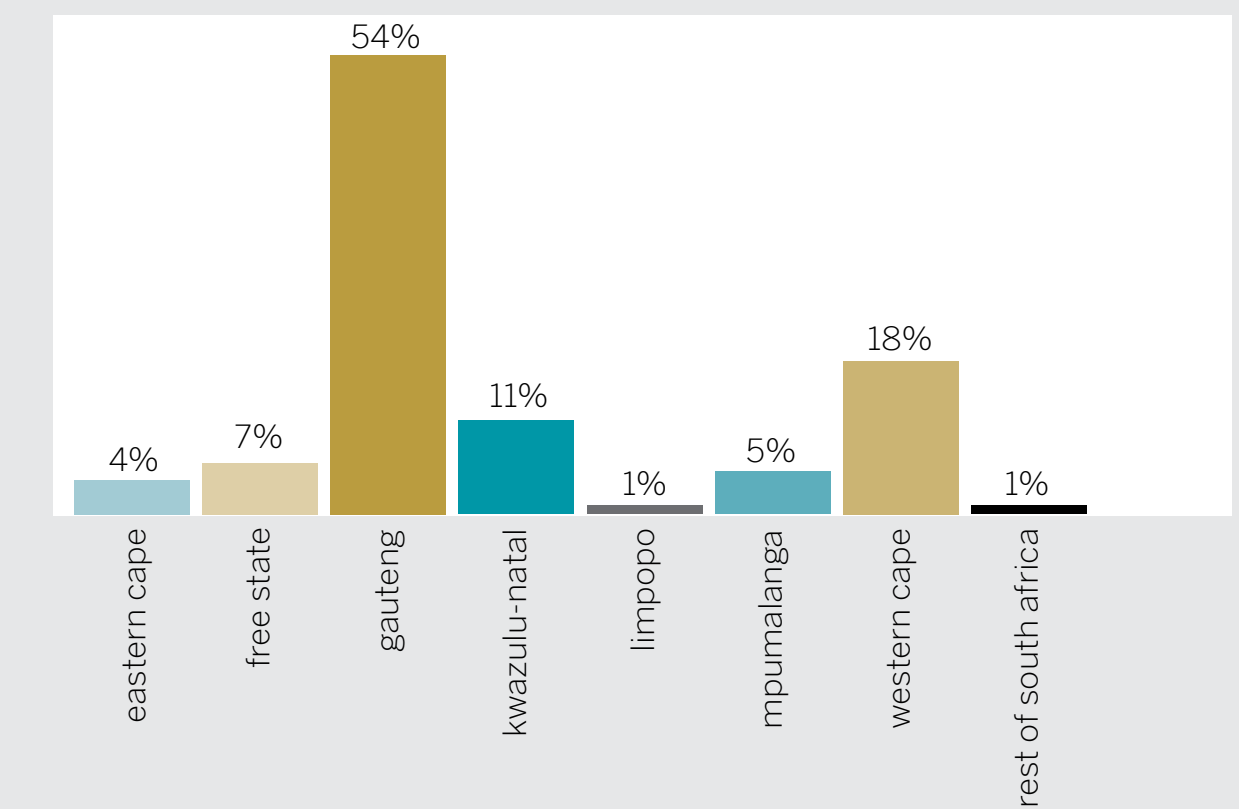


revenue by geographic region

2025



2024



our **INTHRGRATE™** model

Our proprietary client services management model, Primeserv **INTHRGRATE™**, informs and supports our services offering to our clients, whether they need a fully integrated and comprehensive solution or a modular service. The **INTHRGRATE™** service is offered at no extra cost to our clients.

Sectors and industries we service:

- Agriculture
- Automotive
- Banking
- Building and Construction
- Design and Draughting
- Drivers and Transportation
- Engineering and Fabrication
- Facilities Management
- Financial and Insurance
- Food Production
- FMCG
- Government Services
- Harbours and Railways
- Hospital, Nursing and Medical
- Logistics and Distribution Centres
- Mechanical
- Mega-projects
- Merchandising
- Mining
- Paper and Pulp
- Petrochemical
- Pharmaceutical
- Power Generation
- Retail and Wholesale
- Secretarial and Office Support
- Tourism and Hospitality
- Telecoms
- Telemarketing and Call Centres
- Warehousing
- Waste Management



how we create value



The Primeserv group creates value by using six key capital inputs, namely financial, human, intellectual, manufactured, social and relationship and natural capital. Through our business operations in various industries, we convert our capitals into a range of products and services. By ensuring the prompt delivery of these high-value outputs to our clients, we add value that benefits the business and its stakeholders. Primeserv’s strategy is aimed at unlocking and creating value for shareholders through dividend distributions and capital growth. Our value is unlocked through key objectives, and effected through targeted implementation within three primary areas, namely our business, our services and the market, as follows:

Business

Our strategic intent

Establishing, maintaining and growing, where possible, a sound financial position to facilitate both organic and acquisitive growth

Our strategic objectives

- To:
- deliver economically measurable value to our clients
 - diversify our service offerings to include higher margin businesses
 - partner with our clients to support economic growth in South Africa

Our strategic implementation

- Through:
- nurturing a culture of strong values and ethics
 - practising financial discipline and maximising efficiencies

Services

Our strategic intent

- Investing in enhancing our service and product offerings, wherever possible, to maintain industry leading quality and delivery
- Developing our human capital through continuous skills development to cultivate a skilled and capable staff complement
- Maintaining strong and experienced executive and management teams tasked with optimising and monitoring service excellence

Our strategic objectives

- To:
- attract, retain and develop suitably-qualified, well-trained and capable personnel
 - promote a process of continuous innovation
 - constantly align our products and services to our clients’ strategic objectives to meet their specific needs
 - evolve our service offerings in line with the dynamic labour environment

Our strategic implementation

- Through:
- frequent and meaningful interaction with clients to align our products and services to their needs and to provide service excellence
 - targeted benchmarking to ensure that products and services are aligned to our clients’ needs as well as international best practice
 - market-leading, cloud-based enabling technology that enhances our service delivery

Market

Our strategic intent

Securing, maintaining and developing short- and long-term contractual business to deliver real and consistent growth in earnings

Our strategic objectives

- To:
- constantly grow our client base and market reach
 - enhance and effect meaningful transformation, diversity and inclusion in the workplace, both for our clients and for ourselves

Our strategic implementation

- Through:
- advancing youth employment opportunities in South Africa
 - in-depth knowledge of market dynamics and trends
 - representation on key industry bodies
 - market, client and staff surveys to assess internal performance relative to desired outcomes



our business model

Primeserv’s business model drives our process of value creation. It utilises inputs that have been defined in accordance with our strategy and operational business plans to create outputs in the form of products and services. The process of converting inputs into outputs using operational resources produces added-value outcomes, both for the business and its stakeholders.

inputs



financial capital

- Equity funding
- Debt funding
- Internal cash resources



manufactured capital

- Enabling technology
- IT hardware
- Proprietary IT systems and software
- Vehicles and transportation
- Tools and equipment
- Infrastructure



intellectual capital

- Proven leadership skills
- Ethical values and responsible leadership
- Sound business strategy
- Implementable business plans
- Risk management processes and procedures
- Corporate governance aligned with international best practice



human capital

- Experienced executive and management teams
- Suitably qualified, well-trained and capable personnel
- Carefully selected and managed assignees
- Reliable and compliant suppliers and service providers
- Continuous training and skills development
- Staff career advancement programmes



social and relationship capital

- Strong organisational and company-specific culture
- Positive employee relations
- Collaborative partnerships
- Active and constructive relationships with government, labour and employer organisations
- Active memberships of industry bodies
- Established CSI programme



natural capital

- Air
- Water
- Electricity
- Fuel
- Paper
- Reduce Reuse Recycle

business activities

- Strategy development and implementation
- Tactical business plan development and execution
- Investment and financial management
- Risk management and mitigation processes
- Client needs assessments
- Development, provision, management and monitoring of customised and Integrated Business Support Services
- Resource allocation
- Brand management
- Marketing
- Logistics
- Administration

impacts on our business

- Macro-economic and socio-economic conditions
- Political instability
- Unstable labour environment
- Labour legislation and regulations
- B-BBEE compliance requirements
- Digitisation and automation
- Local and international governance requirements
- JSE LR
- Civil unrest
- Load shedding/load reduction
- Artificial Intelligence

operating environment

- Geared to macro-economic conditions
- Highly competitive and price sensitive
- Hampered by skills shortages
- Influenced by disruptive technologies and automation
- Characterised by low growth and high levels of unemployment
- Socio-economic and political unrest
- Environmental disasters
- Geopolitical conflicts
- Supply chain constraints
- Unreliable power generation
- Inflationary environment
- Artificial Intelligence

outputs

A comprehensive range of primarily human capital related Integrated Business Support Services delivered through the group’s national infrastructure:

- Human capital consulting services
- Functional outsourcing services
- Business process outsourcing
- Productivity services
- Staffing and recruitment services
- Accredited training and skills development services
- Payroll management services
- Fulfilment services
- Employee support services
- Shared services
- Performance and productivity monitoring
- Real-time and in-depth management reporting
- Labour market research



outcomes



financial capital

- Business stability
- Sustainable revenue and profits
- Robust balance sheet
- Fair remuneration
- Tax contributions
- Long-term sustainability
- Value creation
- Dividends to shareholders



manufactured capital

- Modern, connected regional hubs
- National branch network
- Client-specific sites
- Mobile sites
- Shared services hub
- Innovation hub
- Technologically advanced training centres
- Online training
- Innovative systems and technology
- Continuous benchmarking of expertise and service excellence



intellectual capital

- Proprietary INTHRGRATE™ operating model
- Unique intellectual property
- Customised and proprietary systems and procedures
- Legal and regulatory compliance
- Influence in the labour industry



human capital

- Employment opportunities
- Staff retention
- Youth advancement
- Continuous skills development
- Enhanced efficiency and productivity
- Fair labour practices
- Individual and collective empowerment
- Transformation, diversity and inclusion



social and relationship capital

- High B-BBEE ratings
- Employer of choice
- Social and economic transformation
- Socio-economic growth and development



natural capital

- Planned and well-managed use of natural resources
- Caring for the environment
- Working towards a better planet for all

independent chairperson's report



David L Rose

Independent Chairperson

“It is my privilege to present my report for the 2025 financial year in which Primeserv recorded another excellent set of results with headline earnings growing by 29%.”

primeserv in the south african economy

Primeserv's service offering spans key sectors and industries across the South African economy. As such, we closely monitor economic developments on multiple fronts. South Africa's economy remained under pressure, recording sluggish growth in both the fourth quarter of 2024 and the first quarter of 2025. GDP growth slowed to a marginal 0.1 percent (seasonally adjusted and in real terms) in Q1 2025, following a 0.4 percent increase in Q4 2024. This brought the annual growth rate for 2024 to 0.6 percent compared to 0.7 percent in 2023.

Notably, the agriculture, forestry, and fishing sector grew by 15.8 percent, contributing 0.4 percentage points to GDP growth, driven by robust activity in horticulture and animal products. The transport, storage and communication sector rose by 2.4 percent, adding 0.2 percentage points, while the finance, real estate and business services sector grew

by 0.2 percent, contributing 0.1 percentage points. The trade, catering and accommodation sector also expanded, by 0.5 percent, adding 0.1 percentage points.

However, these gains were offset by declines in key industries. The manufacturing sector contracted by 2.0 percent, subtracting 0.2 percentage points from GDP, with seven out of ten manufacturing divisions reporting negative growth. Mining and quarrying declined by 4.1 percent, largely due to weaker performance in platinum group metals, also deducting 0.2 percentage points from growth. (Source: Stats SA)

Through strong partnerships with clients who share our commitment to growth and sustainability, we are aligned towards mutual success and shared value creation. Our ability to innovate and adapt to ever-changing labour markets underscores our resilience and positions us to deliver enduring value for all stakeholders. Together, we are shaping a future defined by opportunity, growth and shared prosperity.

independent chairperson’s report (continued)

environmental, social and governance

At Primeserv, our ESG strategy focuses on advancing environmental stewardship, investing in human and social capital, and promoting socio-economic development – all anchored in strong corporate governance as the foundation of our responsible corporate citizenship.

environmental

The Board has entrusted the Social, Ethics and Transformation Committee with oversight of our environmental management and monitoring. As an investment holding company and provider of Integrated Business Support Services, Primeserv’s operations have a low overall environmental footprint. However, we believe that our role extends beyond business performance. We are committed to being a responsible corporate citizen by taking meaningful steps, wherever possible, to protect our environment as well as prevent environmental degradation from occurring, continuing or recurring.

social

employees

As a leader in progressive human capital practices, Primeserv is deeply committed to advancing equality, inclusion and diversity across all levels of the organisation. The Board endorses the principles of EE and recognises the vital role that demographic and cultural diversity plays in driving sustainable growth and transformation. We invest in the development of our people through focused training and skills development programmes aimed at enhancing productivity and operational excellence. Furthermore, our mentoring and coaching initiatives are designed to support employees in setting and achieving career goals, while identifying and preparing high-potential talent for accelerated growth and leadership opportunities – aligning with our transformation objectives and long-term ESG commitments.

communities

Our ESG strategy reflects a genuine commitment to making a meaningful difference in the communities where our employees and their families live and work. Through long-standing partnerships, we support CSI initiatives focused on community development, with a strong emphasis on youth upliftment. These efforts are closely aligned with our operational activities, which promote youth employment, learnerships and skills development – demonstrating our dedication to responsible corporate citizenship and sustainable social impact.

stakeholder engagement

We adopt a stakeholder-inclusive approach to ensure that diverse perspectives and critical insights inform our strategic priorities, strengthen our risk management practices and guide organisational development. This approach supports the creation of long-term, sustainable value for all stakeholders and reinforces our commitment to responsible corporate citizenship.

governance

The group’s commitment to high standards of governance and oversight is founded on the belief that sound governance drives superior corporate performance, creating lasting value for shareholders and all other stakeholders. Our Board’s diverse composition brings a broad spectrum of expertise and perspectives, enabling robust oversight of risks and opportunities. This ensures that the group remains accountable and responsive to the evolving needs of our stakeholders while embedding sustainability and responsible business practices at the core of our strategic decision-making.

changes to the board of directors

Subsequent to the reporting date, Professor Saul Klein was appointed to the Board as an independent non-executive director, effective 13 May 2025. Saul brings a wealth of knowledge and experience to Primeserv, and we look forward to the valuable contributions he will make as we build a mutually rewarding relationship.

appreciation

I thank my fellow non-executive directors for their astute oversight and valuable contributions to Board deliberations. The group’s strong performance reflects the inspired leadership of CEO Merrick Abel, his executive team, and the experienced management teams across Primeserv’s operations. We also extend our gratitude to our shareholders, clients, employees, regulators and communities for their continued support and engagement, which remain central to our success and sustainability.

David L Rose

Independent Chairperson

30 July 2025

ceo's report



Merrick Abel

CEO

“The 2025 financial year has been characterised by a robust performance by the group”

overview

The year under review was again marked by a volatile and uncertain global macro-environment, intensified by geopolitical unrest and persistent socio-economic challenges within South Africa. After a 310-day pause, load shedding resumed in the first quarter of 2025, further impacting an already subdued trading environment. Addressing infrastructure deficiencies, port congestion and energy challenges, along with building more resilient supply chains, remains crucial for businesses to navigate disruptions and maintain competitiveness.

South Africa's labour market deteriorated further in early 2025. The official unemployment rate rose by 1.0 percentage point to 32.9 percent in the first quarter of 2025, up from 31.9 percent in the fourth quarter of 2024. The critical issue of youth unemployment in South Africa persisted, with statistics indicating a 46.1 percent unemployment rate among young individuals aged 15-34 years. Addressing this challenge requires a comprehensive, nationwide approach that includes reforming education systems, implementing skills development initiatives and launching targeted employment programmes. Collaboration between government, the private sector and civil society is crucial to fostering an enabling environment for youth employment. Additionally, policies that encourage entrepreneurship and the growth of small businesses can empower young people to create their own opportunities. Tackling youth unemployment not only drives economic growth but also promotes social cohesion, reduces inequality and lays the groundwork for a more inclusive and prosperous society. (Source: Stats SA)

According to Stats SA's Quarterly Labour Force Survey (QLFS), the number of unemployed persons grew by 237 000 to 8.2 million in Q1 2025. Simultaneously, total employment fell by 291 000, with the number of employed persons declining from 17.1 million in Q4 2024 to 16.8 million in Q1 2025. Sectorally, employment gains were recorded in transport (+67 000), finance (+60 000) and utilities (+35 000). However, significant job losses were observed in trade (-194 000), construction (-119 000), private households (-68 000), community and social services (-45 000) and mining (-35 000). Provincial data reflected similar disparities. Employment increased in the Western Cape (+49 000), Gauteng (+9 000) and Free State (+4 000), while sharp declines were recorded in KwaZulu-Natal (-104 000), Eastern Cape (-83 000), North West (-57 000), Limpopo (-55 000), Mpumalanga (-43 000) and Northern Cape (-12 000).

ceo's report (continued)

Artificial Intelligence (AI) is profoundly transforming the job market and workplace, simultaneously creating new roles and automating routine tasks. According to the World Economic Forum’s Future of Jobs Report 2025, AI is expected to drive the most significant labour market transformation since the industrial revolution. By 2030, it is projected that AI and other information processing technologies will revolutionise 86% of businesses globally, leading to the creation of approximately 170 million new jobs while rendering around 92 million existing roles redundant. These developments highlight an economy in rapid transition, presenting both considerable challenges and opportunities due to technological advancements. Beyond employment implications, AI has the potential to impact the broader economy by increasing productivity and output, thereby fostering economic growth. However, the World Economic Forum emphasises that a primary obstacle to widespread corporate transformation remains the skills gap. Addressing this gap through targeted education, skills development and retraining initiatives will be essential to ensure that the workforce can adapt and thrive amid these technological evolutions.

Of particular relevance is Primeserv’s unwavering commitment to empowering people and unlocking their potential, especially through training and learnership programmes that create meaningful opportunities for South Africa’s youth. By equipping individuals with critical skills, we not only transform lives but also contribute to building a stronger, more inclusive society and a resilient economy. We believe that tackling unemployment and fostering broad-based participation in the workforce are vital pillars for national stability and prosperity.

At Primeserv, we embrace a holistic approach that integrates financial performance with social responsibility and long-term strategic vision. We remain steadfast in our belief that true success is measured not only by what we achieve as a business, but also by the positive, lasting impact we have on our people, clients and communities. By investing in talent development and securing sustainable contractual business, we create a foundation of stability and continuity in a dynamic economic environment.

financial review

The group delivered another robust set of results for the year, highlighted by a 13 percent increase in revenue from R950.6 million to R1.074 billion, primarily driven by organic growth. Gross profit rose by 14 percent, from R112.2 million to R127.7 million, aligning closely with revenue growth. Operating profit and EBITDA surged by 46 percent and 37 percent, respectively, supported by disciplined control of operating expenses and relatively stable fixed costs despite the overall revenue increase.

Interest income continued to increase, although interest expenses were slightly higher than the previous year, resulting in a net interest earned increase of 18 percent from R4.4 million to R5.2 million. Profit before tax increased significantly by 42 percent, from R28.3 million to R40.2 million, while profit after tax grew by 28 percent, from R25.2 million to R32.3 million. Income attributable to shareholders rose by 26 percent, from R25.0 million to R31.4 million.

EPS increased by 29 percent, from 32.57 cents to 42.16 cents, and HEPS grew by the same margin, from 32.68 cents to 42.16 cents.

Cash flows remained strong, with net cash on hand increasing by 5 percent, from R72.5 million to R75.8 million. On the back of the group’s continued solid cash generation, cash outflows related to shareholder returns – dividends paid and share buybacks – increased by 21 percent, from R10.6 million to R12.8 million. The contingent consideration paid to vendors of the Pinnacle business, acquired in 2023, also rose from R1.8 million to R3.7 million. Tax paid increased significantly by R4.8 million from R3.5 million to R8.3 million. The group remained ungeared throughout the financial year under review.

Cash invested in property, plant, and equipment decreased markedly from R6.3 million last year (which included offices purchased in Cape Town) to R0.6 million this year. The group’s days sales outstanding improved slightly from 53 days to 52 days, despite trade receivables increasing from R159.6 million to R176.2 million over the period. Overall, these metrics reflect strong liquidity and efficient working capital management.

The group's balance sheet continued to strengthen, reflecting Primeserv's solid financial position, with NAV per share rising by 11 percent, from 265 cents per share to 295 cents per share at the year-end.

review of operations

The reporting period experienced uneven and unpredictable levels of economic activity across many sectors in which the group operates. Some key sectors serviced by the group faced choppy trading conditions, particularly those dependant on frequently erratic international supply chains involving chip components and the timely delivery of seasonal inventories, which negatively impacted some clients in optimising productivity and sales outcomes.

Despite challenging market conditions, Primeserv’s nationwide Integrated Business Support Services segment performed commendably. All the group’s business units maintained their commitment to market-leading service excellence amidst a constantly evolving and uncertain environment.

Costs within the group’s Shared Services segment remained well controlled and in line with supporting the increased revenue achieved across group.

Overall, the various operating units comprising the group’s Integrated Business Support Services segment faced inconsistent market conditions. The staffing support services unit – servicing the logistics, distribution, wholesale and retail sectors – experienced fluctuating service demand and constricted margins. The heavy transport and freight services staffing services unit performed strongly, while also expanding its nationwide coverage. The project support services and specialised artisan staffing services units, which service the engineering, construction and mining industries, delivered solid results despite ongoing delays and further cancellations of anticipated major shutdowns and projects. The training and consulting services unit, offering strategic value-added services to clients, continued to produce improved outcomes.

ceo's report (continued)

Primeserv is committed to its continuous improvement programme, with a focus on delivering client-centric service excellence. The group is actively investing in further expanding its national and international infrastructure to boost service delivery capacity and capabilities. These investments include opening new service locations, upskilling personnel to optimise their skills tailored to fast moving technological changes within the work environment, enhancing operating systems through digitisation and evolving products and services to better meet and align to client needs. While these ongoing initiatives may temporarily impact short-term results, Primeserv remains committed to them as they are vital for improving operational efficiency, maintaining high service standards and fuelling long-term sustainability. Additionally, increased brand marketing and the launch of new business initiatives reinforce Primeserv’s commitment to exceeding client expectations and driving sustainable value creation for stakeholders.

The world of work is continuously changing, and in recent years, we have observed significant shifts in how we work. Trends such as the growth of remote work, along with the increasing adoption of automation and AI, are shaping the future landscape of employment. We remain mindful of these changes as we adapt and evolve our products and services to meet the needs of a dynamic world.

Integrated with Primeserv’s purpose of making a meaningful difference in people’s lives we collaborate closely with our clients to design tailored upskilling and customised training programmes. These activities empower our people to enhance their skills, improve their economic sustainability and achieve greater self-sufficiency. We remain deeply committed to addressing the urgent need for initiatives that promote youth employment, recognising that young people represent one of the most vulnerable segments of our society.

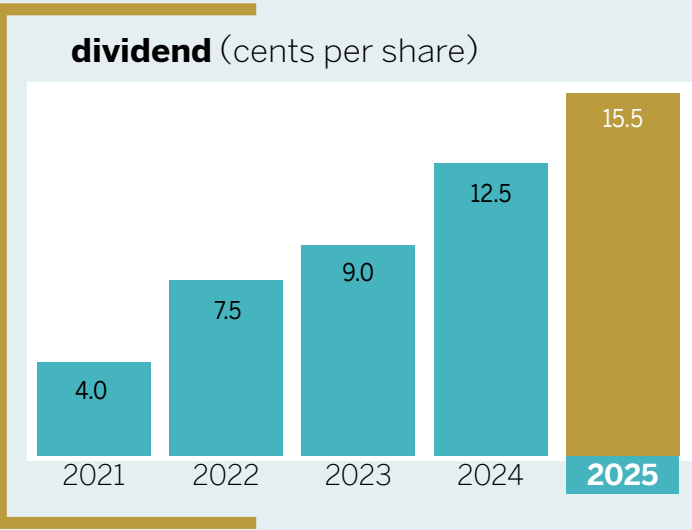
In an unpredictable, volatile and rapidly transforming world, Primeserv’s agile and client-focused integrated business support services continue to be highly pertinent and valuable. Our flexible approach allows us to swiftly adapt to emerging market conditions and client needs, ensuring that organisations can maintain operational stability and seize new opportunities amidst ongoing disruptions. By offering customised solutions across a broad spectrum of services, we help clients overcome challenges related to economic fluctuations, technological advancements and shifting industry demands.

Our emphasis on client-centricity means that we prioritise understanding each organisation’s unique environment and objectives, enabling us to deliver customised support that drives efficiency, resilience and sustainable growth. In a landscape characterised by constant upheaval, Primeserv’s proactive and adaptable strategies position us as a trusted partner – helping organisations navigate complexities confidently so as to capitalise on opportunities for long-term success.

dividend

Given the ongoing improvements in performance and cash generation the group has increased its final gross dividend for the year by 25 percent to 12.5 cents per share. This brings the total gross dividend for the full year from 12.5 cents per share to 15.5 cents per share, representing a 24 percent increase compared to the previous year.

Primeserv returns value to shareholders through a combination of share buy-backs and dividends. .



ceo's report (continued)

transformation

We aim to make a meaningful difference in the lives of our people underpins our ongoing commitment to drive transformation across the Primeserv group. We are dedicated to fostering a culture of equity, diversity and inclusion, with a particular focus on empowering and uplifting youth as well as increasing opportunities for women across all sectors and industries we serve.

Youth unemployment in South Africa remains a significant challenge, driven by factors such as a preference for experienced, older workers, rigid workplace structures, limited support for young entrepreneurs, and inadequate access to quality education and skills development. Addressing this issue requires dismantling existing power dynamics and re-examining societal attitudes and policies that reinforce exclusion. By promoting individual agency, capabilities, and freedom, we work to empower young people to take charge of their job search, secure first-time employment, and develop resilience in the workplace.

We are committed to providing equal opportunities through comprehensive training and development initiatives that enhance skills and support professional growth. These efforts increase the potential and employability of our people, fostering a more inclusive and sustainable future. As a responsible corporate citizen, we are dedicated to creating a positive impact on society, the environment and all stakeholders. Our integrated approach aims to drive sustainable growth while delivering value to our shareholders, ultimately uplifting individuals, families and communities through our corporate initiatives.

outlook

Primeserv is experiencing a stable demand for its Integrated Business Support Services, despite ongoing market volatility driven by external factors. Major challenges such as rising input costs due to inflation, inefficient supply chains, and tight operating margins create a difficult and unpredictable operating environment. These issues collectively constrain the group's organic growth prospects.

Consequently, Primeserv will direct its strategy toward pursuing acquisitions that expand and diversify our service portfolio. This targeted approach seeks to navigate current market challenges, enhance our capacity and capabilities, and better meet increasing demand while mitigating the effects of external economic pressures.

appreciation

We sincerely appreciate the valuable partnerships with our clients and service providers, as well as the ongoing support from our other stakeholders, which are fundamental to our success in delivering quality services in a rapidly evolving environment. We value the collaboration and support that help us achieve our strategic goals and sustain growth.

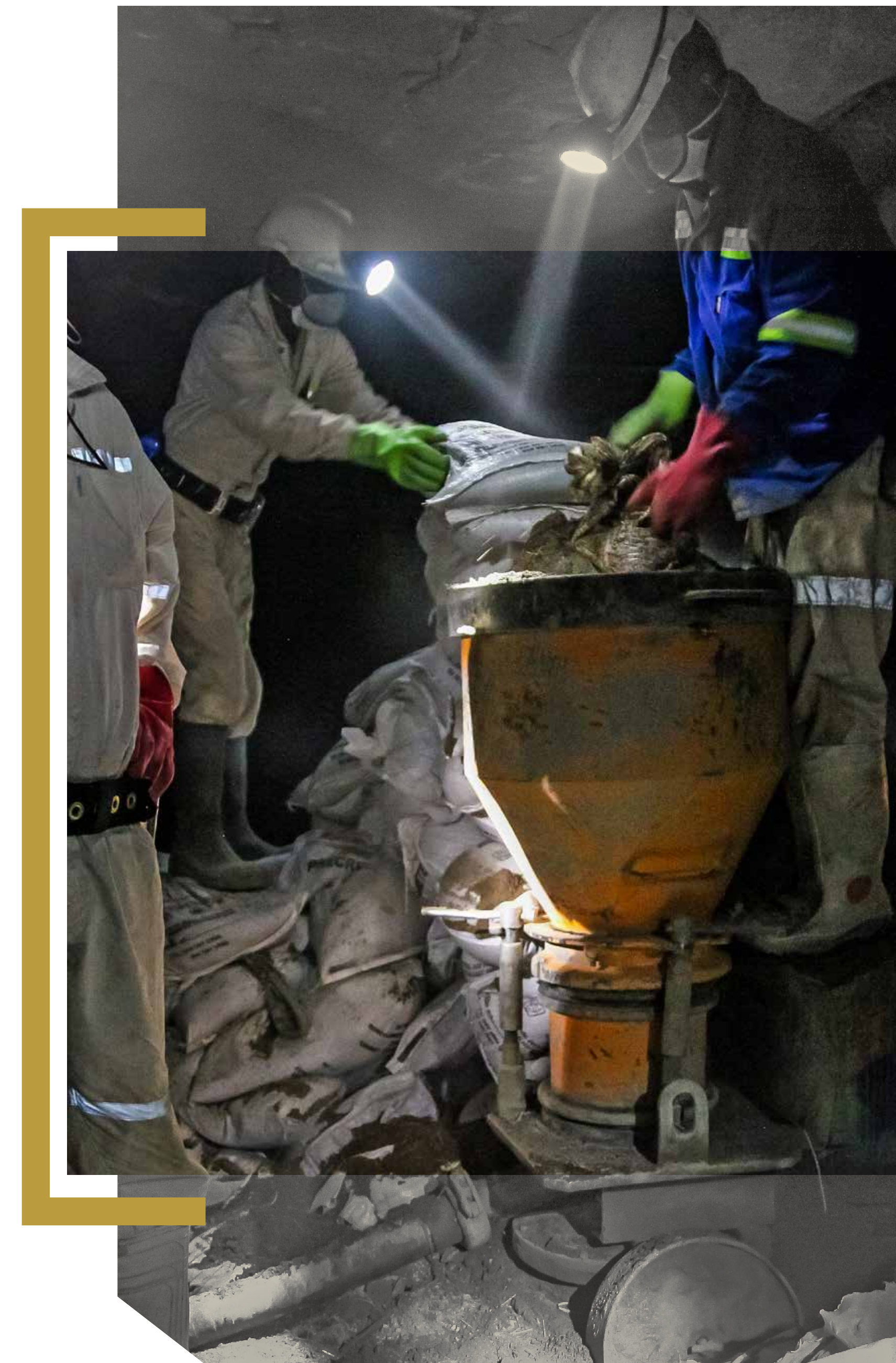
I want to thank David Rose, our Chairperson, and the Board for their guidance, support and commitment over the past year. I also commend our executive management team and all our dedicated people across our group whose contributions and teamwork underpinned Primeserv's achievements during the past financial year.

Thank you all for your ongoing efforts and for making a meaningful difference every day.

Merrick Abel

CEO

30 July 2025



our stakeholders

Fundamentally, Primeserv's **purpose** is to make a difference in the lives of all our **people**, and the **productivity** and **performance** that they can deliver. People are connected through relationships, partnerships, groups and communities and Primeserv recognises that the value within each of these is integral to ensuring productivity and performance. Accordingly, we actively engage with all of our stakeholder groups to gain the critical insights that inform our strategy, risk mitigation and management objectives, and organisational development decisions.



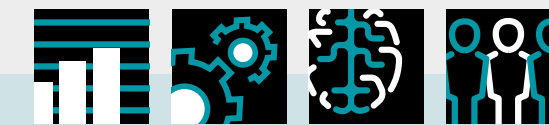
the essence – our people

Our people, including permanent and contract employees, our assignees, shared services teams and operational and management teams, are the crux of our business. As a critical enabler of Primeserv's sustainable success, the development, motivation and retention of our people is a value-driven strategic goal for the group in its pursuance of service excellence, broad-based economic growth and social development.

We are passionate about ensuring accessible employee care and wellness because this fosters excellent service which ultimately fosters positive outcomes for both the group and its clients. We take care to engage with our employees in both formal and informal settings, from ensuring formal onboarding and induction programmes, performance management and mentorship programmes, to staff events, and an active internal communications programme, which includes wellness publications and direct messaging.

our value to employees

- Providing a wide range of employment opportunities, including first-time employment opportunities
- Active and engaged performance management, coaching and mentorship
- General and industry-specific training and skills development
- Fair and rewarding performance-related remuneration and incentives
- Managed career development
- An innovative, supportive and safe working environment
- Transformation initiatives, incorporating a focus on diversity and inclusion



the cornerstone – our clients

Our clients, including local businesses and corporations, multinationals, government, state-owned enterprises and municipal-owned entities, are the cornerstone of our business. As such, we are committed to preserving long-term relationships and partnerships with our existing clients, as well as actively engaging in the recruitment of new clients. Primeserv's team of dedicated client relationship managers is supported by a strong client support service system and the continual improvement of products and services to mirror the dynamic needs of our clients. Our clients' successes are the greatest measure of our own success.

our value to clients

- Customised, fully-managed, Integrated Business Support Services and solutions
- Greater business capability and resilience
- Increased competitiveness
- The ability to focus on their core competencies and activities while we manage their human capital requirements
- Service excellence backed by continuous monitoring and benchmarking of services using reliable systems
- Product and service offerings that provide solutions that address evolving business needs and objectives
- Prompt and uninterrupted services
- Legislative and regulatory compliance

our stakeholders (continued)



the driver – our shareholders and potential investors

Including our shareholders and the larger investment community, Primeserv recognises that a stable major shareholder base is essential to our success and sustainability. A sound relationship with the investment community enhances our ability to raise capital in the market if necessary. Current and important information is pivotal in serving these relationships, thus Primeserv endeavours to ensure accessible communication in this regard, from direct communications, announcements (such as SENS announcements and results), media coverage, as well as Primeserv's website and social media channels. Primeserv seeks to deliver value to its investors through a meaningful return on investment and via a sustainable business enterprise that is compliant with relevant legislative and regulatory requirements, and which can support growth opportunities.



the guide – our government and regulators

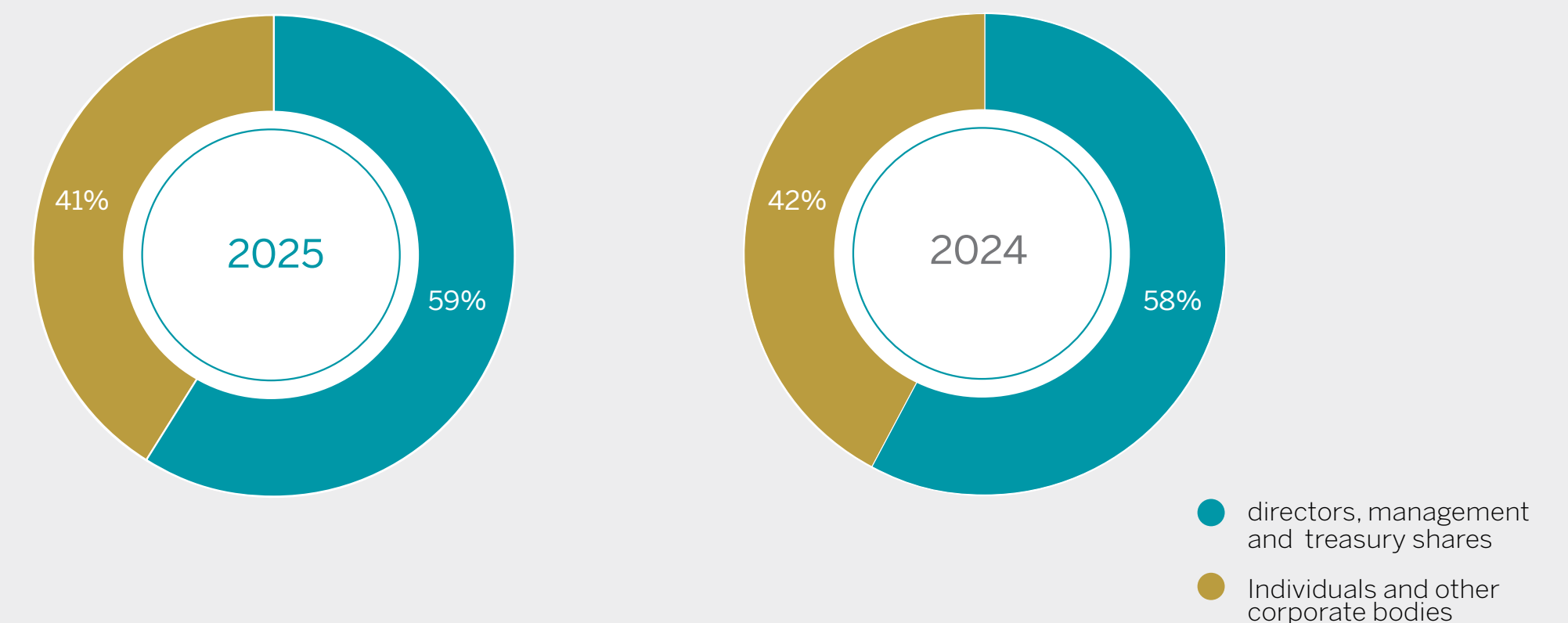
As the custodian of labour legislation and regulations, government is a key stakeholder in Primeserv's business. We actively engage and collaborate with government and regulators to ensure that legislation and regulations protect and advance the interests of both labour and businesses. From a compliance perspective, Primeserv is rigorous in our compliance with legislation and regulation, and in our tax contributions. From the perspective of government's broad-based transformation objectives, Primeserv is actively engaged in facilitating transformation through job creation, with a special focus on youth employment, a key national priority.



the source – our communities

In respect of the communities in which we operate, Primeserv is adamant that mutual benefit can be created through shared values. Not only does this secure the kind of stable operating environment in which both individuals and businesses can be successful, but it contributes towards broad-based socio-economic development. To this end, Primeserv endeavours to provide financial support to community skills development initiatives as well as including communities in the value chain via employment, procurement or CSI initiatives which directly benefit locals, particularly the youth.

shareholders



risk management and mitigation

risk management framework

Risk management and the continuous improvement in the corresponding control structures are a key focus in the ongoing process of building a successful and sustainable business. The Board recognises that risk management is a dynamic process and that the risk framework should be robust enough to effectively manage and react to changes in an efficient and timeous manner.

The Primeserv Board is responsible for the formalisation of a risk management framework.

Primeserv's risk management framework aims to ensure:

- efficient allocation of capital across various activities to maximise returns;
- the diversification of income streams;
- risk-taking within levels acceptable to the group and within the constraints of the relevant business units;
- efficient liquidity management and control of funding costs; and
- the continuous improvement in risk management and control.

operational risk management

The structure of the group promotes the active participation of executive management in all of the strategic and operational decisions affecting their business units. This creates a strong culture of ownership and accountability. Senior management also take an active role in the risk management process and are responsible for the implementation, ongoing maintenance of, and ultimate compliance with, the risk processes and protocols as they apply to each business unit.

The Board is kept abreast of developments through formalised reporting structures, ongoing communication with the CEO and management, regular management meetings at an operating subsidiary level and through representation of executive members of the Board on certain of the forums responsible for the management of risk at an operating subsidiary level. The group remains committed to employing and retaining the highest calibre of staff to ensure a strong financial and operational infrastructure within each of the operating units.

insurance

Primeserv takes a risk-averse approach to insurable matters and reviews its insurance portfolio at least annually. The group's operating assets, including various assets owned by lessors, are insured at replacement value. Credit evaluations are performed on its clients and, where available and cost-effective, the group uses credit insurance. Key-man policies cover key executives wherever possible, and liability cover is taken out for fidelity, directors' liability, loss of profits, political risk, general liability, professional liability, and cyber-related matters.



risk management and mitigation (continued)

how we manage risk

Primeserv’s Risk Policy is outlined under Risk Governance on page 32. A summary of the most significant risks faced by the group and the processes it has in place to manage these risks is detailed in the risk table below.

risk	management and mitigation measures
HR Skills shortages	Most of our business units continue to be affected by skills shortages and we, therefore, consistently invest in employee development as well as in community skills development programmes. A dedicated skills development and training unit facilitates employee skills development and upliftment.
Transformation, diversity and inclusion and B-BBEE Ability to attract and retain key staff and HDIs	Primeserv is well established in the market as an employer of choice and we consistently work to retain this position. We also have a formal recruitment and retention plan, which is supported by an active training and development plan. We provide learnerships to attract and develop young people.
IT Security of IT systems	Primeserv outsources its primary IT requirements to a highly skilled and experienced IT team which has developed systems that are specific to our business. Hardware and software are continually updated and tested to ensure optimal capability and efficiency. Advanced cybersecurity systems are in place to protect our IT systems, wherever possible, from both internal and external threats.
Operational sustainability Creating, maintaining and securing business sustainability	Primeserv has uniform sustainability targets that have been developed with the business’ strategy, values and objectives in mind. Monitoring, measuring and improving sustainability is the responsibility of the Social, Ethics and Transformation Committee and its decisions are monitored by the Board. Both internal and external surveys are carried out to measure sustainability metrics and to facilitate improvements, where required.

risk	management and mitigation measures
Controls Maintaining an effective system for the collection of sustainability data	Primeserv has centralised HR, IR, administration and payroll platforms that support our national operational footprint and enable us to collect all relevant data. Dedicated modules enable us to interface directly with our staffing related systems and databases. Improvements to data definitions and the data collection process are ongoing. Data is managed in compliance with the Protection of Personal Information Act, No. 4 of 2013.
Statutory compliance Labour legislation	Primeserv is fully compliant with existing labour legislation and regulations, and we will ensure that we maintain compliance should either legislation or regulations change.



combined assurance

Primeserv makes use of several assurance providers to provide cost-effective and relevant assurance in the context of the group's risk tolerance. The group applies, where practical, the four-lines-of-defence model, which is depicted below:



1st line of defence – management oversight

Operational management is accountable and responsible for following the established guidelines, protocols and operating processes and procedures as outlined by the group's Best Operating Practices and Internal Controls so as to ensure that identified risk areas are managed and mitigated, where possible, by using a combination of both preventative and detective controls.

2nd line of defence – internal assurance

Senior management reviews the implementation and appropriateness of existing controls and, where appropriate, refines or develops processes that will enhance existing risk mitigation processes.

The people responsible for doing this typically include the executives in charge of the various business units, the executives within the shared services structure, which includes finance, payroll, HR/IR, IT and legal.

The group has assessed the practicality of implementing an internal audit function, but does not believe that the cost of a full-time resource is currently warranted. The group does, however, engage external consultants from time to time to review, audit and report on identified aspects of the business.

3rd line of defence – independent external assurance

External assurance derives from external audits performed by various bodies governed by both statute and regulation. This includes the annual audit of the financial statements of the business, as well as those performed by accreditation bodies such as bargaining councils and SETAs. The group is also reviewed, where applicable, by its bankers and sponsors as well as by its B-BBEE verification agencies.

4th line of defence – board and oversight committees

In addition to the Board of Directors, the following Board Committees provide assurance as stated below:

- Audit, Governance and Risk Committee – with regard to financial and internal controls outlined in its terms of reference, supported by a Risk Sub-Committee which utilises a heat risk mapping process aimed at identifying key risk areas and key performance indicators.
- Remuneration and Nominations Committee – with regard to controls in the remuneration sphere and in relation to Board diversity, succession planning and corporate governance structures.
- Social, Ethics and Transformation Committee – with regard to oversight of the Group's controls in the sphere of social, ethics, transformation and sustainability.

our board

independent non-executive directors



David L Rose

Independent Chairperson
BCom, BA, CA(SA), F.Inst.D
Appointed: February 2005



Board Committee membership:

- Audit, Governance and Risk Committee
- Remuneration and Nominations Committee

An independent consultant with a significant track record, David held positions at Super Group Limited until 2019, both as an independent non-executive director of Super Group Limited and Chairperson of its Audit, Governance and Risk and Social, Ethics and Transformation Committees. Prior to this, David worked at a major national chartered accounting firm, Fisher Hoffman, for 41 years. Having made partner of the firm in 1970, David held the positions of Managing Partner of the Johannesburg office and Chairperson at the firm's national practice, for seven years until 1998.



Letepe M Maisela

BA (Social Sciences),
PMD Harvard Business School
Appointed: December 2008

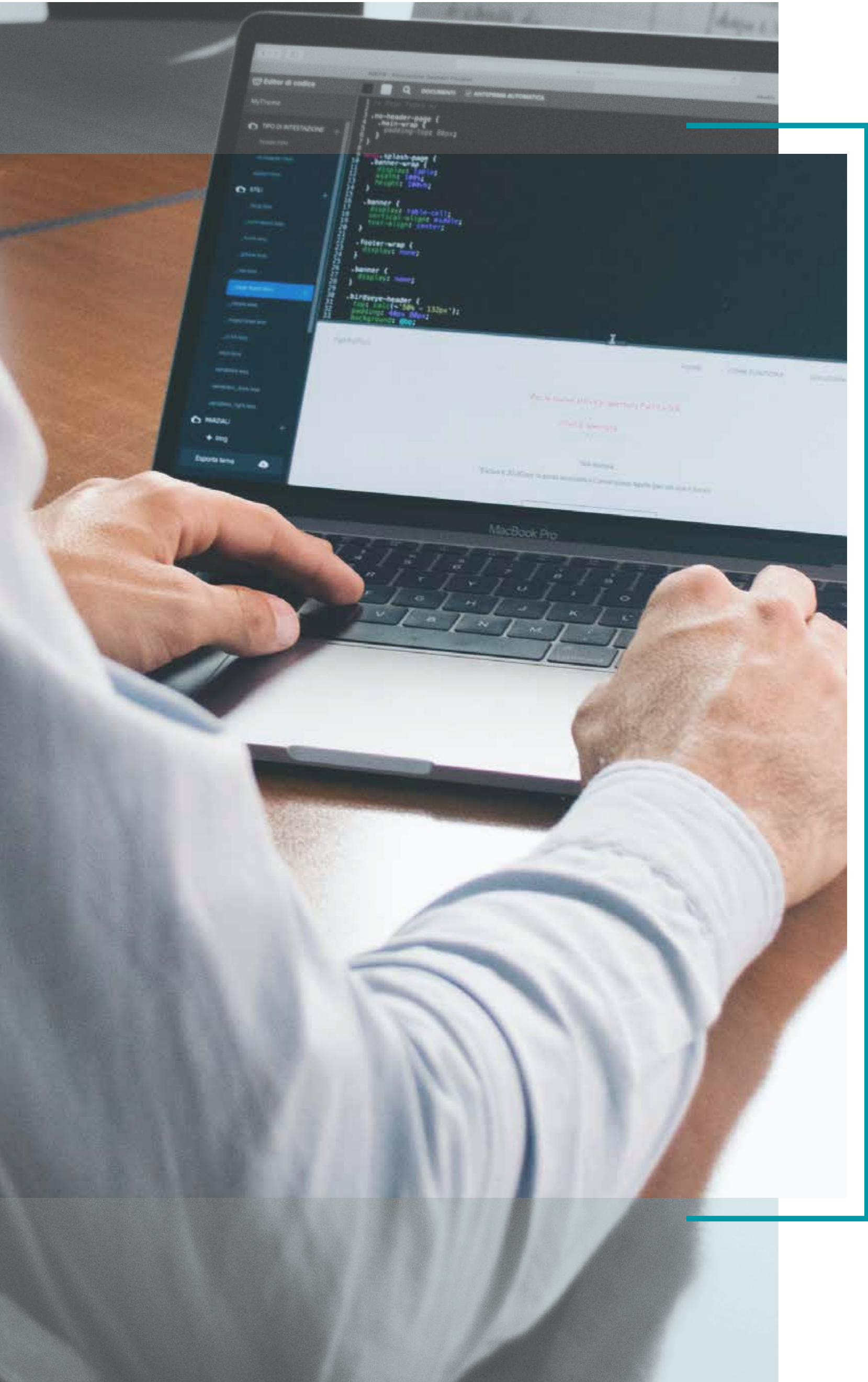


Board Committee membership:

- Audit, Governance and Risk Committee
- Remuneration and Nominations Committee
- Social, Ethics and Transformation Committee

With more than 30 years' experience in marketing and management consulting, Letepe is currently the Managing Director of Village Management Consulting Proprietary Limited, and the founder and Chairperson of Tsabatsaba Holdings Proprietary Limited. In addition to these roles, Letepe holds the position of Chairperson at International Finance Group, is a non-executive director of Reutech (Pty) Limited, Kayamandi Resources and is the Chairperson of Tshwane Hub of Arts.





our board (continued)

independent non-executive directors (continued)



Kefilwe M Matjila

BCom Accounting (Hons),
CA(SA)

Appointed: May 2022



Board Committee membership:

- Audit, Governance and Risk Committee
- Remuneration and Nominations Committee
- Social, Ethics and Transformation Committee

Kefilwe is a registered Chartered Accountant with more than 10 years' experience in the financial services sector. Kefilwe is currently a Senior Credit Risk Manager at Standard Bank Corporate and Investment Banking. Prior to this, she was a Senior Credit Risk Manager for the Energy and Infrastructure sectors at the Industrial Development Corporation. She trained as a chartered accountant in PwC's Banking and Capital Markets division.



Prof Saul Klein

BA; MBA; PHD

Appointed: May 2025




Board Committee membership:

- Audit, Governance and Risk Committee

Saul is a Professor of International Business at the Gustavson School of Business at the University of Victoria (Canada) where he served as Dean from 2012 to 2023, as well as being an Extraordinary Professor of Marketing and International Business at the Gordon Institute of Business Science at the University of Pretoria. In addition to serving on a number of boards, he has also held various other positions at international academic institutions and provided consulting services to organisations across the world. Saul brings a broad range of knowledge and experience to the Primeserv board.















our board (continued)

executive directors



Merrick Abel


CEO
BA (Hons), MBA
Appointed: August 1997



Board Committee membership:











- Social, Ethics and Transformation Committee

Merrick has more than 35 years of local and international business experience, primarily in the industrial and services sectors. Merrick founded the Primeserv group in 1997 and is a director of both Primeserv Group Limited and several Primeserv subsidiaries. Merrick served as Chief Executive Officer and Executive Chairperson from 2000 to 2003, and fulfilled the role of Acting Chairperson whilst the group finalised the Board component of its transformation strategy, from April 2015 to March 2016.



Raphael Sack

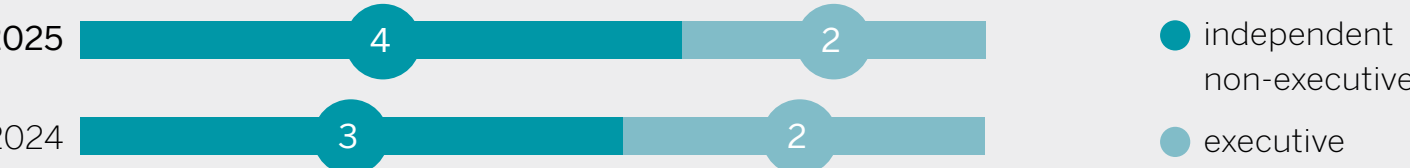
FD
BCom, BCompt (Hons), CA(SA)
Appointed: June 2008



Raphael has been with the Primeserv Group for 19 years, most of this time as its FD. Since joining the group, he has also held the position of director of a number of Primeserv subsidiaries. Prior this, Raphael was the FD of Spanjaard Limited, amongst other companies.

board diversity

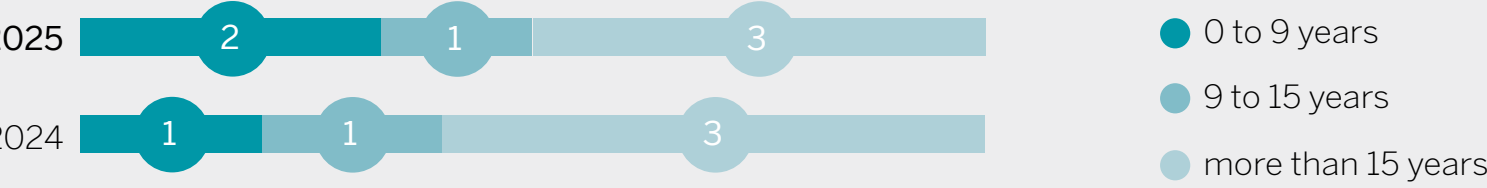
composition



race



board tenure



gender



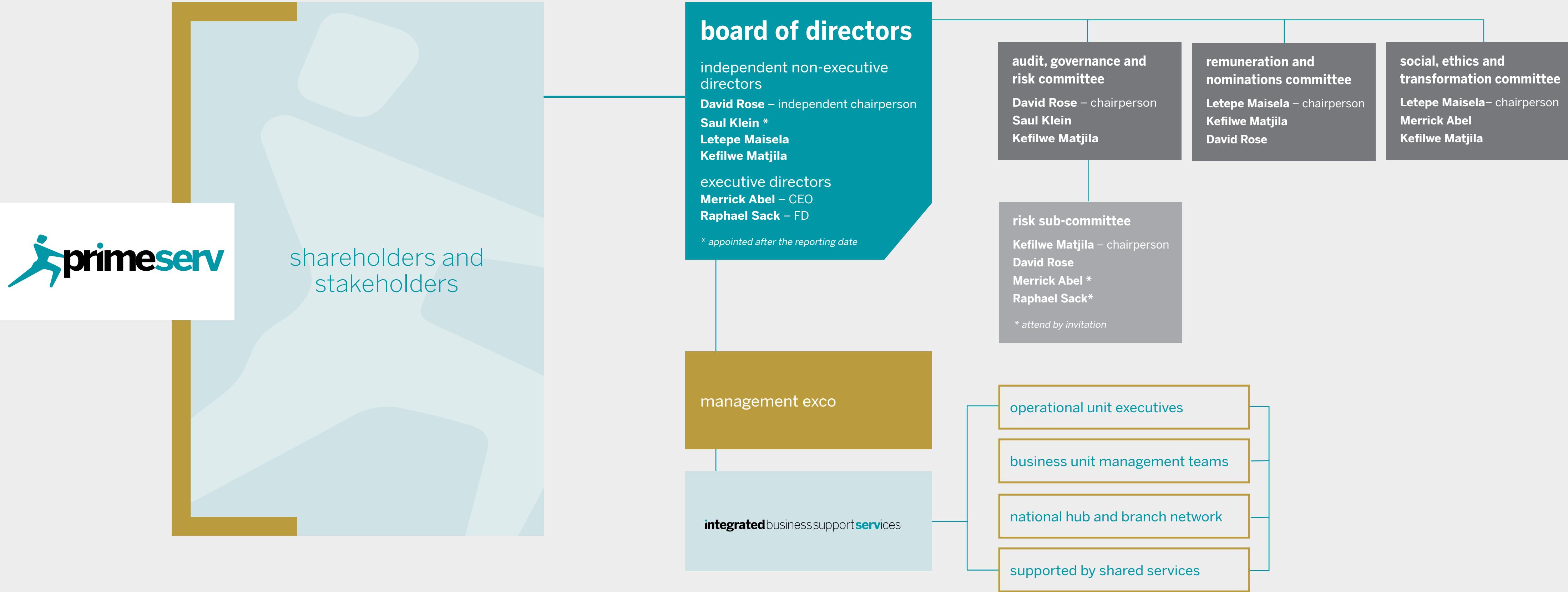
board knowledge, skills and experience



corporate governance report

governance framework

Corporate governance is the cornerstone of Primeserv’s reputation as an investment holding company and a leading provider of Integrated Business Support Services and is also essential to the group’s performance and sustainability.



corporate governance report (continued)

King IV™ application at Primeserv

The board remains committed to the application of and adherence to the King IV™ principles to achieve their associated outcomes. The detailed application status of the King IV™ principles in Primeserv is disclosed below.

leadership, ethics and corporate citizenship

leadership

Principle 1: The governing body should lead ethically and effectively.

Primeserv has six ethical values based on good corporate governance, that influence all decision-making by the Board and executive management.

Integrity: The Board acts in good faith and in the best interests of the group at all times, avoiding conflicts of interest and disclosing such where it cannot be avoided, thereby setting the tone for an ethical organisational culture.

Competence: Board members act with due care, skill and diligence and take reasonably diligent steps to become informed about matters for decision and ensure that they have sufficient working knowledge of the organisation, its industry, the context in which it operates as well as the key laws, rules, codes and standards applicable to Primeserv.

Responsibility: Responsibility for monitoring all actions and assets of the group resides with the Board. It ensures that the group, its subsidiaries and business units achieve the defined strategic objectives and, if necessary, have the authority to reconsider and reformulate strategic plans and policies to ensure their effectiveness in this regard.

Accountability: The Board must answer to the group’s shareholders and other stakeholders by ensuring that it can justify its decisions and actions.

Fairness: The Board does not operate in its own self-interest; it considers the interests and concerns of all stakeholders.

Transparency: This is a core value in all communications by the Board to shareholders and other stakeholders to ensure that they can evaluate the group’s activities in an informed way.

organisational ethics

Principle 2: The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture.

The group’s Code of Ethics and Corporate Conduct, supported by the Primeserv Pledge, reinforces the way we strive to do business: being transparent at all times and acting in a responsible and ethical manner and ensuring our continued responsibility to stakeholders. The Primeserv Pledge underpins the

expectations of our employees to conduct themselves professionally and with integrity in all interactions internally and externally. Our team are held to account with consistent and uncompromising adherence to the highest standards of ethical behaviour.

The Board maintains assurance that the group is upholding the ethical standards and values of good governance.

responsible corporate citizenship

Principle 3: The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen.

Our Board leads by example and subscribes to ethical, conscious and responsible leadership principles, including principles of good governance, stakeholder inclusivity, and business, social and environmental sustainability. The Board recognises its obligation to the broader community as a corporate citizen, by actively promoting ethical and responsible practices. The group has implemented a Code of Ethics and Corporate Conduct to ensure that it operates within a framework of legitimate governance principles. Alongside this is the Primeserv Pledge (page 6) that all Primeserv employees are expected to adhere to and which is proudly displayed in the group’s offices.

To ensure effective governance, the group adheres to all relevant legislation and regulations, including the JSE LR as well as the corporate governance guidelines outlined in King IV™. The group reviews and, if necessary, updates its governance structures and processes regularly to ensure their ongoing compliance, as well as their ongoing relevance to the business following internal changes or developments.

tax

Effective and efficient controls must be in place to ensure that tax, as a major business expense, is properly managed. As part of its governance accountability, the group complies with all tax legislation.

corporate governance report (continued)

strategy, performance and reporting

strategy and performance

Principle 4: The governing body should appreciate that the organisation’s core purposes, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process.

The Board actively participates in the process of strategy assessment and development and is not merely a recipient of strategy and plans proposed by management. The directors appreciate that strategy, risk, performance and sustainability are inseparable. The Board contributes to and approves the group’s strategy, satisfying itself that the strategy and business plans do not give rise to risks that have not been thoroughly considered and assessed by management.

The Board seeks to ensure that the strategy will result in sustainable outcomes and considers the holistic impact of the group’s various operations on society and the environment, while also ensuring compliance with the Constitution and laws of the country.

Primeserv’s value proposition and its business model are disclosed on pages 6 to 10 of the Integrated Report and risk management and mitigation strategies appear on pages 19 and 20.

A synopsis of Primeserv’s policy on stakeholder engagement, which includes a framework for stakeholder engagement, is disclosed on pages 17 and 18.

reporting

Principle 5: The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation’s performance, and its short-, medium- and long-term prospects.

The Board acknowledges its responsibility to ensure the integrity of the Integrated Report. Its Responsibility Statement authorising the release of the Integrated Report appears on page 2.

governing structures and delegation

primary role and responsibilities of the governing body

Principle 6: The governing body should serve as the focal point and custodian of corporate governance in the organisation.

The Board operates in accordance with its Board Charter, a copy of which is available on request. It meets regularly and directs and controls the management of the group, is responsible for steering strategy and fiscal policy, and is involved in all material decisions affecting the group.

The Board defines levels of materiality, assigning certain responsibilities to itself and delegating other matters, together with the necessary authority, to the CEO, any other executive director, the Committees of the Board or management. Notwithstanding this, the directors recognise that they are ultimately accountable and responsible for the performance and affairs of the group and that the use of these delegated authorities in no way absolves the Board of the obligation to carry out its duties and responsibilities.

A process of control enables the Board to assess, manage and mitigate risks, where possible, and directs the attainment of the group’s objectives. This process sets the tone for the group and encompasses ethics and values, organisational philosophy and employee competence. The Board ensures that measurable and effective corporate citizenship programmes are developed, and that these programmes are implemented by management.

Together with management, the Board seeks to identify the group’s key risk areas and key performance indicators, and updates and reviews them regularly. Full and timely information is supplied to the Board and Committee members, and they have unrestricted access to all the group’s management information, records, documents and property.

corporate governance report (continued)

governing structures and delegation (continued)

composition of the governing body

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

composition of the board

The Primeserv Board reflects the group's standards of excellence, bringing together expertise and dedicated industry, financial, management and corporate experience. The Board is currently made up of six directors, comprising two executive directors and four independent non-executive directors.

The roles of the independent non-executive Chairperson and the CEO are deliberately distinct and clearly defined to ensure that any decisions taken are in the best interests of the group and its stakeholders. To further safeguard against decisions being made in self-interest and, as required by paragraph 3.84(a) of the JSE LR, the Board has a policy evidencing a clear balance of power and authority at Board level, to ensure that no single director has unfettered power to exercise decision-making, ensuring that stakeholders' interests are considered.

The CEO is responsible for the daily operational decisions of the group and its business activities, as well as the over-arching short-term and long-term strategic leadership. The duty of the non-executive directors is to provide unbiased and independent assessment on issues including strategy, budgets and performance, resources, transformation, diversity, EE and standards of conduct. They are also required to ensure adherence of the Chairperson in encouraging proper and appropriate deliberation on matters requiring the Board's attention.

Executive directors and key management are bound by employment contracts and restraint agreements.

The Remuneration and Nominations Committee is responsible for reviewing the composition of the Board annually. The Committee considers the range of qualities, skills and experience that Board members should have, as well as race and gender in order to ensure that the Board is knowledgeable, skilled, independent and diverse enough to discharge its duties. It also assesses the effectiveness of the Board and its Committees and each of the directors, and the individual contributions they make.

The appointment of executive directors is based on their skills, experience and cultural fit, as well as how they contribute to the group's activities, and the impact that they have. Non-executive directors are selected based on their industry knowledge, professional skills and experience, and their ability to improve decision-making and ensure stability within the organisation, in line with the group's transformation and diversity strategy. The Board Charter requires that the Social, Ethics and Transformation Committee make recommendations on suitably qualified candidates who will enhance the Board while at the same time promoting transformative change within the group.



corporate governance report (continued)

governing structures and delegation (continued)

composition of the governing body (continued)

attendance at meetings during the reporting period

	Board	Audit, Governance and Risk Committee	Risk Sub- Committee	Remuneration and Nominations Committee	Social, Ethics and Transformation Committee
DL Rose	4/4	3/3	3/3	2/2	–
M Abel	4/4	3/3*	3/3*	2/2*	2/2
LM Maisela	4/4	3/3	3/3	2/2	2/2
KM Matjila	4/4	3/3	3/3	2/2	2/2
R Sack	4/4	3/3*	3/3*	–	–

* By invitation

In accordance with the company’s MOI, at least one-third of non-executive directors retire by rotation at Primeserv’s AGM. Retiring directors may make themselves available for re-election if they remain eligible as outlined by the MOI and in compliance with the JSE LR. All non-executive directors are subject to election by shareholders.

Prof S Klein retires by virtue of an interim appointment by the Board during the year and, being eligible, offers himself for election as an independent non-executive director in accordance with the company’s MOI. DL Rose retires by rotation and, being eligible, offers himself for re-election as an independent non-executive director in accordance with the company’s MOI. Their summary CVs are contained in this Integrated Report. The Remuneration and Nominations Committee considers the director’s record of compliance with regulatory requirements, attendance at meetings, participation in and contributions to the activities of the Board in determining whether to recommend a director for re-election. The Committee also considers the results of the most recent Board self-evaluation survey. Accordingly, after having followed due process, resolutions to elect Prof S Klein and re-elect DL Rose will be presented to shareholders at the upcoming AGM.

The appointment of non-executive directors is formalised by way of letters of appointment. The Board believes that a rigorous review of candidates also provides sufficient evidence to support their appointment. Any changes to the Board are published on SENS. All new non-executive directors undergo an induction, which takes into account their individual experience, skills, requirements and responsibilities to the group.

Directors are remunerated in accordance with the group’s Remuneration Policy, which is detailed on pages 38 to 40.

conflicts of interest

When considering, appointing and evaluating directors, the Board considers all of their interests, including either direct or indirect shareholding in the group and whether they have a contract with the group or an interest in a contract with the group.

The Board assesses the materiality of the directors’ interests, but considers amounts constituting less than 5% (five percent) not material. Actual or perceived conflicts of interest are monitored and required to be disclosed at each Board meeting. Share trading by directors and prescribed officers is governed by a formal policy and disclosed to stakeholders in accordance with the JSE LR and the Companies Act.





corporate governance report (continued)

governing structures and delegation (continued)

committees of the governing body *

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

The Board delegates certain functions to appropriately constituted Committees in line with a policy that encourages collaboration between Committees – as well as between the Board and its Committees – and which allows for a holistically balanced distribution of authority and responsibility. Board Committee charters define the purpose, authority and responsibility of the various Board Committees.

The Committees are appropriately constituted, and members are appointed by the Board, except for the Audit, Governance and Risk Committee (which is a statutory committee in terms of the Companies Act – from an audit perspective) whose members are nominated by the Board and elected by shareholders. Furthermore, as required by the provisions of Sections 61 and 72 of the Act, members of the Social, Ethics and Transformation Committee are nominated by the Board and elected by shareholders to hold office until the conclusion of the next AGM.

At the reporting date, the Committees were constituted as shown below.

Audit, Governance and Risk Committee	Remuneration and Nominations Committee	Social, Ethics and Transformation Committee
<p>The Audit, Governance and Risk Committee is constituted as a statutory committee of the Board in compliance with the Companies Act and the JSE LR and adheres to the King IV™ recommended practices, as applicable to Primeserv. The ARGC has established a separate sub-committee to review the risks facing the group and formulating the risk management and mitigation processes.</p> <p>Chairperson: David Rose</p> <p>Members: Letepe Maisela Kefilwe Matjila</p> <p>2025 Report: Disclosed on page 36 of the Integrated Report and pages 4 to 6 of the annual financial statements.</p>	<p>The Remuneration and Nominations Committee is constituted as a committee of the Board, in accordance with King IV™ recommended practices, for the purposes of considering remuneration across the group. It also reviews the composition of the Board and its Committees, executive training and succession planning.</p> <p>Chairperson: Letepe Maisela</p> <p>Members: Kefilwe Matjila David Rose</p> <p>2025 Report: Disclosed on pages 37 to 41 of the Integrated Report.</p>	<p>The Social, Ethics and Transformation Committee is constituted as a statutory committee of the Board in compliance with the Companies Act. It assists the Board by overseeing and reporting on transformation initiatives, ethical indicators, safety and health matters, environmental impact as well as executing its statutory duties set out in the Companies Act.</p> <p>Chairperson: Letepe Maisela</p> <p>Members: Merrick Abel Kefilwe Matjila</p> <p>2025 Report: Disclosed on pages 42 to 45 of the Integrated Report.</p>

* Membership at financial year-end.

corporate governance report (continued)

governing structures and delegation (continued)

evaluation of the performance of the governing body

Principle 9: The governing body should ensure that the evaluation of its own performance and that of its committees, its chairpersons and its individual members, support continued improvement in its performance and effectiveness.

The Chairperson, the Board, the Committees of the Board and individual directors are evaluated annually. Appropriate measures are taken to address areas requiring improvement that may have been highlighted through the evaluation process. Each non-executive director provides input and is expected to demonstrate intellectual integrity in his/her self-assessment.

appointment and delegation to management

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

chief executive officer and executive management

The Board ensures that the appointment of, and delegation to, management contributes to role clarity and the effective exercise of authority and responsibilities.

Executive management is responsible for managing the group's operations, developing strategy and policy proposals for the Board's consideration and implementing the Board's directives. The CEO is responsible for the day-to-day operational requirements of the group and acts within a formal

framework of a delegation of authority, which is reviewed regularly.

The CEO and FD are not members of either the AGRC or the Remuneration and Nominations Committee, but attend any meeting, or part thereof, by invitation, if needed, to contribute pertinent insights and information.

company secretary

The group's Company Secretary, ER Goodman Secretarial Services Proprietary Limited, provides guidance and assistance in line with the requirements outlined in the Companies Act, King IV™ and the JSE LR. The Board of Directors has direct access to the Company Secretary and Primeserv's FD, who also attends to certain company secretarial responsibilities.



A review of the Company Secretary is conducted annually. The Board of Directors has reviewed and is satisfied with the Company Secretary's independence, competence, qualifications and experience. As the company secretarial duties are outsourced to an independent firm, the Board has considered the individuals who fulfil the role of Company Secretary, as well as the directors and shareholders of the firm, and confirms that it has maintained an arm's-length relationship with the Board. The Company Secretary has over 20 years of company secretarial experience, having performed these duties both independently as well as within the company secretarial departments of well-known audit firms.

independent advice

All directors may obtain independent professional advice at the group's expense, where they deem it necessary. This enhances the Board's independence, decision-making capability and the accuracy of its reporting.

restrictions on share dealings

In accordance with Primeserv's policy, no group director or employee who has inside information in respect of the group may deal directly or indirectly in Primeserv Group Limited shares based on such information. All transactions by directors and senior management or parties connected to them that involve Primeserv shares or options must be approved by the Chairperson or, in matters involving the Chairperson, by the CEO.

corporate governance report (continued)

governance functional areas

risk governance

Principle 11: The governing body should govern risk in a way that supports the organisation in setting and achieving its strategic objectives.

Primeserv has a comprehensive risk management policy in place, which is ingrained throughout the group. The Audit, Governance and Risk Committee is responsible for monitoring the implementation and effectiveness of the policy. The group's risk management strategy is determined by the Board, with input from the executive directors and senior management. This strategy identifies, assesses, monitors, manages and, where possible, mitigates all identified forms of risk across the group.

The Board is responsible for determining the group's tolerance or appetite for risk. The identification of risks and opportunities is a robust and systematic process that is conducted at all levels in the group. The Audit, Governance and Risk Committee assists the Board in reviewing both the risks facing the group and the risk management process. The role of the Committee is to ensure that the group has effective ongoing processes that are designed to identify and assess risk and that, whatever measures are necessary to manage this risk proactively, are implemented as and when necessary.

The Audit, Governance and Risk Committee through its dedicated risk sub-Committee makes use of a heat risk mapping process aimed at identifying key performance areas and associated areas of risk. It assesses and addresses, *inter alia*, physical and operational risk, HR risk, technology risk, business continuity risk, disaster recovery, cyber risk, credit and market risk, governance and compliance risk, diversity and inclusion risk, and transformation and B-BBEE risk. This assists the Board in the process of assessing, managing and mitigating risk.

The group's risk management policy is reviewed annually and, together with an appropriately updated risk management plan, is presented to the Board for review and approval. The responsibility to effect the approved risk management policy is delegated to management and the Board oversees the integration of the risk management plan into the day-to-day activities and the culture of the group.

The Board plays a vital role in risk management because it may have a significant impact on the achievement of the group's overarching strategy. Risk plays a critical role in the Board's decision-making processes. The Board is regularly updated as to the group's risks, and risk management and mitigation recommendations are then made. The Board approves the assessment and management of risk within the levels of tolerance and appetite.

The risk management process incorporates frameworks and methodologies designed to determine the likelihood of risks coming to pass, as well as to anticipate and mitigate unpredictable risks wherever possible. There are pre-specified risk responses at management and executive level, as well as guidelines for monitoring the response to risk. The group obtains formal opinions on the process of risk management and the effectiveness of the risk management system. Reporting on risk management is timely, comprehensive, accurate and relevant.

Risk management and mitigation strategies are outlined on pages 19 and 20.



corporate governance report (continued)

governance functional areas (continued)

technology and information governance

Principle 12: The governing body should govern technology and information in a way that supports the organisation in setting and achieving its strategic objectives.

IT provides value to the group in a technologically efficient and secure way. Given its dynamic nature, it allows for cost-effective innovation and investment in the intellectual capital of the business. It also plays a critical role in the identification and response to risks, thus ultimately contributing to the achievement of the group's objectives.

The Board, which oversees and is responsible for the governance of the group's IT, ensures the robustness of the IT framework which has been developed according to best-practice IT governance procedures. The IT framework takes into account the group's business requirements, control needs and technical issues, while ensuring the integrity of the group's IT systems.

The scope of the IT governance framework is constantly evolving to take changing conditions into account. It allows for:

- alignment of strategic IT objectives and strategic enterprise objectives and processes;
- prioritisation of IT project initiatives and delivery of IT investment recommendations for Board approval;
- sufficient organisational capacity and capability to enable the business to deliver on its strategic and operational objectives;
- continual evaluation of processes and procedures;
- remedial action to deal with poor performance if and when required;
- suitable criteria for decision-making;
- open communication between the IT service providers and the business units to promote collaborative planning;
- evaluation of the benefits of outsourcing certain IT functionalities;
- an annual IT assurance statement on key IT projects and performance metrics;
- implementing security protocols to prevent cyberattacks; and
- a robust disaster recovery and business continuity management process.

compliance governance

Principle 13: The governing body should govern compliance with applicable laws and adopt, non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen.

Primeserv operates within a complex legislative framework as a result of its presence in multiple industries. The group monitors amendments to existing laws, new laws and the passing of new bills to ensure compliance at all times. Business processes are then updated to align them to the legislative framework.

remuneration governance

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

Primeserv has an embedded rewards strategy and policy which translates into competitive and appropriate reward outcomes. The background information, remuneration policy and the implementation report are reported on in detail in the Remuneration and Nominations Committee Report on pages 37 to 41.

Primeserv's Remuneration and Nominations Committee is tasked by the Board to independently approve and oversee the implementation of

a remuneration policy that will encourage the achievement of Primeserv's strategy and grow stakeholder value sustainably. Primeserv discloses the remuneration of each director in its annual financial statements.

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

The remuneration policy provides for the measures that Primeserv commits to take in the event that either the remuneration policy or the implementation report, or both, are voted against by 25 percent or more of the votes exercised at the AGM.

corporate governance report (continued)

governance functional areas (continued)

assurance

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

internal control

The internal control systems exist to provide reasonable, but not absolute, assurance regarding key areas of the business. This includes the safeguarding of assets and the prevention of their unauthorised use or disposal, the maintenance of proper accounting records, and the reliability of financial and operational information used in the business.

The system of internal control is designed to manage, rather than eliminate, the risk of failure, and to achieve business objectives. It can provide reasonable rather than absolute assurance against material misstatement or loss.

The Board is responsible for the group's systems of internal control and risk management and mitigation, where possible. It ensures that there are internally defined lines of accountability and delegation of authority, and makes provision for comprehensive reporting and analysis against approved standards and

budgets. There is an ongoing process of identifying, evaluating, managing, monitoring and reporting on significant risks faced by the group.

The Board is assisted by the Audit, Governance and Risk Committee, which evaluates the adequacy and effectiveness of internal control systems and, once the combined assurance process is complete, monitors the implementation of recommendations made by the external auditors. Additionally, the Audit, Governance and Risk Committee assesses the integrity of the outputs of the combined assurance model objectively and with professional scepticism in order to determine whether the objectives of the model have been achieved.

Compliance is tested by way of management reviews, internal review processes and external audit. The Audit, Governance and Risk Committee considers the results of these reviews on a regular basis. It confirms the appropriateness and satisfactory nature of these processes, and ensures that breakdowns involving material loss, if any, together with the remedial actions taken to rectify these, are reported to the Board.

internal audit

Given the group's size and the internal controls within the organisation, the cost-benefit ratio of a permanent internal audit function is not currently regarded as warranted by the Board. However, internal audits of certain key components of the group's operations are undertaken from time to time, using internal and/or external resources.

external audit

The group aims to achieve efficient audit processes using its internal controls and external auditors. The Board is confident in the ability of the group's auditors to uphold professional ethics and operate to the highest standards of business practice.

combined assurance framework

The group utilises a combined assurance framework in alignment with the assurance model introduced in King IV™. This model aims to optimise all of the various assurance services and functions, both internal and external, so that they will be able to support the integrity of the information used for decision-making by all stakeholders, including management, the Board, shareholders and regulatory bodies.

Disclosure on the group's combined assurance framework appears on page 21.

corporate governance report (continued)

governance functional areas (continued)

stakeholders

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

stakeholder relationships

Inclusivity of all stakeholders is of the utmost importance to the group, with all shareholders and stakeholders that have a legitimate interest in the group's activities being able to obtain a full, fair and honest account of its pursuits and performance.

The Board accepts its duty to present a balanced and understandable assessment of the group's position when reporting to its stakeholders. This includes material matters of significant interest and concern, and a comprehensive and objective assessment of the group.

Primeserv is proactive regarding its stakeholder engagement policy, which is aimed at aligning the group's stakeholder engagement policies and processes with the principles outlined in King IV™.

Details of the group's engagement with key stakeholders are outlined on pages 17 and 18.

annual general meeting

Primeserv recognises the AGM as an important institution for the protection of its shareholders. It provides them with the opportunity to vote on the group's issues, where applicable, and to interact with its executives in a formalised manner.

The agenda for the AGM is set by the Company Secretary well in advance of the meeting, and is communicated to all shareholders in the notice of the meeting that accompanies the Integrated Report. This gives all shareholders sufficient time to familiarise themselves with the effects of any proposed resolutions.

The Chairperson ensures that there is adequate time during the meeting for the discussion of any proposed resolutions. The conducting of a vote to decide on any such resolutions is controlled by the Chairperson and takes account of the votes of all shareholders, whether present in person or by proxy. A proxy form is included in the Notice of AGM for this purpose.

All attendees at the AGM are required to provide satisfactory identification at the meeting. Acceptable forms of identification include original and valid identity documents, driver's licences and passports.

In accordance with Regulation 43(5)(c) of the Companies Act, the Chairperson of the Social, Ethics and Transformation Committee will report to shareholders at the AGM.



audit, governance and risk committee report

The information presented below relates to corporate governance pertaining to the Committee and should be read in conjunction with the Audit, Governance and Risk Committee (“AGRC”) Report on pages 4 and 6 of the annual financial statements.

At the reporting date the Committee comprised DL Rose (Chairperson), KM Matjila and LM Maisela, all of whom together have the skills, expertise and experience as recommended by King IV™. Subsequent to the reporting date, the membership changed with the resignation of LM Maisela and appointment of Prof S Klein to the AGRC. Executive directors M Abel (CEO) and R Sack (FD) attend meetings by invitation. The designated audit partner also attends meetings of the AGRC by invitation.

The Committee meets at least three times a year and convenes additional meetings, if required. Attendance at Committee meetings is set out on page 29.

The AGRC’s terms of reference are set out in the AGRC Charter, which complies with all applicable legislation and is available on request. The AGRC Charter includes the specific requirements relating to auditors and audit committees as set out in the Companies Act and King IV™. The Board approves any amendments to the AGRC Charter, which are made in compliance with legislative amendments and other governing codes and principles.

The responsibilities of the AGRC include:

- developing and maintaining effective systems of internal control;
- assessing the need for, and monitoring the function of, internal audit and/or reviews;
- safeguarding the group’s assets;
- maintaining adequate financial reporting systems;
- evaluating and defining the levels of risk that are appropriate and acceptable to the group;
- ensuring the reliability and accuracy of financial information provided to shareholders and other users of financial information;
- appointing external and, where deemed necessary, internal auditors;

- assessing the relevance, impact and resolution of accounting and/or auditing issues as may be identified by the external auditors;
- ensuring compliance with legal and regulatory provisions, including stock exchange requirements;
- formulating and updating the company’s MOI;
- formulating and updating the Code of Ethics and Corporate Conduct; and
- formulating and updating the by-laws and rules established by the Board.

management process

The Committee is satisfied that appropriate risk management processes are in place. The effectiveness of the Committee is assessed annually and, based on the most recent assessment, it duly fulfilled its responsibilities during the reporting period in accordance with its terms of reference. The AGRC has developed an annual work plan that sets out the timing of events and the tasks to be performed by the Committee.

going concern assessment

The Committee has reviewed management’s assessment of the solvency and liquidity of the group as well as its operational budgets, management accounts and cash flow forecasts and regards the group to be a going concern. It is expected to continue to be profitable in the 2026 financial year and to have adequate cash and other resources to fund its combined operations without the need to dispose of any assets or undertake any capital restructuring.

solvency and liquidity assessment

The AGRC performs a solvency and liquidity assessment before dividend recommendations are recommended to the Board, as well as performing an assessment in relation to share buy-backs as might need to be approved by shareholders at the AGM. Following the classification of the company

in the general segment of the main board of the JSE, a specific authority to repurchase securities from parties other than related parties is no longer required provided it does not exceed 20% of the company’s issued share capital in one financial year.

risk management

The AGRC has established a separate sub-committee to review the risks facing the group and formulating the risk management and mitigation processes, as well as giving consideration to the group’s appetite for risk.

The sub-committee holds a dedicated risk meeting at least once each year using a heat risk map prepared by executive management to consider those risk areas particularly relevant to the group.

The key risk areas that have been identified include:

- macro environment
- HR
- transformation, diversity and inclusion and B-BBEE
- financial management
- operational sustainability
- credit and market
- working capital management
- disaster recovery and business continuity
- IT
- controls
- statutory compliance
- governance

David L Rose
Audit, Governance and Risk Committee Chairperson

30 July 2025

remuneration and nominations committee report

part 1: background statement

The Remuneration and Nominations Committee comprised LM Maisela (Chairperson) with DL Rose and KMMatjila as members at the reporting date. The CEO, MAbel, attends meetings by invitation to assist the Committee with information related to some of its deliberations, but is excluded from any deliberations relating to his own remuneration. None of the directors is directly involved in decisions relating to their own remuneration.

The Committee is governed by a formal Charter, which is reviewed by the Board. The Charter has been updated to comply with the principles of King IV™.

Details of meeting attendance are given on page 29.

responsibilities

The Committee’s responsibilities include:

- ensuring that the group’s remuneration structures effectively and adequately attract and retain talented and suitably experienced and qualified individuals who can contribute to the group’s performance, growth and sustainability;
- recommending compensation policies and remuneration packages that support the group’s strategic and tactical objectives, and which remunerate and reward employees for their contribution to strategic, operational and financial performance; and
- ensuring that nominees to the Board are not disqualified from being directors and, prior to their appointment, investigating their backgrounds in accordance with JSE recommendations.

key objectives

Key objectives of the Committee are to:

- offer remuneration packages at a level that will attract the best and most beneficial talent available to the business;
- develop, motivate and retain a skilled, industry-relevant and knowledgeable staff complement;
- maintain a stable and committed executive management team that enables business sustainability in a macro-environment short of key skills; and
- continue, wherever possible, to implement the policy of filling vacant positions with qualifying black, preferably female, candidates.

voting on remuneration at AGM held on 22 November 2024

A special resolution to approve non-executive directors’ fees was presented to shareholders at the AGM held on 22 November 2024, together with two separate non-binding advisory resolutions in respect of the Primeserv Remuneration Policy and the Primeserv Remuneration Policy Implementation Report, and shareholders voted as follows:

	%	Number of shares
Total number of issued ordinary shares		114 522 101
Total number of issued ordinary shares net of treasury shares (“total votable ordinary shares”)		74 579 018
Total number of issued ordinary shares which were present/represented at the AGM	40,09 *	29 898 451

* Of the total votable ordinary shares

remuneration and nominations committee report (continued)

	For ¹	Against ¹	Abstentions ²	Shares voted ³
Special resolution 1:				
To confirm the non-executive directors’ remuneration for 2025	29 898 451	0	0	29 898 451
Percentage	100%	0%	0%	100%
Non-binding advisory resolution 1:				
Endorsement of the Primeserv Remuneration Policy	29 898 451	0	0	29 898 451
Percentage	100%	0%	0%	100%
Non-binding advisory resolution 2:				
Endorsement of the Primeserv Remuneration Policy Implementation Report	29 898 451	0	0	29 898 451
Percentage	100%	0%	0%	100%

Notes:

¹ The votes carried for and against each individual resolution are disclosed as a percentage in relation to the total number of ordinary shares voted (whether in person or by proxy) in respect of such individual resolution at the AGM.

² The total number of ordinary shares abstained in respect of each individual resolution (whether in person or by proxy) is disclosed as a percentage in relation to the total votable ordinary shares.

³ The total number of ordinary shares voted (whether in person or by proxy) at the AGM in respect of each individual resolution is disclosed as a percentage in relation to the total votable ordinary shares.

part 2: remuneration policy

remuneration philosophy

Primeserv is committed to offering fair and market-related remuneration, keeping in mind scarce skills, critical and strategically important positions, and the need to reward consistent and excellent performance. Remuneration philosophy, therefore, focuses on maintaining, rewarding and developing the value of all employees. The group considers remuneration as a key element in empowering each employee to make a positive contribution to the performance, growth and sustainability of the business.

The Remuneration and Nominations Committee considers the remuneration principles applicable to employees holding permanent positions and does not consider remuneration in regard to temporary and probationary employees.

Primeserv’s remuneration strategies and objectives are formulated to take account of desired outcomes at individual, segmental and group level. An appropriate balance is maintained between employee and shareholder interests. The Board ultimately remains responsible for the group’s remuneration policy.

The group’s remuneration policy includes principles designed to ensure compliance with the recommended practices set out in King IV™. It provides the group with a basis for ensuring that it remunerates its employees fairly, responsibly and transparently to ensure the realisation of the group’s strategy and the best levels of performance over the short-, medium- and long-term.

remuneration elements and principles

Primeserv subscribes to the principles of EE. It seeks to address disparities between the upper and lower levels of remuneration over time. Accordingly, salaries payable to employees in the lowest income band are adjusted at rates greater than those applied to management and executives.

The group remunerates its employees on the following basis:

- salaries are calculated as a total cost to company;
- salaries are reviewed annually subject to qualifying criteria;
- salaries are, where possible, benchmarked against market and industry standards and prevailing market conditions;
- remuneration for executive directors and prescribed officers is considered in relation to peer group remuneration, relevant remuneration surveys and scarcity of industry-specific skills and the crucial elements of key strategic and operational roles in the business;

remuneration and nominations committee report (continued)

- several employee benefits are available to employees as part of their total cost to company, depending on their role and position and length of service;
- remuneration includes contributions to the group pension fund and medical scheme; and
- packages include, amongst others, contractually negotiated benefits such as a travel allowance and a telephone allowance.

remuneration of non-executive directors

terms of service

Non-executive directors are appointed by shareholders at the group’s AGM. Group policy does, however, make allowance for interim Board appointments to be made between AGMs, as and if necessary. Interim appointees serve until the next AGM, when they may make themselves available for election by shareholders.

In accordance with the company’s MOI, non-executive directors are required to retire periodically by rotation, at which point they may seek re-election. Within this context, the length of service of non-executive directors who have served for more than 10 years has been reviewed. Given the need for continuity in an industry subject to constant change, the size of the group and its ability to attract and retain essential skills, the Board has determined that the continued involvement of long-serving directors remains vital and is of benefit to the group.

remuneration

Non-executive directors are remunerated for their contribution to the Board and Board Committees. Compensation for loss of office is not a contractual agreement. The annual remuneration payable to non-executive directors consists of a retainer-based fee for membership or chairpersonship of the Board and its Committees as well as a fee for attendance at meetings.

At each AGM special resolutions regarding remuneration of non-executive directors are tabled for approval by shareholders. There are no short-or long-term incentive schemes for non-executive directors. There are no pension, medical or other benefits for non-executive directors.

Reviews of non-executive directors’ remuneration are made on an annual basis and recommendations are then made to the Board, which, in turn, proposes fees for approval by shareholders at the AGM.

remuneration of executive directors

terms of service

The group complies with relevant legislation in determining minimum terms and conditions for the appointment of executive directors. Unless stated otherwise in the contract of employment, a notice period of one month applies.

In terms of their contracts of employment, a six-month notice period applies to the CEO, a three-month notice period applies to the other executive director, and a period of between one and three months applies to prescribed officers. Based upon seniority and length of service, certain benefits continue after retirement or termination, but there are no other benefits contractually payable to executives arising out of the standard termination of their contracts.

external appointments

Executive directors are not permitted to hold external paying directorships or offices without the approval of the Board. If such approval is granted, directors may retain the fees payable from such appointments. The executive directors do not hold any external professional appointments.

remuneration

Remuneration of executive directors is determined through a process of needs evaluation and benchmarking, using current market information relating to remuneration and reward practices.

Market conditions impact on the ability to attract and retain experienced executives with relevant industry experience, and the key nature of executive positions and industry relevant skills are considered when determining remuneration.

Fixed remuneration may be complemented by short-term performance bonuses, which may reach up to 80 percent of executive directors’ basic packages. The group’s longer-term incentives for key executives may include cash rewards, share options, share purchase schemes and share awards.

The group adopts the principle of total cost to company in determining executive directors’ remuneration packages. This includes basic remuneration and retirement, medical and other benefits. In addition, executive directors benefit from long-term incentives linked to performance and retention measures.

Remuneration packages comprise the following:

- a basic cost-to-company salary, which is determined by market value and the executive director’s role;
- short-term cash-based incentives, which are determined by the fulfilment of short-term strategic, operational and performance targets;
- long-term cash and/or share-based incentives, which are determined by the successful development and implementation of medium- and long-term business strategies, the implementation of key business imperatives, growth in shareholder value, and behaviour consistent with this goal; and
- the extent of managerial responsibility, together with actual workplace location, plays a role in determining the basic remuneration of executive directors.

remuneration and nominations committee report (continued)

short-term incentives

Discretionary performance bonus schemes are applicable to executive directors as well as to prescribed officers. Job level, business unit and individual performance determine individual awards. The aim of the bonus scheme is to reward performance in line with organisational objectives and achievements. Incentives are assessed and paid after the end of the relevant financial year once there is certainty regarding the achievement of the relevant financial and other performance measures.

long-term incentives

Retention of skills is a vital long-term objective for the group and this is becoming increasingly important given prevailing economic conditions. Retention plans may include cash payments and/or asset-based awards as well as share-based incentive schemes.

Long-term awards are designed to align the performance of the individual and the group as well as to retain high-calibre and key personnel. Share incentive awards and other financial awards, as may be considered appropriate from time to time, are recommended to the Board by the Remuneration and Nominations Committee only when business and individual performance targets and/or other key objectives have been attained.



part 3: implementation report

remuneration of non-executive directors

Non-executive directors receive a base fee plus an attendance fee per meeting. Fees proposed for the 2026 financial year are outlined in the table below:

Role	Base fees R	Attendance fees per meeting R	Attendance fees at all scheduled meetings R
Chairperson	150 000	35 000	290 000
Non-executive director	40 000	35 000	180 000
Chairperson of Audit, Governance and Risk Committee	145 000		145 000
Chairperson of Remuneration and Nominations Committee	30 000		30 000
Chairperson of Social, Ethics and Transformation Committee	30 000		30 000
Committee members			
– Audit, Governance and Risk Committee		20 000	60 000
– Remuneration and Nominations Committee		8 000	16 000
– Social, Ethics and Transformation Committee		8 000	16 000

The fees in the table are for individual roles.

The aggregate fees any single director will earn for the 2026 financial year will be based on the combined fees for all roles performed and meetings attended.

remuneration and nominations committee report (continued)

The table below shows what the non-executive directors may be expected to earn for the 2026 financial year based on attendance at all scheduled meetings.

Non-executive director	Expected total fees for the year ended 31 March 2026 (based on full attendance) R'000	Total fees for the year ended 31 March 2025 (based on actual attendance) R'000
DL Rose	451	439
S Klein *	235	–
LM Maisela	226	235
KM Matjila	286	235
TOTAL FEES	1 198	909

* Appointed effective 13 May 2025

remuneration of executive directors

Details of executive directors' remuneration are listed in Note 29 on page 54 of the annual financial statements.

Details of remuneration paid to key management, including prescribed officers, is set out in Note 30 on page 55 of the annual financial statements.

In relation to the 2025 financial year, short-term incentives paid to executive directors are set out on page 54 of the annual financial statements.

No long-term incentive share awards were made to executive directors in the year ended March 2025. The Committee has, however, sanctioned the grant of share options and cash awards as a retention tool with regard to executive directors and certain senior management, details of which will be released on SENS, if so required, at the appropriate time.

implementation of remuneration policy

In terms of King IV™, the group's remuneration policy and a report on its implementation must be tabled every year for separate non-binding votes by shareholders at the AGM. Should 25 percent or more of the votes cast be against one or both of these resolutions, the company will engage with dissenting shareholders as to the reasons for this. It also undertakes to consider and make recommendations based upon the feedback received.

conclusion

The Committee, through its individual members, is satisfied that it has diligently fulfilled its mandate as required in terms of its Charter for the year ended 31 March 2025.

Letepe M Maisela
Remuneration and Nominations Committee Chairperson

30 July 2025

social, ethics and transformation committee **report**

This Social, Ethics and Transformation Committee performs its duties in line with the Companies Act and in terms of any additional duties that may be assigned to it by the Board.

Although management is tasked with the day-to-day operational sustainability of their respective areas of business, the Board remains ultimately responsible for group sustainability and has delegated certain duties in this regard to the Committee.

The Committee comprised LM Maisela (Chairperson) with members M Abel and KM Matjila at the reporting date. Details of meeting attendance are given on page 29.

The Committee is governed by a formal charter, which is reviewed by the Board.

responsibilities

The statutory duties and responsibilities of the Committee, as outlined in the Companies Act, are the monitoring of the group's activities in relation to relevant legislation, other legal requirements and the prevailing codes of best practice.

The Committee assists the Board in ensuring that there are appropriate strategies and policies in place to further transformation, diversity and inclusion across all facets of the group. The Committee seeks to address all issues pertaining to the transformation of the group into an organisation that is relevant within the context of a democratic South Africa. It plays a role in seeking to ensure that the demographic composition of the group is fully representative of the country's diversity.

Its role is not to redress the imbalances that exist in society as a whole, but to ensure that Primeserv is a leader in the implementation of human capital practices that recognise the equality of all individuals. Primeserv seeks to implement, through careful and considered processes, a range of measures – including affirmative action in support of the group's EE and workplace skills plans – that do not detract from the organisation's long-term goal of delivering sustainable returns to shareholders and stakeholders alike.

During the reporting period the Committee reviewed the following:

- social indicators;
- demographic representation and diversity and inclusion;
- EE;
- skills development and employee career advancement;
- youth employment and the creation of workplace opportunities;
- the Ten Principles of the United Nations Global Compact; and
- the OECD recommendations regarding corruption.



social, ethics and transformation committee report (continued)

Social

employment equity

Primeserv promotes equal opportunities and fair treatment in employment and does not tolerate discrimination against any employee. Primeserv employees may exercise their rights in terms of the Basic Conditions of Employment Act (No. 75 of 1997) without fear of discrimination. All new employees are required to attend a formal induction programme where they are made aware of the various group policies and procedures, as well as rights, duties and obligations. The group's disciplinary practices are conducted in accordance with its Disciplinary Code and Procedures, which are in line with King IV™. A formal grievance procedure is also in place to address employee grievances.

The group, including the holding company and its subsidiaries, has submitted its EE and Workplace Skills Development Plans to the relevant authorities, and continues to strive to exceed the required targets. The Board subscribes to the principles of EE and recognises the value of demographic and cultural inclusion and diversity.

The group is committed to providing equal opportunities for its employees, regardless of their ethnic origin or gender. It actively develops its employees to empower them to fulfil more responsible positions within the group, while also placing a concerted focus on increasing representation of HDIs and women throughout the organisation, thereby reinforcing its diversity and meeting demographic representational requirements.

Consideration has been given to the group's policies, procedures and practices, as well as to the working environment, to identify equity barriers and any other negative influences that might influence the positive outcome of the Primeserv EE Plan.

A designated officer manages and monitors the implementation of the plan, and a budget is allocated to support developmental goals. When recruiting, Primeserv ensures that, wherever possible, vacancies are filled from within the group.

skills development and employee career advancement

The Board monitors the group's compliance with the Skills Development Act (No. 97 of 1998) and ensures that the required plans and reports have been submitted to the relevant authorities.

Primeserv is committed to the growth of its own people and recognises the need to continually improve the productivity and performance of its operating units through training and development programmes.

The development of all employees and provision of equal opportunities in the workplace are core Primeserv priorities.

The group provides skills development opportunities to enable employees to build on their existing strengths and personal potential. It also aligns EE targets with skills development programmes and objectives. Employees from designated groups have personal development plans in place to ensure that training, development and study opportunities are made available to further promote equity within the staff complement.

In addition, Primeserv offers a mentoring and coaching programme comprising a developmentally oriented relationship between a senior and junior colleague. Mentoring and coaching is an essential aspect of the process of evaluation for promotion. It is designed to assist with goal-setting and planning, as well as to identify certain employees for fast-tracking.

safety, health and environment indicators

Primeserv is fundamentally committed to preventing workplace accidents and fatalities in terms of the Occupational Health and Safety Act (No. 85 of 1993). The Board recognises its responsibility for dealing with SHE issues and, where applicable, constantly reviews and implements systems of internal control and other policies and procedures to manage SHE risks.

The group sets high quality standards through an internal review process. Most of the business contracts it enters into are linked to agreed quality levels and service level agreements.

Primeserv also adheres to the training standards set down by the relevant accreditation authorities, where applicable, and training programmes are registered and accredited.

corporate social investment

Primeserv's CSI initiatives are an integral part of the group's purpose. The professional planning and implementation of these initiatives is core to us being a responsible corporate citizen.

Primeserv's corporate social responsibility and investment strategy is focused on promoting the sustainable upliftment of disadvantaged communities with primary emphasis on youth development and upliftment, which the group sees as key to future socio-economic success.

Primeserv continues to align its CSI initiatives to the creation of employment and upskilling opportunities for our youth and poorly skilled employees nationally. Our operational activities are aligned to support youth employment, learnerships and skills development grants.

social, ethics and transformation committee report (continued)

The group is a long-standing partner and benefactor of the Siyakhula Trust, which works with rural youth to develop leadership skills and capability. The group makes available financial, professional and skills transfer assistance. We also provide ongoing support to disadvantaged children in informal settlements.

Ongoing initiatives, managed by internal volunteers, aim to support both disadvantaged communities and animal welfare organisations across the country.

The group prioritises the communities in which we operate through organisations such as Daily Bread, amongst others, thereby uplifting those communities in which our employees and their families live and work.

Ethics

conscious companies partnership

Primeserv values its long-standing partnership with Conscious Companies which makes a meaningful difference in developing and advancing conscious and ethical leadership in South Africa and beyond.

The group continues to provide sponsorship of the Conscious Leadership Summit as well as the Conscious Companies Awards, both instrumental in raising awareness of the importance of conscious and responsible leadership among key stakeholders in the South African economy.

ethical indicators

As a responsible corporate citizen and employer, Primeserv meets the requirements of the various Acts, rules and regulations governing labour, including the Constitution of the Republic of South Africa, the Labour Relations Act (No. 66 of 1995), the Employment Equity Act (No. 55 of 1998), the Skills Development Act and the Basic Conditions of Employment Act (No. 75 of 1997).

The group is implacably opposed to bribery and corruption and has implemented anti-corruption practices. Employees are discouraged from accepting any gifts or favours from suppliers that obligate them in any way to reciprocate. The group has also implemented a system that encourages employees to report all incidences or suspicions of fraud, theft, corruption and similar unethical behaviour through a confidential and secure line of communication to either the CEO or to the Chairperson.

The group supports and encourages free external and internal competition in all business units and subsidiary companies.

Marketing and advertising are conducted through a variety of mediums by the business entities within the group, targeting the markets and clients which are appropriate to each business unit. The group has no record of charges having been laid by the public or competitors regarding misleading or unfair practices or advertisements.



social, ethics and transformation committee report (continued)

Transformation

preferential procurement

Primeserv has a rigorous B-BBEE procurement programme in place, which is aimed at increasing the amount of money spent on procurement from highly-rated B-BBEE-compliant enterprises, particularly those that are black women-owned.

Environment

environmental indicators

The group acknowledges its legal, moral, ethical and social duties to take reasonable measures, where applicable, to prevent significant pollution or degradation of the environment from occurring, continuing or recurring.

compliance

In terms of paragraph 7.F.5 of the JSE LR, the Social, Ethics and Transformation Committee confirms that it has fulfilled its mandate as prescribed by the Companies Regulations to the Companies Act and that there are no known instances of material non-compliance to disclose.

Letepe M Maisela

Social, Ethics and Transformation Committee Chairperson

30 July 2025



glossary of terms

abbreviations and acronyms

AGM	annual general meeting
AGRC	Audit, Governance and Risk Committee
AI	artificial intelligence
B-BBEE	broad-based black economic empowerment
BPO	business process outsourcing
CEO	chief executive officer
CGU	cash-generating unit
Companies Act	Companies Act of South Africa, no. 71 of 2008, as amended
the company	Primeserv Group Limited
CSI	corporate social investment
EE	employment equity
EPS	earnings per share
ESG	environmental, social and governance
FD	financial director
FMCG	fast-moving consumer goods
GDP	gross domestic product
the group	Primeserv Group Limited and its subsidiaries
HDIs	historically disadvantaged individuals

HEPS	headline earnings per share
HR	human resources
IFRS®	International Financial Reporting Standards
IR	industrial relations
IT	information technology
JSE	JSE Limited
JSE LR	JSE Limited Listings Requirements
King IV™	King IV Report on Corporate Governance for South Africa, 2016™
MOI	memorandum of incorporation
NAV	net asset value
OECD	Organisation for Economic Co-operation and Development
PPE	personal protective equipment
QLFS	Quarterly Labour Force Survey
SENS	Stock Exchange News Service
SETA	Sector Education and Training Authority
SHE	safety, health and environment
Stats SA	Statistics South Africa

corporate information

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