

20 / annual financial statements / 26

integrated reporting suite 2026



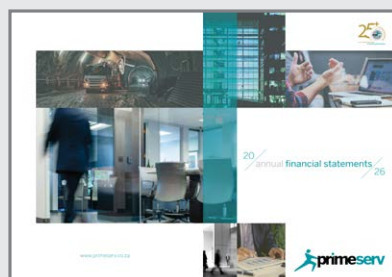
Primeserv Group Limited's 2026 Integrated Reporting Suite is presented as three separate documents, as indicated below.



integrated report

(published on 31 July 2026)

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 2026)

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 2026)

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



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



The reporting suite is available on the following link:

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

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



www.primeserv.co.za

contents of the annual financial statements

page number	
2	Directors' approval and responsibility statement
3	CEO and FD responsibility statement
3	Statement of compliance by the Company Secretary
4	Audit, Governance and Risk Committee Report
7	Directors' Report
10	Independent Auditor's Report
15	Statements of profit or loss and other comprehensive income
16	Statements of financial position
17	Statements of changes in equity
19	Statements of cash flows
20	Notes to the statements of cash flows
21	Summary of accounting policies
33	Notes to the Annual Financial Statements
65	Analysis of shareholding
66	Corporate information

level of assurance

Primeserv Group Limited has been established and incorporated in compliance with the provisions of the Companies Act, and operates in conformity with its MOI.

These Annual Financial Statements have been audited by PKF Octagon Incorporated (Registered Auditors) in compliance with Section 30 of the Companies Act.

Preparer

Raphael Sack CA(SA)

FD

Published

31 July 2026

directors' approval and responsibility statement

The directors are responsible for the preparation, integrity and fair presentation of the Group and separate Annual Financial Statements and other financial information included in this report. The accompanying Annual Financial Statements have been prepared in conformity with IFRS® Accounting Standards, Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, the Companies Act and the JSE Limited Listings Requirements. Applicable accounting assumptions have been used while reasonable and prudent judgements and estimates have been made.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the Group and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the Board sets standards for internal control aimed at reducing the risk of error or loss in a cost-effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the Group and all employees are required to maintain the highest ethical standards in ensuring the Group's business is conducted in a manner that, in all reasonable circumstances, is above reproach. The focus of risk management in the Group is on identifying, assessing, managing and monitoring all known forms of risk across the Group. While operating risk cannot be fully eliminated, the Group endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined constraints and using appropriate procedures.

The directors are satisfied that the Company has complied with the provisions of the Companies Act, relating to its incorporation and is operating in conformity with its MOI.

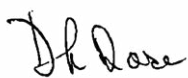
The directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the consolidated and separate Annual Financial Statements. However, any system of internal financial control can provide only reasonable, but not absolute, assurance against material misstatement or loss.

The directors have reviewed the Group's and Company's cash flow forecasts for the period to 31 March 2027 and, in light of this review and the current financial position, they are satisfied that the Group and Company have access to adequate resources to continue in operational existence for the foreseeable future.

The Annual Financial Statements support the viability of the Group and Company and have been prepared by R Sack CA(SA), financial director.

The financial statements have been audited by the independent auditing firm, PKF Octagon Incorporated, which was given unrestricted access to all financial records and related data. The directors believe that all representations made to the independent auditors during the audit were valid and appropriate.

The Group and separate Annual Financial Statements were approved by the Board of Directors on 31 July 2026, and signed on its behalf by:



David L Rose
Independent Chairperson



Merrick Abel
CEO

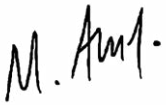


Raphael Sack
FD

ceo and fd responsibility statement

We, the directors stated below, after due, proper and careful consideration, hereby confirm that:

- a. the Annual Financial Statements set out on pages 15 to 64, fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS®;
- b. to the best of our knowledge and belief, no facts have been omitted or untrue statements made that would make the Annual Financial Statements false or misleading;
- c. internal financial controls have been put in place to ensure that material information relating to the issuer and its consolidated subsidiaries has been provided to effectively prepare the financial statements of the issuer;
- d. the internal financial controls are adequate and effective and can be relied upon in compiling the Annual Financial Statements, having fulfilled our role and function as executive directors with primary responsibility for implementation and execution of controls;
- e. where we are not satisfied, we have disclosed to the Audit Committee and the auditors any deficiencies in design and operational effectiveness of the internal financial controls, and have taken steps to remedy the deficiencies; and
- f. we are not aware of any fraud involving directors.



Merrick Abel
CEO

31 July 2026



Raphael Sack
FD

statement of compliance by the company secretary

For the year ended 31 March 2026 the Company has, to the best of my knowledge, lodged with the Companies and Intellectual Property Commission all such returns as are required of a public company in terms of the Companies Act and that all such returns are true, correct and up to date.



ER Goodman Secretarial Services Proprietary Limited
(represented by Marilis Janse van Rensburg)
Company Secretary

31 July 2026

audit, governance and risk committee report

The AGRC has clearly defined terms of reference outlined in the AGRC Charter, which was approved by the Board of Directors. The Charter is available for inspection at the registered office of the Company.

membership

The AGRC was elected by shareholders on 21 November 2025 to hold office until the conclusion of the AGM to be held on Friday, 20 November 2026. The AGRC is chaired by an independent non-executive director, DL Rose, with other members during the reporting period being S Klein (independent non-executive director) and KM Matjila (independent non-executive director).

The term of the AGRC is for a period from one AGM to the next and its composition is reviewed and approved annually by the Board and recommended by it to shareholders. The Chairperson is appointed by the Board immediately following election of the members by shareholders.

Shareholder approval of the appointment of the members of the AGRC will be sought at the AGM to be held on Friday, 20 November 2026. The members proposed for the AGRC are DL Rose, S Klein and KM Matjila, all of whom are independent non-executive directors with the required skills and expertise, as outlined in King IV™. Group executive directors and external auditors attend the meetings by invitation.

external audit

The appointment of PKF Octagon Incorporated as auditors of the Group will be recommended by the Committee to the shareholders for approval at the AGM on Friday, 20 November 2026. The AGRC has satisfied itself through enquiry of the independence of the firm. Waldemar Wasowicz, a registered independent auditor, will be nominated as the designated audit partner.

The required assurance was sought and provided by the auditor that the partners and staff responsible for the audit comply with all legal and professional requirements in relation to independence. The AGRC is satisfied that the external auditor complies with the JSE Limited Listings Requirements and is independent of the Group.

The AGRC, in consultation with the CEO, agreed to the engagement letter, terms, nature and scope of the audit function and audit plan for the 2026 financial year. The budgeted fee is considered appropriate for the work that could reasonably have been foreseen at that time.

Non-audit services rendered by the auditor are governed by a formal procedure and each engagement letter for such services, where material, is reviewed and approved by the AGRC. No such services have been rendered during the reporting period.

The external auditors have unrestricted access to the Chairperson of the AGRC and no matters of concern were raised during the reporting period.

The AGRC meets at least once a year with the auditors without the presence of any executive directors or management. This is the third year that PKF Octagon Incorporated has conducted the audit. The audit partner in charge of the audit is rotated off the audit after five years.

risk management

While the Board as a whole is responsible for the Group's risk management, it has delegated authority to the AGRC which reports to the Board. The AGRC has a dedicated risk sub-Committee, chaired by KM Matjila, which utilises a heat risk mapping process aimed at identifying key risk areas and key performance indicators.

It assesses and addresses, *inter alia*, physical and operational risk, HR risk, technology risk, business continuity risk and disaster recovery, credit and market risk and governance and compliance risk. This assists the Board in its assessment and management of risk.

audit, governance and risk committee report (continued)

financial risk management

Having regard to the fact that risk is an inherent part of the Group's activities, risk management and the ongoing improvement in corresponding control structures remain key focuses for management in 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 change in an efficient and timeous manner.

Formalisation of a risk management framework is the responsibility of the Group's Board of Directors. The framework ensures:

- efficient allocation of capital across various activities in order to maximise returns and diversification of income streams;
- risk taking within levels acceptable to the Group as a whole and within the constraints of the relevant business units;
- efficient liquidity management and control of funding costs; and
- improved risk management and control.

operational risk management

The structure of the Group promotes the active participation of executive management in all of the operational and strategic decisions affecting their business units. This creates a strong culture of ownership and accountability.

Senior management take an active role in the risk management process and are responsible for the implementation, ongoing maintenance of, and ultimate compliance with, the risk process as it applies to each business unit.

The Board is kept apprised of developments through formalised reporting structures, ongoing communication with 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 the highest calibre of staff to ensure a strong financial and operational infrastructure within each of the business units.

The Board, through the AGRC, has identified a number of matters which it believes require monitoring and detailing to shareholders. These are summarised in the Integrated Report on pages 20 and 21.

annual financial statements and accounting policies

The AGRC has reviewed the accounting policies and the Annual Financial Statements of the Group and Company and is satisfied that they are appropriate and comply in all material respects with IFRS® Accounting Standards, the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, the JSE Limited Listings Requirements and the requirements of the Companies Act. Issues involving significant judgement are set out in the summary of accounting policies.

A process has been established to receive and deal appropriately with any concerns and complaints relating to the reporting practices of the Group. No matters of significance have been raised during the reporting period and up to the date of this report.

The AGRC fulfilled its mandate and recommended the Integrated Report for the year ended 31 March 2026 for approval to the Board. The Board approved the Annual Financial Statements on 31 July 2026 and the Annual Financial Statements will be open for discussion at the AGM.

audit, governance and risk committee report (continued)

jse proactive monitoring

The AGRC has considered the JSE's Report on Proactive Monitoring of Financial Statements in 2025 (including Annexure 3), issued on 4 November 2025, on their monitoring of Annual Financial Statements and has taken appropriate measures, where necessary, to respond to the findings when preparing the Annual Financial Statements.

group financial director and financial function

The AGRC confirms that it is of the view that the Group's FD, R Sack CA(SA), has the necessary expertise and experience to carry out his duties. The AGRC is also satisfied as to the skills and adequacy of resources of the finance function.

approval

This AGRC Report has been approved by the Board of Directors of Primeserv.

On behalf of the AGRC.

David L Rose

Audit, Governance and Risk Committee Chairperson

31 July 2026

directors' report

for the year ended 31 March 2026

The directors present their report for the year ended 31 March 2026.

nature of business

Primeserv Group Limited is an investment holding Company whose trading activities are conducted through its subsidiary companies, providing a comprehensive range of Integrated Business Support Services. These include a broad range of human capital management and consulting services and solutions, productivity and functional outsourcing services, permanent and temporary employment staffing services, training and skills development products and services, as well as related fulfilment services. The Group reports its results in two distinct segments, namely Integrated Business Support Services and Shared Services.

financial results

The financial results of the Group and Company are set out on pages 15 to 64 of this report and in our opinion require no further comment. A review of the Group's results and performance of the business units is contained in the CEO's Report on pages 14 to 17.

share capital

Details of the authorised and issued share capital of the Company are set out in Note 21 – ordinary share capital and share premium.

treasury shares

Details of treasury shares are set out in Note 22 – treasury shares.

employee share incentive scheme

The total number of shares, which may be purchased and/or in terms of which options may be granted, is equivalent to 20 percent of the issued share capital of the Company.

	2026	2025
Shares held by the share trust *	26 189 326	26 189 326

* No options were granted to employees during the reporting period.

These shares are intended to be allocated or cancelled in the 2026 financial year. The impact of IFRS 2 – Share-Based Payments and section 8C of the Income Tax Act, No. 58 of 1962, has been evaluated in order to determine the optimum use of the shares held as an incentive mechanism. The directors intend the scheme to retain key personnel and for the purpose of providing opportunities for employees to participate in the Group's growth and success.

authority to buy back shares

At the last AGM held on 21 November 2025, shareholders gave the Company or any of its subsidiaries a general approval, in terms of section 48 of the Companies Act, by way of special resolution, for the acquisition of its own shares. Following the classification of the Company in the general segment of the main board of the JSE Limited 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.

directors' report (continued)

for the year ended 31 March 2026

control over unissued shares

A general authority to issue shares for cash does not require shareholder approval provided it does not exceed 10% of the Company's issued share capital as at the date of each AGM, subject to certain provisions.

dividends

A gross final dividend of 21.50 cents per share was declared on 31 July 2026. The aggregate dividend in relation to the financial year ended 31 March 2026 is 25.0 cents per share (2025: 15.50 cents per share). The dividends may be subject to dividend withholding tax, where applicable.

directorate

M Abel, LM Maisela, KM Matjila, DL Rose and R Sack were directors of Primeserv Group Limited throughout the reporting period and at the date of this report. S Klein was appointed as an independent non-executive director to the Board on 13 May 2025. In terms of the MOI of the Company, LM Maisela and KM Matjila retire as directors at the forthcoming AGM and, being eligible, offer themselves for re-election.

Details of the directorate are set out on pages 23 to 25 of the Integrated Report.

company secretary

ER Goodman Secretarial Services Proprietary Limited (represented by M Janse van Rensburg) is the Company Secretary.

subsidiary companies

Details of the Company's interest in its subsidiaries are set out in Note 17 – details of subsidiary companies.

directors' interests

As at 31 March 2026, the aggregate direct and indirect beneficial interests were:

SHARES HELD BY	2026	2025
Executive directors		
M Abel	21 625 003	21 625 003
R Sack	568 750	568 750
Non-executive directors		
S Klein	779 887	779 887
LM Maisela	55 000	55 000
DL Rose *	120 000	120 000
TOTAL	23 148 640	23 148 640

* This shareholding is held in a trust.

directors' report (continued)

for the year ended 31 March 2026

The shares held are not subject to security, guarantees or any collateral.

There has been no change in the directors' interests in the issued share capital between 31 March 2026 and the date of this report.

For the purpose of assessing independence, the Board assesses the materiality of directors' interests, but considers amounts constituting less than 5 percent as not material.

going concern assessment

The Board regards the Group to be a going concern as the Group is expected to continue to be profitable in the forthcoming 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.

subsequent events

There are no known matters or circumstances arising since the reporting date to the date of this report that could have a material effect on the financial position of the Group or Company.

disclosures

The Board has considered the disclosure of accounting policies and only details those policies in the Annual Financial Statements that are significant to the Group.

independent auditor's report

To the Shareholders of Primeserv Group Limited

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of Primeserv Group Limited (the group and company) set out on pages 15 to 64, which comprise the consolidated and separate statements of financial position as at 31 March 2026; and the consolidated and separate statements of profit or loss and other comprehensive income; the consolidated and separate statements of changes in equity; and the consolidated and separate statements of cash flows for the year then ended; and notes to the consolidated and separate financial statements, including material accounting policy information.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Primeserv Group Limited as at 31 March 2026, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended, in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa.

Basis for Opinion

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

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

Final Materiality

	Group	Company
Overall Materiality	R 19 196 000	R 5 124 000
How we determined it	1.75% of Total Revenue	1.75% of Gross assets
Rationale for materiality benchmark and percentage applied	We identified Total Revenue as the appropriate benchmark for determining materiality, as it is a key performance measure and is likely to be of primary interest to users of the financial statements. The percentage applied was determined based on professional judgement, considering our prior knowledge of the entity and the absence of significant issues identified in previous audits.	We identified Gross Assets as the appropriate benchmark for determining materiality, as the entity's value and performance are primarily driven by its investments in subsidiaries and intercompany loan balances. The percentage applied was determined based on professional judgement, considering our prior knowledge of the entity and the absence of significant issues identified in previous audits.
	The percentages applied to the selected benchmarks were based on professional judgement, taking into consideration the qualitative factors that impact both the group and company.	

Group Audit Scope

We tailored the scope of our audit to enable us to express an opinion on the group financial statements as a whole, considering the structure of the group, the significance of individual components, and the associated risks of material misstatement, the accounting processes and controls, and the industry in which the group operates.

We performed risk assessment procedures to determine which of the group's components are likely to contain risks of material misstatement to the group financial statements and we determined the type of work needed to be performed at those components to address the risks. Our judgements included assessing the size of the components, nature of the assets, liabilities, and transactions within the component including specific risks.

Based on this assessment, we identified five (5) components for which audit procedures were performed on the entire financial information of the components, either because audit evidence needed to be obtained on all or a significant proportion of the component's financial information or that component represented a pervasive risk of material misstatement to the consolidated financial statements.

We also identified nine (9) components on which independent review engagements were performed over the component's financial information.

Key Audit Matters

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

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

Key Audit Matter	How our Audit addressed the key audit matter
Valuation of Goodwill (Group – note 11) Goodwill comprises 8% of total assets of the group for the current year and amount to R26 164 944 (2025: R26 164 944). Goodwill was recognised on the acquisitions by the group's businesses and represents the premium paid for the businesses and customer contracts. As required by the applicable accounting standards (IAS 36 – <i>Impairment of assets</i>), the directors of the company perform annual impairment assessments to assess the recoverability of the carrying value of goodwill. To determine whether an impairment exists, the value-in-use is determined for the cash-generating units ("CGU") and compared to the carrying value. As disclosed in the accounting policies and Note 11, the determination of an impairment is highly subjective due to significant judgements required to be made when determining whether the value-in-use is appropriate.	Our audit procedures included the following: We performed substantive tests of detail on the lowest level of CGUs to which the goodwill been allocated. We performed the following substantive procedures: - reperformed the directors' valuation of the goodwill for reasonability and accuracy; - evaluated the key assumptions used in determining the valuation of the recoverable amount by comparing the forecasted revenue and profits to assumptions and projections used, reviewing forecast results for reasonability and accuracy and assessing the reasonability and accuracy of the discount rates used; - evaluated and tested the inputs used by management in determining the discount rate;

The discounted cash flow model is used to calculate the value in use for each CGU. This method requires estimation, and the assumptions used in the model include: • Future revenue; • Operating margins; • Interest rates; and • Discount rates applied to projected future cash flows. In terms of IAS 36 – <i>Impairment of assets</i>, goodwill is required to be assessed for impairment annually to determine whether it should be impaired. Fair value less costs to sell, as well as the value in use are determined, and these values compared to the carrying value of goodwill. The calculation of the impairment is highly subjective as significant judgements are made by the directors in determining the appropriate CGU, the future cash flows, and the growth and discount rates. Other variables implicit in the valuation of goodwill include: • Discount rate; • The capital structure of the group, as it affects the discount rate to be applied; • Expected long-term growth rates; • Contractual fee income and operational escalation rates. The measurement of goodwill is considered to be a key audit matter due to the extent of judgement and estimation involved.	• reviewed the adequacy and appropriateness of disclosures relating to goodwill held in the consolidated financial statements. This includes the disclosure of the factors affecting the discount rates. In terms of our audit procedures performed, we concluded that our audit procedures have appropriately addressed the key audit matter.
--	---

Other Information

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

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

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

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

Audit Tenure

In terms of the IRBA Rule published in Government Gazette No. 39475 dated 4 December 2015, we report that PKF Octagon Incorporated has been the auditor of Primeserv Group Limited for four years.

Disclosure of Fee-related Matters

In terms of the EAR Rule, we disclose the following fee-related matters:

Fees paid or payable to the firm for the audit of the financial statements on which the firm expresses an opinion: R2 496 000 (excluding VAT and disbursements).



PKF Octagon Incorporated

Director: Waldemar Wasowicz CA(SA)

Registered Auditor

31 July 2026

Johannesburg, South Africa

statements of profit or loss and other comprehensive income

for the year ended 31 March 2026

	Notes	group		company	
		2026 R'000	2025 R'000	2026 R'000	2025 R'000
Revenue	1	1 096 367	1 074 284	46 060	33 612
Cost of sales	2	(961 950)	(946 551)	–	–
Gross profit		134 417	127 733	46 060	33 612
Other income	3	506	869	7 160	6 862
Operating expenses		(96 164)	(93 579)	(34 498)	(32 377)
Operating profit	4	38 759	35 023	18 722	8 097
Interest income	5	5 540	5 613	16 225	15 492
Interest expense	6	(372)	(445)	(8 983)	(6 282)
Profit before taxation		43 927	40 191	25 964	17 307
Taxation	7	(10 966)	(7 880)	(5 616)	(4 023)
PROFIT AND TOTAL COMPREHENSIVE INCOME		32 961	32 311	20 348	13 284
Profit and total comprehensive income attributable to:					
Ordinary shareholders of the Company		34 560	31 424		
Non-controlling interests	23	(1 599)	887		
PROFIT AND TOTAL COMPREHENSIVE INCOME		32 961	32 311		
Basic earnings per share (cents)	27	47.07	42.16		

statements of financial position

as at 31 March 2026

		group		company	
	Notes	2026 R'000	2025 R'000	2026 R'000	2025 R'000
ASSETS					
NON-CURRENT ASSETS		50 543	52 641	37 221	40 140
Property, equipment and vehicles	8	8 261	8 300	675	797
Investment properties	9	3 500	3 500	–	–
Right-of-use assets	10	1 702	4 178	–	–
Goodwill	11	26 164	26 164	–	–
Intangible assets	12	–	626	–	–
Investments in subsidiaries	13	–	–	1	1
Investments in preference shares	14	–	–	35 563	38 650
Deferred tax asset	15	10 916	9 873	982	692
CURRENT ASSETS		261 031	257 251	248 273	186 538
Inventories		24	25	–	–
Loans to Group companies and share trust	16; 17	–	–	142 539	112 496
Trade and other receivables	18	149 291	179 619	965	1 542
Contract cost assets	19	2 260	1 798	–	–
Cash and cash equivalents	20	109 456	75 809	104 769	72 500
TOTAL ASSETS		311 574	309 892	285 494	226 678
EQUITY AND LIABILITIES					
CAPITAL AND RESERVES		231 127	210 675	160 520	159 041
Ordinary share capital and share premium	21	2 289	2 319	2 289	2 319
Treasury shares	22	(20 813)	(23 653)	(157)	(2 997)
Retained earnings		257 706	238 465	158 388	159 719
Equity attributable to equity holders of the Company		239 182	217 131	160 520	159 041
Non-controlling interests	23	(8 055)	(6 456)	–	–
NON-CURRENT LIABILITIES		–	4 249	–	–
Finance liabilities	25	–	2 416	–	–
Contingent consideration	26	–	1 833	–	–
CURRENT LIABILITIES		80 447	94 968	124 974	67 637
Trade and other payables	24	72 372	86 740	4 726	3 250
Loans from Group companies	17	–	–	116 777	63 157
Finance liabilities	25	1 893	1 893	–	–
Contingent consideration	26	1 833	3 667	–	–
Taxation payable		4 349	2 668	3 471	1 230
TOTAL EQUITY AND LIABILITIES		311 574	309 892	285 494	226 678

statements of changes in equity

for the year ended 31 March 2026

	Share capital R'000	Share premium R'000	Treasury shares R'000	Retained earnings R'000	Equity attribu- table to equity holders of the Company R'000	Non- controlling interests R'000	Total equity R'000
GROUP							
Balance at 1 April 2024	1 168	1 197	(23 695)	219 810	198 480	(7 343)	191 137
Total comprehensive income	–	–	–	31 424	31 424	887	32 311
Shares cancelled	(22)	(24)	3 115	(3 069)	–	–	–
Acquisition of treasury shares	–	–	(3 073)	–	(3 073)	–	(3 073)
Dividends paid (13.00 cents)	–	–	–	(9 700)	(9 700)	–	(9 700)
Balance at 1 April 2025	1 146	1 173	(23 653)	238 465	217 131	(6 456)	210 675
Total comprehensive income	–	–	–	34 560	34 560	(1 599)	32 961
Shares cancelled	(15)	(15)	3 620	(3 590)	–	–	–
Acquisition of treasury shares	–	–	(780)	–	(780)	–	(780)
Dividends paid (16.00 cents)	–	–	–	(11 729)	(11 729)	–	(11 729)
BALANCE AT 31 MARCH 2026	1 131	1 158	(20 813)	257 706	239 182	(8 055)	231 127
Notes	21	21	22			23	

statements of changes in equity (continued)

for the year ended 31 March 2026

	Share capital R'000	Share premium R'000	Treasury shares R'000	Retained earnings R'000	Total equity R'000
COMPANY					
Balance at 1 April 2024	1 168	1 197	(3 039)	164 371	163 697
Total comprehensive income	–	–	–	13 284	13 284
Shares cancelled	(22)	(24)	3 115	(3 069)	–
Acquisition of treasury shares	–	–	(3 073)	–	(3 073)
Dividends paid (13.00 cents)	–	–	–	(14 867)	(14 867)
Balance at 1 April 2025	1 146	1 173	(2 997)	159 719	159 041
Total comprehensive income	–	–	–	20 348	20 348
Shares cancelled	(15)	(15)	3 620	(3 590)	–
Acquisition of treasury shares	–	–	(780)	–	(780)
Dividends paid (16.00 cents)	–	–	–	(18 089)	(18 089)
BALANCE AT 31 MARCH 2026	1 131	1 158	(157)	158 388	160 520
Notes	21	21	22		

statements of cash flows

for the year ended 31 March 2026

		group		company	
	Notes	2026 R'000	2025 R'000	2026 R'000	2025 R'000
CASH FLOWS FROM OPERATING ACTIVITIES					
Cash generated from operations		63 098	37 438	24 009	27 212
Interest income	5	5 540	5 613	16 225	15 492
Interest expense	6	(372)	(445)	(8 983)	(6 282)
Tax paid	7	(9 490)	(8 323)	(3 665)	(5 893)
NET CASH FROM OPERATING ACTIVITIES		58 776	34 283	27 586	30 529
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchase of property, equipment and vehicles	8	(1 417)	(626)	(25)	(242)
Purchase of contract cost assets	19	(4 785)	(4 079)	–	–
Contingent consideration paid	26	(3 667)	(3 667)	–	–
Loans advanced to Group companies		–	–	(30 044)	(11 861)
NET CASH FROM INVESTING ACTIVITIES		(9 869)	(8 372)	(30 069)	(12 103)
CASH FLOWS FROM FINANCING ACTIVITIES					
Acquisition of treasury shares	22	(780)	(3 073)	(780)	(3 073)
Loans advanced by/(repaid to) Group companies		–	–	53 621	8 487
Payment of finance liabilities	25	(2 751)	(3 421)	–	–
Dividends paid	28	(11 729)	(9 700)	(18 089)	(14 867)
NET CASH FROM FINANCING ACTIVITIES		(15 260)	(16 194)	34 752	(9 453)
Total cash movement for the year		33 647	9 717	32 269	8 973
Cash at beginning of year		75 809	66 092	72 500	63 527
CASH AT END OF YEAR	20	109 456	75 809	104 769	72 500

notes to the statements of cash flows

for the year ended 31 March 2026

		group		company	
		2026	2025	2026	2025
		R'000	R'000	R'000	R'000
Notes					
A	CASH FLOWS GENERATED FROM OPERATING ACTIVITIES				
	Profit before taxation	43 927	40 191	29 051	17 307
	Adjustments	3 210	1 907	(7 095)	4 672
5	Interest income	(5 540)	(5 613)	(16 225)	(15 492)
6	Interest expense	372	445	8 983	6 282
	Loss on disposal of equipment and vehicles	–	(5)	–	–
	Preference coupon	–	–	–	6 848
12	Amortisation of intangible assets	626	1 094	–	–
19	Amortisation of contract cost assets	4 323	3 580	–	–
	Impairment/(reversal) on preference shares	–	–	–	6 907
4	Depreciation	3 932	3 911	147	126
	Other	(503)	(1 505)	–	1
	Operating cash flows before working capital changes	47 137	42 098	21 956	21 979
	Working capital changes	15 961	(4 660)	2 053	5 233
	Decrease in inventories	2	7	–	–
	Decrease/(increase) in trade and other receivables	30 328	(15 372)	577	8 424
	(Decrease)/increase in trade and other payables	(14 369)	10 705	1 476	(3 191)
	CASH GENERATED FROM OPERATIONS	63 098	37 438	24 009	27 212

summary of accounting policies

for the year ended 31 March 2026

principal accounting policies

Primeserv Group Limited is a public Company with its subsidiaries incorporated and domiciled in South Africa.

The consolidated and separate Annual Financial Statements for the year ended 31 March 2026 were authorised for issue in accordance with a resolution of the directors.

The consolidated and separate financial statements incorporate the following principal accounting policies, which are consistent with those applied in the previous year, unless otherwise indicated.

basis of preparation

These consolidated and separate Annual Financial Statements for the year ended 31 March 2026 are prepared in accordance with, and comply with IFRS® Accounting Standards, the South African Institute of Chartered Accountants Financial Reporting Guides as issued by the Accounting Practices Committee and the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, the Companies Act and the JSE Limited Listings Requirements. The consolidated and separate Annual Financial Statements are prepared in accordance with the going concern principle on the historical cost basis, except for the measurement of investment properties at fair value.

The preparation of the consolidated and separate Annual Financial Statements in conformity with IFRS® requires the use of certain critical accounting estimates. It also requires management to exercise their judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated and separate Annual Financial Statements, are disclosed below. Actual amounts could differ from these estimates.

The financial statements are presented in Rand, which is Primeserv Group Limited's functional and presentation currency, and are rounded to the nearest thousand.

estimates

carrying value of goodwill

Goodwill has been tested for impairment based upon establishing an enterprise value using a DCF approach in terms of which a cash flow for the enterprise in respect of which the goodwill value is carried, is developed based upon assumptions regarding future growth in profitability, cash applied to the business and the free cash generated by the enterprise and is discounted at an appropriate risk adjusted rate. The recoverable amount of goodwill was calculated by determining its value-in-use through the DCF method.

recoverability of deferred tax assets

The Group recognises the net future tax benefit related to deferred tax assets to the extent that it is probable that the deductible temporary differences will reverse in the foreseeable future and that future taxable profits will occur. Assessing the recoverability of deferred tax assets require the Group to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on budgets and forecast cash flows from operations and the application of existing tax laws. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Group to realise the net deferred tax assets recorded at the end of the reporting period could be impacted.

Assumptions relating to the estimates include the prospects of the CGU achieving its budgeted profit, which takes into account macroeconomic as well as industry-specific factors relevant to the CGU. Changes in one or more of these factors could affect the carrying amount at the end of the reporting period.

summary of accounting policies (continued)

for the year ended 31 March 2026

recoverability of trade receivables and expected credit loss

The recoverability of trade receivables is assessed by giving careful consideration to the exposures that the Group carries. In this regard the directors believe that the amount carried in the statement of financial position is collectable having taken account of risks covered by credit insurance contracts, the VAT portion recoverable from SARS, impairment provisions raised and the default history of clients.

The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

fair value of investment properties

The fair values of investment properties are determined on the comparable sales approach which takes into account recent sales histories. Group policy is to have the investment properties valued by an independent valuator every three years.

determination of the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the leases it enters into and, therefore, it uses its IBR to measure its lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-to-use asset in a similar economic environment. The IBR, therefore, reflects what the Group expects it would have to pay and estimates the IBR using indications from its primary bankers. The rate expected to be paid would be between the prime overdraft rate less 1 percent and the prime overdraft rate.

judgements

assessment of control

The Group is considered to exercise control over a company in which it does not have a majority stake and joint shareholders agreement when it has the power and ability to control the activities of that company that significantly affect the Group's ability to earn variable returns from it. This power is obtained through the appointment of Group non-executive directors as directors of subsidiary companies.

The Primeserv Group Limited Share Trust is a share incentive trust which is funded by a loan and dividends received from Primeserv Group Limited. In the judgement of management, the Group controls the trust in accordance with IFRS 10 – Consolidated Financial Statements, based on its ability to control the cash flows of the trust.

impairment of financial assets

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the entity, and a failure to make contractual payments for a period of greater than 120 days past due date. This is based on historical recovery patterns taking into consideration rights of enforcement arising from legal collection processes and/or credit insurance policies in place.

The Group uses an allowance account to recognise its credit losses on trade and other receivables. It applies the simplified approach of recognising lifetime expected credit losses ("ECL") for the trade receivables. ECL is an accounting estimate that considers future uncertain events affecting a debtor's ability to settle its debt. The Group applied a practical expedient in measuring the expected credit loss, using a provision matrix in determining the impairment. This matrix uses the historical credit loss, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current and forecast conditions at the reporting date. Refer to Note 18 for the details relating to ECL.

summary of accounting policies (continued)

for the year ended 31 March 2026

determination of the lease term for lease contracts with renewal and termination options (group as a lessee)

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend or terminate the lease if it is reasonably certain to be exercised.

The Group has several lease contracts that include extension options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal option. Factors relevant to lease properties include proximity to clients and transport infrastructure. In relation to vehicles and equipment consideration is given to operational requirements relating to the servicing of clients and associated administration functions. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within the control of its ability to exercise or not to exercise the option to renew.

principles of consolidation and goodwill

The Group consists of the holding company, its subsidiaries and a share incentive trust with no non-controlling interests. The Annual Financial Statements of subsidiaries are consolidated from the date on which the Group acquires effective control up to the date that effective control ceases.

Inter-company transactions, balances and unrealised gains and losses on transactions between Group companies are eliminated on consolidation.

The Primeserv Group Limited Share Incentive Trust is included in the holding company standalone accounts as a subsidiary. The holding company does not hold an equity interest in the trust.

Goodwill is determined as the fair value of consideration paid, plus the fair value of any shareholding held prior to obtaining control, plus non-controlling interests less the fair value of the identifiable assets and liabilities of the acquiree. If, in the case of a bargain purchase, the result of this formula is negative, then the difference is recognised directly in profit or loss.

Goodwill is subsequently measured at cost less accumulated impairment losses. For the purposes of impairment testing, goodwill acquired in a business combination is allocated to the CGU that is expected to benefit from the synergies of the combination. Each unit to which the goodwill is allocated represents the lowest level within the entity at which goodwill is monitored for internal management purposes.

Goodwill is not amortised but is tested on an annual basis for impairment or more frequently if events or changes in circumstances indicate a potential impairment. If goodwill is assessed to be impaired, that impairment is not subsequently reversed.

impairment testing of goodwill (estimation)

The Group reviews and tests the carrying value of goodwill annually for impairment. Goodwill is impaired if the carrying amount of the goodwill attributable to the particular CGU exceeds its recoverable amount or fair value, whichever is the greater. Assessing whether goodwill is impaired requires an estimation of the value-in-use of the CGUs to which goodwill has been allocated. The value-in-use calculation requires the directors to estimate the future cash flows and income and expenses that are expected to arise from the CGU. Value-in-use is calculated as the net present value of future cash flows derived from assets using cash flow projections which have been discounted at appropriate discount rates. This includes estimates and assumptions regarding future events. Refer to Note 11 for the parameters used in the determination of the appropriate discount rate.

summary of accounting policies (continued)

for the year ended 31 March 2026

non-controlling interests

Non-controlling interests in the net assets of consolidated subsidiaries are identified and recognised separately from the Group's interest therein and are recognised within equity. Losses of subsidiaries attributable to non-controlling interests are allocated to the non-controlling interest even if this results in a negative balance being recognised for non-controlling interests.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions and are recognised directly in the statement of changes in equity.

Non-controlling interests are measured at the proportionate share of the interest in the subsidiary's identifiable net assets at acquisition date and adjusted in the same proportion to the profit and losses for the period ended on each subsequent reporting date.

The difference between the fair value of consideration paid or received and the movement in non-controlling interests for such transactions is recognised in equity attributable to the owners of the Company. Where a subsidiary is disposed of and a non-controlling shareholding is retained, the remaining investment is measured at fair value with the adjustment to fair value recognised in profit or loss as part of the gain or loss on disposal of the controlling interest. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

revenue from contracts with clients

Group revenue consists of services rendered to clients and is stated net of value-added taxation. Revenue is derived from the supply of temporary employment services, permanent placement fees and consulting and training fees. Fees received in advance are recognised over the period of the course or project and take into consideration the stage of completion, which is based on what services have been delivered relative to what remains to be delivered as measured against the deliverables in the particular course outline. Income received on long-term staff supply and training contracts is recognised as it is earned.

The Group does not adjust the amount of consideration for the effects of a significant financing component if the entity expects, at contract inception, that the period between when the entity transfers a good or service to a client and when the client pays for that good or service will not exceed one year.

Revenue type	Performance obligation	Transaction price	Recognition
Temporary employment services	Fees earned for the services rendered by assignees at clients calculated at a rate per hour linked to the hours worked by the assignee	Linked to the assignee's rate of pay	Over time as assignee renders the service. Hours not invoiced to clients or paid to assignees are included in work-in-progress
Permanent placement fees	Fees earned when an assignee or candidate commences permanent employment at a client	Usually determined as a percentage of the assignee's or candidate's remuneration	On commencement of employment
Consulting fees	Fees earned for consulting services rendered	Per agreement based on services required	Over time or at the point when the service is delivered
Training fees	Fees for training services provided	Per agreement based on services required	Over time

summary of accounting policies (continued)

for the year ended 31 March 2026

cost of sales

Cost of sales in the context of the Staffing Services unit relates primarily to employee costs, whilst those for the Training Services unit consist of costs directly related to the training or consulting service and are recognised in profit or loss in the same period as when the revenue related to the service is recognised.

leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

group as a lessee

The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease and these typically relate to leasehold property, office equipment and motor vehicles.

Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses. The cost of right-of-use assets includes the amount of lease liabilities recognised and initial direct costs incurred. Right-of-use assets are depreciated on a straight-line basis over the shorter of the useful life and the lease term.

The right-of-use assets are presented within Note 10 and are subject to impairment in line with the Group's impairment of non-financial assets policy.

lease liabilities

The Group recognises lease liabilities measured at the present value of the future lease payments. The lease payments include fixed payments.

The lease liability is initially measured at the present value of the future lease payments expected to be paid after the commencement date, discounted using the Group's incremental borrowing rate. To determine the incremental borrowing rate, the Group obtains a reference rate and makes certain adjustments to reflect the terms of the lease and the asset leased.

The lease liability is subsequently measured at amortised cost using the effective interest method.

short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of office equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. The Group considers leased items with a new purchase value of below R750 000 to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

summary of accounting policies (continued)

for the year ended 31 March 2026

employee benefits

short-term employee benefits

Employee benefits in the form of annual leave entitlements are provided for when they accrue to employees with respect to services rendered up to the statement of financial position date. There are no contractual obligations to pay bonuses to any employee. All bonuses are at the discretion of management or, in the case of executive directors, the Board.

retirement benefits

Current contributions to pension and retirement funds operated for employees are based on current service and charged against income as incurred. All retirement benefit plans are defined contribution plans.

property, equipment and vehicles

Property, equipment and vehicles are initially measured at cost. Costs include direct costs incurred initially to acquire an item of property, equipment and vehicles.

Equipment and vehicles are subsequently stated at cost less accumulated depreciation and impairment. Depreciation is provided for on the straight-line basis over the following periods, which will reduce cost to the estimated residual values over the expected useful lives of the assets:

Property	Twenty-five to thirty-five years
Computer equipment	Three to six years
Motor vehicles	Five years
Furniture, fittings and equipment	Three to ten years

taxation

current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset.

Current tax assets/(liabilities) for the current and prior periods are measured at the amount expected to be (recovered from)/paid to the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of each reporting period.

deferred tax assets and liabilities

Deferred tax is provided using the financial position statement method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

A deferred tax liability is recognised for all taxable temporary differences, except:

- to the extent that the deferred tax liability arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction, affects neither accounting profit nor taxable profit or tax loss.
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

summary of accounting policies (continued)

for the year ended 31 March 2026

A deferred tax asset is recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised. A deferred tax asset is not recognised:

- when it arises from the initial recognition of an asset or liability in a transaction which at the time of the transaction, affects neither accounting profit nor taxable profit or tax loss.
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

A deferred tax asset is recognised for the carry forward of unused tax losses to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of each reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax on an investment property using the fair value model is presumed to be recovered through the sale of the investment property.

income tax expenses

Current and deferred taxes are recognised as income or an expense and included in profit or loss for the period, except to the extent that the tax arises from:

- a transaction or event which is recognised, in the same or a different period, in other comprehensive income; or
- items that are credited or charged, in the same period or a different period, directly in equity then the tax is also recognised in other comprehensive income or charged or credited directly to equity, respectively.

Gains and losses on disposal are recognised in profit or loss when the item is derecognised. The gain or loss arising from the derecognition of an item of equipment and vehicles is determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item.

The residual value, useful life and depreciation method of each asset is reviewed at the end of each reporting period. If the expectations differ from previous estimates, the change is accounted for as a change in accounting estimate.

The depreciation charge for each period is recognised in profit or loss.

investment property

Investment property is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment property is measured at fair value with fair value changes recognised in profit or loss as investment gains or losses. The fair value assessment of the investment property is assessed at least every three years by an independent external valuations expert and by management in the intervening years. Refer Note 9 of the notes to the Annual Financial Statements.

Costs of upkeep, maintenance and estate levies are expensed as incurred.

summary of accounting policies (continued)

for the year ended 31 March 2026

financial instruments

classification

The Group classifies financial assets and financial liabilities into the following categories:

- financial assets at amortised cost
- financial liabilities at amortised cost

Classification depends on the business model and contractual cash flows.

initial recognition

Financial instruments are initially measured at fair value plus or minus transaction costs, if any.

The Group classifies financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability, or an equity instrument in accordance with the substance of the contractual arrangement.

subsequent measurement

Financial assets at amortised cost are subsequently measured, using the effective interest method, less accumulated impairment losses. This applies where the Group's business model is to hold financial assets and collect its contractual cash flows and where the contractual terms of the financial asset give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial liabilities at amortised cost are subsequently measured, using the effective interest method.

The Group recognises a loss allowance for ECL on financial assets measured at amortised cost. At each reporting date, the Group assesses whether the credit risk on a financial asset, including trade receivables, has increased significantly since initial recognition by assessing the change in the risk of a default occurring over the expected life of the financial instrument. The Group considers an amount to be in default when such amount is more than 120 days past the original or postponed due date for payment and there are no mitigating criteria including credit insurance policies and/or legal processes where there are reasonable prospects for success.

The Group uses past due information and reasonable and supportable forward-looking information that is available without undue cost or effort when determining whether credit risk has increased significantly since initial recognition. Such information includes expected rates of growth in Gross Domestic Product, inflation forecast as indicated by the CPI-X measure, and levels of unemployment. Where the credit risk on that financial instrument has increased significantly since initial recognition, the Group measures the loss allowance for a financial instrument at an amount equal to the lifetime ECL. Where the credit risk on that financial instrument has not increased significantly since initial recognition the Group measures the loss allowance for a financial instrument at an amount equal to the expected loss over 12 months.

The amount of ECL or reversal thereof that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised in profit or loss.

derecognition

Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Financial liabilities are derecognised when the obligation under the liability is discharged, cancelled or expired.

summary of accounting policies (continued)

for the year ended 31 March 2026

financial assets

financial assets at amortised cost

Trade and other receivables, preference coupons receivable and loans to Group companies and the share trust are classified as financial assets at amortised cost.

Trade receivables are presented net of an allowance for impairment. Movements on this allowance are taken to the statement of profit or loss and other comprehensive income and uncollectable amounts are written off against the allowance. Subsequent recoveries of amounts previously written off are credited to the statement of profit or loss.

The Company classifies its loans to Group companies at amortised cost. The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. The loans to Group companies are classified at amortised cost, because they give rise to cash flows that are "solely payments of principal and interest" ("SPPI") on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. The Company's business model for managing financial assets refers to how it manages its financial assets to generate cash flows. The business model for the loans to Group companies is to collect contractual cash flows.

Loans to Group companies are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

The Company recognises a loss allowance for ECL on all loans receivable measured at amortised cost. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective loans. The Company measures the loss allowance at an amount equal to lifetime ECL ("lifetime ECL") when there has been a significant increase in risk since the initial recognition. If the credit risk on a loan has not increased significantly since initial recognition, then the loss allowance for that loan is measured at 12-month ECL ("12-month ECL").

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a loan. In contrast, 12-month ECL represents the portion of the lifetime ECL that is expected to result from default events on a loan that are possible within 12 months after the reporting date. In assessing whether the credit risk of a financial asset has increased significantly since initial recognition, the Company compares the risk of default occurring as at the date of initial recognition. The credit risk on a financial asset is always presumed to have increased significantly since initial recognition if the contractual payments are more than 30 days past due unless the Company has reasonable and supportable information that demonstrates otherwise.

The Company considers that default has occurred when a loan instalment is more than 120 days past due unless there is reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate. The Company writes off a loan when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery. Loans written off may still be subject to enforcement activities under the Company recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss. The Company has established a policy to perform an assessment, at the end of each reporting period, of whether a loan's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument.

Based on the above process, the Company groups its loans into Stage 1, Stage 2 and Stage 3 described below:

Stage 1: When loans are first recognised, the Company recognises an allowance account based on 12-month ECL. Stage 1 loans also include facilities where the credit risk has improved and the loans have been reclassified from Stage 2;

Stage 2: When a loan has shown a significant increase in credit risk since origination, the Company records an allowance for the lifetime ECL; and

Stage 3: Loans considered credit impaired. The Company records an allowance for the lifetime ECL.

ECL are probability-weighted estimates of credit losses. They are measured as the present value of all cash flow shortfalls (i.e., the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the entity expects to receive).

summary of accounting policies (continued)

for the year ended 31 March 2026

intangible assets

Intangible assets consist of customer contracts that were acquired in a business combination and are recognised at fair value at the acquisition date. These intangible assets have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is charged to operating expenses on a straight line basis over their estimated useful lives of up to four years, to a nil residual value. The amortisation method and estimated remaining useful lives are reviewed at least annually.

contract cost assets

A contract cost asset consists of personal protective equipment (PPE), which is acquired by the Group for assignees to use when performing their duties with clients. Generally, the PPE is purchased annually and is used by assignees over a 12-month period. Clients are charged a monthly fee for the PPE supplied to assignees. As the PPE is used over a period of less than 12 months, these items are considered not to be property, plant and equipment and not as inventory as no sale of the asset will take place. PPE consists of boots, overalls, jackets and other safety equipment. As the PPE is used over a 12-month period, the asset is expensed to cost of sales over a 12-month period or less.

cash and cash equivalents

Cash and cash equivalents are classified as financial assets at amortised cost and comprise cash on hand and demand deposits of terms less than 90 days that are subject to an insignificant risk of changes in value. These are subsequently measured at amortised cost. Cash and cash equivalents are held with institutions with high credit quality and, therefore, ECLs are not significant.

financial liabilities

loans and payables

Trade and other payables and loans from Group companies are classified as financial liabilities at amortised cost. In the case of short-term payables, the impact of discounting is not material and cost approximate amortised cost.

bank overdraft and borrowings and cash at bank

Bank overdrafts and borrowings are classified as financial liabilities at amortised cost. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs. For the purposes of the statement of cash flows, cash at bank includes cash on hand, deposits and current accounts held with banks. Short-term bank borrowings form an integral part of the Group's cash management and are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

share capital

Ordinary shares are classified as equity. Costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds, net of tax.

treasury shares

Shares in the holding company held by Group companies and the Share Trust are classified as treasury shares. The consideration paid for treasury shares is deducted from total shareholders' equity. Dividends received are offset against dividends paid. Profits/losses realised on the allocation to individuals of treasury share are allocated directly to equity. Where treasury shares are subsequently sold or issued, the net consideration received is included in equity.

Treasury shares are held as other financial assets and are initially recognised at cost and subsequently measured at fair value. Treasury shares acquired are reflected as cancelled on consolidation to reflect the shares in issue held by external shareholders.

Fair value measurement takes place at the end of each reporting period and is based on the closing share price.

summary of accounting policies (continued)

for the year ended 31 March 2026

segment reporting

The Company is an investment holding company whose trading activities are conducted through its subsidiary companies providing a comprehensive range of Integrated Business Support Services. These include a broad range of human capital management and consulting services and solutions, productivity and functional outsourcing services, permanent and temporary employment staffing services, training and skills development products and services, as well as related fulfilment services. These services are supported by the Group-wide Shared Services operation. Consequently, the Group has two reporting segments, namely Integrated Business Support Services and Shared Services. These two segments are the basis on which the Group reports its primary segment information for internal purposes to the chief operating decision-maker.

Segment results include revenue and expenses directly attributable to a segment and the relevant portion of enterprise revenue and expenses that can be allocated on a reasonable basis to a segment, whether from external transactions or from transactions with other Group segments. Transactions between segments are priced at market-related rates. These transactions are eliminated on consolidation.

Segment assets and liabilities comprise those operating assets and liabilities that are directly attributed to the segment or can be allocated to the segment on a reasonable basis.

Any assets or liabilities that cannot be attributed directly to the Integrated Business Support Services segment are allocated to Shared Services.

Refer to Note 35 for details relating to segments.

investment in subsidiaries

Investments in subsidiaries are carried at cost less any accumulated impairment losses. Accounting policies of subsidiaries have been changed, where necessary, to ensure consistency with the policies adopted by the Group.

Subsidiaries are entities (including structured entities) which are controlled by the Group. The Group has control of an entity when it is exposed to or has rights to variable returns from involvement with the entity and it can affect those returns through use of its power over the entity.

The results of subsidiaries are included in the consolidated Annual Financial Statements from the effective date of acquisition to the effective date of disposal.

Inter-company loan balances are measured at amortised cost under the IFRS 9 business model assessment.

All inter-company transactions, balances and unrealised gains on transactions between Group companies are eliminated in full on consolidation. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control ceases, with the change in carrying amount recognised in other comprehensive income. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets and liabilities.

investment in preference shares

Investments in preference shares are classified at amortised cost. Investments in preference shares are accounted for as equity as any redemption is at the option of the issuing company.

earnings per share

The Group presents basic earnings per share and headline earnings per share for its ordinary shares.

Basic earnings per share are calculated by dividing the profit attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

summary of accounting policies (continued)

for the year ended 31 March 2026

Headline earnings per share are calculated by dividing headline earnings attributable to ordinary shareholders of the Company by the weighted number of ordinary shares outstanding during the period.

There are no dilutive effects on earnings per share or headline earnings per share.

provisions and contingencies

A provision is recognised when:

- the Group has a present obligation (legal or constructive) because of a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the obligation.

Provisions are recognised at the present value of expenditure required to settle the obligation.

Provisions are not recognised for future operating losses.

Contingent assets and contingent liabilities are not recognised. Contingencies are disclosed in Note 26.

inventories

Inventories are measured at the lower of cost and net realisable value on the first-in-first-out basis.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

The cost of inventories comprises of all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. It includes borrowing costs.

new standards and interpretations

Other than below, there are no new standards, amendments to standards and interpretations that could be expected to impact the Group or the Company and that were in issue but not yet effective.

IFRS 7 Financial instruments: Disclosures

The amendment supplements existing disclosure requirements (effective 1 January 2026).

IAS 7 Statement of Cash Flows

The amendment supplements existing disclosure requirements (effective 1 January 2026)

Amendments to IFRS 7 and IFRS 9: Amendments to the classification and Measurement of Financial Instruments (effective 1 January 2026)

IFRS 18 Presentation and disclosure in Financial Statements

The standard introduces three new defined categories in the statement of profit and loss for income and expenses, including providing new defined subtotals, including operating profit. The standard also provides guidance on how better to organise information and whether to provide it in the primary financial statements or in the notes. The Group is still assessing the effect of the new standard but it is not expected to materially affect the presentation of the Group's results (effective 1 January 2027).

These amendments are not expected to be material to the Company.

notes to the annual financial statements

for the year ended 31 March 2026

		group		company	
		2026 R'000	2025 R'000	2026 R'000	2025 R'000
1. REVENUE					
Revenue comprises:					
Services rendered – over time		1 095 538	1 073 532	46 060	33 612
Services rendered – at a point in time		829	752	–	–
TOTAL		1 096 367	1 074 284	46 060	33 612
Refer Note 35 – Segmental Analysis for disaggregation of revenue					
2. COST OF SALES					
Cost of sales comprises:					
Payroll, training, consulting and associated costs		961 950	946 551	–	–
TOTAL		961 950	946 551	–	–
3. OTHER INCOME					
Preference share coupon		–	–	6 848	6 848
Other		506	869	312	14
TOTAL		506	869	7 160	6 862
4. OPERATING PROFIT					
Operating profit is stated after taking into account the following:					
Amortisation of intangible assets		626	1 094	–	–
Amortisation of contract cost assets		4 323	3 580	–	–
Depreciation		3 932	3 911	147	126
Depreciation: Property, equipment and vehicles		1 456	1 409	147	126
Depreciation: Right-of-use assets		2 476	2 502	–	–
Employee costs and benefits		58 258	55 963	20 360	15 863
Staff costs – short-term		55 601	53 451	19 224	15 361
Retirement costs		2 657	2 512	1 136	502
Leasing charges – other		4 009	3 240	–	–
Preference share impairment		–	–	3 087	6 907

notes to the annual financial statements (continued)

for the year ended 31 March 2026

		group		company	
		2026 R'000	2025 R'000	2026 R'000	2025 R'000
5.	INTEREST INCOME				
	Bank and cash	5 489	5 386	5 489	5 386
	Loans to Group companies	–	–	10 736	10 102
	Other	51	227	–	4
	TOTAL	5 540	5 613	16 225	15 492
6.	INTEREST EXPENSE				
	Finance liabilities	335	307	–	–
	Loans from Group companies	–	–	8 983	6 282
	Other	37	138	–	–
	TOTAL	372	445	8 983	6 282
7.	TAXATION				
	SA normal taxation				
	– current	11 171	8 364	5 906	4 715
	Deferred tax				
	– current	(1 043)	(1 164)	(290)	(692)
	Dividend withholding tax	838	680	–	–
	TOTAL	10 966	7 880	5 616	4 023
	TAXATION PAID				
	Opening balance	(2 668)	(2 627)	(1 230)	(2 408)
	Current year charge	(11 171)	(8 364)	(5 906)	(4 715)
	Closing balance	4 349	2 668	3 471	1 230
	TOTAL	(9 490)	(8 323)	(3 665)	(5 893)

notes to the annual financial statements (continued)

for the year ended 31 March 2026

		group		company	
		2026 %	2025 %	2026 %	2025 %
7.	TAXATION (continued)				
	TAX RATE RECONCILIATION				
	Statutory tax rate	27.0	27.0	27.0	27.0
	Exempt income				
	– capital profits	–	(10.3)	–	–
	– learnerships	(1.4)	(1.2)	–	–
	– employment tax incentives	(1.6)	(2.0)	–	–
	– preference share coupon	–	–	(7.1)	(10.7)
	Deferred tax impairment	–	(0.6)	–	–
	Disallowed expenditure	0.4	–	1.7	10.8
	Movement in assessed losses	(1.4)	5.4	–	(3.9)
	Other	–	(0.4)	–	–
	EFFECTIVE TAX RATE	23.0	17.9	21.6	23.2

notes to the annual financial statements (continued)

for the year ended 31 March 2026

	Property R'000	Computer equipment R'000	Motor vehicles R'000	Furniture, fittings and equipment R'000	Total R'000
8. PROPERTY, EQUIPMENT AND VEHICLES					
GROUP					
2026					
Cost	4 575	2 668	2 515	4 857	14 615
Accumulated depreciation	(278)	(1 796)	(1 373)	(2 868)	(6 315)
Net book value at beginning of year	4 297	872	1 142	1 989	8 300
Additions	–	210	1 050	157	1 417
Depreciation	(180)	(359)	(439)	(478)	(1 456)
NET BOOK VALUE AT END OF YEAR	4 117	723	1 753	1 668	8 261
Cost	4 575	2 878	3 565	5 014	16 032
Accumulated depreciation	(458)	(2 155)	(1 812)	(3 346)	(7 771)
NET BOOK VALUE AT END OF YEAR	4 117	723	1 753	1 668	8 261
2025					
Cost	4 575	2 446	2 699	4 495	14 215
Accumulated depreciation	–	(1 461)	(1 041)	(2 509)	(5 011)
Net book value at beginning of year	4 575	985	1 658	1 986	9 204
Additions	–	222	–	404	626
Disposals at book value *	–	–	(119)	(2)	(121)
Depreciation	(278)	(335)	(397)	(399)	(1 409)
NET BOOK VALUE AT END OF YEAR	4 297	872	1 142	1 989	8 300
Cost	4 575	2 668	2 515	4 857	14 615
Accumulated depreciation	(278)	(1 796)	(1 373)	(2 868)	(6 315)
NET BOOK VALUE AT END OF YEAR	4 297	872	1 142	1 989	8 300

* Assets are disposed of and replaced in the ordinary course of business.

notes to the annual financial statements (continued)

for the year ended 31 March 2026

	Property R'000	Computer equipment R'000	Motor vehicles R'000	Furniture, fittings and equipment R'000	Total R'000
8. PROPERTY, EQUIPMENT AND VEHICLES					
(continued)					
COMPANY					
2026					
Cost	–	472	–	1 296	1 768
Accumulated depreciation	–	(300)	–	(671)	(971)
Net book value at beginning of year	–	172	–	625	797
Additions	–	25	–	–	25
Depreciation	–	(55)	–	(92)	(147)
NET BOOK VALUE AT END OF YEAR	–	142	–	533	675
Cost	–	497	–	1 296	1 793
Accumulated depreciation	–	(355)	–	(763)	(1 118)
NET BOOK VALUE AT END OF YEAR	–	142	–	533	675
2025					
Cost	–	406	–	1 120	1 526
Accumulated depreciation	–	(249)	–	(596)	(845)
Net book value at beginning of year	–	157	–	524	681
Additions	–	66	–	176	242
Depreciation	–	(51)	–	(75)	(126)
Net book value at end of year	–	172	–	625	797
Cost	–	472	–	1 296	1 768
Accumulated depreciation	–	(300)	–	(671)	(971)
Net book value at end of year	–	172	–	625	797

notes to the annual financial statements (continued)

for the year ended 31 March 2026

		group		company	
		2026 R'000	2025 R'000	2026 R'000	2025 R'000
9. INVESTMENT PROPERTIES					
Cost		7 645	7 645	–	–
Accumulated fair value adjustments		(4 145)	(4 145)	–	–
PROPERTIES AT FAIR VALUE		3 500	3 500	–	–

Investment properties consist of four vacant stands on Portions 308, 309, 310 and 312 (a portion of portion 2) Farm Eiland 13 No. 502, I.Q., North West province, and a house on Portion 96 (a portion of portion 2) Farm Eiland 13 No. 502, I.Q., North West.

Independent valuations were performed in 2026 by a valuation expert, Brian Jeffrey Mylod, owner of Smitties Estates, appraiser appointed in terms of section 6 of the Administration of Estates Act of 1965 for the district of Parys, as well as member of the Valuation Court of Parys.

The valuations were performed on the comparable sales approach, which was assessed as the highest and best use of the property, which does not differ to the intended use by the Group. The comparable sales approach takes into account recent sales in the area under market conditions of similar properties in the prevailing circumstances.

The residential property was valued in the current year at R3.85 million, while each vacant stand was valued at R0.38 million.

Given that no vacant stands have been sold since March 2023, the directors have concluded that there is insufficient market evidence to support a revision of these valuations. Accordingly, the valuations have not been adjusted and remain as previously disclosed.

Any reasonable change in the assumptions listed that management believes could occur would not cause the value to differ materially.

Operating costs incurred primarily relate to the payment of levies, power and water charges, and repairs and maintenance, and totalled R227 000 (2025: R309 000).

notes to the annual financial statements (continued)

for the year ended 31 March 2026

	Leasehold properties R'000	Total R'000
10. RIGHT-OF-USE ASSETS		
GROUP		
2026		
Net book value at beginning of year	4 178	4 178
Depreciation	(2 476)	(2 476)
NET BOOK VALUE AT END OF YEAR	1 702	1 702
Cost	5 347	5 347
Accumulated depreciation	(3 645)	(3 645)
NET BOOK VALUE AT END OF YEAR	1 702	1 702
2025		
Net book value at beginning of year	1 333	1 333
Additions	5 347	5 347
Depreciation	(2 502)	(2 502)
NET BOOK VALUE AT END OF YEAR	4 178	4 178
Cost	8 698	8 698
Accumulated depreciation	(4 520)	(4 520)
NET BOOK VALUE AT END OF YEAR	4 178	4 178
COMPANY		
There are no right-of-use assets attributable to the Company.		

11. GOODWILL

Goodwill is not amortised but is tested for impairment at the end of each financial year or when there are indications that the goodwill may be impaired. For the purposes of performing the impairment test, the goodwill is allocated to each entity within the Group, and therein the smallest cash-generating unit ("CGU") expected to benefit from the acquisition which gave rise to the goodwill. The recoverable amount of the CGU is determined on a value-in-use basis, and this is compared to the carrying value of the CGU, including the goodwill. To the extent that the carrying value of the CGU exceeds its recoverable amount, goodwill is impaired, limited to its carrying value. Management has performed the valuation of goodwill based on past experience.

Value-in-use is determined using a discounted cash flow ("DCF") model which used budgets and forecasts for five years, and then bringing in a perpetuity value which is discounted to present value. The difference between the present value and the CGUs' net asset values are presented in the tables below.

notes to the annual financial statements (continued)

for the year ended 31 March 2026

11. GOODWILL (continued)

Goodwill has been allocated for impairment testing purposes to the Group's operating segments, which represents the lowest level of assets for which there are separate cash flows, and as reported in Note 35, as follows:

	group		company	
	2026 R'000	2025 R'000	2026 R'000	2025 R'000
Goodwill is attributable to the following CGUs				
Primeserv Corporate Solutions Proprietary Limited	2 708	2 708	–	–
Primeserv Denverdraft Proprietary Limited	7 494	7 494	–	–
– Professional Engineering	5 741	5 741	–	–
– Lapace	1 753	1 753	–	–
Primeserv Pinnacle Proprietary Limited	8 557	8 557	–	–
Primeserv Staff Dynamix Proprietary Limited	7 405	7 405	–	–
TOTAL	26 164	26 164	–	–

The impairment calculations performed indicated that no impairment of goodwill was necessary.

The following rates were applied in the valuations of goodwill.

	Weighted average cost of capital %	Beta %	Growth rate %	Terminal growth rate %
Primeserv Corporate Solutions Proprietary Limited	12.39	0.34	3.00	1.60
Primeserv Denverdraft Proprietary Limited	9.96	0.34	3.00	1.60
Primeserv Pinnacle Proprietary Limited	12.39	0.34	3.00	1.60
Primeserv Staff Dynamix Proprietary Limited	12.71	0.34	3.00	1.60

Sensitivity analysis was conducted for each CGU taking into account changes in both the Weighted Average Cost of Capital ("WACC") and the expected growth rate. Taking into account the changes, there was no indication of impairment against goodwill. The growth rates are considered to be reasonable in the current market whilst the WACC is based on factors relevant to each CGU including its specific capital and debt structures. Some inputs are based on a publicly available information as well as the budgets prepared for the forthcoming year. The growth rates for the CGUs are the same as the businesses offer the same services. The tables below show the inputs used for the sensitivity analysis performed for each of the CGUs.

notes to the annual financial statements (continued)

for the year ended 31 March 2026

11. GOODWILL (continued)

	Growth rate	Weighted average cost of capital		
	%	11.89%	12.39%	12.89%
Primeserv Corporate Solutions Proprietary Limited				
	2.50	6 371	6 098	5 848
	3.00	6 461	6 183	5 929
	3.50	6 552	6 269	6 011
	Growth rate	Weighted average cost of capital		
	%	9.46%	9.96%	10.46%
Primeserv Denverdraft Proprietary Limited				
	2.50	41 953	39 275	36 900
	3.00	39 956	37 399	35 133
	3.50	37 900	35 469	33 314
	Growth rate	Weighted average cost of capital		
	%	11.89%	12.39%	12.89%
Primeserv Pinnacle Proprietary Limited				
	2.50	60 909	58 021	55 392
	3.00	61 483	58 561	55 901
	3.50	62 061	59 104	56 412
	Growth rate	Weighted average cost of capital		
	%	12.21%	12.71%	13.21%
Primeserv Staff Dynamix Proprietary Limited				
	2.50	91 262	85 262	79 783
	3.00	90 355	84 386	78 936
	3.50	89 405	83 470	78 050

Amounts in the tables are rounded to the nearest thousand

notes to the annual financial statements (continued)

for the year ended 31 March 2026

	Primeserv Denverdraft Proprietary Limited R'000	Primeserv Pinnacle Proprietary Limited R'000	Total R'000
12. INTANGIBLE ASSETS			
2026			
Opening balance	–	626	626
Amortisation	–	(626)	(626)
CLOSING BALANCE	–	–	–
2025			
Opening balance	468	1 252	1 720
Amortisation	(468)	(626)	(1 094)
CLOSING BALANCE	–	626	626

Intangible assets are in respect of the purchase price allocation arising on the acquisition of businesses.

There are no intangible assets applicable to the Company.

	company	
	2026 R'000	2025 R'000
13. INVESTMENTS IN SUBSIDIARIES		
Ordinary shares at cost	1	1

Refer Note 17 for details of subsidiary companies

notes to the annual financial statements (continued)

for the year ended 31 March 2026

	Primeserv ABC Recruitment Proprietary Limited R'000	Primeserv Corporate Solutions Proprietary Limited R'000	Primeserv Employee Solutions Proprietary Limited R'000	Total R'000
14. INVESTMENTS IN PREFERENCE SHARES				
COMPANY				
2026				
Class A preference shares				
Cost	37 000	3 650	39 150	79 800
Impairment	(36 184)	–	(8 863)	(45 047)
Net book value	816	3 650	30 287	34 753
Class B preference shares				
Cost	33 488	810	41 280	75 578
Impairment	(33 488)	–	(41 280)	(74 768)
Net book value	–	810	–	810
TOTAL	816	4 460	30 287	35 563
2025				
Class A preference shares				
Cost	37 000	3 650	39 150	79 800
Impairment	(33 974)	–	(7 986)	(41 960)
Net book value	3 026	3 650	31 164	37 840
Class B preference shares				
Cost	33 488	810	41 280	75 578
Impairment	(33 488)	–	(41 280)	(74 768)
Net book value	–	810	–	810
TOTAL	3 026	4 460	31 164	38 650

The Class A preference shares are redeemable at the issuing Company's option and have no specified redemption dates. The coupon rate for Primeserv ABC Recruitment Proprietary Limited and Primeserv Employee Solutions Proprietary Limited is 8.25 percent (2025: 8.25 percent), whilst the coupon rate for Primeserv Corporate Solutions Proprietary Limited is 15.5 percent (2025: 15.5 percent).

The Class B preference shares are non-participating and have no specified redemption date.

notes to the annual financial statements (continued)

for the year ended 31 March 2026

		group		company	
		2026 R'000	2025 R'000	2026 R'000	2025 R'000
15. DEFERRED TAX ASSET					
<i>The deferred tax assets arise as a result of:</i>					
Computed tax losses		6 996	5 414	–	–
Payroll payables, accruals and allowances for impairments		2 859	2 350	340	76
Impairments		2 121	2 364	718	718
Prepayments		(365)	(454)	(76)	(102)
Capital gains tax on fair value adjustments		118	431	–	–
Work in progress *		(813)	(232)	–	–
TOTAL		10 916	9 873	982	692
<i>Reconciliation between deferred tax opening and closing balances</i>					
Opening balance		9 873	7 451	692	–
Amount per profit or loss		(1 043)	(1 164)	290	692
Impairments/(reversal of impairments)		1 716	3 586	–	–
Other		370	–	–	–
CLOSING BALANCE		10 916	9 873	982	692
* Work in progress relates to the net amounts to be invoiced to clients for services rendered between the cut-off date and year end, offset by amounts payable to assignees for the self-same hours.					
16. LOAN TO SHARE TRUST					
Opening balance				4 484	7 207
Repayments				(3 352)	(2 723)
CLOSING BALANCE				1 132	4 484
Market value of shares held *				78 568	65 473

* Share price at 31 March 2026 was 300 (2025: 250) cents per share.

The loan was advanced to the Primeserv Group Limited Share Incentive Scheme for the acquisition of 26 189 326 (2025: 26 189 326) ordinary shares in Primeserv Group Limited.

As the loan has no fixed terms of repayment, the carrying amount and fair value equal the face value of the loan. The maximum exposure to credit risk at the reporting date is the carrying value. No interest has been charged on the loan. The loan is guaranteed by the underlying shares held by the trust, which exceed the value of the loan and therefore no ECL has been recognised. To assess the value of the shares held by the trust, the Group has considered the tangible net asset value per share and not only the share price as reflected on the JSE Limited.

notes to the annual financial statements (continued)

for the year ended 31 March 2026

17. DETAILS OF SUBSIDIARY COMPANIES

COMPANY

Subsidiaries	Ordinary share capital R	Portion held directly or indirectly by holding company 2026 %	Portion held directly or indirectly by holding company 2025 %	Class A pre- ference share capital R	Portion held directly or indirectly by holding company %	Class B pre- ference share capital R	Portion held directly or indirectly by holding company %	Amounts owing by/(to) subsidiaries	
								2026 R'000	2025 R'000
Primeserv ABC Recruitment Proprietary Limited	100	75	75	370	100	448	75	62 924	59 872
Primeserv Century City Proprietary Limited	100	100	100	–	–	–	–	(30)	(30)
Primeserv Consulting Proprietary Limited *	100	44	44	–	–	–	–	(633)	(575)
Primeserv Corporate Solutions Proprietary Limited *	100	49	49	37	100	618	49	12 393	10 447
Primeserv Denverdraft Proprietary Limited #	100	49	49	–	–	–	–	20 204	10 220
Primeserv Employee Solutions Proprietary Limited	100	72	72	392	100	276	75	24 591	21 361
Primeserv Lapace Mpumalanga Proprietary Limited	100	51	51	–	–	–	–	(33)	(33)
Primeserv Pinnacle Proprietary Limited	100	75	75	–	–	–	–	10 710	210
Primeserv Productivity Services Proprietary Limited	100	100	100	–	–	–	–	(3 878)	(1 478)
Primeserv Project Services Proprietary Limited *	100	44	44	–	–	–	–	13 246	8 562
Primeserv Recruitment Services Proprietary Limited	100	100	100	–	–	–	–	(8 017)	(8 113)
Primeserv Staff Dynamix Proprietary Limited	100	75	75	–	–	–	–	(104 187)	(52 928)
Primeserv Group Limited Share Trust	–	–	–	–	–	–	–	1 132	4 484
				799		1 342		28 422	51 999
Provision for impairment				–		–		(2 660)	(2 660)
TOTAL				799		1 342		25 762	49 339
Receivable								142 539	112 496
Payable								(116 777)	(63 157)
TOTAL								25 762	49 339
ECL movements									
Opening balance								2 660	2 660
Movement								–	–
CLOSING BALANCE								2 660	2 660

All companies are incorporated in South Africa.

notes to the annual financial statements (continued)

for the year ended 31 March 2026

17. DETAILS OF SUBSIDIARY COMPANIES (continued)

Notes

The Group is controlled by Primeserv Group Limited. Primeserv Group Limited is also the Group's ultimate controlling company.

The Integrated Business Support Services segment's operating unit, operates through Primeserv ABC Recruitment Proprietary Limited, Primeserv Century City Proprietary Limited, Primeserv Corporate Solutions Proprietary Limited, Primeserv Denverdraft Proprietary Limited, Primeserv Employee Solutions Proprietary Limited, Primeserv Lapace Mpumalanga Proprietary Limited, Primeserv Pinnacle Proprietary Limited, Primeserv Project Services Proprietary Limited, Primeserv Recruitment Services Proprietary Limited and Primeserv Staff Dynamix Proprietary Limited.

Primeserv Productivity Services Proprietary Limited is the subsidiary nominated to acquire shares in the holding company.

Primeserv Consulting Proprietary Limited is dormant.

Other than the loans to Primeserv Group Limited Share Trust, the loans bear interest at the bank prime overdraft rate less 1.0% (2025: bank prime overdraft rate less 1.0%), are unsecured and have no fixed terms of repayment. The carrying value of the loans approximates the fair value of the loans, as the loans bear interest at market-related interest rates. Loans are considered to be of good credit quality unless there are contrary indications. Contrary indicators are operating losses and/or a negative net asset value. Loans to subsidiary companies are subject to an ECL assessment.

* These companies are subsidiaries of Primeserv Group Limited based on the following rationale:

- The Group is considered to exercise control over a company in which it does not have a majority stake when it has power over the company and it has exposure, or right, to variable returns from its involvement with the company, and the ability to use its power over the company to affect the amount of the Group's returns.
- In assessing whether the Group has power over the company, the Group considers its practical ability to direct the relevant activities of each company unilaterally. This is demonstrated by the Group's ability to appoint the company's key management personnel who have the ability to direct the relevant activities and the Group's ability to direct each company to enter into significant transactions. The Group also considers the extent to which each company depends on the Group for management, funding, financial and operational activities and critical services.

The Group owns a majority of the shares in this company's holding company and by virtue of this majority holding it exercises control of the company.

notes to the annual financial statements (continued)

for the year ended 31 March 2026

	group		company	
	2026 R'000	2025 R'000	2026 R'000	2025 R'000
18. TRADE AND OTHER RECEIVABLES				
Trade receivables	146 202	176 236	583	1 137
Total other receivables	3 089	3 383	382	405
Other receivables *	1 037	1 003	101	29
Loan to director	700	700	–	–
Prepayments (non-financial instrument)	1 352	1 680	281	376
TOTAL	149 291	179 619	965	1 542

* ECL assessments performed did not require any adjustments to be made. Other receivables consist primarily of amounts recovered shortly after year-end and which have no history of defaults.

Based on the historic level of client defaults, the risk covered by credit insurance contracts and the VAT component recoverable from SARS, the credit quality of year-end trade receivables which are not past due is considered to be high. These debts relate to a number of independent clients for whom there is no recent history of default.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. Due to the short-term nature of the trade and other receivables, the fair value approximates the carrying value.

Client credit risk is managed by each business unit subject to the Group's established policies, procedures and controls relating to client credit risk management. The credit quality of a client is assessed based on a credit assessment and individual credit limits are defined in accordance with this assessment.

Trade receivables are written off when there is no reasonable expectation of recovery through either legal processes or through credit insurance policies.

As part of the ongoing maintenance and retention of key personnel programme, a fixed-term employment contract, not longer than three years, has been entered into with M Abel (CEO). The contract entered into with M Abel includes terms and conditions relating to an interest-free loan facility through the Primeserv Group Limited Share Trust with a maximum of R700 000. This amount, disclosed as loan to director above, is unsecured and has no fixed terms of repayment. The amount is to fund the purchase by him of shares in the Company.

The expected credit loss ("ECL") rates are based on the payment profiles of revenue over the period of 48 months before 31 March 2026 and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the clients to settle the receivables. The Group has identified the GDP and the unemployment rate of South Africa to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

The Group's view is that any increase in GDP is likely to reduce any expected losses. As the country is already faced with high levels of unemployment, the Group's view is that the levels of unemployment will need to change significantly to affect the GDP, but that smaller changes are unlikely to have any material effect. These assumptions have not been subject to any sensitivity assessment.

notes to the annual financial statements (continued)

for the year ended 31 March 2026

18. TRADE AND OTHER RECEIVABLES (continued)

The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more than one year and are not subject to enforcement activity.

Credit insurance policies have largely mitigated the Group's overall exposure to credit risk. The Group evaluates the concentration of risk with respect to trade receivables as low, as its clients are located in several jurisdictions and industries and operate in largely independent markets.

Set out below is the information about the credit risk exposure of the Group's trade receivables using a provision matrix. The gross carrying amount is calculated by deducting from the trade receivables balances any VAT charged as this amount may be recovered from SARS as an input VAT amount arising from a bad debt. The balance is further reduced by the amount of credit insurance in place. Against this amount the historical loss rates are then applied to arrive at the ECL. The ECL was determined as not being material.

	Current	30 days	60 days	90 days	120 days	Total
31 March 2026						
Expected default rate (%)	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
Gross carrying amount (R'000)	6 222	4 601	110	100	–	11 033
LIFETIME ECL (R'000)	–	–	–	–	–	–
31 March 2025						
Expected default rate (%)	0,0000	0,0379	0,1522	0,0000	0,5036	
Gross carrying amount (R'000)	10 605	6 223	850	67	1 689	19 434
LIFETIME ECL (R'000)	–	–	–	–	–	–

The ECL in relation to financial assets is not material and accordingly no adjustment has been made to the balances at year-end.

ECL adjustments in relation to subsidiary companies have been reversed on consolidation. The Company recognised zero ECL loss charge or reversal for the year (2025: nil). There is no ECL amount in respect of inter-company receivables as invoices are settled within 30 days of month-end.

	group		company	
	2026 R'000	2025 R'000	2026 R'000	2025 R'000
19. CONTRACT COST ASSETS				
Opening balance	1 798	1 299	–	–
Purchases during the year	4 785	4 079	–	–
Amortisation	(4 323)	(3 580)	–	–
CLOSING BALANCE	2 260	1 798	–	–

Contract cost assets are amortised over 12 months which is the expected minimum useful lives of the underlying assets.

notes to the annual financial statements (continued)

for the year ended 31 March 2026

		group		company	
		2026 R'000	2025 R'000	2026 R'000	2025 R'000
20.	CASH AND CASH EQUIVALENTS				
	Cash on hand	1	19	–	–
	Bank balances and short-term deposits	109 455	75 790	104 769	72 500
	TOTAL	109 456	75 809	104 769	72 500
21.	ORDINARY SHARE CAPITAL AND SHARE PREMIUM				
	<i>Authorised</i>				
	500 000 000 ordinary shares of 1 cent each	5 000	5 000	5 000	5 000
	<i>Issued</i>				
	113 062 100 (2025: 114 522 101) ordinary shares of 1 cent each	1 131	1 146	1 131	1 146
	Share premium	1 158	1 173	1 158	1 173
	TOTAL	2 289	2 319	2 289	2 319
	During the year 1 460 061 (2025: 2 224 999) shares were cancelled.				
22.	TREASURY SHARES				
	Opening number of shares ('000)	40 977	41 922	1 230	–
	Purchased during the year ('000)	285	1 280	285	1 280
	Cancelled during the year ('000)	(1 460)	(2 225)	(1 460)	(50)
	Closing number of shares ('000)	39 802	40 977	55	1 230
	Shares held by the Company to be cancelled ('000)	(55)	(1 230)	(55)	(1 230)
	CLOSING BALANCE ('000)	39 747	39 747	–	–
	TREASURY SHARES (R'000)	20 813	23 653	157	2 997

The shares purchased during the year were at an average cost of 274 cents per share (2025: 240 cents per share).

The average fair value of treasury shares is 261 cents per share (2025: 126 cents per share).

notes to the annual financial statements (continued)

for the year ended 31 March 2026

	Primeserv Denverdraft Proprietary Limited R'000	Primeserv Staff Dynamix Proprietary Limited R'000	Other (not significant entities) R'000	Total R'000
23. NON-CONTROLLING INTERESTS				
2026				
<i>Non-controlling interests – effective holding</i>	51.4%	25.1%	Various	
STATEMENT OF COMPREHENSIVE INCOME				
Revenue	350 543	571 821		
PROFIT/(LOSS) AFTER TAX	(3 730)	8 863		
Attributable to non-controlling interests	(1 917)	2 491	(2 173)	(1 599)
STATEMENT OF FINANCIAL POSITION				
Non-current assets	10 519	13 225		
Current assets	233 614	259 373		
Current liabilities	(238 879)	(218 478)		
NET ASSETS	5 254	54 120		
Attributable to non-controlling interests	2 701	15 208	(25 964)	(8 055)
STATEMENT OF CASH FLOWS				
Cash flows from operating activities	(5 358)	334		
Cash flows from investing activities	(11 097)	(10 654)		
Cash flows from financing activities	16 396	6 797		
TOTAL	(59)	(3 523)	(4 980)	(8 562)

notes to the annual financial statements (continued)

for the year ended 31 March 2026

	Primeserv Denverdraft Proprietary Limited R'000	Primeserv Staff Dynamix Proprietary Limited R'000	Other (not significant entities) R'000	Total R'000
23. NON-CONTROLLING INTERESTS (continued)				
2025				
Non-controlling interests – effective holding	51.4%	25.1%	Various	
STATEMENT OF COMPREHENSIVE INCOME				
Revenue	381 326	522 343		
PROFIT/(LOSS) AFTER TAX	(3 849)	6 008		
Attributable to non-controlling interests	(1 979)	1 688	1 178	887
STATEMENT OF FINANCIAL POSITION				
Non-current assets	9 408	13 915		
Current assets	230 994	218 224		
Current liabilities	(231 418)	(186 882)		
NET ASSETS	8 984	45 257		
Attributable to non-controlling interests	4 619	11 360	(22 435)	(6 456)
STATEMENT OF CASH FLOWS				
Cash flows from operating activities	(9 931)	11 389		
Cash flows from investing activities	10 882	(7 699)		
Cash flows from financing activities	(856)	(4 614)		
TOTAL	95	(924)	(985)	(1 814)

	group		company	
	2026 R'000	2025 R'000	2026 R'000	2025 R'000
24. TRADE AND OTHER PAYABLES				
Trade payables	32 559	41 715	66	2 202
Payroll payables and related liabilities	39 706	44 357	2 903	1 048
Other payables	107	668	1 757	–
TOTAL	72 372	86 740	4 726	3 250

Trade payables are ordinarily payable 30 days from statement date. Payroll payables are settled as and when they fall due and dependent on the nature of the payable. Amounts payable to bargaining councils are settled between seven and 20 days after month-end, while amounts payable to assignees are settled at varying times, including as and when the assignee takes leave. Amounts payable to SARS for payroll-related imposts are settled within seven days of month-end.

notes to the annual financial statements (continued)

for the year ended 31 March 2026

	group		company	
	2026 R'000	2025 R'000	2026 R'000	2025 R'000
25. FINANCE LIABILITIES				
Opening balance	4 309	2 076	–	–
Additions	–	5 347	–	–
Accretion of interest during the year	335	307	–	–
Payments	(2 751)	(3 421)	–	–
CLOSING BALANCE	1 893	4 309	–	–
Non-current	–	2 416	–	–
Current	1 893	1 893	–	–
TOTAL	1 893	4 309	–	–
Leases typically relate to leasehold property, office equipment and motor vehicles.				
COMPANY				
There are no lease liabilities attributable to the Company.				
26. CONTINGENT CONSIDERATION				
Opening balance	5 500	9 167	–	–
Additions	–	–	–	–
Payments	(3 667)	(3 667)	–	–
CLOSING BALANCE	1 833	5 500	–	–
Non-current	–	1 833	–	–
Current	1 833	3 667	–	–
TOTAL	1 833	5 500	–	–

Amounts payable to vendors for businesses acquired that are subject to profit warranties are treated as contingent considerations. The final values payable are to be determined based on an agreed formula. The initial estimate is the estimated fair value of the income that is reasonably expected to be achieved over the warranty period and is based on agreed budgets and forecasts and the existing client mix. Amounts achieved in excess of the initial estimate would have resulted in an increase in the related liability, limited to the amounts as agreed with the vendors. All amounts are to be settled in cash. There have been no changes in the fair value of the contingent consideration because the full contractual amount of the contingent consideration has been recognised due to the investee (Primeserv Pinnacle Proprietary Limited) meeting its profit targets historically and it is forecast that it will continue to meet its profit targets until the contingent consideration is fully settled.

notes to the annual financial statements (continued)

for the year ended 31 March 2026

26. CONTINGENT CONSIDERATION (continued)

The contingent consideration raised in the prior year under review relates to the acquisition of the business of the Pinnacle group of companies with effect from 1 April 2023. The business, at the time of acquisition, was expected to enhance Primeserv's operations in the logistics, transportation and distribution centre industry. The goodwill arising on the transaction related to the anticipated synergies through the integration of the business into that of Primeserv (refer to Note 11 for the goodwill value). The contingent consideration was apportioned in the statement of financial position between current and non-current to reflect when the amounts were anticipated to be paid. The purchase price included the acquisition of fixed assets amounting to R509 372. No other assets or liabilities were acquired. The revenue and profits in relation to the business are far too sensitive to disclose as this information could easily be used by both clients and competitors and could compromise the business's ability to trade profitability with clients. The results of the business and its budget for the next year are strong indicators of the payment of the full contingent consideration.

	group	
	2026 R'000	2025 R'000
27. EARNINGS PER SHARE		
Number of shares in issue		
Number of shares in issue at the end of the year ('000)	113 062	114 522
Treasury shares at the end of the year ('000)	(39 802)	(40 978)
Number of shares at end of year net of treasury shares ('000)	73 260	73 544
Effective of weighting – treasury shares purchased ('000)	164	984
Weighted average number of shares at end of year ('000)	73 424	74 528
Attributable earnings (R'000)	34 560	31 424
Basic earnings per share (cents)	47.07	42.16
HEADLINE EARNINGS PER SHARE		
Attributable earnings (R'000)	34 560	31 424
Headline earnings adjustments (R'000)		
(Profit)/loss on disposal of equipment and vehicles	–	(4)
– Gross (profit)/loss	–	(5)
– Tax effect	–	1
Attributable headline earnings (R'000)	34 560	31 420
Attributable headline earnings per share (cents)	47.07	42.16

notes to the annual financial statements (continued)

for the year ended 31 March 2026

	group		company	
	2026 R'000	2025 R'000	2026 R'000	2025 R'000
28. DIVIDENDS PAID				
Ordinary dividends	11 729	9 700	18 089	14 867

On 31 July 2026 the Board declared a gross cash dividend from income reserves of 21.50 cents per share (2025: 12.50 cents per share), less any applicable dividend withholding tax at a rate of 20%, payable to shareholders recorded in the share register on 28 September 2026.

29. DIRECTORS' REMUNERATION

	Short-term benefits				Retirement benefits R'000	Total R'000
	For services as directors R'000	Salaries R'000	Other benefits R'000	Bonuses * R'000		
2026						
EXECUTIVE DIRECTORS	–	7 426	552	5 139	764	13 881
M Abel	–	5 407	246	4 539	589	10 781
R Sack	–	2 019	306	600	175	3 100
NON-EXECUTIVE DIRECTORS	1 198	–	–	–	–	1 198
S Klein	235	–	–	–	–	235
LM Maisela	226	–	–	–	–	226
KM Matjila	286	–	–	–	–	286
DL Rose	451	–	–	–	–	451
TOTAL	1 198	7 426	552	5 139	764	15 079

* Components of the bonus for M Abel relates to the Long-Term Incentive Programme ("LTIP"), the Long-Term Retention Programme ("LTRP") and operational bonuses for the prior years.

There are no directors for whom the remaining period of service-contract exceeds three years and the notice period exceeds six months.

notes to the annual financial statements (continued)

for the year ended 31 March 2026

29. DIRECTORS' REMUNERATION (continued)

	Short-term benefits				Retirement benefits R'000	Total R'000
	For services as directors R'000	Salaries R'000	Other benefits R'000	Bonuses * R'000		
2025						
EXECUTIVE DIRECTORS	–	7 007	525	3 340	742	11 614
M Abel	–	5 120	228	3 000	589	8 937
R Sack	–	1 887	297	340	153	2 677
NON-EXECUTIVE DIRECTORS	909	–	–	–	–	909
LM Maisela	235	–	–	–	–	235
KM Matjila	235	–	–	–	–	235
DL Rose	439	–	–	–	–	439
TOTAL	909	7 007	525	3 340	742	12 523

* Components of the bonus for M Abel relates to the Long-Term Incentive Programme ("LTIP"), the Long-Term Retention Programme ("LTRP") and operational bonuses for the prior years.

	group		company	
	2026 R'000	2025 R'000	2026 R'000	2025 R'000
30. KEY MANAGEMENT REMUNERATION				
Key management remuneration	13 441	13 289	6 492	6 532

31. RETIREMENT BENEFITS

The Group presently contributes to defined contribution retirement benefit plans, being pension funds governed by the Pension Funds Act, 1956.

Retirement contributions for the year amounted to R2.8 million (2025: R2.7 million).

The Group has no obligations to fund post-retirement medical benefits.

notes to the annual financial statements (continued)

for the year ended 31 March 2026

32. RISK MANAGEMENT

The risk management function within the Group is carried out in respect of financial risks. Financial risks are those arising from financial instruments to which the Group is exposed during or at the end of the reporting period. Financial risk comprises market risk (including interest rate risk), credit risk and liquidity risk. The primary objectives of the financial risk management function are to establish risk limits, and then ensure that exposure to risk stays within these limits and is mitigated wherever practicable and cost-effective.

MARKET RISK

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Management's objectives for managing market risk are to minimise the effects by limiting the Group's exposure.

INTEREST RATE RISK

The Group is exposed to interest rate risk as it may borrow funds at floating interest rates. As part of the process of managing the Group's interest rate risk, interest rate characteristics of new borrowings and the refinancing of existing borrowings are positioned according to expected movements in interest rates.

The Group analyses its exposure to interest rate risk on a dynamic basis using sensitivity analysis to assess the effects of changes in interest rates applied to interest-bearing borrowings and the consequent adjustments to profit or loss. Based on these analyses, which are calculated on adjustments of 50 basis points in the interest rate, being management's assessment of the reasonably possible changes in interest rates, the effect on pre-tax earnings of an increase/decrease in the rate is calculated to be a decrease/ increase in earnings of R393 000 (2025: R269 000). The Group's sensitivity to interest rates has increased during the current year due to the increase in net cash and cash equivalents at year-end.

LIQUIDITY RISK

Liquidity risk refers to the ability to meet funding obligations as they fall due. The Group's treasury function is centralised thus ensuring that capital is allocated appropriately across the Group and that funding and commitments are met timeously.

The Group manages liquidity risk by monitoring forecast cash flows. Cash surpluses are placed on call with major financial institutions. The carrying value approximates the fair value.

notes to the annual financial statements (continued)

for the year ended 31 March 2026

32. RISK MANAGEMENT (continued)

The table below analyses the present value of the Group's financial liabilities into maturity groupings based on the remaining period at the statement of financial position date to the contractual maturity dates:

Financial liabilities – maturity analysis

	1 month R'000	2 to 3 months R'000	4 to 6 months R'000	7 to 12 months R'000	More than a year R'000	Total R'000
GROUP						
2026						
Trade and other payables	72 372	–	–	–	–	72 372
Lease liabilities	506	970	1 270	2 263	3 830	8 839
TOTAL	72 878	970	1 270	2 263	3 830	81 211
2025						
Trade and other payables	86 740	–	–	–	–	86 740
Lease liabilities	423	853	1 284	2 598	3 835	8 993
TOTAL	87 163	853	1 284	2 598	3 835	95 733
COMPANY						
2026						
Trade and other payables	4 726	–	–	–	–	4 726
TOTAL	4 726	–	–	–	–	4 726
2025						
Trade and other payables	3 250	–	–	–	–	3 250
TOTAL	3 250	–	–	–	–	3 250

notes to the annual financial statements (continued)

for the year ended 31 March 2026

32. RISK MANAGEMENT (continued)

CREDIT RISK

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Group has no significant concentration of credit risk as evidenced by the spread by industry and geographic regions such that geographic spread mitigates against industry concentration and similarly industry spread mitigates against geographic concentration (Refer Note 35 – Segmental Analysis). Credit risk arises from cash and cash equivalents held at banks, trade receivables and loans receivable, as well as preference shares. Credit risk is managed on a Group basis.

The Group maintains cash, cash equivalents and short-term investments with various financial institutions. The Group's policy is designed to limit exposure with any one financial institution and ensures that the Group's cash equivalents and short-term investments are placed with high credit quality financial institutions.

Trade receivables consist of a large number of clients spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable. Refer Note 18 – Trade and Other Receivables. Credit risk within the Staffing Services unit is mitigated through a process of credit assessments as well as the use of credit insurance where available. Within the Training Services unit all new debtors are subject to an internal credit assessment process (which can include the use of trade reference checks and/or credit bureau checks), but without the use of credit insurance. The credit risk on the inter-company receivables, including Group loans and preference shares, is managed through the day-to-day involvement by management of the Group in the operations of the Group entities to ensure that the risk on these receivables is mitigated and that the amounts remain recoverable through the success of the operations.

CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the returns to shareholders through the optimisation of the Group's debt to equity ratio. The Group's overall strategy remains unchanged from previous years. The Group is not subject to externally imposed capital requirements.

	group		company	
	2026 R'000	2025 R'000	2026 R'000	2025 R'000
Interest-bearing debt *	–	–	–	–
Equity	231 127	210 675	160 520	159 041
RATIO OF INTEREST-BEARING DEBT TO EQUITY	–	–	–	–

* Excludes amounts relating to finance liabilities for right-of-use assets as these do not have agreed rates of interest and are reflected per IFRS 16 – Leases. Similarly, contingent consideration is excluded as there is no contractual arrangement in relation to interest.

The capital structure of the Group consists of debt, cash and cash equivalents and equity attributable to equity shareholders of the parent, comprising issued share capital, reserves and retained earnings as disclosed in the statement of changes in equity.

notes to the annual financial statements (continued)

for the year ended 31 March 2026

32. RISK MANAGEMENT (continued)

Fair value

Fair value measurements can be classified into three levels, based on the observability and significance of the inputs used in making the measurement.

- **Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities;
- **Level 2:** inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices);
- **Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The table below analyses assets and liabilities carried at fair value. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

	Level 1 R'000	Level 2 R'000	Level 3 R'000
2026			
Investment properties	–	3 500	–
Contingent consideration	–	–	1 833
2025			
Investment properties	–	3 500	–
Contingent consideration	–	–	5 500

Unobservable inputs include prices for similar properties adjusted for the specifics of the investment property.

Refer Note 9 and Note 26.

The Group and Company have not disclosed the fair values of financial instruments such as short-term receivables and payables because the carrying amounts are a reasonable approximation of fair value.

notes to the annual financial statements (continued)

for the year ended 31 March 2026

33. RELATED PARTIES

SUBSIDIARY COMPANIES

The subsidiary companies are detailed in Note 17.

DIRECTORS

The names of the directors are listed on pages 23 to 25 of the Integrated Report. Refer to Note 29 for details of the directors' remuneration and to Note 18 for the loan to a director.

As part of the Group's management retention programme, executive directors may be granted loans through the share trust to be applied to the purchase, through the market, of shares in the Company.

There were no share options granted or outstanding to any directors or employees during the year or at the reporting date.

	company	
	2026 R'000	2025 R'000
Transactions with subsidiary companies		
Management fees/cost recoveries from subsidiaries	46 060	33 612
Interest income	10 735	10 102
Interest expense	(8 983)	(6 282)
Preference coupon from subsidiaries	6 848	6 848

	group		company	
	2026 R'000	2025 R'000	2026 R'000	2025 R'000
34. OPERATING LEASE COMMITMENTS				
LEASE COMMITMENTS				
Future lease charges for premises, vehicles and equipment *				
Payable within one year				
– premises	2 718	3 014	–	–
– vehicles and equipment	2 292	2 143	–	–
TOTAL	5 010	5 157	–	–
Payable within two to five years				
– premises	594	2 004	–	–
– vehicles and equipment	3 236	1 830	–	–
TOTAL	3 830	3 834	–	–

* Includes short-term and low-value leases

notes to the annual financial statements (continued)

for the year ended 31 March 2026

34. OPERATING LEASE COMMITMENTS (continued)

There are no lease commitments beyond the five-year period. Leases on premises are subject to market-related escalations with renewal options at the Group's discretion. The leases in respect of premises are for periods up to 5 years and there are no contingent rentals payable. Leases for motor vehicles are for initial periods of 3 years and are occasionally extended beyond the initial period for further periods of up to 2 years. Decisions to exercise options on leased premises are made based on a consideration of the geographic location relative to the area being serviced, costs of relocation and commercial considerations. Vehicle and equipment leases are extended based on the condition of the equipment and expected useful lives. Options are not included on initial recognition unless there is a high degree of probability that these will be exercised.

35. SEGMENTAL ANALYSIS

	Integrated Business Support Services R'000	Shared Services R'000	Total R'000
2026			
Revenue: services rendered to external clients	1 096 367	–	1 096 367
Operating profit/(loss)	56 103	(17 344)	38 759
Depreciation and amortisation	4 648	4 233	8 881
Operating lease rentals	2 654	2 617	5 271
Interest income	34	5 506	5 540
Interest expense	(342)	(30)	(372)
Profit/(loss) before taxation	55 795	(11 868)	43 927
Taxation	(15 850)	4 884	(10 966)
PROFIT/(LOSS) AFTER TAXATION	39 945	(6 984)	32 961
Assets	187 497	124 077	311 574
Liabilities	(73 619)	(6 828)	(80 447)
NET ASSETS	113 878	117 249	231 127

notes to the annual financial statements (continued)

for the year ended 31 March 2026

35. SEGMENTAL ANALYSIS (continued)

	Integrated Business Support Services R'000	Shared Services R'000	Total R'000
2025			
Revenue: services rendered to external clients	1 074 284	–	1 074 284
Operating profit/(loss)	53 106	(18 083)	35 023
Depreciation and amortisation	(4 155)	(4 429)	(8 584)
Operating lease rentals	(2 970)	(1 349)	(4 319)
Interest income	219	5 394	5 613
Interest expense	(415)	(30)	(445)
Profit/(loss) before taxation	52 910	(12 719)	40 191
Taxation	(6 764)	(1 116)	(7 880)
PROFIT/(LOSS) AFTER TAXATION	46 146	(13 835)	32 311
Assets	220 570	89 322	309 892
Liabilities	(89 486)	(9 731)	(99 217)
NET ASSETS	131 084	79 591	210 675

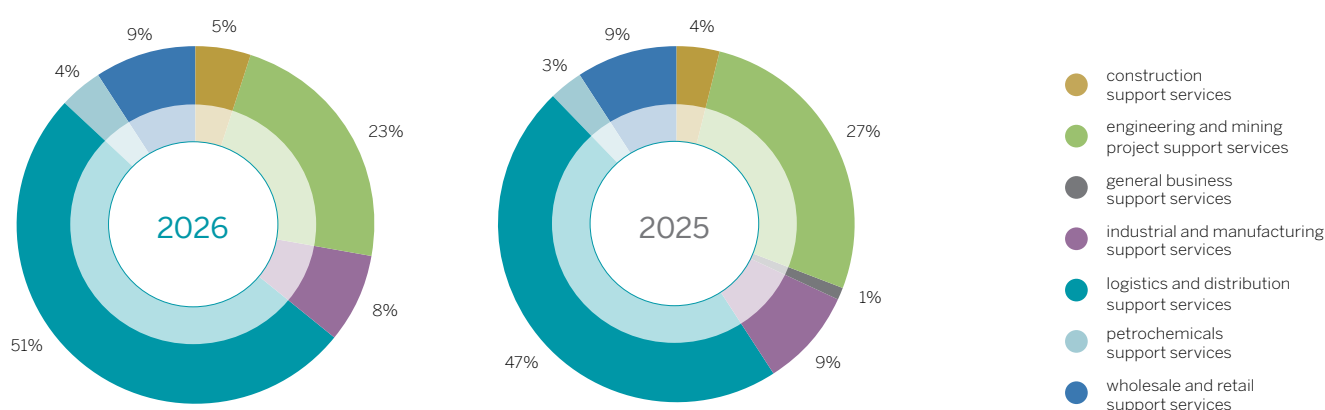
notes to the annual financial statements (continued)

for the year ended 31 March 2026

35. SEGMENTAL ANALYSIS (continued)

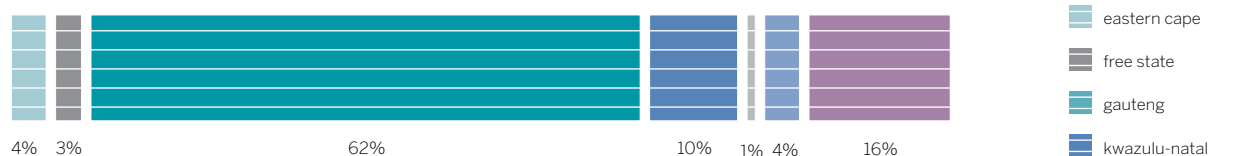
DISAGGREGATION OF GROUP REVENUE

Revenue by sector

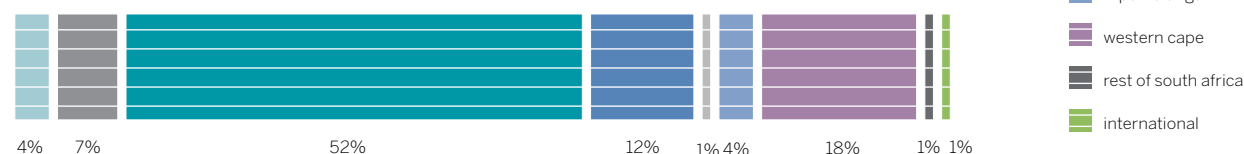


Revenue by geographic region

2026



2025



In terms of IFRS 8: Operating Segments, the chief operating decision-maker has been identified as the Group's CEO. Operating segments have been identified based on the Group's internal reporting reviewed by the CEO and executive directors for assessing performance and making strategic decisions.

The Group's operating segments are Integrated Business Support Services and Shared Services.

Any assets or liabilities that cannot be attributed directly to Integrated Business Support Services are allocated to Shared Services.

notes to the annual financial statements (continued)

for the year ended 31 March 2026

35. SEGMENTAL ANALYSIS (continued)

Segment results, which are based on internal management reporting are regularly reviewed by the Group's executive management and have been reconciled to the Group's profit before taxation. External revenue, total assets and total liabilities as disclosed in the segment analysis agree to the corresponding amounts as disclosed in the Annual Financial Statements. The measurement policies applied for segment reporting under IFRS 8 are the same as those used in the preparation of the Annual Financial Statements. Inter-segment transfer pricing is done on the same terms as services to external clients.

	group		company	
	2026 R'000	2025 R'000	2026 R'000	2025 R'000
36. FINANCIAL ASSETS BY CATEGORY				
Trade receivables	146 202	176 236	583	1 137
Cash and cash equivalents	109 456	75 809	104 769	72 500
Loans to Group companies	–	–	142 539	112 496
TOTAL *	255 658	252 045	247 891	186 133
* At amortised cost				
The carrying value of financial assets approximates fair value.				
37. FINANCIAL LIABILITIES BY CATEGORY				
Trade payables	32 559	41 715	66	2 202
Loans from Group companies	–	–	116 777	63 157
Finance liabilities	1 893	4 309	–	–
TOTAL	34 452	46 024	116 843	65 359

38. EVENTS AFTER REPORTING PERIOD

The directors are not aware of any material event which occurred after the reporting date and up to the date of this report.

analysis of shareholding

as at 31 March 2026

information not covered by the independent auditor's report

	Number of shareholders	Number of shares	Shareholding %
PORTFOLIO SIZE			
1 – 50 000 shares	1 494	2 341 251	2.1
50 001 – 500 000 shares	49	6 923 896	6.1
500 001 – 5 000 000 shares	19	20 423 168	18.1
Over 5 000 000 shares	5	83 373 785	73.7
TOTAL	1 567	113 062 100	100.0
CATEGORY			
Directors and management	11	66 105 230	58.4
Nominee companies and schemes	3	182 010	0.2
Individual and other corporate bodies	1 553	46 774 860	41.4
TOTAL	1 567	113 062 100	100.0
INTERESTS OF MORE THAN 5%			
The Primeserv Group Limited Share Trust		26 189 326	23.2
M Abel		21 625 003	19.1
The Boles Family Trust		16 266 000	14.4
Primeserv Productivity Services Proprietary Limited (treasury shares)		13 557 774	12.0
TOTAL		77 638 103	68.7
SHAREHOLDER SPREAD			
Total non-public shareholders	11	66 105 230	58.5
– Directors	3	23 148 640	20.5
– Treasury shares	3	39 783 188	35.2
– Key management	5	3 173 402	2.8
Public shareholders	1 556	46 956 870	41.5
TOTAL	1 567	113 062 100	100.0

PRIMESERV GROUP LIMITED

(Incorporated in the Republic of South Africa)
Registration number 1997/013448/06
Share code: PMV
ISIN: ZAE000039277

REGISTERED OFFICE

25 Rudd Road
Illovo
Sandton, 2196

CONTACT INFORMATION

PO Box 3008, Saxonwold, 2132
Telephone: +27 11 691 8000
www.primeserv.co.za
email: productivity@primeserv.co.za

COMPANY SECRETARY

ER Goodman Secretarial Services Proprietary Limited
(represented by Marilis Janse van Rensburg)
4-6 Skeen Boulevard
Bedfordview, 2007

LEGAL ADVISORS

Beech Veltman
DLA Cliffe Dekker Hofmeyr
Harris Marcus Mahlangu
Werksmans

SPONSOR

African Bank Limited
(Business and Commercial Banking Division)
Registration number 2014/176899/06
4th Floor, Grindrod Tower
8A Protea Place
Sandton, 2146

BANKERS

FirstRand Bank Limited
Investec Bank Limited
Nedbank Group Limited

AUDITORS

PKF Octagon Incorporated
21 Scott Street
Waverley
Johannesburg, 2090

TRANSFER SECRETARIES

JSE Investor Services Proprietary Limited
One Exchange Square
2 Gwen Lane, Sandown
Sandton, 2196



www.primeserv.co.za