

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF PBT GROUP LIMITED

Report on the audit of the consolidated and separate financial statements

OPINION

We have audited the consolidated and separate financial statements of PBT Group Limited (the Group and Company) set out on pages 48 to 126, which comprise the consolidated and separate statements of financial position as at 31 March 2022, and the consolidated and separate statements of profit or loss and other comprehensive income, 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 a summary of significant accounting policies.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of PBT Group Limited as at 31 March 2022, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards 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 *Consolidated and Separate Financial Statements* section of our report. We are independent of the Group and Company in accordance with the Independent Regulatory Board of Auditors' *Code of Professional Conduct for Registered Auditors* (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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.

The key audit matters below relate to the consolidated financial statements. We have determined that there are no key audit matters related to the separate financial statements to communicate in our report.

Key audit matter

GOODWILL

At 31 March 2022 goodwill comprises a significant portion of total assets as per the consolidated statement of financial position. Refer to note 5 to the consolidated financial statements in this regard.

In terms of International Accounting Standard (IAS) 36 Impairment of Assets, management is required to test goodwill for impairment annually.

We have determined that this is a matter of most significance to the current-year audit of the consolidated financial statements due to the significant judgement and estimates required by management in preparing a value-in-use model for purposes of the impairment assessment. Forecasting future cash flows and applying an appropriate discount rate inherently involves a high degree of estimation uncertainty and judgement applied by management.

How our audit addressed the key audit matter

Our audit procedures focused on evaluating the key assumptions used by management in conducting the impairment assessment. Our audit procedures in this regard included, amongst others:

- Inspected the model and assessed it against the requirements of IAS 36.
- Assessed the design and implementation of relevant controls over the value-in-use calculation.
- Tested the mathematical accuracy and methodology appropriateness of the underlying model calculations by applying the standard valuation principles associated with the discounted cash flow valuation method used by management.
- Made use of our internal valuations expertise to assess the reasonability of the inputs by comparing the key growth rate assumptions to historical results, economic and industry forecasts, and assessed the discount rate with reference to the weighted average cost of capital of the Group.
- Performed a retrospective evaluation of the prior-year forecast to current results, as well as compared the current forecast to recent previous forecasts in order to assess management's ability to prepare credible forecasts.
- Performed sensitivity analyses to assess the effect of reasonably possible changes in key assumptions, which included revenue, terminal growth rates and the weighted average cost of capital.

We also assessed the adequacy of the disclosure presented in the consolidated financial statements against the requirements of IAS 36.

INDEPENDENT AUDITOR'S REPORT [CONTINUED]

Key audit matter

INVESTMENT IN PAYAPPS

At 31 March 2022 the investment in Payapps comprises a significant portion of the total assets as per the consolidated statement of financial position. Refer to note 10 to the consolidated financial statements in this regard.

In terms of International Financial Reporting Standard (IFRS) 9 Financial Instruments, management is required to estimate the fair value of the investment annually.

We have determined that this is a matter of most significance to the current-year audit of the consolidated financial statements due to the significant judgement and estimates required by management in determining the fair value of the investment. The fair value is determined using the revenue multiple method, which inherently involves a high degree of estimation uncertainty and judgement applied by management.

How our audit addressed the key audit matter

Our audit procedures focused on evaluating the key assumptions used by management in conducting the valuation assessment. Our audit procedures in this regard included, amongst others:

- Inspected the valuation model and assessed it against the requirements of IFRS 13 Fair Value Measurement.
- Tested the mathematical accuracy and methodology appropriateness of the underlying model calculations by applying the standard valuation principles associated with the revenue multiple valuation method used by management.
- Made use of our internal valuations expertise to assess the reasonability of the multiple by comparing the key market assumptions to reputable published datasets.
- Compared actual information used in the calculation to information received from the Chief Financial Officer of the investment entity.
- Performed sensitivity analyses to assess the effect of reasonably possible changes in key assumptions, which includes the multiple determined.

We also assessed the adequacy of the fair value measurement disclosures against the requirements of the IFRS 13 Fair Value Measurement.

OTHER INFORMATION

The Directors are responsible for the other information. The other information comprises the information included in the document titled "PBT Group Limited Integrated Report for the year ended 31 March 2022", which includes the Report of the Audit and Risk Committee, CEO's and CFO's Responsibility Statement, Declaration by Company Secretary, Directors' Responsibilities and Approval and the Directors' Report as required by the Companies Act of South Africa. The other information does not include the consolidated and separate financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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, 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 International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and

for such internal control as the Directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the Directors are responsible for assessing the Group's 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's 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's 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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance 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 to 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

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that BDO South Africa Incorporated has been the auditor of PBT Group Limited for five years.

BDO South Africa Inc.
BDO South Africa Inc. (Jun 30, 2022 09:02 GMT+2)

BDO SOUTH AFRICA INCORPORATED

Registered Auditors

Imtiaaz Hashim

Director
Registered Auditor

30 June 2022

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