



Integrated Annual Report

JUNE 2025

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Introduction

ABOUT THIS REPORT

We are pleased to present our integrated annual report which covers the financial year ended 30 June 2025. The report's primary purpose is to communicate Transpaco's strategic framework for creating and sustaining value for shareholders in the short, medium and long-term. Our aim is to provide a concise explanation of the key opportunities and risks in our markets, along with our financial, and non-financial performance over the year and expectations for the year ahead.

KEY COMPANY DATA

Transpaco Limited registration number:
1951/000799/06

ISIN:
ZAE000007480

JSE Main Board:
Containers and Packaging sector

Share code:
TPC

Listing date:
1987

Shares in issue (30 June 2025):
27 839 388

SCOPE OF THIS REPORT

This report presents the financial results and the economic, environmental, social, and governance performance of the group for the year 1 July 2024 to 30 June 2025 and follows our integrated report for the previous year published in October 2024. Content, including the company's consolidated financial statements as set out on pages 49 to 90, covers all divisions and subsidiaries of the company, as illustrated on pages 10 to 12, across all regions of operation in South Africa.

The report is targeted primarily at current stakeholders and potential investors. In compiling the report, we were guided by international and South African reporting guidelines and best practice including King IV™* and the International Integrated Reporting Framework, as well as South African legislation including:

- Companies Act
- JSE Listings Requirements
- IFRS Accounting Standards

CORPORATE INFORMATION

The group's executive directors are Phillip Abelheim (CEO), Louis Weinberg (CFO), and Charly Bouzaglou. They can be contacted at the registered office of the company.

For feedback regarding the content and usability of this report, you can contact the company secretary Hendrik van Niekerk. See the inside back cover of this integrated report for contact details. This integrated annual report is available online at <https://www.transpaco.co.za/investors/annual-report>

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THE SIX CAPITALS

The International Integrated Reporting Framework introduced the concept of reporting in terms of the six capitals which impact on value creation and contraction in a business. The group's activities and performance relating to the capitals are covered throughout the report.

Financial capital

Relates to the financial resources deployed by a company.

Manufactured capital

Relates to the physical infrastructure used in the manufacture and distribution of our products.

Intellectual capital

Relates to organisational knowledge, systems, protocols and intellectual property.

Human capital

Deals with the competency, capability and experience of the board, management and employees.

Social and relationship capital

Deals with stakeholder engagement.

Natural capital

Relates to the natural resources we use.

ASSURANCE

We undertake the following assurance to ensure reporting integrity:

Business process	Nature of assurance	Assurance provider
External audit	Financial statements	BDO South Africa Incorporated
Internal audit	System of internal controls	Audit & risk committee
B-BBEE	B-BBEE audit verification	MSCT BEE Services

BOARD RESPONSIBILITY STATEMENT

The Transpaco board confirms its responsibility for the integrity of the integrated annual report, the content of which has been collectively assessed by the directors who believe that all material issues as identified and discussed at board meetings have been addressed and are fairly presented. The board confirms that it has approved this integrated annual report and authorised its release.

The board believes that the integrated annual report was prepared in accordance with the International Integrated Reporting Framework. The report, which remains the ultimate responsibility of the board, is prepared under the supervision of senior management, and subject to both internal and external assurance. The report is submitted to the audit & risk committee, which reviews and recommends it to the board for approval having reviewed the contents, as well as the collation process, and with reliance on the assurance provided on the various reporting elements.

The directors confirm that Transpaco is in compliance with the provisions of the Companies Act or laws of establishment, specifically relating to its incorporation and is operating in conformity with its Memorandum of Incorporation ("MOI") and/or relevant constitutional documents.

FORWARD-LOOKING STATEMENT

This integrated annual report contains forward-looking statements that, unless otherwise indicated, reflect the company's expectations as at 30 June 2025. Actual results may differ materially from the company's expectations if known and unknown risks or uncertainties affect the business, or if estimates or assumptions prove inaccurate. The company cannot guarantee that any forward-looking statement will materialise and, accordingly, readers are cautioned not to place undue reliance on these forward-looking statements. The company disclaims any intention and assumes no obligation to update or revise any forward-looking statement even if new information

becomes available as a result of future events or for any other reason, save as required by the JSE Listings Requirements and/or any other legislation/regulations.



Phillip Abelheim
CEO
10 October 2025



Louis Weinberg
CFO
10 October 2025

FY25 HIGHLIGHTS

KEY FEATURES

Level 2

B-BBEE CONTRIBUTOR

8 Production

FACILITIES

3 Trading

FACILITIES

DISTRIBUTION CAPABILITY ACROSS ALL

9 Provinces

FINANCIAL HIGHLIGHTS

NET ASSET VALUE
PER SHARE UP
8.4% TO

3 503c

HEADLINE EARNINGS
PER SHARE DOWN
0.9% TO

516,2c

TOTAL DIVIDEND
PER SHARE DOWN
2.1% TO

235,0c

GROUP REVENUE
DOWN 2.2% TO

R2,432bn

TOTAL OPERATING
PROFIT DOWN 2.4%
TO

R207,6m

CLOSING MARKET CAP
(30 JUNE 2025)

R1044,0m

FINANCIAL STATISTICS

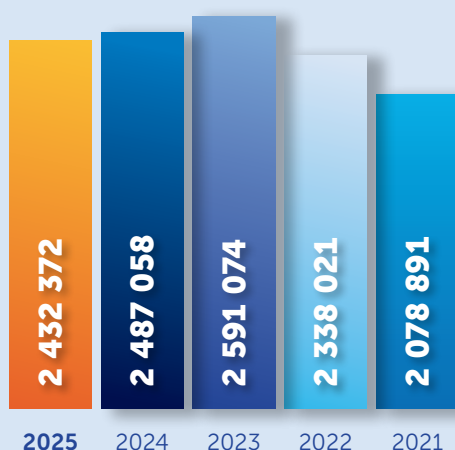
	2025	2024	2023	2022	2021
Current ratio (x)	2.3	2.1	2.1	1.9	1.9
Net interest-bearing debt: equity ratio (%)	0.6	Net cash positive	Net cash positive	9.3	15.5
Operating income margin (%)	8.6	8.6	9.7	9.6	7.9
Net asset value per share (cents)	3 503	3 232	2 958	2 627	2 306

TURNOVER

(RANDS '000)

4.00%

CAGR

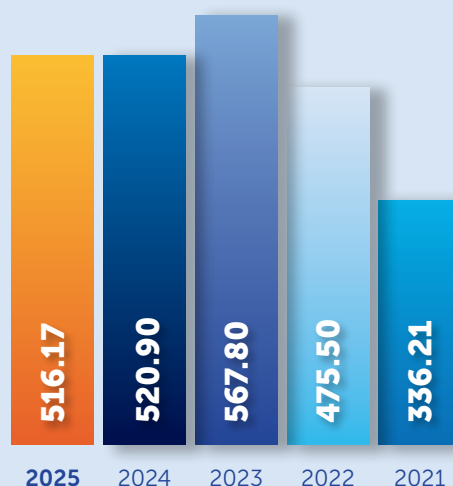


DILUTED HEPS

(CENTS)

11.31%

CAGR

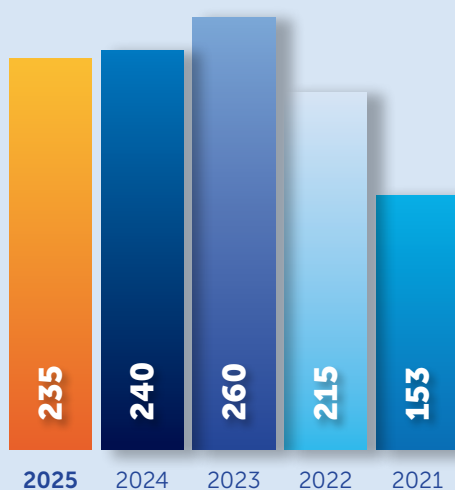


DIVIDEND PER SHARE

(CENTS)

11.33%

CAGR

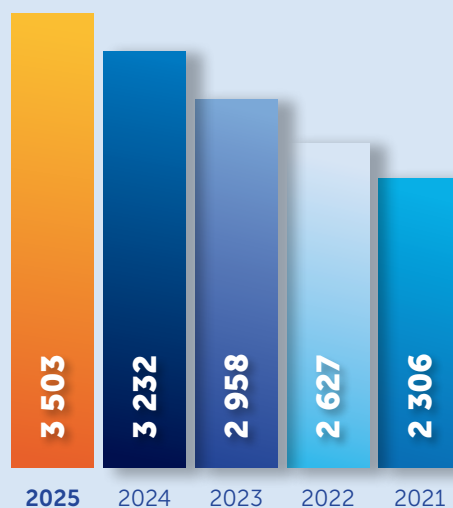


NET ASSET VALUE

(CENTS)

11.02%

CAGR



A LETTER FROM OUR CHAIRMAN

Transpaco has delivered a solid set of financial results despite the difficult macroeconomic environment in which it operates. The firm is the embodiment of resilience and is poised for future growth. These financial results are a timely reminder that the private sector conducts business on a playing field that requires at least a basic nurturing and tending by the state.

Unfortunately, the South African national economy remains moribund, with dismally low overall economic growth rates over the last decade and increasing pressures on retail consumers. Transpaco's annual turnover declined by 2.2% and headline earnings by 3.4%. The packaging sector is a barometer of the consumer segment of the economy. Despite the headwinds I am pleased to report on several positive substantive developments that demonstrate the underlying strengths of the firm.

Transpaco has successfully built strategic strength in its operations. This is important in the South African context because of the interrelated and continued poor performance of the economy, combined with a state that appears incapable of dealing with economically debilitating challenges such as a clear and ambitious industrial policy, corruption and the horrendous situation in local government. Low economic growth combined with the negative impact of above inflation increases in administered prices means less spending power for consumers. Despite this there are some positive factors that must be referenced. The so-called government of national unity (GNU) has held despite all the noise in the system. Improved performance by Eskom and the imminent participation

of private rail operators indicate that the prioritised reforms set out by the Presidency may be taking ground. These tentative reforms in the country's large state-owned enterprises are welcome. I've recently heard an accomplished analyst suggest that South Africa's foreign policy should be rendered through a partnership with the private sector and be subjected to a national strategic economic interest lens.

A review of Transpaco's five-year performance (2021 to 2025) reveals what a solid performer the firm has been over a sustained period. We registered a compound annual growth rate (CAGR) of 11% in net asset value per share, 11% in diluted headline earnings per share and 11% in dividends per share, respectively. The firm is also equally balanced in the revenue contributions between its plastics and paper products at 52:48, respectively. Despite the anaemic growth in the economy, the Transpaco board remains confident in our executive management and of the firm's future growth prospects.

The group is a consistent generator of cash from operations. Transpaco came within a whisker of last year's performance by producing R273 million from operations. The focus on gross profit margins and working capital management are important contributors to cash generation and have expression in our incentive formulas for divisional directors. Investment requests and decisions are intensely scrutinised. Net cash at the end of the period (R155,6 million) is a mere R4 million shy of last year. Importantly, Transpaco spent R171 million on property, plant and equipment of which R69 million was paid for in cash, R33,3 million on debt repayment and a further R37,2 million on share purchases.

Last year I reported that Transpaco was built on a solid foundation. This assessment of the firm comprises the following key drivers: we have proven leadership at the group in Phil and Louis, experienced entrepreneurial managing directors at the divisional level, loyal customers representing some of

the largest firms in our country, well established supplier relationships both local and international, a stable workforce comprised of productive employees, and a mature regime of industrial relations. The group has embedded in its operating DNA a focus on effective cost containment and working capital management across a diversified set of operating divisions. These divisions can count on the prudent support of the group to grow their respective businesses. Decisions related to capital deployment are key along with the firm's robust balance sheet.

Transpaco prefers to house operating divisions in group-owned properties. I am pleased to report that we have achieved this goal for all of our major operations. This is especially important when fast and effective investment is required by the business in their premises in response to changing circumstances. We have concluded the acquisition of two additional properties to accommodate our Cores and Tubes and Britepak divisions. This concludes the multi-year strategy of securing the full set of divisions operating out of Transpaco-owned properties.

Succession planning is carefully considered by the board in consultation with the group executive. There have been no changes to our cohort of very capable executives at the divisional level in this financial year. The board will continue to regularly monitor this situation.

There are no significant capex expenditures expected for the financial year in prospect. We have successfully commissioned our recently acquired paper carrier bag machine.

Transpaco's share repurchase programme has been a consistent feature of our strategy over the last five years. In June 2020 we had an issued share capital of 32,9 million shares. Through a successful multi-year repurchase programme this number now stands at 27,8 million shares representing a reduction of 5,1 million shares (roughly 15%). In the financial year under review, we purchased a further 1 million shares representing 3.47% of the firm's issued share capital.

The board believes that this share repurchase programme has delivered value to shareholders and will continue to pursue the strategy for the foreseeable future.

Transpaco has built up a healthy balance sheet. The firm has a modest long-term debt of R135 million, mainly the result of Transpaco having financed R87 million on two properties to house our Cores and Tubes and Britepak divisions. There is no further expenditure or investment expected in support of this part of our strategy. The balance sheet therefore continues to provide the group with strategic flexibility related to growth and expansion opportunities.

Despite investigating numerous possible acquisitions Transpaco did not execute on any acquisition transactions this year. The group executive remains busy assessing several opportunities and I have every confidence we will be successful in this regard soon.

Transpaco runs a small head office, headquartered in unfancy offices in Wynberg, with tightly controlled expenses. We have occupied these offices, with very little changes, for over 40 years now.

Transpaco has, in our latest BEE audit conducted in November 2024, maintained a Level 2 B-BBEE recognition. There are several contributing factors. In 2005 Transpaco concluded a BEE-ownership transaction which has remained undiluted over the last 20 years. In fact, given the share repurchase programme the black shareholding as a proportion of total issued share capital has increased over time. Transpaco is invested in and committed to the Youth Employment Scheme (YES) initiative, learnerships, skills development, and enterprise and supplier development. We will continue to increase the diversity of the board and management of the company with respect to race, gender and skills.

Thanks go to Phil, Louis and the divisional managing directors for their achievements across a growing business operating in a complex environment. A warm note of appreciation to all our employees, and of course our numerous customers big and small.

My appreciation goes to my fellow non-executive directors for another year of working together in a productive fashion derived from the highest standards of professional conduct. Thank you for your hard work, and dedicated service to Transpaco.

On a sad note, we lost a most loyal and capable friend of Transpaco: Selwyn Jacobsen, who had served on the Transpaco board as a non-executive director for 32 years from 1987 to his resignation in 2019, passed away on 25 July this year. I personally learnt much from Selwyn. He will be missed. May he rest in peace.

On a lighter note, 2025 represents my 20th year as a non-executive director of Transpaco and 10th as chairman. Thank you to everyone I have worked with during that period.



Derek Thomas

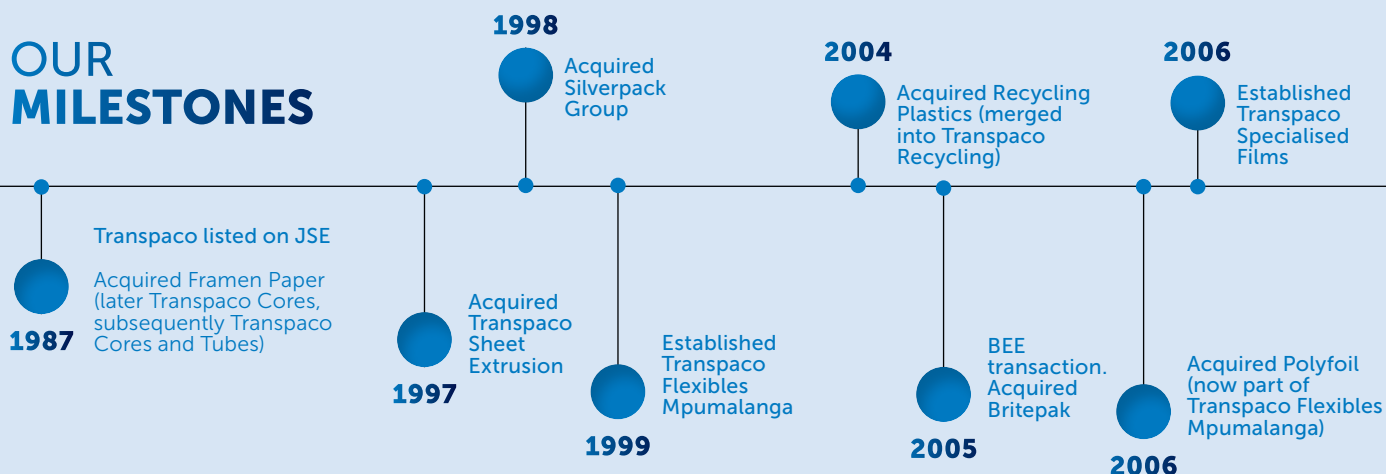
Chairman
10 October 2025

Derek Thomas

A review of Transpaco's five-year performance (2021 to 2025) reveals what a solid performer the firm has been over a sustained period. We registered a compound annual growth rate (CAGR) of 11% in net asset value per share, 11% in diluted headline earnings per share and 11% in dividends per share, respectively.

Transpaco in a snapshot

OUR MILESTONES



GROUP OVERVIEW

Transpaco manufactures and distributes plastic, paper and related packaging products for all sectors of the economy including agriculture, automotive, industrial, logistics, mining, pharmaceutical, retail, scholastic and transport. Our products are either standardised or customised to customer requirements and distributed across the country and exported into Southern Africa through two main divisions:

Plastic Products and **Paper & Board** (see pages 11 to 12).

Transpaco has been listed on the JSE 'Containers and Packaging' sector for over three decades and has continued delivering consistent growth. Our business strategy is driven by generating organic growth and identifying and pursuing earnings-enhancing acquisitions.

OUR KEY STRATEGIC DRIVERS:

1. Organic and acquisitive growth
2. Employee safety and security
3. Continually improved efficiencies and capacity
4. Strict cost and working capital control
5. Transformation
6. Quality products at competitive prices with requisite service delivery

SEGMENTAL BREAKDOWN

CONTRIBUTION TO GROUP
REVENUE BY DIVISION
DISTRIBUTION NETWORK



52%
PLASTIC
PRODUCTS

48%
PAPER &
BOARD

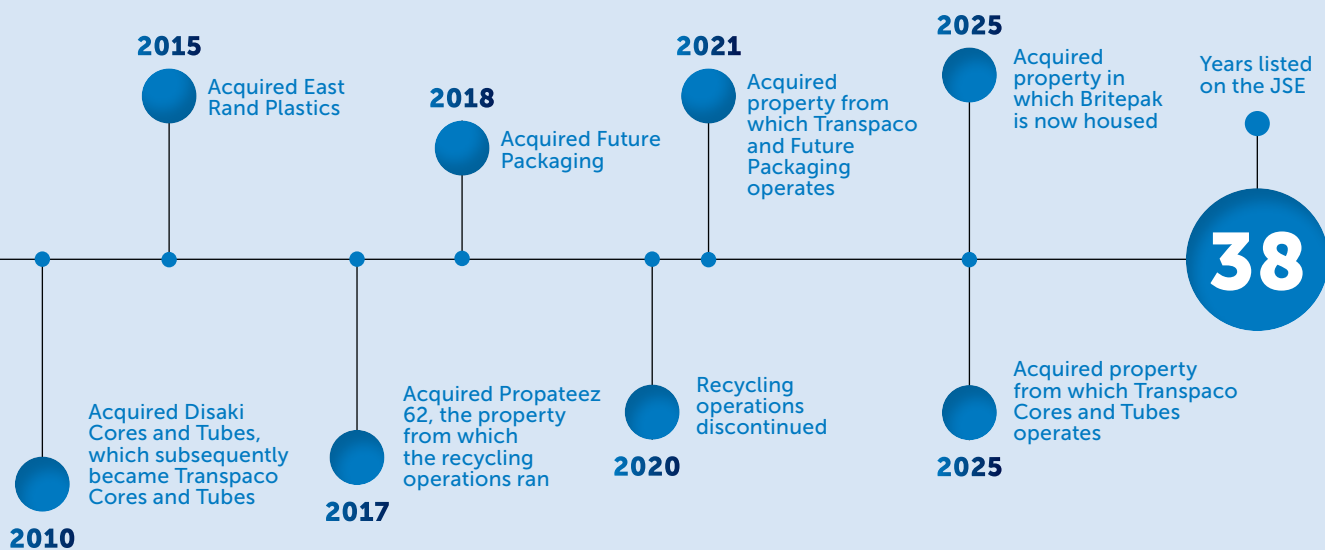
CONTRIBUTION TO GROUP
OPERATING PROFIT
BY DIVISION



45%
PLASTIC
PRODUCTS

36%
PAPER &
BOARD

19%
GROUP
SERVICES



DISTRIBUTION NETWORK

PLASTIC PRODUCTS:

4 manufacturing sites and distribution centres

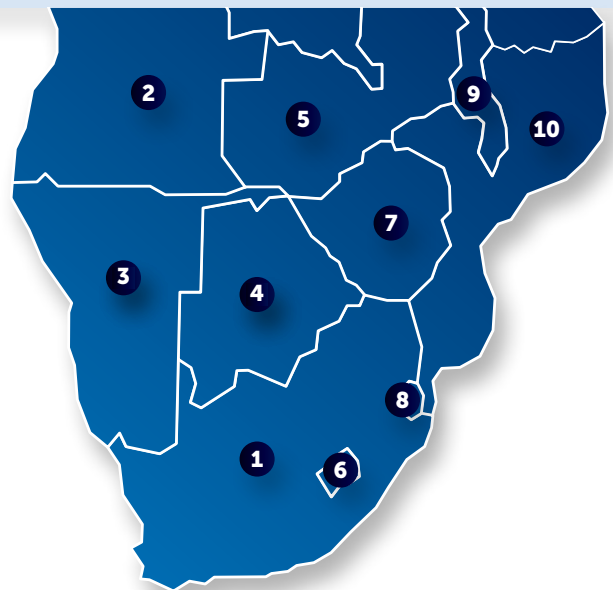
PAPER & BOARD:

4 manufacturing sites
3 trading facilities

PROPERTIES & GROUP SERVICES:

Booyens Road Properties;
Explosive Film Technologies;
Propateez 62;
Transpaco Administrative and Financial Services

- 1 South Africa
- 2 Angola
- 3 Namibia
- 4 Botswana
- 5 Zambia
- 6 Lesotho
- 7 Zimbabwe
- 8 Eswatini
- 9 Malawi
- 10 Mozambique



INVESTMENT CASE

- Leading manufacturer and distributor of paper and plastic and related packaging products.
- Geographic footprint in all nine provinces.
- Multi-faceted business with different revenue streams.
- Diversified client base with reduced sector dependence.
- Key player in the local packaging market.
- Entrepreneurial culture with highly skilled staff.
- Deep technical expertise embedded in the long-serving leadership team.
- Stringent management of cash generation and working capital.
- Prudent balance sheet management.
- Strongly positioned and flexible to take advantage of opportunities in the packaging value chain.
- Sound capital allocation.

GROUP STRUCTURE

EAST RAND PLASTICS

East Rand Plastics is Africa's largest manufacturer of retail refuse bags with an ISO 9001:2008 certified factory situated in Gauteng with national distribution. The division produces household and industrial refuse bags, bin liners, polyethylene sheeting and film from recycled and virgin raw material in varying colours. The products are supplied in light, medium and heavy-duty material for local and export retail, household, garden, and heavy-duty industrial applications. We market our products under the Garbie brand and supply many national FMCG retailers with their house brands.

PRODUCTS

Refuse bags are manufactured from pre- and post-consumer recycled material, protecting the environment and are produced in flat or in perforated interleaved roll versions.

FLEXIBLES

Transpaco manufactures a range of flexible plastic packaging solutions at two manufacturing sites in Gauteng (certified FSSC 22000) and Western Cape (certified ISO 9001:2008) with distribution facilities throughout South Africa.

PRODUCTS

- Courier bags
- Food grade packaging
- High density polyethylene
- Industrial plastic bags
- Low density polyethylene
- Refuse bags
- Retail boutique plastic bags
- Retail vest-type plastic bags
- Scholastic stationery
- Tubing and sheeting

PLASTIC PRODUCTS

SPECIALISED FILMS

Transpaco is a leading manufacturer of pallet stabilisation films utilising three, five, seven and fifty-seven-layer cast film extruders through its ISO 22000:2005 certified manufacturing facility. The factory boasts state-of-the-art equipment for products of the highest quality and standard. Distribution facilities are in place throughout South Africa.

PRODUCTS

- Cast pallet stabilisation wrapping
- Stretch film
- Three, five, seven and fifty-seven-layer cast film

PROPERTY AND GROUP SERVICES

Property and group services provides property owning and central administration, financial and related services to all group divisions which include Propateez 62, housing Specialised Films; Booyens Road Properties, housing Flexibles Wynberg, East Rand Plastics, Flexibles Mpumalanga, Transpaco and Future Packaging; Transpaco Cores and Tubes and Britepak Trading; Explosive Film Technologies, housing Flexibles Wynberg; and Transpaco Administrative and Financial Services.

PROPERTY & GROUP SERVICES

PAPER & BOARD

BRITEPAK

Britepak manufactures printed folded cartons and package inserts through one manufacturing plant in Gauteng. The facility boasts a prepress service, including SupraSetter plate-setting technology, lithographic printing including offline, high quality ultra-violet varnish capabilities, sophisticated finishing including modern automatic flat-bed die-cutting and, state-of-the-art gluing and folding including braille capabilities.

PRODUCTS

- Printed folded cartons and package inserts for the pharmaceutical and FMCG industries

PACKAGING

Packaging is the leading packaging supplier to the retail, industrial, wholesale, agricultural, automotive, transport logistics, construction, food & beverage and telecommunication markets. There are three distribution centres in South Africa situated in Gauteng, KwaZulu-Natal and the Western Cape

PRODUCTS

- Cleaning materials
- Corrugated board and cartons
- General packaging
- Labels
- Packaging machinery
- Pallet and food wrap
- Paper and board
- Paper bags
- Plastic bags, tubing and sheeting
- Protective clothing
- Tape and closures

CORES AND TUBES

Cores and Tubes is the leading manufacturer of angle board, carton dividers, spirally wound tubular cardboard cores and void fillers with manufacturing and distribution facilities in Germiston, Durban and Cape Town. The facility is a fully automated paper board converting operation with a modern, sophisticated plant and equipment that is certified ISO 9001:2008. The entity recently entered the retail paper bag market expanding Transpaco's retail packaging offerings.

PRODUCTS

- Angle boards
- Carton dividers
- Conical containers
- Heavy duty cores
- Light duty cores
- Paper straws
- Retail paper bags.
- Tape cores
- Void fillers
- Yarn cores

OUR VALUE CREATING BUSINESS MODEL

Our business model reflects our commitment to being a responsible corporate citizen and how we create and preserve value.

ACTIVITIES

		INPUTS	
	FINANCIAL CAPITAL	- Retained earnings - Debt funding - Investment funding - Cash generated from operations	
	MANUFACTURED CAPITAL	8 manufacturing sites 3 trading operations - Distribution centres throughout South Africa	
	INTELLECTUAL CAPITAL	Management employs vast knowledge and capability gained through extensive experience in the packaging industry	
	HUMAN CAPITAL	1 438 employees 70 learnerships 97 YES programme candidates	
	SOCIAL AND RELATIONSHIP CAPITAL	- Relationship with employees/investors/suppliers/customers - Commitment to CSI and transformation - CEPPWAWU Investments, the investment arm of the union representing many Transpaco employees.	
	NATURAL CAPITAL	- Extensive use of post-consumer recycling material - Use of recycled paper and board - Extensive internal recycling - Promotion of circular economy to protect environment	

Transpaco is a manufacturer and distributor of paper and plastic and related packaging products for a broad range of industries within the core focus of packaging throughout South and Southern Africa.

OUTPUTS	OUTCOMES
• 32 061 tons of plastic converted • 16 575 tons of paper converted • Angle boards • Cardboard cores and tubes • Carton dividers • Flexible packaging products: • cleaning materials • courier bags • general packaging • packaging machinery • pallet stabilisation film • protective clothing • refuse bags • retail plastic bags • scholastic stationery • Paper straws • Pharmaceutical cartons and packaging inserts • Retail paper bags • Void fillers	• R67 million distributed to shareholders • R2 432 million revenue • R208 million operating profit • R37 million distributed through the share buy-back programme • R65 million paid to government taxes
	• R171 million capital expenditure to improve manufacturing equipment and acquire properties • Substantial contribution to the fiscus through the environmental plastic bag levy
	Largest South African manufacturer of: • cores and tubes • pallet stabilisation • refuse bags • retail plastic bags • scholastic book coverings
	• R501 million distributed to employees as remuneration and benefits • R9,8 million invested in skills development • Deep technical expertise embedded in the long-serving leadership team • Funding learnerships for 70 people of which 40 are disabled • 97 individuals under the age of 35 are part of the YES initiative
	• R2 million invested in communities through the CSI programme • Level 2 BBBEE • R4,5 million loan in support of BBBEE business development
	• 17 248 tons of plastic post-consumer waste diverted from the waste streams • 12 887 tons of paper and board diverted from the waste streams • Promotes and encourages the reuse and recycling of resources

OUR BOARD OF DIRECTORS

DEREK
THOMAS

**Non-executive
Chairman**

*BCom (Hons) (Economics), M Com (Economics),
MSc (Development Economics)*

Appointed: 2 June 2005 (Appointed as Chairman 1 July 2015)

Derek serves on various private and publicly listed boards and has contributed significantly to the company's growth as a broad-based BEE investment vehicle in his capacity as the managing director of CEPPWAWU Investments.

PHILLIP
ABELHEIM

**Chief Executive
Officer**

FCIS

Appointed: 12 December 1977

Philip is a seasoned plastic and packing industry specialist with experience spanning over 50 years, predominantly working with Transpaco.

LOUIS
WEINBERG

**Chief Financial
Officer**

BCompt (Honours), CA(SA)

Appointed: 18 February 2004

Louis has more than 41 years of experience in the financial management and administration sector. Having joined Transpaco on 17 September 2002, Louis has been with the group for over 20 years.

SHALOM
(CHARLY)
RAPHAEL
BOUZAGLOU

**Executive
director**

Appointed: 4 June 1991

Charly has over 41 years of experience in the paper, plastic and packaging industry and is currently the managing director of Cores and Tubes. He joined Transpaco in 1984.

HENRY
(HARRY)
ANDRÉ BOTHA

**Independent
non-executive
director**

M.A.P. (WITS)

Appointed: 1 September 1998

Harry assumed the position of non-executive director following his retirement as executive director of the group in 2006 after spending 32 years in the plastic and packaging industry where he mainly focused on thermoforming and extrusion.

YOLANDE
MAHLANGU

**Independent
non-executive
director**

BCom (Acc), PGDA CA(SA)

Appointed: 6 April 2022

Yolande is an investment professional with over 22 years' experience in the financial services industry, primarily in private equity.

STEPHEN
VAN DER
LINDE

**Lead independent
non-executive
director**

B.Sc Chemical Engineering

Appointed: 5 November 2002

Stephen has over 26 years working as an investment analyst with a focus on manufacturing and finance.

OUR CEO'S VIEWPOINT

Weak consumer and business sentiment continued throughout the year with the South African economy remaining stagnant. Although earnings saw a slight decline, the results were broadly in line with our expectations.

Group revenue contracted by R55 million, a 2.2% reduction to R2,432 billion from R2,487 billion in 2024 as a result of a 4.6% revenue decrease in the Paper division and a marginal 0.2% revenue increase in the Plastic division.

Operating profit decreased by 2.4% to R207,6 million compared to R212,7 million in the previous year. Notwithstanding this, Transpaco managed to maintain an operating margin of 8.6% (June 2024: 8.6%) owing to stringent cost control with a focus on efficiencies.

Despite the decrease in headline earnings of 3.4%, headline earnings per share declined 0.9% to 516,2 cents compared to 520,9 cents in the previous year. This was due to a successful share buyback of 1 000 000 ordinary shares which took place

during March 2025, representing 3.47% of the issued share capital of Transpaco, and reducing the number of shares in issue to 27 839 388. The weighted average number of ordinary shares in issue in calculating EPS and HEPS was 28 516 100 (June 2024: 29 245 126).

Notably we have achieved a net profit before tax of over R1 billion for the past five years.

WORKING CAPITAL MANAGEMENT

Cash generated from operations increased to R273.6 million (June 2024: R273,0 million). Cash and cash equivalents remained consistent with the previous year. Our robust balance sheet is attributable to the group's continued sound investment strategy, considered capital allocation and strict working capital management.

Despite the share buyback of 1 000 000 shares amounting to R37 million, and a R170 million spend on property, plant and equipment, of which R119 million accounted for the two property purchases, Transpaco retained comfortable cash resources. Of the spend on property, plant and equipment R69 million was paid in cash.

The net interest-bearing debt to-equity ratio was negligible at 0.6% (June 2024: net cash positive).

EXPANSIONS AND DEVELOPMENTS

In the past financial year, Transpaco concluded two property transactions by purchasing the site from which Transpaco Cores and Tubes operates and an additional property, enabling Britepak to consolidate from four locations into a single site.

All major manufacturing operations and the trading business operate from company owned premises. The property companies operate as profit generating entities with market related rentals charged to subsidiaries. Company owned properties have ASIB certified sprinklers systems installed where required ensuring fire insurance cover.

Transpaco Cores and Tubes entered the retail paper bag business with machinery acquired and installed during the financial year.

We have successfully expanded our plastic product offering by entering the courier bag market. Having secured several major customers in the courier space, additional converting machinery will be required. We see this as a growth area for our Plastics division.

FINANCIAL OVERVIEW – TOTAL OPERATIONS

	June 2025	June 2024	% change
Revenue	R2 432,4 million	R2 487,1 million	(2.2%)
Operating profit	R207,6 million	R212,7 million	(2.4%)
Total comprehensive income	R147,5 million	R152,5 million	(3.3%)
Headline earnings	R147,2 million	R152,3 million	(3.4%)
EPS	517,4 cents	521,5 cents	(0.8%)
HEPS	516,2 cents	520,9 cents	(0.9%)
Weighted average number of shares in issue	28 516 100	29 245 126	(2.5%)
Cash generated from operations	R273,6 million	R273,0 million	0.22%
Cash and cash equivalents	R155,6 million	R160,6 million	(3.1%)
Net asset value per share	R35,03 per share	R32,32 per share	8.4%
Net interest paid	(R7,2 million)	(R6,2 million)	(16.1%)

Phillip Abelheim

Notably we have achieved a net profit before tax of over R1 billion for the past five years.

PLASTIC PRODUCTS

The Plastic division performance reflected a 0.2% increase in revenue. Operations within this segment were supported by a new pallet wrap machine which expanded capacity. Transpaco's market share for refuse bags will increase due to the division securing a large customer post year end.

PAPER PRODUCTS

The Paper and Board division saw a decline of 4.6% in revenue. Britepak is expected to benefit through cost savings and manufacturing efficiencies, having consolidated four sites into one new site. Transpaco's general packaging trading division generated good returns and remained cash generative.

TRANSFORMATION

Transpaco maintained its level 2 Black Economic Empowerment contributor status. We remain committed to transformation and genuine empowerment, which is central to our strategic objectives. This includes our participation in the YES programme.

We proudly fund 70 learnerships for employees and unemployed individuals of which 35 are disabled and as a YES programme participant, employ 97 individuals under the age of 35.

DIVIDEND

The board has declared a final gross cash dividend out of income reserves of 160,0 cents per share, resulting in total dividends of 235,0 cents per share for the year ended 30 June 2025 (June 2024: 240,0 cents per share). This aligns with our strategic framework for creating and sustaining value for shareholders in the short, medium and long-term.

OUR CEO'S VIEWPOINT CONTINUED

**R207,6
million**

OPERATING PROFIT
(2024: R212,7 MILLION)

RESPONSIBLE RECYCLING

During 2023 the government amended the Retail Plastic Bag Regulations requiring that all bags must be produced from 50% post-consumer recycled material, increasing to 75% effective January 2025. In the next two years this will be increased to 100%. Transpaco is already at 100% for most of its customers. For refuse bags, the requirement is a minimum of 50%.

Several international studies have shown that when comparing retail plastic bags produced from post-consumer recycled material to the alternatives, and the bag is used once for its primary purpose and then reused at least once, it has less of a negative impact on the environment than the alternatives. Bearing in mind that such comparisons measure the effect on the environment from "cradle to grave" and not just one aspect of the environment.

Large quantities of plastic waste remain unused across the developed nations. By incorporating post-consumer waste into our products, we created a viable and valuable market for these materials. Without such a market, recycling efforts lose much of their purpose and impact.

Transpaco's flexible divisions utilise in excess of 17 000 metric tonnes of post-consumer recycled material per year in the production of its many retail and refuse bag products.

In South Africa the per capita plastic consumption is 27kg per year, which is well below the global average.

The South African use in the manufacture of plastic products from recycled post-consumer waste amounted to 458 000 tonnes during 2024. This represents a recycling recovery rate of 28.4%, more than double the world average.*

Transpaco is proud to have assisted in achieving this level by creating a market that allows for the recycling of plastic waste.

Transpaco's retail plastic bags are produced from recycled material, are reusable and fully recyclable.

OUR APPROACH TO ESG

We remain committed to upholding our role as a responsible corporate citizen. This commitment is reflected in our ongoing application of strong governance practices across the organisation. We regularly review and update our policies and procedures to ensure they remain effective and relevant. Additionally all employees are obligated to act in accordance with the principles outlined in our Code of Good Conduct.

** Source Plastics SA*

We are cognisant of the impact our products and processes have on the communities in which we operate and the potential impacts our operations could have on the environment. We actively implement sustainable strategies to ensure that Transpaco does not harm the environment or negatively impact communities.

We are also committed to maintaining a safe and healthy work environment for all our employees. To support this, we use an accredited third-party health and safety provider that conducts on-site inspections, participates in health and safety meetings and delivers safety-related training. These measures help us uphold high standards of workplace safety across our operations. The service provider issues monthly reports and any identified safety issues are attended to immediately. In addition, all reports are reviewed by the CEO and CFO at regular management account meetings to ensure divisional compliance.

We are currently in the process of developing a formal ESG programme with official policies and procedures. We have appointed an external consultant to assist with the process. Going forward, our ESG disclosure and reporting will be steadily increased.

PROSPECTS AND STRATEGY

Looking ahead, we expect tough trading conditions to persist. Our plan is to counter this by driving sales while diligently controlling expenses and sound disciplined capital allocation. The group will continue its proven business strategy of targeting organic growth, maintaining strict financial control and identifying and pursuing appropriate acquisitions.

APPRECIATION

I would like to extend my heartfelt thanks to our Chairman Derek Thomas and our CFO Louis Weinberg and all our executive, non-executive directors, divisional directors and staff members who continue to be committed, resilient and dedicated in the face of difficult trading conditions. I also thank our loyal customers, investors, unions, suppliers and service providers for their ongoing support.

Lastly, I would like to express my sincere gratitude to Selwyn Jacobsen who was one of the founders of the Transpaco group, a dear friend and mentor. His association with Transpaco commenced in 1968 and he served as a board member for 32 years. Selwyn sadly passed away peacefully during the year. He will be missed by all at Transpaco. Our thoughts and prayers are with his family.



Phillip Abelheim

CEO

10 October 2025

FIVE YEAR REVIEW

OF THE GROUP

STATEMENTS OF COMPREHENSIVE INCOME	2025 R'000	2024 R'000	2023 R'000	2022 R'000	2021 R'000
CONTINUING OPERATIONS					
Revenue	2 432 372	2 487 058	2 591 074	2 338 021	2 078 891
Operating profit before net finance costs	207 625	212 729	252 464	222 758	164 851
Net finance costs	(7 237)	(6 203)	(12 757)	(14 962)	(14 385)
Profit before taxation	200 388	206 526	239 707	207 796	150 466
Taxation	(52 859)	(54 008)	(63 062)	(55 152)	(40 188)
Profit for the year	147 529	152 518	176 645	152 644	110 278
Other comprehensive income	–	–	–	–	–
Total comprehensive income for the year	147 529	152 518	176 645	152 644	110 278

STATEMENTS OF FINANCIAL POSITION	2025 R'000	2024 R'000	2023 R'000	2022 R'000	2021 R'000
Assets					
Non-current assets	714 905	598 243	620 470	624 815	627 065
Current assets	817 114	864 379	842 231	817 961	664 281
Disposal group assets classified as held for sale	–	–	–	–	20 145
Total assets	1 532 019	1 462 622	1 462 701	1 442 775	1 311 491
Equity and liabilities					
Capital and reserves	975 321	932 035	885 595	827 543	734 297
Non-current liabilities	200 511	126 639	175 448	193 796	227 771
Current liabilities	356 187	403 948	401 658	421 437	349 423
Total equity and liabilities	1 532 019	1 462 622	1 462 701	1 442 776	1 311 491

STATEMENTS OF CASH FLOWS

	2025 R'000	2024 R'000	2023 R'000	2022 R'000	2021 R'000
Net cash inflow from operating activities	143 826	139 816	223 393	87 766	94 311
Net cash outflow from investing activities	(68 467)	(42 392)	(39 564)	(3 914)	(73 168)
Net cash outflow from financing activities	(80 344)	(103 532)	(89 402)	(87 849)	(5 718)
Net movement in cash for the year	(4 985)	(6 108)	94 427	(3 997)	15 425
Cash and cash equivalents at the beginning of the year	160 569	166 677	72 250	76 247	60 822
Cash and cash equivalents at the end of the year	155 584	160 569	166 677	72 250	76 247

SHARE STATISTICS

	R'000	2024	2023	2022	2021
CONTINUING OPERATIONS					
Headline and diluted headline earnings per share (cents)	516.2	520.9	567.8	475.5	336.2
Earnings and diluted earnings per share (cents)	517.4	521.5	567.9	482.6	337.4
TOTAL OPERATIONS					
Headline and diluted headline earnings per share (cents)	516.2	520.9	567.8	475.5	336.2
Earnings and diluted earnings per share (cents)	517.4	521.5	567.9	482.6	337.4
Cash generated from operations per share (cents)	983.0	947.1	1 242.0	676.5	598.8
Dividends per share (cents)	235.0	240.0	260.0	215.0	153.0
Share price - high (cents)	40.00	3 925	3 700	2 600	1 850
- low (cents)	31.01	2 552	1 700	1 300	1 300
- year-end (cents)	37.50	3 001	3 100	2 050	1 598
Total value of shares traded (R'000)	87 674	36 172	54 250	87 950	44 236
Number of shares traded ('000)	2 483	1 188	1 885	4 988	2 915
Market capitalisation (R'000) at year-end	1 043 977	879 601	928 121	645 737	508 795
Ordinary shares in issue ('000)	27 839	28 839	29 939	31 499	31 839
Weighted average ranking number of ordinary shares ('000)	28 516	29 245	31 106	31 628	32 686

VALUE ADDED STATEMENT

FOR THE YEAR ENDED 30 JUNE 2025

Value added is the value which the group has added to purchased materials and goods by process of manufacture and conversion and the sale of its products and services. This statement shows how the value so added has been distributed.

	2025 R'000	Value Added %	2024 R'000	Value Added %
Creation of wealth				
Revenue	2 432 372		2 487 058	
Cost of goods, services and expenses	1 616 666		1 724 463	
	815 706		762 595	
Distribution of wealth				
Employees:				
Salaries, wages and benefits	500 976	61.4	444 675	58.3
Government:				
Taxes	64 879	8.0	54 931	7.2
Providers of capital:				
Finance costs	15 940	2.0	17 078	2.2
Dividends	67 022	8.2	75 465	9.9
Maintenance and expansion:				
Depreciation	19 360	2.3	17 928	2.4
Retained income	147 529	18.1	152 518	20.0
	815 706	100.0	762 595	100.0

OUR PEOPLE

Our people are the lifeblood of our business and critical to our ability to create long-term sustainable value. We are therefore committed to contributing to the development of our people. By building up our employees we are able to have a greater impact as good corporate citizens in the broader community.

Transpaco operates across multiple locations in South Africa, with operations shaped by national labour regulations, socio-economic challenges, and community dynamics. The company is mindful of regional disparities in employment, education, and infrastructure, which influence its workforce strategy and community engagement efforts. These contextual factors inform Transpaco's ESG priorities, particularly in the areas of inclusive employment, training opportunities, and local sourcing.

We strive to ensure a sustainable, safe and healthy work environment through our open employee relations at every level with senior management maintaining an open-door policy and providing amenable and positive working conditions and an inclusive culture. In a skills-scarce environment we seek to attract superior talent with remuneration in line with industry norms and continued investment in employee development. All of this contributes to our consistently low staff turnover. In addition, the CEO confirms all dismissals prior to finalisation.

We further support every employee's right to belong to a union and demonstrate this through an open and transparent relationship with all unions and their representatives. CEPWAWU, which represents a good portion of our employees, through an

empowerment partnership with its investment company, is Transpaco's broad-based black empowerment shareholder.

Labour management at Transpaco is guided by a suite of formalised policies that ensure fair working conditions, regulatory compliance, and support for employee wellbeing. These include policies addressing child labour, harassment, discrimination, and human rights. The company has committed to providing safe and equitable workplaces, backed by internal grievance mechanisms, periodic audits, and alignment with national legislation.

Turnover and retention rates vary by division. The company provides benefits aligned with South African labour law, including leave entitlements and participation in employee development programmes. Regular internal assessments support improvements in employment practices and staff retention.

Incidents related to employee safety, conduct, or labour practices are recorded at site level and reviewed internally. Grievance procedures and reporting channels support the resolution of such matters. The company continues to formalise its approach to group-level incident analysis and response tracking.

EMPLOYMENT EQUITY AND NON-DISCRIMINATION

We are committed to ensuring an equitable and non-discriminatory workplace with group policies in place ensuring the fair treatment of all employees irrespective of diversity or disparity factors. We promote the recognition and reward of initiative, effort and merit and seek to recruit and promote internally wherever possible. In doing so we prioritise the appointment and advancement of all staff.

Transpaco collects employee demographic data to inform its inclusion strategies and ensure transparency in employment practices. While diversity metrics are monitored at operational level, further consolidation of group-level workforce data is being pursued to enhance oversight and reporting in line with Global Reporting Initiative Standards.

Employment equity targets are adhered to and employment equity meetings are held regularly where these objectives are communicated to staff. All of the group's subsidiaries have respective employment equity committees which report directly to the HR department.

Category/level	2025		2024	
	Total number	BEE/EE	Total number	BEE/EE
Top management	18	4	18	3
Senior management	31	9	31	10
Professionally qualified	64	36	60	37
Skilled	415	365	412	370
Semi-skilled	643	605	653	612
Unskilled	225	201	218	187
Disabled	42	41	42	41
Total	1438	1261	1 434	1 260

OUR PEOPLE CONTINUED

TRANSFORMATION

Transpaco maintained a Level 2 B-BBEE rating in terms of the new revised Codes (B-BBEE Codes of Good Practice issued by the Department of Trade and Industry).

Our scorecard is set out below:

BEE Code	2025	2024
Ownership	25.00	25.00
Management Control	8.5	8.71
Skills Development	13.46	14.03
Enterprise and Supplier Development	29.37	28.33
Socio-Economic Development	5.00	5.00
Total	81.33	81.07

PREFERENTIAL PROCUREMENT

A preferential procurement policy is in place which outlines our commitment to continually expand our B-BBEE supplier base. Managing directors are tasked with reporting on progress in this regard at monthly management meetings.

ENVIRONMENTAL SCREENING OF SUPPLIERS

Supplier screening using environmental criteria is emerging as a formal requirement. Divisions are increasingly requesting documentation or declarations from suppliers to confirm compliance with relevant environmental expectations.

SOCIAL SCREENING OF SUPPLIERS

New suppliers are expected to meet social compliance requirements, including commitments against child and forced labour, fair wages, and health and safety. These expectations are being formalised in procurement documentation. Should we find that any supplier is not doing the above we will stop dealing with them.

ENTERPRISE DEVELOPMENT

We are committed to enterprise development and seek to support black-owned and managed businesses.

Examples of this include:

- The awarding of contracts for the supply of services e.g. building, maintenance and cleaning to small black-owned businesses;
- R1,5 million interest-free loan to a SMME operating in the workwear rental and laundry industry.
- A further R3 million interest free loan to a strategy services company;
- The appointment of a black-owned company to provide Transpaco with the installation of sprinkler systems at Transpaco owned premises where required; and
- The appointment of black-owned companies to provide Transpaco with transport services.

SKILLS DEVELOPMENT

In order to foster a high-performance culture we seek to empower our workforce by providing continual development opportunities. Having a skilled and empowered workforce differentiates our business, ensuring long-term sustainability. The company invested R9.4 million in skills development in FY2025.

We provide "on-the-job" training which is supplemented with ongoing internal and external skills development programmes. We also offer a study learnership scheme.

Training programmes are in place across divisions, focusing on workplace safety, technical skills, and regulatory awareness. Average hours of training per employee are being tracked.

Transpaco's skills development programme is aimed at training unemployed able and disabled individuals. The training courses and approved learnerships are designed to equip trainees with production, computer and call centre skills. On completion of the training, successful learners are offered employment with Transpaco, provided positions are available.

We have 70 (2024: 70) learnerships underway for 30 (2024: 30) abled learners and 40 (2024: 40) disabled learners in the current year.

We employ 97 (2024: 85) candidates through the Youth Employment Service (YES) programme, which is set to employ individuals under the age of 35, creating new jobs and providing young people with an opportunity for employment and work experience.

Transpaco is acknowledged as one of the top 50 champions participating in the YES programme.

The YES programme is one of the largest public private partnerships launched by President Ramaphosa in 2018 and has become the largest 12-month, full time work experience programme in South Africa. YES is entirely private sector funded and has, to date, placed over 195 000 high-potential youth from disadvantaged backgrounds in South Africa's businesses.

Over 587 000 lives are positively impacted through YES salaries with R11,63 billion of youth salaries invested into the economy. Of participants 17% set up their own businesses, employing countless more youth.*

HUMAN RIGHTS AND LABOUR POLICIES

Transpaco's Human Rights Policy sets out the group's commitment to the Universal Declaration of Human Rights and the ILO principles. It promotes fair treatment, safe working conditions, and respect for collective bargaining rights. Training on human rights expectations is planned for rollout to employees and contractors.

* Source: YES

HEALTH AND SAFETY

We are committed to maintaining a safe and healthy working environment for our employees and Transpaco's Health & Safety Procedures are aligned with the South African OHS Act and apply across all divisions. It mandates risk assessments, regular inspections, and third-party support for compliance. Hazard identification and risk assessments are embedded into operational routines. Emergency procedures and regular site inspections help to prevent incidents and reduce health and safety risks. A standards-aligned incident reporting system is in place across sites. Employees are encouraged to report hazards and unsafe conditions. Divisional health and safety officers coordinate responses and ensure that lessons learned are applied.

Transpaco's sites offer access to basic occupational health services and comply with applicable health regulations. Risk-based medicals and health checks are conducted for employees in high-risk roles.

We have appointed an accredited third-party health and safety organisation to ensure health and safety standards are adequately maintained in the work environment and providing a structured approach to the health and safety process. The service provider conducts onsite inspections, attends health and safety meetings and provides safety related training.

The CEO and CFO review all independent health and safety reports to ensure that divisions react timeously to issues identified by the third party assessor.

We constantly review the environment our employees work in to ensure they align with building legislation and best practice as the safety and wellbeing of our employees is non-negotiable.

WORK-RELATED INCIDENTS

Work-related injuries are recorded and investigated at site level. The company is working towards consolidating this data for improved oversight and GRI-aligned disclosure.

WORK-RELATED HAZARDS AND ACTIONS

Hazards are identified during routine inspections, employee feedback, and audits. Mitigation actions are documented, and controls are implemented in line with the risk level identified.

WORK-RELATED ILL HEALTH

Transpaco tracks cases of work-related ill health, particularly in roles involving physical strain, chemical handling, or noise exposure. Interventions are applied through the health and safety system.

In addition, independent risk assessments were conducted at all locations during the year under review.

STAKEHOLDER ENGAGEMENT

We believe in creating shared value for all our stakeholders and are committed to proactive, open and transparent engagement with stakeholders. This fosters the building of solid relationships which is critical to delivering on our goal of creating and sharing prosperity across our value chain.

Through our meaningful and frequent engagements with our stakeholders we are able to ensure that our strategic outlook and business activities align with their interests and expectations. In doing so, we can better understand and analyse issues that affect our business and industry, which can help us to develop and implement a successful growth strategy.

We therefore maintain active and ongoing dialogues with stakeholders in order to keep them informed about crucial board decisions.

Our website, integrated annual report, SENS, and one-on-one meetings are all used to keep in touch with key stakeholders.

We also hold regular meetings of the employment equity and health and safety committees, as well as continuous formal and informal sessions.

Our key stakeholders and the main issues that concern them, as per our feedback, are set out overleaf.

Transpaco continues to play an active role in the wider plastics industry through its membership of the industry associations and organisations such as Plastics SA, Plastics Convertors Association of South Africa (PCASA), The Printing Industries Federation of South Africa and Producers Responsibility Organisations

STAKEHOLDER	REASONS FOR ENGAGING	WHAT MATTERS TO THEM	RESPONSIBILITY
Employees and trade unions	Engaging with trade unions affords the company an opportunity to better understand our employees' needs which leads to improved productivity and enhanced understanding.	• Job security • Sustainability • Personal growth and development • Ongoing skills development • Remuneration and incentives • Working conditions • Health and safety • Maintaining a relationship with unions • Addressing youth unemployment	HR department, managing directors/managers, transformation, social & ethics committee, health and safety committees
Investors	Transparent engagement with investors earns their trust and enables us to gain their support for our strategy while understanding their expectations for value creation.	• Sustainability • Profitability • ROI (share price and dividends) • Cash generation • Corporate governance and compliance • Risk management • Remuneration practices • Growth prospects • Accessibility of leadership • Succession • Capital allocation	CEO, CFO
Funders	Engagement with funders ensures that we are able to present proposals by providing accurate information which would enable them to confidently support our plans.	• Solvency and liquidity • Capital management • Sustainability • Credit rating • Risk management	CEO, CFO
Customers	Engaging customers and adding value to their experience helps strengthen the relationship they have established with our brand. The better engaged our customers are, the better it is for us to retain them as customers.	• Security of supply • Pricing • Quality • Reliability • Service	Marketing, managing directors/managers
Contractors and suppliers	Regular communication with our suppliers helps in identifying and reducing any bottlenecks in the supply chain as well as keeping abreast of available materials. This helps us mitigate potential supply chain risks, ensuring that product quality is of the highest standard.	• Timely payment • Sales volumes • Fair business practices	Managing directors/managers
Government and regulators	Regulators are the custodians of legislative and regulatory compliance and providers of our licence to trade. Engaging with these bodies ensures we adhere to compliance with existing regulations while maintaining our licence to operate.	• Statutory requirements • Employment equity • Waste management • Safety • Taxation • Compliance with good governance • Adherence to the JSE Listings Requirements and company legislation	CEO, CFO, company secretary, Divisional managing directors and financial managers.
Industry associations	We engage to ensure that we actively collaborate on any issues that may arise within the industry while working together to find formidable solutions.	• Industry trends • Expertise • Collective lobbying • Industry-specific issues • Labour issues • Environmental issues	CEO, managing directors/managers
Communities	We engage to better understand communities' needs and how we can respond better and overcome challenges in local employment, procurement opportunities and community development initiatives.	• Job creation • CSI projects	Subsidiary company marketing directors, transformation, social & ethics committee, HR department

ESG APPROACH

Transpaco is committed to advancing its sustainability objectives through a recognised and credible approach. During the year, we undertook a series of initiatives to embed environmental, social and governance (ESG) considerations more deeply into our operations and reporting practices.

A key milestone was the completion of a high-level double materiality assessment. This process enabled us to identify the ESG themes most relevant to our operations and stakeholders, based on both impact materiality and financial materiality considerations. The outcomes of this assessment now guide us in developing and rolling out ESG policies across the group which in turn will assist with our sustainability priorities and disclosures. To support implementation, we have adopted the Veriport ESG software platform as our group-wide tool for managing ESG data and performance. The platform allows for decentralised data capture at site level, while supporting group-level consolidation, analysis and reporting aligned with globally recognised standards. Our reporting is aligned with the Global Reporting Initiative

(GRI) Standards, which we consider to be a globally credible framework for sustainability disclosure.

As part of our commitment to climate-related transparency, we have commenced the process of measuring our carbon footprint in accordance with the Greenhouse Gas Protocol, and Scope 1 and 2 emissions data is being compiled.

The actions outlined above reflect our continued efforts to build a resilient, responsible and future-facing business. Reporting on these efforts is a journey and we will seek to increase disclosure and reporting in due course.

ENVIRONMENTAL

CLIMATE CHANGE

The company continues to engage with stakeholders to dispel misconceptions about plastic packaging, while introducing paper bags to diversify material use in response to environmental expectations.

While formal group-level Greenhouse Gas targets are not yet in place, emissions tracking is being introduced and will inform future goal-setting.

GREENHOUSE GAS EMISSIONS

Transpaco is progressing toward comprehensive Greenhouse Gas reporting. Scope 1 and Scope 2 emissions data is being compiled through Veriport, and energy use and related emissions are tracked at divisional level.

ENERGY

Energy remains a priority theme across the group, especially within high-consumption divisions.

Energy data is now being captured in a centralised system via Veriport, with consumption measured at site level. This forms the foundation for ongoing performance tracking and reporting.

Energy reliability is a material operational concern due to South Africa's grid instability. Divisions are investigating backup systems such as solar to mitigate load-shedding and ensure continuity of supply.

WATER MANAGEMENT, CONSUMPTION AND WITHDRAWAL

Water stewardship is emerging as a priority for Transpaco, particularly for divisions where process water is used.

No comprehensive water consumption tracking is currently in place. However, divisions have begun identifying opportunities to improve water efficiency and reduce reliance on municipal sources.

No significant water discharges to the environment are reported. Process water discharge is managed through standard municipal connections.

RESOURCE USE AND CIRCULARITY

Transpaco extensively uses post-consumer recycled content and maintains internal recycling programmes as part of its long-term circularity approach.



The group sources a portion of its raw materials from recycled content, including paper and plastics. Quality assurance remains a key focus given variability in secondary input streams.

Processes ensure that packaging waste, cores, and paperboard offcuts are recovered and reprocessed within the group's supply chain.

Reintegration of production waste processes are in place to ensure recovery of packaging and offcuts where feasible in all our plastic production facilities.

All Transpaco businesses are members of the Extended Producer Responsibility initiative.

WASTE

Transpaco has adopted a formal Waste Management Policy that guides segregation, collection, and recycling. The group maintains partnerships with waste processors such as Mpact and monitors internal compliance monthly.

POLLUTION MANAGEMENT

Transpaco participates in industry working groups and applies environmentally responsible practices, such as the use of water-based adhesives and recycled materials, to mitigate pollution.

Pollution risks are mitigated through policies that prohibit the use of hazardous substances, favouring water-based and biodegradable alternatives. Emergency response procedures and safe storage requirements are enforced.

Transpaco maintains compliance with applicable environmental regulations and laws.

COMMUNITY

Community-related issues are addressed through our Corporate Social Responsibility initiatives, which include support for education and youth development. The group engages with local communities through targeted programmes.

Community engagement is driven at the operational level through support for local schools, youth initiatives, and environmental activities.

Transpaco supports social investment through the YES 4 Youth programme. These efforts are designed to promote education and improve community wellbeing.

PRODUCT AND CUSTOMER

Product information is provided in accordance with applicable legislation and industry norms. The company continues to improve customer-facing disclosures regarding material content and recyclability.

Compliance with applicable labelling and packaging standards is monitored at product level. Transpaco ensures that materials meet legal and client-specific requirements.

Customer privacy is protected through secure handling of data and information, in line with POPIA requirements. No substantiated complaints were received in the period under review.

04 Accountability

ETHICAL LEADERSHIP

The board is ultimately responsible for governance, ethics and values and ensuring that Transpaco maintains its status as a good corporate citizen. We apply sound corporate governance and ethical behaviour to ensure that our business is well managed. All interactions, whether internal or with external stakeholders, are underpinned by the general principle of respect for human rights.

Accordingly, Transpaco expects its employees and management to act in the best interest of the company.

The board's core values of transparency, integrity and accountability are aligned with the King IV™ principles and this ethos is encapsulated and governed by our comprehensive Code of Business Principles and Ethics ("the Code").

The Code is well-communicated and adhered to by all employees. All new employees receive this information in a welcome pack on commencement of employment.

The full Code is available on Transpaco's website www.transpaco.co.za

The Code sets out our commitment to creating diversity in the workplace, minimising our environmental impact and providing quality products that meet consumers' needs while complying with rigorous safety standards. We espouse the values of robust yet fair competition and accordingly

support the appropriate competition laws. All employees are required to conduct operations and themselves in accordance with the principles of fair competition and all applicable regulations.

Managing directors and employees receive training on the importance of compliance with legislation and the Code, which is in no way regarded as a substitute for individual judgement and discretion but rather as a guidance framework.

Additionally, managing directors are required to sign acknowledgment of compliance at monthly meetings. Any breaches of general compliance or adherence to the Code must be reported in accordance with the procedures specified.

Delegation of enforcing the Code is done by senior management of the divisions and operations, who are tasked with reporting back to head office. The audit & risk committee and the EXCO provide assurance of overall compliance each year to the board, which remains ultimately responsible.

OUR ETHICS COMMITMENT

BEST PRACTICE STANDARDS	LEGISLATION	GROUP POLICIES
- King IV™ - ISO 9001:2008 - ISO 22000:2005	- Companies Act - Competition Act - Employment Equity Act - Basic Conditions of Employment Act - B-BBEE Act - Consumer Protection Act - Labour Relations Act - Skills Development Act - Skills Levies Act - Safety Health and Environment (SHE) Act - National Environmental Management Act - National Water Act - Income Tax Act - VAT Act - Retail plastic bags regulations	- Employee policies - IT policies - Operational policies

CORPORATE GOVERNANCE

GOVERNANCE STRUCTURE



CORPORATE GOVERNANCE CONTINUED

BOARD AND COMMITTEE MEETING ATTENDANCE

Attendance at board and committee meetings during the year is set out below:

DIRECTOR	Board	Audit & risk committee	Board governance & remuneration committee	Transformation social & ethics committee
PN Abelheim (CEO)	5 (5)			1 (1)
HA Botha ^{*>#~}	5 (5)	4 (4)	1 (1)	
SR Bouzaglou	5 (5)			
SY Mahlangu ^{>}	5 (5)	4 (4)		1 (1)
DJJ Thomas [*] (Chairman)	5 (5)		1 (1)	1 (1)
SP van der Linde ^{*>/}	4 (5)	3 (4)	1 (1)	1 (1)
L Weinberg (CFO)	5 (5)			1 (1)

* Non-executive

> Independent

Chairman audit & risk committee

~ Chairman board governance & remuneration committee

/ Chairman transformation, social & ethics committee

The board sets the tone regarding good governance, which remains essential to the way we conduct business. (See Ethical leadership on page 31).

Effective corporate governance is imperative to business sustainability and as such the board is committed to reporting thereon openly and transparently to stakeholders.

The Code of Business Principles and Ethics, all internal policies and the board and committee charters were reviewed and amended where applicable to align with the requirements of legislations such as the Companies Act, King IV™ and the JSE Listings Requirements.

A disciplined reporting structure ensures that the board remains fully appraised of the activities of its subsidiaries, as well as of risks and opportunities in its operating environment. The executive directors engage in a formal monthly dialogue with divisional and operational management and hold ongoing adhoc informal discussions. Each divisional director has an open line to the CEO, CFO, company secretary and any other relevant executives regarding matters of governance at any time.

BOARD MEMBER'S ROLES

CHAIRMAN

Provides independent board leadership and guidance, facilitates suitable deliberation on matters requiring the board's attention, and ensures the efficient operation of the board as a unit.

CEO AND EXECUTIVE DIRECTORS

Provide strategic leadership and day-to-day operational decisions and business activities.

NON-EXECUTIVE DIRECTORS

Draw on their experience, skills and business acumen to ensure impartial and objective viewpoints in decision-making processes and standards of conduct.

The board comprises directors who together bring a wealth of industry and financial experience gained through a number of economic cycles. The maturity and seniority of many of the directors is well balanced by the contribution of younger directors who bring their own dynamism and perspective to board deliberations, backed by solid skills.

The role and responsibilities of the non-executive chairman and the CEO have been clearly defined and are distinct to ensure checks and balances in decision-making; and a lead independent director has been appointed.

No single director is positioned to exercise unfettered decision-making, which protects against the influence of possible personal interests and thereby ensures that the interests of all stakeholders are protected. As set out in the board charter, the directors are empowered to delegate their authorities to the CEO or any other executive director and similarly to properly constituted board committees.

Nonetheless, the directors recognise that they are ultimately accountable and responsible for the performance and affairs of the company and the group and that the use of these delegated authorities in no way absolves the board of the obligation to carry out its duties and responsibilities.

In terms of the group's Memorandum of Incorporation, one-third of the board's non-executive directors must retire from office at each annual general meeting

on a rotation basis. Retiring directors may make themselves available for re-election, provided that they remain eligible as required by the Memorandum of Incorporation and in compliance with the JSE Listings Requirements. Accordingly, HA Botha and SY Mahlangu will retire by rotation at the upcoming annual general meeting, and being eligible, will offer themselves for re-election. A brief CV of each director standing for election at the annual general meeting is contained in this integrated report on pages 15 to 16.

In determining whether to recommend a director for re-election, the committee considers the director's past attendance at meetings, participation in and contributions to the activities of the board, and the results of the most recent board self-evaluation in addition to compliance with regulatory requirements. Executive directors are bound by contracts of employment, which contain a three-month notice period.

SELF-EVALUATION

The board conducts a self-evaluation exercise annually where areas marked for improvement are addressed.

RESTRICTION ON SHARE DEALINGS

All directors and senior executives with access to financial and any other price-sensitive information are prohibited from dealing in Transpaco's shares during 'closed periods', as defined by the JSE, or while the company is trading under cautionary. A formal policy on directors' and prescribed officers' shareholdings and share dealings is in place.

An appropriate communication is sent to all directors alerting them that the company is entering a closed period. 'Insiders' include directors, prescribed officers in terms of the Companies Act, immediate family members of directors and/or prescribed officers, or any person who might have obtained information from an insider.

The policy also provides guidelines to insiders who wish to trade in the company's securities at any time other than during closed periods. As we regard compliance

with securities laws as a key component of good governance, disciplinary action (which may include termination of employment) could be taken against insiders who violate this policy. In line with the following:

- Directors' share dealings in the company must be authorised first by written permission from the Chairman or, in the Chairman's absence, the audit & risk committee chairman, prior to any dealing taking place;
- The Chairman's dealings require the written permission of the audit & risk committee chairman; and
- Directors' dealings should then be reported to the company secretary, who along with the company's sponsor ensures that such dealings are disclosed on SENS within 24 hours.

In addition, directors and prescribed officers are required to:

- declare their dealings in securities at board meetings; and
- declare to the board and at EXCO meetings their additional directorships and shareholdings and potential conflicts of interest.

Divisional and operational directors and financial managers are further obligated to disclose any conflict or potential conflict of interest in the monthly management accounts submitted to the EXCO.

SUCCESSION PLANNING

Succession planning for the board, management team and senior executives falls to the board, assisted by the board governance & remuneration committee. Suitable succession candidates are identified and skilled where necessary to enable them to replace the incumbents on resignation or retirement. Management training is continually undertaken in each of the group's subsidiaries with emphasis essentially on advancing suitable black candidates.

The committee is responsible for an annual review of the group succession plan and for feedback thereon to the board. This year's

review found that all areas of concern were being addressed and the board was comfortable with current succession plans.

Advances have been made in identifying and appointing succession candidates.

NEW APPOINTMENTS

The board annually reviews the skills and characteristics required of the directors in terms of current board composition and company circumstances, and recommends, if needed, the appointment of new directors.

The board has the overall objective of constituting directors with diverse backgrounds and an array of business experience. We make use of external executive search and recruitment agencies if necessary, in identifying new directors, and approve their fees. Shortlisted candidates are interviewed by the CEO and CFO.

A further interview will be done by the board, followed by an offer of directorship if successful.

Each individual is evaluated by the board in the context of the board as a whole, the objective remains having a board that can best perpetuate our success and represent shareholder interests through the exercise of sound judgment, using its diversity of experience.

Characteristics expected of all directors and potential candidates include independence, integrity, high personal and professional ethics, sound business judgment and the ability and willingness to commit sufficient time to the board and the group.

The directors and potential candidates must possess a general understanding of marketing, finance and other disciplines relevant to the success of Transpaco in today's business environment; an understanding of the business and required technology; an educational and professional background and personal accomplishment; and represent demographic, gender, age and ethnic diversity.

CORPORATE GOVERNANCE CONTINUED

GENDER AND RACE DIVERSITY

Transpaco supports the principles and aims of gender and racial diversity at board level. A broad diversity policy is in place which promotes the diversity of gender, race, culture, age, field of knowledge, skills and experience.

INDEPENDENT ADVICE

All non-executive directors have unrestricted access to management at any time as well as to the group's external auditors.

Additionally, all directors are entitled to seek independent professional advice on any matters pertaining to the group with the CEO's prior written approval and at the group's expense.

COMPANY SECRETARY

The company secretary advises the board of any relevant regulatory changes and/or updates and provides guidance to the board, individual directors and sub-committees on how to discharge their responsibilities in the best interests of the company. The company secretary attends all board meetings and is responsible for overseeing the preparation in advance of a comprehensive agenda and board pack.

Additionally, responsibility lies with the company secretary for overseeing the accurate recording and dissemination of the minutes of these meetings. Whenever deemed necessary he also reviews the rules and procedures applicable to the conduct of the affairs of the board. If required, he involves the sponsor and other experts in this regard to ensure that the directors have adequate information to discharge their responsibilities efficiently.

The company secretary has further assumed responsibility for the induction programme which provides new appointees with a directors' handbook detailing directors' roles and responsibilities and an update on legislative and/or regulatory developments. New directors also receive a comprehensive strategy outline, operational briefing including the most recent financial results, current and future budgets as well as management accounts.

In addition, new appointees are accompanied on site visits by the CEO or a designated executive director and have access to all executives, the internal audit function and external auditors at any time. Existing directors benefit from briefings given at board meetings to keep abreast of new developments. Where necessary informative written updates are circulated to the board.

The board is comfortable that company secretary Hendrik van Niekerk maintains an arm's length relationship with the board at all times and is sufficiently qualified and skilled to act in accordance with, and update directors in terms of the recommendations of the King IV™ Report and other relevant local and international regulations and legislation.

APPLICATION OF KING IV™

Transpaco applies all 16 principles of King IV™. Application of each principle and disclosure thereof is available on our website <https://www.transpaco.co.za/corporate-governance>.

LEGAL COMPLIANCE

The company secretary, together with the group's sponsor, monitors compliance with the recommendations set out in King IV™, the JSE Listings Requirements, and the Companies Act. The appointment of a dedicated compliance officer is not deemed necessary.

The CEO assumes ultimate responsibility to the board. The board and each director have working understandings of the effects of applicable laws, rules, codes and standards on the company and its business. Directors are encouraged to question anything that may be unclear, and if necessary, an expert will be invited to explain and elaborate further.

IT GOVERNANCE AND RISK MANAGEMENT

The CFO assumes the responsibilities of Chief Information Officer, delegating responsibility to divisional financial managers as necessary. IT is outsourced and a service level agreement is in place with the provider.

The IT Governance Charter encompasses a detailed account of group IT systems as well as governance of information. The charter is reviewed annually and for the year under review no changes were required.

The overarching goal is to ensure that the IT policy is implemented and maintained, ensuring security, confidentiality, integrity and availability of information. We aim to integrate the IT policy with group strategic and business processes, and to align IT operations with business operations and translate business requirements into effective IT solutions. Good governance principles apply to all parties in the supply chain in respect of the acquisition and disposal of IT goods and services, and IT forms a part of our risk management process.

The personal and other information of suppliers, customers, employees and other stakeholders are identified and treated as company assets.

Regular demonstration to the board is required that the group has adequate business resilience arrangements in the event of an IT incident. A disaster recovery plan is in place which includes:

- an assessment of potential risks
- anticipated recovery times; and
- contingency plans in case of disaster.

Currently critical data is backed up on a daily basis and stored in secure off-site locations, with different servers used to mitigate risk. Hardware and software is purchased from reputable suppliers and only licensed software is used. A disaster recovery plan is also in place.

The use of Transpaco's IT facilities is governed by a strict IT and social media policy.

RISK MANAGEMENT

RISK MANAGEMENT PROCESS

The board is responsible for setting the group's risk appetite, evaluating and managing key risk areas, performance indicators and relevant non-financial aspects, and assessing the effectiveness of the group-wide risk management processes.

Our risk management policy aims to ensure the group is adaptable to changing circumstances and can demonstrate resilience in an uncertain economy.

The audit & risk committee, supported by the internal auditor is responsible for identifying ongoing business risks and reporting thereon to the board. The CEO delegates responsibility to divisional managing executives on a daily basis, although he remains ultimately responsible for this process. The CEO and CFO discuss identified risks with divisional managing executives at monthly management meetings, ensuring standing agenda items and strategies are in place to mitigate and address identified risks. Any changes in risks are reported to the board on a quarterly basis.

Although executive directors are not members of the audit & risk committee, they attend meetings by invitation and participate in discussions. The internal auditors guide all group subsidiaries in their risk assessment processes.

Independent risk assessments are conducted on a regular basis.

INTERNAL CONTROL FRAMEWORK

The board is responsible for the group's systems of internal control and risk management. The audit & risk committee, CFO and internal auditor assist in this regard. Together they evaluate the adequacy and effectiveness of internal control systems and processes, and

monitor whether internal control recommendations made by the CFO, external auditors and internal auditor have been implemented. The internal control framework together with the required assurance is formally documented and reviewed by the audit & risk committee annually.

The systems are designed to manage rather than eliminate risk by safeguarding and maintaining accountability of the group's assets; identifying and curtailing significant fraud, potential liability, loss and material misstatement; and ensuring compliance with statutory laws and regulations.

Absolute assurance cannot be provided. The internal control systems are designed to provide only reasonable assurance as to the integrity and reliability of the financial statements. There are inherent limitations to the systems' effectiveness given the possibility of human error and circumvention or overriding of controls. Internal audit, based on the field work undertaken during the year, has provided reasonable assurance on the adequacy of the internal systems of control. The directors are not aware of any material breakdown/s in the systems of internal control during the year.

Our Internal Audit Charter sets out the role and scope of the internal audit function hereby:

- contributing to improved operations by examining and evaluating operational activities;
- identifying relevant risks; and
- affirming the accuracy and effectiveness of internal control systems with respect to normal financial control issues.

Internal audit therefore monitors, financial-related risk, the accuracy of financial-related information within the group, compliance with standard operating

procedures, regulatory compliance, the economic and efficient use of group resources and output quality control.

The Internal Audit Charter was reviewed during the year and amendments were made where required.

Standard operating procedures are reviewed regularly and updated where necessary.

The internal audit reports are reviewed by the CEO and CFO to ensure compliance with standard operating procedures and wider required corrective action.

EXTERNAL AUDIT

The external auditors are responsible for reporting on whether the financial statements are fairly presented in compliance with IFRS Accounting Standards. The preparation of the financial statements remains the responsibility of the directors.

The audit & risk committee meets regularly with the external auditors and in this way ascertains their efficacy and independence.

Recommendations thereon are then made to the board. The responsible audit partners rotate in accordance with legislation and audit firm requirements. Where the external auditors are appointed for non-audit services, the board, assisted by the audit & risk committee, ensures that the non-audit services do not impair the auditor's independence.

KEY RISKS AND OPPORTUNITIES

We regard risk management as central to growing a sustainable business. Risks are constantly evolving and there is a formal process of debating these annually by the board based on submissions from the audit & risk committee.

RISK MANAGEMENT

CONTINUED

Our key risks and how we mitigate against them are outlined below:

CATEGORY	RISK	MITIGATION
Compliance	Breach of any South African laws	A comprehensive Code of Conduct is enforced including competition regulation compliance. A declaration of compliance with competition regulations is signed by all managing directors on a monthly basis. The company and its employees are compelled to abide by all South African laws.
	Fraud	Comprehensive internal audit functions, and external audits are carried out. The company has zero tolerance for all forms of theft, fraud and corruption. Any employee implicated in such activity is appropriately dealt with including termination of their employment and criminal charges laid against such individuals.
	Health and safety	Health and safety committees are established at all factories with regular inspections conducted by the committees. Health and safety inspections are carried out regularly and conducted by external service providers. All identified risks are addressed timeously. The CEO and CFO review a summary of the independent health and safety service providers' monthly findings at month-end management account meetings to ensure compliance and correction of all identified risks.
Customers	Debtors	Selected debtors are insured with stringent credit control procedures in place at Transpaco operations. Adequate provisions for potential bad debts are raised each month at Transpaco companies. The CEO and CFO review credit limits and debtors over 90 days at month-end management account meetings to ensure compliance with the group's outstanding debtors' policy.
	Reliance on large customers	Attracting additional customers to broaden the spread while developing export opportunities. Exploring diversification measures of the group by adding divisions through mergers and acquisitions.
Human resources	Ethical leadership	Comprehensive Code of Conduct in place. Strict implementation of policies and procedures to maintain the highest standards of ethics.
	Labour unrest	Maintaining good relationships with employees and unions. Implementing sound and fair labour practices. All employee terminations for cause are authorised by the CEO to ensure that correct procedures are followed and that employees are treated with the utmost fairness when being subjected to disciplinary action which could lead to dismissal. CEPPWAWU, a union representing many employees through its investment arm, is Transpaco's B-BBEE partner.
	Succession	Succession policy in place which is updated and reviewed regularly.
	Attracting suitably qualified employees	Applying competitive remuneration, compliance with transformation strategies and formal recruitment policies are in place. Establishing favourable and secure working environment.

CATEGORY	RISK	MITIGATION
Margins	Input cost (manufacturing)	Ensuring all factories operate efficient plant and machinery while minimising power usage and other manufacturing costs.
	Input cost (raw materials)	Negotiating with current raw materials suppliers while securing new suppliers locally and abroad.
	Oil prices	Diversification into fields of operation less dependent on fossil fuels e.g. paper related products.
	Exchange rates	Hedging of all import trade creditors in foreign currency.
	Import replacement competition	Efficient manufacturing processes to maintain competitiveness and consulting with local raw materials suppliers to secure raw materials at competitive prices.
	Shortage of paper and plastic raw materials	Developing new raw materials suppliers and securing sufficient raw material stock levels in line with production requirements
Plants	Technology advancement	Efficient manufacturing processes to maintain competitiveness and investing in new advanced machinery when required. Executive managing directors' visits to international trade fairs to keep abreast of latest technology.
	Fire, theft and floods	Adequate risk insurance including business interruption cover. ASIB certified sprinkler systems installed at all Transpaco owned properties.
Products	New product	International research on new product development by managing directors.
	Stocks	Conducting regular stock take at all venues to minimise redundant stock and ensure that inventory is accurately and conservatively valued.
Suppliers	Dependence on few major raw materials suppliers	Establishing relationships with new suppliers both local and foreign.
Negative plastic and plastic product sentiment	Customers switch from plastic to alternative products	Invest and expand into non-plastic packaging products and businesses while investigating alternatives to fossil-based polymers (biodegradable). Encourage a circular economy with the use of post-consumer recycled material by customers. All retail plastic bags are produced with over 75% post-consumer recycled material. Engage with customers, government and environmental bodies.
Cybersecurity	Cyberhack or data loss	Installing firewall and virus protection measures and regularly updating these. Complete IT backups performed hourly and housed off site. Installation of disaster recovery facilities housed off site.
Social media	Reputational damage	Detailed social media policy in place governing employee social media behaviour.
Load shedding	Additional costs, scrap generation and excessive down time and reduced spend from customers	Installation of alternative sources of electricity where possible. Secure additional customers to mitigate against reduced spend from existing clients due to the impact of load shedding on their businesses.

REMUNERATION REPORT

BACKGROUND STATEMENT

The committee is an independent and impartial body responsible for assessing the divisional managing directors and Transpaco Limited's executive and non-executive directors' remuneration including determining short- and long-term incentive pay structures for group executives.

The remuneration committee comprises of the Chairman, Harry Botha, Derek Thomas and Stephen van den Linde, all of whom are non-executive directors. Phillip Abelheim, the group's CEO, attends meetings by invitation and is excluded from deliberations in respect of his own remuneration. The committee is governed by a formal charter, which is reviewed annually.

Attendance at committee meetings is set out on page 33.

In order to fulfil its responsibilities, the committee in conjunction with the CEO is authorised by the board to obtain external legal or other independent professional advice, if deemed necessary, at the expense of the group.

The committee's specific responsibilities are:

- Evaluating the board, subsidiary boards and individual director's performances annually;
- Evaluating existing board committees;
- Establishing new board committees and related subsidiary structures when necessary;
- Ensuring that executive directors are fairly rewarded for their respective contributions to the group's performance;
- Devising an appropriate group remuneration policy that aligns with the strategic objectives of the company;
- Assessing Transpaco's succession strategy and policies;
- Approving executive director remuneration increases and incentive bonus awards; and
- Approving non-executive directors' annual remuneration.

Remuneration of executive directors is set by an independent forum whose members have no personal interest in the outcome of their decisions and who will give due regard to the interests of all stakeholders balanced against the financial health of the group.

The CEO makes recommendations to the committee on executive and non-executive directors' remuneration, save in respect of his own, for the committee's consideration.

In terms of King IV™, the remuneration report has been separated into three sections:

- the background statement;
- overview of the policy;
- an implementation report which provides a detailed account of the current provisions as they pertain to executives.

Refer to the notes to financial statements for further details.

The overview of the policy and the implementation report will be put to non-binding advisory shareholder votes at the upcoming annual general meeting of the company.

Should either the remuneration report or implementation report or both be voted against by 25% or more of the voting rights exercised, the board undertakes to engage actively with dissenting shareholders in order to address all legitimate and reasonable objections and concerns.

We invite and encourage our shareholders to engage with us regarding our policy and reporting.

At the annual general meeting on 29 November 2024, the non-binding advisory vote on the company's remuneration policy received 97.99% vote in support of the policy.

USE OF REMUNERATION ADVISERS

No remuneration consultants were used during the year.

OVERVIEW OF REMUNERATION POLICY

Our remuneration policy reflects our intention to attract and retain critical talent as well as to motivate current employees to perform to their best ability and in the best interests of the company and stakeholders.

The policy provides a basis to determine an appropriate and fair rate of pay for each function and to apply it consistently across the group and a guideline to establish a balance between fixed and variable pay and between short- and long-term incentives.

The board governance & remuneration committee ensures an appropriate level of transparency and monitors a level of

equity and consistency across the group. The below represents the full remuneration policy of Transpaco.

EXECUTIVE DIRECTORS

Executive directors' remuneration is split between fixed and variable portions. The fixed portion is determined based on the size of the division, experience, skills and length of service. The cost to company package includes employee benefits such as pension/provident fund and insured benefits contributions but excludes medical aid contributions. The variable portion is based on the performance of the division and is detailed under Remuneration Component point 2 Bonuses.

Incentive bonuses paid in the reported financial year are based on group performance in the prior financial year.

REMUNERATION COMPONENTS

Base pay

All employees receive a base pay that is comparable to the labour market peer group. Annual increases for employees excluded from collective bargaining units are determined with reference to the subsidiary's performance, the nature of the employee's role, personal performance and competence, and consumer price index (CPI) figures. Annual increases for employees included in collective bargaining units are determined in accordance with agreements reached with the collective bargaining units and are awarded across-the-board to the members.

Executive managing directors receive a cost-to-company package determined and approved by the board governance & remuneration committee.

Their annual increases are determined with reference to the above plus financial and non-financial benchmarks and subsidiary size and performance.

Bonuses

Employees who are not part of a collective bargaining unit can earn an annual bonus of up to 100% of their monthly base salary. These bonuses are normally paid in December at the discretion of the respective subsidiary's management, based on the individual performance of the employee and of the subsidiary. Employees on a cost-to-company package have the option to structure their package in such a manner as to include a 13th payment during December of every year.

Executive managing directors do not receive annual bonuses. They have the option to structure their cost-to-company package in such a manner as to include a 13th payment during December of every year.

Annual bonuses for employees included in collective bargaining units are determined in accordance with agreements reached with the collective bargaining units and are mostly awarded across-the-board to the members.

Incentive bonuses are linked to comprehensive financial and non-financial targets. Targets are determined each year by the board, based on historical performance, the operational and strategic outlook of the company in the short term and expectations of the company's management, amongst other factors. Incentive bonuses are paid to reward recipients for past performance and as an incentive for the following year.

An objective set of criteria is established which applies a variable percentage entitlement depending on the level of net profit before head office administration and interest costs achieved by the division.

The amount is adjusted according to a set weighting using further pre-determined considerations such as:

- Return on funds employed;
- Gross profit percentage achieved against the budgeted amount;
- Control of operating expenses;
- Working capital management and;
- Transformation.

The resulting value is used as a guide in determining a final incentive bonus which is presented to the board governance & remuneration committee by the CEO.

The CEO makes no recommendation for his own remuneration, which is determined solely by the committee.

The committee debates each award prior to finalisation.

The incentive bonus expense is provided for on a monthly basis during the financial year. As the performance of the group, on which the bonuses are based, is determined at the end of the financial year, they are paid out as soon as possible at the start of the following financial year. The incentive bonuses reflected in the financial statements are for the performance of Transpaco for the previous financial year.

A portion of each year's incentive bonus is treated at a long-term retention bonus and vests over a five-year period with the first payment commencing on completion of two years from the date of the awards.

The retention bonus is paid out over the following three years in equal instalments and provided the recipient remains in the employ of Transpaco.

In order for executive directors to be eligible to be considered for an incentive bonus, they must be in the employ of Transpaco at the date the board governance & remuneration committee meets to approve such awards.

Non-executive directors are not eligible to receive incentive bonuses.

Retirement benefits

It is compulsory for all employees to be members of either of the following retirement employee benefit funds:

- Transpaco Provident/Pension Fund
- Approved Fund
- Industry Fund
- Union Fund

The employer and employee contribute to the respective funds for the duration of their employment with Transpaco. All funds are defined contribution funds.

Non-executive directors do not participate in the Transpaco Provident/Pension Fund and the company makes no contribution towards their retirement employee benefit arrangements.

Medical aid costs

Employee medical aid contributions are not funded by Transpaco. Where employees are members of a medical aid, the company facilitates the payments to certain service providers.

Share options

Transpaco does not award share options to employees. The Share Option Scheme was replaced several years ago by long term bonuses which vest over a five-year period.

TERMS OF EMPLOYMENT

Transpaco's employees' terms and conditions of employment are governed by formal contracts of employment drafted by the group's labour attorneys and updated regularly to keep abreast of current labour laws.

Terms of notice for fixed-term contract and permanent employees are as follows:

- One week if employed by Transpaco for less than six months;
- Two weeks if employed by Transpaco for more than six months but less than 12 months; and
- One month if employed by Transpaco for more than 12 months
- Executive directors' contracts may be terminated on three months' notice.
- Severance arrangements for employees and directors are governed by union agreements or the Labour Relations Act.
- No provision is made for severance payments as a result of change in control of the company.
- Notice payments on termination are considered where notice periods are waived by mutual agreement between the employer and employee.

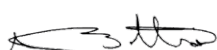
IMPLEMENTATION REPORT

Please see note 5 to the financial statements on page 59 for the implementation report.

NON-EXECUTIVE DIRECTORS' FEES

The group is of the opinion that the recommended fees are appropriate for services rendered. The fees to be approved at the 2025 annual general meeting are set out below:

NON-EXECUTIVE DIRECTORS	Fee (2024/2025) R	Proposed fee (2025/2026) R	Board	Audit & risk committee	Board governance & remuneration committee	Transformation social & ethics committee
HA Botha	455 000	482 300	Member	Chairman	Chairman	
SY Mahlangu	435 000	461 000	Member	Member		Member
DJJ Thomas	630 000	667 800	Chairman		Member	Member
SP van der Linde	455 000	482 300	Member	Member	Member	Chairman
	1 975 000	2 093 400				



HA Botha

Chairman board governance & remuneration committee
10 October 2025

TRANSFORMATION, SOCIAL & ETHICS COMMITTEE REPORT

The committee undertakes the functions assigned to it by Transpaco's board of directors, as well as those mandated by the South African Companies Act. Management is responsible for the business's day-to-day operations, but the board is ultimately accountable for the group's long-term viability. The board entrusted major responsibilities to the transformation, social & ethics committee in this regard.

The committee is chaired by lead independent director Stephen van der Linde and further comprises CEO Phillip Abelheim, CFO Louis Weinberg, non-executive Chairman Derek Thomas and independent non-executive director Yolande Mahlangu. Details of meeting attendance are on page 33.

The core purpose of the committee is to regularly monitor the group's activities primarily focusing on any relevant legislation, other legal requirements or prevailing codes of best practice. During the reporting period, the committee accordingly reviewed the following:

- Progress in addressing the principles of the UN Global Compact Principles and the OECD.
- Performance in respect of BEE as measured against the Construction Sector Charter scorecard employment equity plans for the group.

- Skills and other development programmes aimed at the educational development of employees.
- Corporate social investment programmes.
- Labour practices and policies.
- Code of Business Principles and Ethics.
- SHEQ performance.

The above mentioned is brought to the attention of the board by the committee and is subsequently reported to shareholders at the annual general meeting.

Please see page 32 for roles and responsibilities of the committee.

No human rights infringements were reported in the year.



Stephen van der Linde

Transformation, social & ethics
committee chairman

10 October 2025

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PREPARATION OF AUDITED FINANCIAL STATEMENTS

The preparation of the audited financial statements for the year ended 30 June 2025, which appear on pages 49 to 90, has been supervised by Louis Weinberg, CFO of Transpaco Limited.

DIRECTORS' STATEMENT OF RESPONSIBILITY

These financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB), IFRIC interpretations issued by the IFRS Interpretations Committee, the SA Financial Reporting Requirements, the JSE Listings Requirements and the Companies Act of South Africa and are supported by reasonable and prudent judgements and estimates.

The directors are responsible for the group's systems of internal control. These controls are designed to provide reasonable, but not absolute assurance as to the integrity and reliability of the financial statements, that transactions are conducted in accordance with management's authority and that the assets are adequately safeguarded against loss. These controls are monitored throughout the group by management. Nothing has come to the directors' attention to indicate that there were any material breakdowns in the functioning of these controls during the year under review.

The financial statements have been prepared on the going concern basis since the directors have every reason to believe that the company and the group have adequate resources to continue in operation for the foreseeable future.

The financial statements support the viability of the company and the group. The auditors BDO South Africa Incorporated are responsible for reporting on the fair presentation of the financial statements and their report is presented on pages 44 to 46.

CEO AND CFO RESPONSIBILITY STATEMENT IN TERMS OF SECTION 3.84 (k) OF THE JSE LISTINGS REQUIREMENTS.

Each of the directors, whose names are stated below, hereby confirm that:

- (a) the financial statements set out on pages 49 to 90, fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS Accounting Standards;
- (b) to the best of our knowledge and belief no facts have been omitted or untrue statements made that would make the 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 have 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 remediated the deficiencies; and
- (f) we are not aware of any fraud involving directors.

The financial results were approved by the directors on 10 October 2025 and are signed on their behalf by:



DJJ Thomas
Chairman



PN Abelheim
CEO



L Weinberg
CFO

DECLARATION BY COMPANY SECRETARY

In my capacity as company secretary, I declare that for the year ended 30 June 2025 the company has lodged with the Registrar of Companies all such returns and notices as are required of a public company in terms of the Companies Act, as amended, and that such returns and notices are true, correct and up to date.



H van Niekerk
Company Secretary
Johannesburg
10 October 2025

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF TRANSPACO LIMITED

REPORT ON THE AUDIT OF THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

OPINION

We have audited the consolidated and separate financial statements of Transpaco Limited and its subsidiaries ("the group" and "company") set out on pages 49 to 90 which comprise the consolidated and separate statements of financial position as at 30 June 2025, 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 Transpaco Limited and its subsidiaries as at 30 June 2025, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report. We are independent of the group and company in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board

for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

FINAL MATERIALITY

The scope of our audit was influenced by our application of materiality. We define materiality as the magnitude of misstatement in the consolidated and separate financial statements that could make it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the nature and extent of our audit work and in evaluating the results of our audit work performed.

Based on our professional judgement, we determined materiality for the financial statements as follows:

Group Materiality amounted to R18 million, which represents 9% of Profit before taxation to the Group.

Company materiality amounted to R6.8 million, which represents 9% of Profit before taxation to the Company.

A higher range was applied for both group and company as historically there has been minimal unadjusted audit differences arising out of the audit process.

Profit before taxation serves as an appropriate materiality base for a listed entity because it reflects the core operational performance and has the greatest bearing on shareholder decisions.

GROUP AUDIT SCOPE

Our group audit scope was determined by obtaining an understanding of the group and its environment, the group structure and organisation, the accounting process and controls and the industry in which the group operates. This included an assessment of risks of material misstatement at both the group and component levels. We evaluated

the organisation, nature of operations, geographical dispersion, and financial significance of each component, alongside recent changes in the external environment and regulatory landscape that could influence the consolidated and separate financial statements.

Our risk-based scoping approach identified 12 components within the Transpaco group. Components were selected and grouped to reflect their contribution to the group's financial position and performance, as well as inherent risk factors, including complexity, industry-specific considerations, and prior audit findings. This enabled us to determine the extent and nature of audit procedures accordingly.

Based on this evaluation, the audit scope was applied as follows:

- All 12 components were subjected to full scope audits, due to the assessed risk in each component. These audits encompassed detailed substantive testing of account balances, transactions, and controls that significantly impact the group financial statements. The number of components in scope has remained consistent with the prior year.
- This, together with procedures carried out at group level in terms of testing of consolidation journals and intercompany elimination, provided us with sufficient appropriate evidence regarding the consolidated financial information of the group.

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.

We have determined that there are no key audit matters in respect of the separate financial statements to communicate in our report.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF TRANSPACO LIMITED (CONTINUED)

KEY AUDIT MATTER	HOW OUR AUDIT ADDRESSED THE KEY AUDIT MATTER
Impairment assessment of carrying value of intangible assets and goodwill (consolidated financial statements - refer notes 10 and 11) Included in non-current assets are intangible assets with indefinite useful lives amounting to R17.9 million and goodwill amounting to R64.2 million respectively, as at 30 June 2025. The intangible assets relate to the Jiffy and Garbie brands. The goodwill arose on the acquisition of Future Packaging and Machinery, East Rand Plastics and Britepak Trading. On an annual basis, management prepares a goodwill and intangible assets impairment assessment in accordance with IAS 36, to determine if any impairment is required. We considered the impairment assessments relating to the carrying value of goodwill and intangible assets as a matter of most significance to our current year audit of the consolidated financial statements, as judgements and estimates are required by management in determining the recoverable amount of each cash-generating unit, including the growth rates and discount rates applied, which could have a significant impact on the financial results.	In considering the appropriateness of management's judgement and estimates used in the goodwill and intangible assets assessment for impairment, our audit procedures included amongst others: • We obtained an understanding of the controls and processes around the impairment assessment calculation performed by management; • We assessed management's assumptions and judgements in determining the continued applicability of the Jiffy and Garbie trademarks having an indefinite useful life; • We assessed the determination of cash generating units to which goodwill was allocated based on our understanding of how management monitors the group's operations and assets that generate the cash flows. We did not note any inconsistencies in this regard; • With the assistance of our internal valuation expertise, we assessed the discount rates and growth rates used to evaluate if there was adequate support for the assumptions applied by management in the underlying calculations. This was performed by comparing the various components of the discount rates to publicly available market data. Based on the results of our assessment, we accepted the key inputs and estimates used by management; • We compared the cash flow forecasts and growth rates used in the value in use calculations against historical performance to evaluate the reliability of the data used. We found that the cash flow forecasts and growth rates applied fell within reasonable ranges of our expectations; • We re-performed the calculations in the impairment models and performed sensitivity analysis of the key assumptions applied by management in the model to determine the impact thereon should the assumptions change; and • We assessed the adequacy of the disclosures in the financial statements for compliance with IFRS Accounting Standards.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the document titled "Transpaco Limited Integrated Annual Report 30 June 2025" which includes the Directors' Report, the Audit & Risk 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 or the separate financial statements and our auditor's reports 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 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 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 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 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 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 and separate financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

Audit Tenure

In terms of the IRBA Rule published in Government Gazette No. 39475 dated 4 December 2015, we report that BDO South Africa Incorporated has been the auditor of Transpaco Limited for five years.

BDO South Africa Incorporated
Registered Auditors

BDO South Africa Inc
BDO South Africa Inc (Oct 10, 2025 18:23:53 GMT+2)

Serena Ho
Director
Registered Auditor
10 October 2025

Wanderers Office Park
52 Corlett Drive
Illovo, 2196

AUDIT & RISK COMMITTEE REPORT

The information below constitutes the report of the audit & risk committee in respect of the year under review, as required by the South African Companies Act. The audit & risk committee is chaired by HA Botha and comprises further of SP van der Linde and SY Mahlangu, all of whom are independent non-executive directors. The CEO and CFO attend by invitation and subsidiary management is invited to attend where appropriate. Representing the audit & risk committee, HA Botha attends the annual general meeting to answer any questions relating to matters in the ambit of the committee. The committee also meets with the external and internal auditors. The committee meets three times a year with additional meetings if required. Attendance at committee meetings is set out on page 33.

The formal audit & risk committee charter sets out the committee's responsibilities.

It is reviewed annually by the board to confirm compliance with King IV™ and the Companies Act and to ensure the incorporation of further best practice developments.

The charter tasks the committee with reviewing the interim and financial statements. Further, the committee assumes the responsibility of monitoring internal control procedures including IT security and control, accounting policies, legislative compliance and regulatory matters. The committee also recommends the appointment of external auditors for approval by shareholders and monitors and evaluates their independence, while setting the principles for recommending the external auditors for non-audit purposes.

It is further the responsibility of the committee to advise and update the board on issues ranging from accounting standards through published financial information to the implications of major transactions.

The internal auditor has direct access to the committee. The committee has an understanding of management's accounting processes, the method by which it compiles interim financial information, as well as the nature and extent of the external auditors' involvement in these processes.

The committee recommends BDO with its engagement partner, Shameera Amiroodien, for reappointment for the ensuing year ending 30 June 2026 at the upcoming AGM on 5 December 2025 by way of a separate resolution by shareholders in terms of the Listings Requirements paragraph 3.84(g) (iv) and section 61(8) of the Companies Act. The committee has obtained a statement from the auditor that its independence was not impaired. The committee reviews and approves the fees proposed by the external auditors. In addition, the nature and extent of the non-audit services provided by the external auditors has been reviewed to ensure that the fees for such services do not become so significant as to call into question their independence.

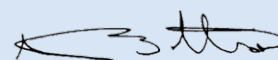
The audit & risk committee also determines the key risk areas facing the group and recommends mitigation measures. The audit & risk committee is satisfied that the appropriate risk management processes are in place. The audit and risk committee has reviewed the key audit matters and work performed thereon by the external auditors.

The audit and risk committee has reviewed the performance of the external auditor and confirmed that the external auditor, partner and the firm, have complied with the suitability requirements of the JSE as detailed under paragraph 3.84(g)(iii) of the Listings Requirements. Thus, the committee executed its responsibility to consider the suitability of the external auditor and designated individual auditor, as required by paragraphs 3.84(g)(iii) and 3.87 and in terms of their mandate required by paragraph 3.86 of the Listings Requirements.

In addition, the committee has satisfied itself that appropriate financial reporting procedures are in place and that these are operational.

The effectiveness of the committee is assessed annually by the board governance & remuneration committee. It was found that the audit & risk committee has duly completed its responsibilities during the year in accordance with its written terms of reference.

The committee considered and is satisfied with the competence, expertise and experience of the company's CFO, Louis Weinberg in line with paragraph 3.84 (g) of the JSE Listings Requirements.



HA Botha

Audit & risk committee chairman
10 October 2025

DIRECTORS' REPORT

The directors of Transpaco have pleasure in submitting their report for the group and the company for the year.

FINANCIAL RESULTS AND DIVIDENDS

The financial results of the group and company for the year are set out in the financial statements and accompanying notes.

The directors are pleased to confirm the declaration to shareholders of a final dividend for the year of 160 cents per share.

This, together with the interim dividend of 75 cents per share paid to shareholders in March 2025, brings the total dividend for the year to 235 cents per share (2024: 240 cents).

ACCOUNTING POLICIES

The group and company's financial statements set out on pages 49 to 90 have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB), IFRIC interpretations issued by the IFRS Interpretations Committee, the SA Financial Reporting Requirements, the JSE Listings Requirements and the South African Companies Act.

NATURE OF BUSINESS

Transpaco is listed in the 'Containers and Packaging' sector of the JSE Main Board.

The group's subsidiaries manufacture, distribute and recycle plastic and paper packaging products. Transpaco specialises in:

- packaging for the retail, industrial, agricultural, mining, pharmaceutical, motor sectors and packing materials;
- scholastic stationery;
- cardboard tubes and cores, dividers, dufaylite, paper slitting and yarn carriers;
- printed pharmaceutical packaging and inserts;
- pallet wrap
- refuse bags
- courier bags; and
- paper bags.

Details of the group's operations and their performance in the year are set out in the Chair's & CEO's reports, which form part of this integrated annual report.

CORPORATE GOVERNANCE, MEMORANDUM OF INCORPORATION AND SUSTAINABILITY

Transpaco continued improving corporate governance policies and procedures in line with the King IV Report and Companies

Act requirements. Transpaco also operated in conformity with its memorandum of incorporation. Sustainability is viewed as an essential operational and strategic imperative.

DIRECTORATE

The directors of the company at the date of this integrated annual report are:

Executive directors

- Phillip Abelheim (CEO)
- Louis Weinberg (CFO)
- Charly Bouzaglou

Independent non-executive directors

- Harry Botha
- Yolande Mahlangu
- Stephen van der Linde (Lead independent director)

Non-executive director

- Derek Thomas (Chairman)

In terms of the Memorandum of Incorporation HA Botha and SY Mahlangu retire at the upcoming annual general meeting and being eligible, will offer themselves for re-election.

SUBSEQUENT EVENTS

There were no subsequent events after year end.

DIRECTORS' SHAREHOLDING

The aggregate direct and indirect interests of the directors in the issued share capital of the company are as follows:

	2025				2024			
	Beneficial		Non-beneficial		Beneficial		Non-beneficial	
Director	Direct	Indirect	Direct	Indirect	Direct	Indirect	Direct	Indirect
PN Abelheim	3 515 871	–	–	494 639	3 515 871	–	–	494 639
HA Botha*>	200 000	–	–	–	200 000	–	–	–
SR Bouzaglou	1 019 562	–	–	–	1 019 562	–	–	–
DJJ Thomas*	–	1 611 787	–	6 661 225	–	1 611 787	–	6 661 225
SP van der Linde*>	56 966	–	–	–	56 966	–	–	–
L Weinberg	252 227	–	–	–	252 227	–	–	–
	5 044 626	1 611 787	–	7 155 864	5 044 626	1 611 787	–	7 155 864

* Non-executive > Independent

There have been no further changes in the shareholding of directors between year-end and the date of this report.

DIRECTORS' AND OFFICERS' INTEREST IN CONTRACTS AND DIRECTORS' EMOLUMENTS

The interests of directors and officers in the group's contracts and directors' emoluments are set out in note 5 and note 27 to the financial statements, respectively. Non-executive directors' fees are approved at the annual general meeting (refer to Special Resolution 2 in the notice of annual general meeting included in this integrated annual report).

For details of interests in subsidiaries refer to note 12 to the financial statements.

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2025

R'000	Notes	GROUP		COMPANY	
		June 2025 R'000	June 2024 R'000	June 2025 R'000	June 2024 R'000
Revenue	3	2 432 372	2 487 058	75 940	91 611
Revenue – plastic products		1 260 054	1 257 831	–	–
Revenue – paper and board products		1 172 318	1 229 227	–	–
Dividend income		–	–	75 940	91 611
Cost of sales		(1 765 029)	(1 829 926)	–	–
Gross profit		667 343	657 132	75 940	91 611
Operating costs		(440 358)	(426 475)	(6)	(2 191)
Loan written back		–	–	–	5 378
Depreciation		(19 360)	(17 928)	–	–
Operating profit		207 625	212 729	75 934	94 798
Finance income	4	8 703	10 875	–	–
Finance costs	4	(15 940)	(17 078)	–	–
Profit before taxation	5	200 388	206 526	75 934	94 798
Taxation	6	(52 859)	(54 008)	–	–
Profit for the year		147 529	152 518	75 934	94 798
Other comprehensive income		–	–	–	–
Total comprehensive income for the year		147 529	152 518	75 934	94 798
Earnings and diluted earnings per share (cents)	7	517,4	521,5		

STATEMENTS OF FINANCIAL POSITION

FOR THE YEAR ENDED 30 JUNE 2025

		GROUP		COMPANY	
R'000	Notes	June 2025 R'000	June 2024 R'000	June 2025 R'000	June 2024 R'000
ASSETS					
Non-current assets		714 905	598 243	121 113	121 117
Property, plant and equipment	8	590 223	475 097	–	–
Right-of-use Assets	9	24 663	28 307	–	–
Intangibles	10	17 855	17 855	–	–
Goodwill	11	64 182	64 182	–	–
Investment in subsidiaries	12	–	–	121 113	121 117
Financial asset	13	4 500	4 500	–	–
Deferred taxation	22	13 482	8 302	–	–
Current assets		817 114	864 379	–	–
Inventories	14	292 446	279 494	–	–
Trade and other receivables	15	367 770	421 231	–	–
Taxation receivable	31.2	1 314	3 085	–	–
Cash and cash equivalents	16	155 584	160 569	–	–
Total assets		1 532 019	1 462 622	121 113	121 117
EQUITY AND LIABILITIES					
Capital and reserves		975 321	932 035	66 984	95 294
Issued share capital	18	278	288	278	288
Share premium	18	9 326	9 661	9 326	9 661
Retained income		965 717	922 086	57 380	85 345
Non-current liabilities		200 511	126 639	–	–
Interest-bearing borrowings	19	135 095	61 524	–	–
Lease liability	20	16 587	15 516	–	–
Deferred income	21	405	464	–	–
Deferred taxation	22	48 424	49 135	–	–
Current liabilities		356 187	403 948	54 129	25 823
Trade payables and accruals	23	316 821	361 662	938	822
Interest-bearing borrowings	19	26 671	24 154	–	–
Lease liability	20	11 060	17 837	–	–
Deferred income	21	58	132	–	–
Taxation payable	31.2	1 577	163	–	–
Amounts owing to subsidiary	17	–	–	53 191	25 001
Total equity and liabilities		1 532 019	1 462 622	121 113	121 117

STATEMENTS OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2025

GROUP

R'000	Issued Share Capital	Share Premium	Retained Income	Total
Balance at 1 July 2023	299	10 029	875 267	885 595
Profit for the year	–	–	152 518	152 518
Other comprehensive income	–	–	–	–
Total comprehensive income	–	–	152 518	152 518
Shares repurchased and cancelled	(11)	(368)	(30 234)	(30 613)
Dividend paid	–	–	(75 465)	(75 465)
Balance at 1 July 2024	288	9 661	922 086	932 035
Profit for the year	–	–	147 529	147 529
Other comprehensive income	–	–	–	–
Total comprehensive income	–	–	147 529	147 529
Shares repurchased and cancelled	(10)	(335)	(36 875)	(37 221)
Dividend paid	–	–	(67 023)	(67 023)
Balance at 30 June 2025	278	9 326	965 717	975 321

COMPANY

R'000	Issued Share Capital	Share Premium	Retained Income	Total
Balance at 1 July 2023	299	10 029	96 246	106 574
Profit for the year	–	–	94 798	94 798
Other comprehensive income	–	–	–	–
Total comprehensive income	–	–	94 798	94 798
Shares repurchased and cancelled	(11)	(368)	(30 234)	(30 613)
Dividend paid	–	–	(75 465)	(75 465)
Balance at 1 July 2024	288	9 661	85 345	95 294
Profit for the year	–	–	75 933	75 933
Other comprehensive income	–	–	–	–
Total comprehensive income	–	–	75 933	75 933
Shares repurchased and cancelled	(10)	(335)	(36 875)	(37 221)
Dividend paid	–	–	(67 023)	(67 023)
Balance at 30 June 2025	278	9 326	57 380	66 984

Shares repurchased to the value of R37 221 000 have been proportionally apportioned between share capital, share premium and retained income.

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2025

		GROUP		COMPANY	
		June 2025 R'000	June 2024 R'000	June 2025 R'000	June 2024 R'000
R'000	Notes				
Cash flow from operating activities					
Cash generated from operations	31.1	273 650	273 126	28 304	14 467
Dividends received		–	–	75 940	91 611
Dividends paid		(67 023)	(75 465)	(67 023)	(75 465)
Finance income received		8 703	10 875	–	–
Finance costs paid		(15 940)	(17 078)	–	–
Taxation paid	31.2	(55 564)	(51 642)	–	–
Net cash inflow from operating activities		143 826	139 816	37 221	30 613
Cash flow used in investing activities					
Proceeds on disposal of property, plant and equipment		1 252	558	–	–
Expansion of property, plant and equipment	8	(69 719)	(42 950)	–	–
Net cash outflow from investing activities		(68 467)	(42 392)	–	–
Cash flow used in financing activities					
Repurchase of shares	18	(37 221)	(30 613)	(37 221)	(30 613)
Payment of principal portion of lease liability	19	(16 571)	(21 140)	–	–
Proceeds from borrowings	19	6 750	–	–	–
Repayment of borrowings	19	(33 302)	(51 779)	–	–
Net cash outflow from financing activities		(80 344)	(103 532)	(37 221)	(30 613)
Net movement in cash for the year		(4 985)	(6 108)	–	–
Cash and cash equivalents at the beginning of the year		160 569	166 677	–	–
Cash and cash equivalents at the end of the year		16	155 584	160 569	–

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2025

1. MATERIAL ACCOUNTING POLICIES

The group and company's financial statements set out on pages 49 to 90 have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB), IFRIC interpretations issued by the IFRS Interpretations Committee, the SA financial reporting requirements, the JSE Listings Requirements and the Companies Act 71 of 2008 of South Africa.

The accounting policies below have been applied consistently to all periods presented in the financial statements, except where the group has adopted IFRS Accounting Standards and IFRIC interpretations and amendments that became effective during the period (refer note 1.2). These financial statements are presented in South African Rands because that is the currency of the primary economic environment in which the group operates. The consolidated financial statements have been prepared on a historical cost basis. All values are rounded to the nearest thousand (R'000), except where otherwise indicated.

1.1 BASIS OF CONSOLIDATION

The consolidated financial statements comprise the financial statements of the company and its subsidiaries as at 30 June each year. The financial statements of the subsidiaries are prepared for the same reporting year as the parent company, using consistent accounting policies.

1.2 ADOPTION OF NEW AND REVISED IFRS ACCOUNTING STANDARDS

The accounting policies adopted are consistent with those of the previous financial year except as set out below.

Standards issued but not yet effective up to the date of issuance of the financial statements are listed below. This listing of standards and interpretations issued are those that the group reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The group intends to adopt these standards when they become effective.

Standards and Interpretations that have been issued or revised and will become effective after June 2025:

- **Annual Improvements to IFRS Accounting Standards** – (effective 1 January 2026)
 - Annual improvements are limited to

changes that either clarify the wording in an IFRS Accounting Standard, or correct relatively minor unintended consequences, oversights or conflicts between requirements of the Accounting Standards. The proposed improvements are packaged together in one document. This cycle of annual improvements addresses the following:

- Hedge Accounting by a First-time Adopter (Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards)
- Disclosure of Deferred Difference between Fair Value and Transaction Price (Amendments to Guidance on implementing IFRS 7)
- Gain or Loss on Derecognition (Amendments to IFRS 7)
- Introduction and Credit Risk Disclosures (Amendments to Guidance on implementing IFRS 7)
- Derecognition of Lease Liabilities (Amendments to IFRS 9)
- Transaction Price (Amendments to IFRS 9)
- Determination of a 'De Facto Agent' (Amendments to IFRS 10)
- Cost Method (Amendments to IAS 7).
- **IFRS 18 Presentation and Disclosure in Financial Statements** – (effective 1 January 2027) – IFRS 18 Presentation and Disclosure in Financial Statements replaces IAS 1 Presentation of Financial Statements. IFRS 18, which was published by the IASB on 9 April 2024, sets out significant new requirements for how financial statements are presented, with particular focus on:
 - The statement of profit or loss, including requirements for mandatory sub-totals to be presented. IFRS 18 introduces requirements for items of income and expense to be classified into one of five categories in the statement of profit or loss. This classification results in certain sub-totals being presented, such as the sum of all items of income and expense in the operating category comprising the new mandatory 'operating profit or loss' sub-total.
 - Aggregation and disaggregation of information, including the introduction of overall principles for how information should be aggregated and disaggregated in financial statements.

- Disclosures related to management-defined performance measures (MPMs), which are measures of financial performance based on a total or sub-total required by IFRS Accounting Standards with adjustments made (e.g. 'adjusted profit or loss'). Entities will be required to disclose MPMs in the financial statements with disclosures, including reconciliations of MPMs to the nearest total or sub-total calculated in accordance with IFRS Accounting Standards.

Other than IFRS 18 which will have a significant impact on the presentation of the statements of comprehensive income, none of the other amendments will have a significant impact on the group's financial statements.

Standards and interpretations that became effective in the current period:

- **Presentation of Financial Statements** – Amendment to IAS 1 – (effective 1 January 2024) – Classification of Liabilities as Current or Non-current: The amendments require that an entity's right to defer settlement of a liability for at least twelve months after the reporting period must have substance and must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement for at least twelve months after the reporting period.
- **Presentation of financial statements** – Amendment to IAS 1 – (effective 1 January 2024) – Non-current Liabilities with Covenants: If an entity's right to defer is subject to the entity complying with specified conditions, such conditions affect whether that right exists at the end of the reporting period, if the entity is required to comply with the condition on or before the end of the reporting period and not if the entity is required to comply with the conditions after the reporting period. The amendments also provide clarification on the meaning of "settlement" for the purpose of classifying a liability as current or non-current.

The Standards and Interpretations that became effective in the current period did not have a significant impact on the group's financial statements.

1.3 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is reflected at cost less accumulated depreciation and any accumulated impairment loss.

Depreciation is provided for on the straight-line basis over the estimated useful lives in order to reduce the item to its residual value as follows:

Buildings and leasehold improvements	Up to 50 years
Plant and machinery and tools	5 to 15 years
Computers, furniture and fittings	3 to 10 years
Vehicles	2 to 10 years

The asset's residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each financial year-end.

Assets under construction are not depreciated until ready for use at which time they are then transferred to the relevant asset category.

An item of property, plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on de-recognition of the asset is included in the profit or loss in the year the asset is derecognised.

1.4 INTANGIBLE ASSETS

Intangible assets acquired separately are measured at initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and any accumulated impairment loss. The useful lives of intangible assets are assessed to be indefinite.

Intangible assets with an indefinite life are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable.

If not, the change in the useful life assessment from indefinite to finite is made on a prospective basis.

1.5 IMPAIRMENT OF NON-FINANCIAL ASSETS

The group assesses at the end of each reporting period whether there is any indication that an asset, other than goodwill and an intangible asset with indefinite useful lives may be impaired.

If any such indication exists, the recoverable amount is estimated for the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined. The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and its value in use. If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised in profit or loss.

An impairment loss is recognised for cash-generating units if the recoverable amount of the unit is less than the carrying amount of the units. The impairment loss is allocated to reduce the carrying amount of the assets of the unit in the following order:

- first, to reduce the carrying amount of any goodwill allocated to the cash generating unit, and
- then to the other assets of the unit, pro rata on the basis of the carrying amount of each asset in the unit.

For assets excluding goodwill, an assessment is made at each reporting period as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumption used to determine the asset's recoverable amount since the last impairment was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised directly in profit or loss.

Intangible assets with indefinite useful lives

Intangible assets with indefinite useful lives are tested for impairment annually or when circumstances indicate that the carrying value may be impaired.

Goodwill

Goodwill is tested for impairment annually as at 30 June and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than their carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

1.6 INVENTORIES

Raw material, work-in-progress and finished goods are valued at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

The value of work-in-progress and finished goods includes direct costs and manufacturing overheads.

1.7 TRANSLATION OF FOREIGN CURRENCIES

Foreign currency transactions are translated at the spot rate of exchange ruling on the date of the respective transactions. The related foreign currency monetary assets and liabilities at year-end are translated at the spot rates at the reporting date. Exchange differences arising on settlement of monetary items or on translation of unsettled short-term and long-term monetary items at rates different from those previously recorded, are recognised in profit or loss for the year.

1.8 REVENUE RECOGNITION

Revenue from contracts with customers comprises sale of goods. Revenue is measured at the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods, net of value-added tax and internal revenue which is eliminated on consolidation.

Normal discounts, volume rebates and settlement discounts are treated as variable consideration which is estimated upfront and adjusted for in the transaction price accordingly. Payments to customers such as promotional allowances and rebates are deducted from revenue.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

Returns and refunds are accepted from customers based on individual trade term agreements.

Sale of goods

Revenue from the sale of plastics and paper and board products is recognised when the transfer of control has passed to the buyer when the performance obligation is satisfied. The performance obligation is generally satisfied upon delivery of goods and for export operations, the performance obligation is generally satisfied upon shipment of goods.

Financing components on sales with a payment term of 12 months or less from the transfer of control over goods until payment date (or vice versa) are not adjusted for the time value of money as allowed by the practical expedient explained in IFRS 15.63.

With regards to unsatisfied performance obligations the group applied the practical expedient relinquishing disclosure for contracts with a duration of one year or less.

Dividend income

Dividend income is recognised when the company's right to receive payment is established.

Other Income*Interest received*

For all financial instruments measured at amortised cost, interest received or expensed is recorded using the effective interest rate, which is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability. Interest received is included in finance income in the statement of comprehensive income.

Cost of sales

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

1.9 RETIREMENT BENEFITS

Current contributions to the defined contribution pension and provident funds are based on current service and current salary and are recognised in profit or loss for the year.

1.10 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 applies a single recognition and measurement approach for all leases, except for short term leases and leases of low-value assets. The group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Land and Buildings	2 to 6 years
Vehicles	3 to 5 years
Computers, furniture and fittings	3 to 5 years

The right-of-use assets are also subject to impairment.

1.11 INVESTMENTS IN SUBSIDIARIES

At company level investments in subsidiaries are stated at cost less any impairment in value.

1.12 BORROWING COSTS

All borrowing costs are recognised as an expense when incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

1.13 DIVIDEND WITHHOLDING TAX AND DIVIDENDS

A dividend withholding tax of 20% is withheld on behalf of the taxation authority on dividend distributions. The net amount payable to the taxation authority is included as part of trade and other payables at the time a dividend is declared.

1.14 RETIREMENT BENEFIT LIABILITIES

The group provides retirement benefits to all its permanent employees through various defined contribution funds, being the Transpaco Pension Fund, Transpaco Provident Fund and appropriate industry funds.

1.15 FINANCIAL INSTRUMENTS**Financial instruments**

Subsequent to initial recognition, these instruments are measured in accordance with their classification as set out below.

Classification

The group's classification of financial assets and liabilities at amortised costs are as follows:

Description of asset/liability	Classification
Trade and other receivables	Debt instruments at amortised cost
Cash and cash equivalents	Debt instruments at amortised cost
Interest bearing borrowings	Debt instruments at amortised cost
Trade payables and accruals	Debt instruments at amortised cost
Amounts owing to subsidiaries	Debt instruments at amortised cost

Financial assets at amortised cost (debt instruments)

The group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The company's financial assets at amortised cost includes trade and other receivables and cash and cash equivalents.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and in hand and are carried at amortised cost.

Financial liabilities

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'at amortised cost.'

Fair value through profit or loss (FVTPL)

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognised in profit or loss.

Financial liabilities

Financial liabilities (including borrowings and trade payables and accruals) are subsequently measured at amortised cost using the effective interest method.

1.16 IMPAIRMENT OF FINANCIAL ASSETS

The group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the group expects to receive, discounted at an approximation of the original effective interest rate.

The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics and one day past due.

For trade receivables the group applies a simplified approach in calculating ECLs. Therefore, the group does not track changes in credit risk but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

The group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors such as the macro-economic growth and the economic environment. Debt instruments at amortised cost are recognised net of an allowance for ECL.

1.17 SEGMENTAL REPORTING

The principal segments of the group have been identified by grouping of similar-type products. This basis is representative of the internal structure for management purposes and represents information reported to the chief operating decision-maker. No geographical segments are reported as the group operates mainly in South Africa.

2. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

In preparing the financial statements, management is required to make estimates and assumptions that affect reported income, expenses, assets, liabilities and disclosure of contingent assets and liabilities. Use of available information and the application of judgement are inherent in the formation of estimates. Actual results in the future may differ from those estimates which may be material to the financial statements.

Estimates and assumptions

The estimates and assumptions that have a significant risk of causing material adjustments to the amounts reflected in the financial statements are as follows:

• Carrying value of goodwill, tangible assets and intangible assets

Goodwill and intangible assets with indefinite useful lives are tested for impairment on an annual basis; tangible assets with finite useful lives are only tested for impairment where events and circumstances indicate that the carrying value may not be recoverable. The recoverable amount of CGU's is determined through the higher of value in use calculations and fair value less costs to sell. These calculations require the use of estimates and assumptions concerning the future cash flows which are inherently uncertain and could change over time. In addition, changes in economic factors such as discount rates could also impact this calculation. The carrying amount of the goodwill, tangible assets and intangible assets subject to estimation is included in the statement of financial position. The recoverable amount of goodwill is determined based on a value in use calculation using a discounted cash flow projection. Discount rates are arrived at by using the pre-tax average weighted cost of capital for the group. The "relief from royalty" valuation method is used to value intangibles. The main inputs used are a notional royalty rate and an appropriate discount rate. Refer to notes 10 and 11 for additional information.

• Residual values and useful lives of tangible assets

Residual values and useful lives of tangible assets are assessed on an annual basis. The useful lives of tangible assets are determined based on group replacement policies for the various assets and are assessed based on factors including wear and tear, technological obsolescence and usage requirements. Estimates and judgements in this regard are based on historical experience and expectations of the manner in which assets are to be used, together with expected proceeds likely to be realised when assets are disposed at the end of their useful lives. Such expectations could change over time and therefore impact both depreciation charges and carrying values of tangible assets in the future. The carrying value of the tangible assets subject to estimation is included in note 8.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

3. REVENUE

	June 2025 R'000	June 2024 R'000
GROUP		
The group's revenue from contracts with customers arises from its principal activities of sales of goods.		
Sale of goods	2 432 372	2 487 058
	2 432 372	2 487 058

Refer to note 24 for further disaggregation of revenue from contracts with customers.

	June 2025 R'000	June 2024 R'000
COMPANY		
Dividend income reflected as revenue		
Dividends received	75 940	91 611
	75 940	91 611

4. FINANCE INCOME AND FINANCE COSTS

	GROUP		COMPANY	
	2025 R'000	2024 R'000	2025 R'000	2024 R'000
Finance income				
Bank interest received	(8 692)	(10 812)	–	–
Interest received other	(11)	(63)	–	–
	(8 703)	(10 875)	–	–
Finance costs				
Bank overdrafts	4	4	–	–
Finance charges payable under instalment sale agreements	3 300	7 478	–	–
Finance charges payable under mortgage bonds	10 052	5 734	–	–
Finance charges payable under lease liabilities	2 565	3 846	–	–
Finance charges other	19	16	–	–
	15 940	17 078	–	–

5. PROFIT BEFORE TAXATION

	GROUP		COMPANY	
	June 2025 R'000	June 2024 R'000	June 2025 R'000	June 2024 R'000
Determined after charging/(crediting)				
Auditors' remuneration	5 659	5 239	–	–
Fee	5 634	5 239	–	–
Non-assurance services	25	–	–	–
Depreciation – property plant and equipment	12 818	11 554	–	–
Vehicles	2 391	2 514	–	–
Buildings	7 702	6 298	–	–
Tools and equipment	505	587	–	–
Furniture, fittings and computer	2 220	2 155	–	–
Depreciation – right-of-use-assets	6 541	6 374	–	–
Vehicles	137	210	–	–
Buildings	6 203	6 050	–	–
Furniture, fittings and computer	201	114	–	–
Depreciation included in cost of sales	50 504	55 621	–	–
Total depreciation	69 863	73 549	–	–
Foreign exchange loss	131	539	–	–
Realised foreign exchange (gain)/loss	(316)	656	–	–
Unrealised foreign exchange loss/(gain)	447	(117)	–	–
Loan written back	–	–	–	(5 378)
Expected credit loss allowance	444	946	–	–
Profit on disposal of property, plant and equipment	(465)	(266)	–	–
Early termination/Cancellation of right of use asset	(502)	(5)	–	–
Secretarial fees	17	13	–	–
Staff costs excluding executive directors' remuneration	466 711	410 350	–	–
Salaries and wages	436 324	380 690	–	–
Pension and provident fund	30 387	29 660	–	–
Impairment of investment in subsidiary	–	–	4	2 188

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

5. PROFIT BEFORE TAXATION (CONTINUED)

EXECUTIVE DIRECTORS' REMUNERATION 2025

	Remuneration R'000	Bonus R'000	Pension and medical aid R'000	Total fixed and flexible remuneration R'000
PN Abelheim	7 660	6 410	1 244	15 314
SR Bouzaglou	5 579	2 422	859	8 860
L Weinberg	5 660	3 529	902	10 091
Total	18 899	12 361	3 005	34 265

Incentive bonuses paid in the reported financial year are based on group performance in the prior financial year.

EXECUTIVE DIRECTORS' REMUNERATION 2024

	Remuneration R'000	Bonus R'000	Pension and medical aid R'000	Total fixed and flexible remuneration R'000
PN Abelheim	7 232	7 144	1 170	15 546
SR Bouzaglou	5 292	2 509	810	8 611
L Weinberg	5 384	3 936	847	10 167
Total	17 908	13 589	2 827	34 324

PRESCRIBED OFFICER'S REMUNERATION 2025

	Remuneration R'000	Bonus R'000	Pension and medical aid R'000	Total fixed and flexible remuneration R'000
HJ van Niekerk	1 868	570	191	2 629

PRESCRIBED OFFICER'S REMUNERATION 2024

	Remuneration R'000	Bonus R'000	Pension and medical aid R'000	Total fixed and flexible remuneration R'000
HJ van Niekerk	1 730	614	177	2 521

NON-EXECUTIVE DIRECTORS' REMUNERATION

	2025 Fees R'000	2024 Fees R'000
HA Botha	455	422
SY Mahlangu	435	407
DJJ Thomas	630	587
SP van der Linde	455	418
	1 975	1 834

6. TAXATION

	GROUP		COMPANY	
	June 2025 R'000	June 2024 R'000	June 2025 R'000	June 2024 R'000
SA normal taxation				
Current taxation				
Current year	58 700	48 653	–	–
Prior year	49	114	–	–
Deferred taxation				
Current year	(5 899)	5 349	–	–
Prior year	9	(108)	–	–
	52 859	54 008	–	–
Tax rate reconciliation (%)				
Standard SA normal tax rate on companies	27.00	27.00	27.00	27.00
Adjusted for:				
Disallowable expenditure	0.04	0.06	0.00	0.00
– Fines, donations and penalties	0.02	0.02	0.00	0.00
– Legal fees	0.02	0.04	0.00	0.00
Non-taxable income	(0.69)	(0.91)	(27.00)	(27.00)
– Learnerships	(0.69)	(0.91)	0.00	0.00
– Loan written back	0.00	0.00	0.00	(1.50)
– Dividend income	0.00	0.00	(27.00)	(25.50)
Effective taxation rate	26.35	26.15	0.00	0.00

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

7. EARNINGS AND DIVIDENDS PER SHARE

	GROUP			
	June 2025 R'000	June 2025 R'000	June 2024 R'000	June 2024 R'000
Basic earnings per share are calculated by dividing the total profit for the year attributable to ordinary equity holders by the weighted average number of ordinary shares outstanding during the year.				
Diluted earnings per share are calculated by dividing the total profit adjusted for the effects of dilutive convertible ordinary shares divided by the weighted average number that would be in issue on conversion of all the dilutive potential shares into ordinary shares.				
The group issued no potential diluted instruments.				
Earnings and diluted earnings per share (cents)		517,4		521,5
Headline and diluted headline earnings per ordinary share (cents)		516,2		520,9

The following reflects the income and share data used in the basic and diluted earnings per share computations:

	Gross R'000	Net R'000	Gross R'000	Net R'000
Basic and diluted basic earnings				
Net profit attributable to ordinary equity holders for basic earnings		147 529		152 518
Headline and diluted headline earnings				
Net profit attributable to ordinary equity holders for basic earnings		147 529		152 518
Profit on disposal of property, plant and equipment	(465)	(339)	(266)	(194)
Net profit attributable to ordinary equity holders for headline earnings		147 190		152 324
		Number of shares		Number of shares
Weighted average ranking number of ordinary shares in issue ('000)		28 516		29 245
Diluted weighted average ranking number of ordinary shares in issue ('000)		28 516		29 245
Dividends per share (cents)				
Interim dividend		75,0		80,0
Final dividend		160,0		160,0
		235,0		240,0

8. PROPERTY PLANT AND EQUIPMENT

	GROUP					
	Assets under construction R'000	Land and buildings and leasehold improvements R'000	Vehicles R'000	Plant machinery and tools R'000	Furniture fittings and computers R'000	Total R'000
At 1 July 2024, net of accumulated depreciation and impairment	9 700	162 754	8 388	288 150	6 105	475 097
Additions	12 407	118 684	5 776	30 936	2 963	170 766
Transfers	(9 700)	–	–	9 700	–	–
Disposals at carrying value	–	(180)	(87)	(514)	(6)	(787)
Disposals at cost	–	(3 278)	(1 782)	(10 176)	(520)	(15 756)
Disposals – reversal of accumulated depreciation	–	3 098	1 695	9 662	514	14 969
Depreciation	–	(8 279)	(2 580)	(41 612)	(2 382)	(54 853)
At 30 June 2025, net of accumulated depreciation and impairment	12 407	272 979	11 497	286 660	6 680	590 223
Cost	12 407	325 110	50 910	734 006	31 637	1 154 070
Accumulated depreciation and impairment	–	(52 131)	(39 413)	(447 346)	(24 957)	(563 847)
Net carrying amount	12 407	272 979	11 497	286 660	6 680	590 223

Assets under construction relates to plant and machinery that are in the process of construction.

The additions have been financed through cash of R69 719 000 and through mortgage bond facilities of R86 858 000 and loan finance of R14 189 000.

No property, plant and equipment have been pledged or have any restrictions on title other than those referred to in note 19.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

8. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Assets under construction R'000	Land and buildings and leasehold improvements R'000	Vehicles R'000	Plant machinery and tools R'000	Furniture fittings and computers R'000	Total R'000
At 1 July 2023, net of accumulated depreciation and impairment	91	169 090	9 418	301 964	5 548	486 111
Additions	9 700	631	1 928	27 769	2 922	42 950
Transfers	(91)	–	–	91	–	–
Disposals at carrying value	–	–	(134)	(121)	(37)	(292)
Disposals at cost	–	(11)	(1 635)	(4 524)	(697)	(6 867)
Disposals – reversal of accumulated depreciation	–	11	1 501	4 403	660	6 575
Depreciation	–	(6 967)	(2 824)	(41 553)	(2 328)	(53 672)
At 30 June 2024, net of accumulated depreciation and impairment	9 700	162 754	8 388	288 150	6 105	475 097
Cost	9 700	209 704	46 916	703 546	29 194	999 060
Accumulated depreciation and impairment	–	(46 950)	(38 528)	(415 396)	(23 089)	(523 963)
Net carrying amount	9 700	162 754	8 388	288 150	6 105	475 097

Assets under construction relates to plant and machinery that are in the process of construction.

No property, plant and equipment have been pledged or have any restrictions on title other than those referred to in note 19.

9. RIGHT-OF-USE ASSETS

The group has lease contracts for various items of property, vehicles and computers and office equipment used in its operations. Leases of property generally have lease terms between 2 and 6 years, while vehicles and computers and office equipment generally have lease terms between 3 and 5 years (see note 20 for lease liability disclosure).

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

	Land & buildings R'000	Vehicles R'000	Furniture fittings and computers R'000	Total R'000
At 1 July 2024, net of accumulated depreciation	27 175	592	540	28 307
Additions	12 227	–	455	12 682
Termination of leases at carrying value	(1 315)	–	–	(1 315)
Terminations of leases at cost	(35 143)	(944)	–	(36 087)
Termination of leases – reversal of accumulated depreciation	33 828	944	–	34 772
Depreciation	(14 276)	(490)	(245)	(15 011)
At 30 June 2025, net of accumulated depreciation	23 811	102	750	24 663
Cost	49 197	1 765	1 140	52 102
Accumulated depreciation	(25 386)	(1 663)	(390)	(27 439)
Net carrying amount	23 811	102	750	24 663

	Land & buildings R'000	Vehicles R'000	Furniture fittings and computers R'000	Total R'000
At 1 July 2023, net of accumulated depreciation	39 022	1 155	40	40 217
Additions	7 308	–	685	7 993
Termination of leases at carrying value	–	–	(27)	(27)
Terminations of leases at cost	(25 662)	(519)	(676)	(26 857)
Termination of leases – reversal of accumulated depreciation	25 662	519	649	26 830
Depreciation	(19 155)	(563)	(158)	(19 876)
At 30 June 2024, net of accumulated depreciation	27 175	592	540	28 307
Cost	72 112	2 710	685	75 507
Accumulated depreciation	(44 937)	(2 118)	(145)	(47 200)
Net carrying amount	27 175	592	540	28 307

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

10. INTANGIBLES-BRAND NAMES

	June 2025 R'000
Cost as at 1 July 2024, net of accumulated impairment	17 855
At 30 June 2025	17 855
At 30 June 2025	
Cost (gross carrying amount)	18 112
Accumulated impairment	(257)
Net carrying amount	17 855
Jiffy brand	482
Garbie brand	17 373
	June 2024 R'000
Cost as at 1 July 2023, net of accumulated impairment	17 855
At 30 June 2024	17 855
At 30 June 2024	
Cost (gross carrying amount)	18 112
Accumulated impairment	(257)
Net carrying amount	17 855
Jiffy brand	482
Garbie brand	17 373

The group applied the "relief-from-royalty" valuation methodology to determine the recoverable amount of the intangible assets.

This method entails quantifying royalty payments, which would be required if the intangible were owned by a third party and licenced to the company.

There are two intangibles

1) The Jiffy brand which has an indefinite life. Jiffy is a well established brand which is mainly in the back to school range and has proven to be a growth area of the business. The Jiffy brand is determined to have an indefinite life based on an assessment of the brand's historical longevity and stable market position. The Jiffy brand has been allocated to the Transpaco Flexibles cash generating unit (CGU) and the relief from royalty has been used as the recoverable amount.

Main inputs used were forecast future sales of 4.0% (2024: 4.0%) over a five-year period. A notional royalty percentage rate payable in an arm's length transaction of 2% (2024: 2%), terminal growth rate of 4% (2024: 4%), an appropriate pre-tax discount rate of 25.6% (2024: 28.9%).

In making the assessment, management has determined that the recoverable amount of the assets exceed the carrying amount and therefore no impairment was deemed necessary.

The directors believe that a change in the key assumptions by 1% would not cause the recoverable amounts of the cash generating unit to exceed the carrying amount.

2) The Garbie brand which was acquired through the acquisition of East Rand Plastics has an indefinite life.

Garbie is a well established brand which produces refuse bags mainly for the FMCG market.

The Garbie brand is determined to have an indefinite life based on an assessment of the brand's historical longevity and stable market position. The Garbie brand has been allocated to the East Rand Plastics CGU and the relief from royalty has been used as the recoverable amount. Main inputs used were forecast future sales of 8.0% (2024: 8.0%) over a five-year period, a notional royalty percentage rate payable in an arm's length transaction of 2% (2024: 2%), terminal growth rate of 4% (2024: 4%), an appropriate pre-tax discount rate of 23.7% (2024: 25.5%).

In making the assessment, management has determined that the recoverable amount of the assets exceed the carrying amount and therefore no impairment was deemed necessary.

The directors believe that a change in the key assumptions by 1% would not cause the recoverable amounts of the cash generating unit to exceed the carrying amount.

No intangibles have been pledged or have restrictions on title.

11. GOODWILL

	June 2025 R'000
Cost as at 1 July 2024	
– Britepak Trading	3 204
– East Rand Plastics	19 991
– Future Packaging	40 987
At 30 June 2025	64 182
At 30 June 2025	
Cost (gross carrying amount)	64 182
Accumulated impairment	–
Net carrying amount	64 182
	June 2024 R'000
Cost as at 1 July 2023	
– Britepak Trading	3 204
– East Rand Plastics	19 991
– Future Packaging	40 987
At 30 June 2024	64 182
At 30 June 2024	
Cost (gross carrying amount)	64 182
Accumulated impairment	–
Net carrying amount	64 182

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

11. GOODWILL (CONTINUED)

BRITEPAK TRADING

The recoverable amount has been determined based on a value in use calculation using a discounted cash flow projection based on budgets covering a five-year period which is based on industry expectations and management experience. Management estimates discount rates using the pre-tax average weighted cost of capital for the group. Growth rates are based on industry growth rates forecasts.

Main inputs used were revenue growth of 8% (2024: 5%), a pre-tax discount rate of 24.5% (2024: 24.8%) and a terminal growth rate of 4% (2024: 4%).

In making the assessment, management has determined that the recoverable amount of the assets exceed the carrying amount and therefore no impairment was deemed necessary.

A change in assumption of growth rate decreasing by 1% will result in an impairment of R1,5 million whilst an increase in the pre-tax discount rate of 1% would result in the full impairment of R3,2 million.

EAST RAND PLASTICS

The recoverable amount has been determined based on a value in use calculation using a discounted cash flow projection based on budgets covering a five-year period which is based on industry expectations and management experience. Management estimates discount rates using the pre-tax average weighted cost of capital for the group. Growth rates are based on industry growth rates forecasts.

Main inputs used were revenue growth of 6% for 2026 and 8% thereafter for the next four years (2024: 10%), a pre-tax discount rate of 25.7% (2024: 22.9%) and a terminal growth rate of 4.5% (2024: 4.5%).

In making the assessment, management has determined that the recoverable amount of the assets exceed the carrying amount and therefore no impairment was deemed necessary.

The directors believe that a change in the key assumptions by 1% would not materially cause the recoverable amounts of the cash generating unit to exceed the carrying amount.

TRANSPACO AND FUTURE PACKAGING

The recoverable amount has been determined based on a value in use calculation using a discounted cash flow projection based on budgets covering a five-year period which is based on industry expectations and management experience. Management estimates discount rates using the pre-tax average weighted cost of capital for the group. Growth rates are based on industry growth rates forecasts.

Main inputs used were revenue growth of 7% (2024: 8% in 2025 and 10% thereafter for the next four years), a pre-tax discount rate of 22.8% (2024: 24.9%) and a terminal growth rate of 4.5% (2024: 4.5%).

In making the assessment, management has determined that the recoverable amount of the assets exceed the carrying amount and therefore no impairment was deemed necessary.

The directors believe that a change in the key assumptions by 1% would not materially cause the recoverable amounts of the cash generating unit to exceed the carrying amount.

12. INVESTMENT IN SUBSIDIARIES

	GROUP		COMPANY	
	June 2025 R'000	June 2024 R'000	June 2025 R'000	June 2024 R'000
Shares at cost	–	–	121 113	121 117

12. INVESTMENT IN SUBSIDIARIES (CONTINUED)

Interest In Subsidiary Companies

All subsidiaries are 100% owned and are incorporated in the Republic of South Africa.

Name of subsidiary (Pty) Limited		Issued		Book value			
		Share capital		Holding company's interest			
				Investment		Indebtedness	
		2025 R	2024 R	2025 R	2024 R	2025 R	2024 R
Transpaco Administrative and Financial Services	Administrative	2	2	1	1	(53 191 058)	(25 001 223)
Transpaco Cores and Tubes	Cardboard tubes and core manufacturers	1 000	1 000	1 000	1 000		
Transpaco Flexibles	Plastic carrier manufacturer	20 000	20 000	301 931	301 931		
Transpaco Flexibles Mpumalanga	Plastic carrier manufacturer	1	1	1	1		
Transpaco Packaging East Rand Plastics	Deregistered	–	4 000	–	10 724		
	Refuse bag manufacturer	1	1	1	1		
Transpaco Recycling	Deregistered	–	1	–	1		
Britepak Trading	Printed folded cartons	1 050	1 050	18 700 000	18 700 000		
Transpaco Specialised Films	Pallet wrap	100	100	1	1		
Booyens Road Properties	Property owning	1	1	1	1		
Explosive Film Technologies	Property owning	40 000	40 000	40 000	40 000		
Propateez 62	Property owning	100	100	10 988 533	10 988 533		
Future Packaging and Machinery	Packaging distributor	1 000	1 000	91 080 971	91 080 971		
Future Packaging and Machinery – Cape	Deregistered	–	1 000	–	5 591 094		
Future Packaging and Machinery – KZN	Deregistered	–	100	–	8 143 872		
Trans Consumer Plastics	Deregistered	–	125	–	105 747		
		63 255	68 481	121 112 440	134 963 878	(53 191 058)	(25 001 223)
Net impairment brought forward				–	(11 659 115)	–	–
Impairment recognised				–	(2 188 322)	–	–
Net impairment carried forward				–	(13 847 437)		
				121 112 440	121 116 441	(53 191 058)	(25 001 223)

Impairment due to dividends received from dormant entities where the recoverable amount from investments is less than the carrying value. Impairment in 2024 is due to dividends received from dormant entities where the recoverable amount of the investments is less than the carrying value. Provision for impairment raised in 2024 has now been fully written off due to the final deregistration of the dormant entities.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

13. FINANCIAL ASSET

GROUP	June 2025 R'000	June 2024 R'000
Letsema Strategy Services (Pty) Ltd	3 000	3 000
ServWorx Industrial Services Solutions (Pty) Ltd	1 500	1 500
	4 500	4 500

The loans are interest free and are repayable in 24 months if either party gives the other party notice to terminate the agreement. There is no expected credit loss.

Refer to note 27 related parties for further details.

14. INVENTORIES

	GROUP		COMPANY	
	June 2025 R'000	June 2024 R'000	June 2025 R'000	June 2024 R'000
Raw materials	92 690	99 450	–	–
Work in progress	29 246	27 508	–	–
Finished goods	172 625	154 651	–	–
	294 561	281 609		
Provision for obsolete stock	(2 115)	(2 115)		
	292 446	279 494	–	–

The cost of inventories expensed amounted to R1 765 029 000 (2024: R1 833 047 000).

No write-down of inventories took place during the year (2024: nil).

Inventories of nil (2024: nil) were carried at net realisable value.

15. TRADE AND OTHER RECEIVABLES

	GROUP		COMPANY	
	June 2025 R'000	June 2024 R'000	June 2025 R'000	June 2024 R'000
Financial Instruments				
Trade receivables	332 625	363 774	–	–
Less allowance for expected credit loss	(3 700)	(3 790)	–	–
Trade receivables at amortised costs	328 925	359 984	–	–
Deposits	2 533	2 346	–	–
Sundry accounts receivable	7 371	6 447	–	–
	338 829	368 777	–	–
Non-financial Instruments				
VAT	2 815	2 576	–	–
Prepayments	26 126	49 878	–	–
Total Trade and Other Receivables	367 770	421 231	–	–
Trade receivables are non-interest bearing and are generally on 30–90 days' terms.				
Allowance for expected credit loss				
At 1 July	3 790	3 688	–	–
Charge for the year	444	946	–	–
Utilised	(534)	(844)	–	–
At 30 June	3 700	3 790	–	–

Ageing of impaired trade receivables provided for:

	GROUP				Allowance for expected credit loss	
	Expected credit loss rate 2025 %	Gross carrying amount 2025 R'000	Expected credit loss rate 2024 %	Gross carrying amount 2024 R'000	2025 R'000	June 2024 R'000
0 to 60 days	0.2	321 656	0.0	352 450	563	163
60 to 90 days	4.3	5 927	12.2	8 460	258	1 028
90 to 120 days	18.2	2 345	100.0	875	427	875
120+ days	90.9	2 697	86.7	1 989	2 452	1 724
Total		332 625		363 774	3 700	3 790

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

15. TRADE AND OTHER RECEIVABLES (CONTINUED)

Where appropriate, credit guarantee insurance is purchased for 80% of the value of individual trade receivable, subject to an insurance deductible. For those debtors that are insured, only the uninsured portion was included in the expected credit loss.

The group recognises a loss allowance based on lifetime ECLs at each reporting date. The group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors (e.g. an analysis of the FMCG environment, retail sentiment etc.) specific to the debtors. The CEO and CFO together with the management of the individual companies review the debtors on a regular basis.

Credit limits are put in place for all debtors. These limits cannot be exceeded without the CEO and CFO's approval.

See note 28 on credit risk of trade receivables, which explains how the group manages and measures credit quality of trade receivables.

16. CASH AND CASH EQUIVALENTS

	GROUP		COMPANY	
	June 2025 R'000	June 2024 R'000	June 2025 R'000	June 2024 R'000
Cash and cash equivalents	155 584	160 569	–	–
	155 584	160 569	–	–

Cash at bank earns interest at floating rates based on daily bank deposit rates.

At 30 June 2025, the group had available R78 360 000 (2024: R70 000 000) of undrawn uncommitted borrowing facilities. At year end, Rnil (2024: Rnil) of the borrowing facilities have been utilised.

Cross-suretyships to the value of R270 000 000 have been lodged as security with ABSA by and between Transpaco Limited and the following subsidiaries:

Boosens Road Properties (Pty) Ltd; Britepak Trading (Pty) Ltd; Transpaco Cores and Tubes (Pty) Ltd; Explosive Film Technologies (Pty) Ltd; Transpaco Administrative and Financial Services (Pty) Ltd; Transpaco Flexibles (Pty) Ltd; Transpaco Flexibles Mpumalanga (Pty) Ltd; Transpaco Packaging (Pty) Ltd; East Rand Plastics (Pty) Ltd; Transpaco Recycling (Pty) Ltd; Transpaco Specialised Films (Pty) Ltd; Future Packaging and Machinery (Pty) Ltd and Propateez 62 (Pty) Ltd.

Cross-suretyships to the value of R98 500 000 have been lodged as security with RMB by and between Transpaco Limited and the following subsidiaries:

Boosens Road Properties (Pty) Ltd; Britepak Trading (Pty) Ltd; Transpaco Cores and Tubes (Pty) Ltd; Explosive Film Technologies (Pty) Ltd; Transpaco Administrative and Financial Services (Pty) Ltd; Transpaco Flexibles (Pty) Ltd; Transpaco Flexibles Mpumalanga (Pty) Ltd; Transpaco Packaging (Pty) Ltd; East Rand Plastics (Pty) Ltd; Transpaco Recycling (Pty) Ltd; Transpaco Specialised Films (Pty) Ltd and Future Packaging and Machinery (Pty) Ltd

Transpaco Limited has provided suretyship in favour of Standard Bank in respect of Future Packaging and Machinery Proprietary Limited's banking facility of R33 908 000.

See note 28 for credit risk details.

17. AMOUNTS OWING TO SUBSIDIARY

	GROUP		COMPANY	
	June 2025 R'000	June 2024 R'000	June 2025 R'000	June 2024 R'000
Transpaco Administrative and Financial Services (Pty) Ltd	–	–	(53 191)	(25 001)
	–	–	(53 191)	(25 001)

The loan is non-interest bearing, unsecured and is a current trading account which is settled on a continuous basis. There have been no guarantees provided or received.

18. SHARE CAPITAL AND PREMIUM

	GROUP			COMPANY		
	No of Shares	2025 R'000	2024 R'000	No of Shares	2025 R'000	2024 R'000
Authorised						
250 000 000 ordinary shares of 0.01 cents each		2 500	2 500		2 500	2 500
Issued						
Ordinary shares of 0.01 cents each	28 839 388	288	299	28 839 388	288	299
Shares repurchased and cancelled	(1 000 000)	(10)	(11)	(1 000 000)	(10)	(11)
	27 839 388	278	288	27 839 388	278	288
Share premium						
Balance at beginning of year		9 661	10 029		9 661	10 029
Shares repurchased and cancelled		(335)	(368)		(335)	(368)
Balance at end of year		9 326	9 661		9 326	9 661
		9 604	9 949		9 604	9 949

The remaining shares have been placed under control of the directors until the next annual general meeting. Shares issued during the year may not exceed five percent (5%) of the issued ordinary shares in any one financial year.

The cost of the shares repurchased in 2025 amounted to R37 220 708 (2024: R30 613 000). This was allocated proportionally to share capital R10 000 (2024: R11 000), share premium R335 234 (2024: R368 064) and retained income R36 875 474 (2024: 30 233 936).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

19. INTEREST-BEARING BORROWINGS

	GROUP		COMPANY	
	June 2025 R'000	June 2024 R'000	June 2025 R'000	June 2024 R'000
Secured				
First Mortgage Bond	42 937	49 116	–	–
Non-current	36 930	43 004	–	–
Current	6 007	6 112	–	–
Secured over property situated at Stand 269 Laser Park Extension 36. The loan bears interest at 0.50% below prime overdraft rate and is repayable in monthly instalments of R844 442, terminating not later than January 2031. The carrying amount of the property is R55 382 010 (2024: R57 953 161).				
First Mortgage Bond	42 275	–	–	–
Non-current	39 353	–	–	–
Current	2 922	–	–	–
Secured over property situated at Erf 371,372, 373 and 374 Wadeville Extension 4, Germiston. The loan bears interest at 0.70% below prime overdraft rate and is repayable in monthly instalments of R587 585, terminating not later than July 2034. The carrying amount of the property is R55 148 924.				
First Mortgage Bond	44 583	–	–	–
Non-current	41 701	–	–	–
Current	2 882	–	–	–
Secured over property situated at Erf 103, 105 and 496, Spartan Township, Kempton Park. The loan bears interest at 1.00% below prime overdraft rate and is repayable in monthly instalments of R587 257, terminating not later than March 2035. The carrying amount of the property is R61 124 761.				
Instalment sale agreements	31 971	36 562	–	–
Non-current	17 111	18 520	–	–
Current	14 860	18 042	–	–
Secured in terms of instalment sale agreements over certain plant and equipment. The liabilities bear interest at between 0.5% and 1% below prime lending rate and are repayable in instalments of between R36 518 and R825 599 per month over periods up to 60 months. The carrying amount of the plant and equipment is R69 267 574 (2024: R72 503 820).				
Total Borrowings	161 766	85 678	–	–
Long-term portion of borrowings	135 095	61 524	–	–
Short-term portion of borrowings	26 671	24 154	–	–
	161 766	85 678	–	–

Borrowing powers of the group, in terms of the memorandum of incorporation, are unlimited.

19. INTEREST-BEARING BORROWINGS (CONTINUED)

Changes in liabilities arising from financing activities

see note 19 and note 20

	At 1 July 2024 R'000	Cash Flows R'000	Addition of leases R'000	Non cash borrowings** R'000	Other* R'000	At 30 June 2025 R'000
Current interest-bearing borrowings	24 154	(33 302)	–	–	35 819	26 671
Current lease liabilities	17 837	(16 571)	–	–	9 794	11 060
Non-current interest-bearing borrowings	61 524	6 750	–	101 047	(34 226)	135 095
Non-current lease liabilities	15 516	–	12 682	–	(11 611)	16 587
Total liabilities from financing activities	119 031	(43 123)	12 682	101 047	(224)	189 413

* The 'other' column includes the effect of reclassification of the non-current portion of interest-bearing debt to current due to the passage of time.

** Non cash borrowings relates to instalment sales agreements (VAT inclusive) and mortgage bond financing.

The group classifies interest paid as cash flows from operating activities.

	At 1 July 2023 R'000	Cash Flows R'000	Addition of leases R'000	Non cash borrowings** R'000	Other* R'000	At 30 June 2024 R'000
Current interest-bearing borrowings	32 805	(51 779)	–	–	43 128	24 154
Current lease liabilities	19 525	(21 140)	–	–	19 452	17 837
Non-current interest-bearing borrowings	104 653	–	–	–	(43 129)	61 524
Non-current lease liabilities	27 006	–	7 993	–	(19 483)	15 516
Total liabilities from financing activities	183 989	(72 919)	7 993	–	(32)	119 031

* The 'other' column includes the effect of reclassification of the non-current portion of interest-bearing debt to current due to the passage of time.

** Non cash borrowings relates to instalment sales agreements (VAT inclusive and mortgage bond financing).

The group classifies interest paid as cash flows from operating activities.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

20. LEASE LIABILITIES

	GROUP	
	June 2025 R'000	June 2024 R'000
At 1 July	33 353	46 531
Additions	12 682	7 993
Accretion of interest	2 565	3 846
Payments (capital and interest)	(19 136)	(24 985)
Early terminations	(1 817)	(32)
	27 647	33 353
Current	11 060	17 837
Non-Current	16 587	15 516
	27 647	33 353

The group has no leases that are classified as short term leases or leases of low value assets.

The maturity analysis of these lease liabilities is disclosed in note 28.

Leases of property, generally have lease terms between 2 and 6 years, while vehicles and computers and office equipment generally have lease terms between 3 and 5 years with an average escalation of 8%.

An incremental borrowing rate ranging from 7% to 9% (2024: 7% to 9%) was applied to the lease liabilities.

Refer to note 9 for right-of-use-assets.

21. DEFERRED INCOME

	GROUP		COMPANY	
	June 2025 R'000	June 2024 R'000	June 2025 R'000	June 2024 R'000
At 1 July	595	834	–	–
Released to the statement of comprehensive income	(132)	(239)	–	–
At 30 June	463	595	–	–
Current	58	132	–	–
Non-current	405	463	–	–
	463	595	–	–

Government grants have been received for the purchase of certain items of property, plant and equipment.

There are no unfulfilled conditions or contingencies attached to these grants.

22. DEFERRED TAXATION

	GROUP		COMPANY	
	June 2025 R'000	June 2024 R'000	June 2025 R'000	June 2024 R'000
Property, plant and equipment	65 035	62 920	–	–
Right-of-use assets	6 659	7 643	–	–
Lease liability	(7 465)	(9 006)	–	–
Intangible asset in respect of Garbie brand	3 753	3 753	–	–
Deferred income	(325)	(1 507)	–	–
Expected credit loss	(660)	(669)	–	–
Prepaid expense	141	134	–	–
Accrual for bonus and incentive bonus	(12 258)	(11 490)	–	–
Accrual for holiday & leave pay	(3 391)	(3 126)	–	–
Tax losses available for set-off against future taxable income	(16 547)	(7 819)	–	–
Net deferred taxation	34 942	40 833	–	–
Reconciliation of deferred taxation				
At beginning of year	40 833	35 591	–	–
Differential between carrying value and tax value of property, plant and equipment	2 115	4 409	–	–
Right-of-use assets	(984)	(3 215)	–	–
Lease liability	1 541	3 557	–	–
Deferred income	1 182	(683)	–	–
Expected credit loss	9	(45)	–	–
Prepaid expense	7	(12)	–	–
Accrual for bonus and incentive bonus	(768)	2 512	–	–
Accrual for holiday & leave pay	(265)	(145)	–	–
Tax losses	(8 728)	(1 136)	–	–
	34 942	40 833	–	–
Represented by:				
Deferred taxation asset	(13 482)	(8 302)	–	–
Deferred taxation liability	48 424	49 135	–	–
	34 942	40 833	–	–

The group has an assessable tax loss of R61 286 563 (2024: R28 960 282). The entities from which the deferred tax assets relate to are trading entities. These trading entities expect to make future taxable profits in excess of the profit arising from the reversal of existing taxable temporary differences and as such have recognised the deferred tax assets.

The movement in the net deferred tax liability has been recognised in the statement of comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

23. TRADE PAYABLES AND ACCRUALS

	GROUP		COMPANY	
	June 2025 R'000	June 2024 R'000	June 2025 R'000	June 2024 R'000
Financial instruments				
Trade payables	181 121	201 699	938	822
Sundry Creditors	975	1 687	–	–
Plastic Bag Levy	17 973	19 599	–	–
Other accrued expenses	31 896	58 885	–	–
	231 965	281 870	938	822
Non-financial instruments				
Accrual for holiday and leave pay	12 559	11 576	–	–
Accrual for incentive bonus	31 062	28 431	–	–
Other payroll accruals	31 659	30 321	–	–
VAT	9 576	9 464	–	–
	316 821	361 662	938	822

Trade payables are non-interest bearing and are normally settled on 30 to 60 day terms.

24. SEGMENTAL ANALYSIS

For management purposes the group is organised into business units based on their product and services and has three reportable segments as follows:

- Plastics Products
- Paper and Board Products
- Property and Group Services

The operating segments have been aggregated to form the above reportable operating segments. The operating segments have been aggregated due to the products and the production processes being similar in nature.

The chief operating decision maker, namely the CEO monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements.

Transfer pricing between operating segments are on an arm's length basis in a manner similar to transactions with third parties. There is one customer who contributes more than 10% of revenue.

	GROUP	
	June 2025 R'000	June 2024 R'000
Customer A		
Total amount of revenue from customer A	386 431	401 872
Extent of reliance on this customer (%)	31.7	31.9
Segment reporting this revenue	Plastics products	Plastics products

24. SEGMENTAL ANALYSIS (CONTINUED)

	Plastic products R'000	Paper and board products R'000	Properties and group services R'000	Total group operations R'000
Revenue from external customers – 2025 (Recognised at a point in time)	1 260 054	1 172 318	–	2 432 372
Revenue from all customers	1 322 736	1 231 810	–	2 554 546
Less revenue from internal customers	(62 682)	(59 492)	–	(122 174)
Revenue from external customers – 2024 (Recognised at a point in time)	1 257 831	1 229 227	–	2 487 058
Revenue from all customers	1 322 043	1 293 391	–	2 615 434
Less revenue from internal customers	(64 212)	(64 164)	–	(128 376)
Operating profit – 2025	94 166	74 609	38 850	207 625
Operating profit – 2024	99 439	87 285	26 005	212 729
Depreciation 2025	6 074	4 873	8 413	19 360
Depreciation 2024	5 756	5 077	7 095	17 928
Depreciation (included in cost of sales) 2025	28 252	22 252	–	50 504
Depreciation (included in cost of sales) 2024	28 546	27 075	–	55 621
Finance income 2025	1	1 519	7 183	8 703
Finance income 2024	39	1 826	9 010	10 875
Finance costs 2025	3 750	2 119	10 071	15 940
Finance costs 2024	5 513	5 822	5 743	17 078
Staff costs excluding directors remuneration 2025	193 085	234 093	39 533	466 711
Staff costs excluding directors remuneration 2024	190 137	209 757	10 456	410 350
Profit before tax – 2025	90 418	74 008	35 962	200 388
Profit before tax – 2024	93 964	83 289	29 273	206 526
Capital expenditure – 2025	24 135	27 056	119 575	170 766
Capital expenditure – 2024	28 687	12 846	1 417	42 950
Total assets – 2025	595 867	529 438	406 714	1 532 019
Total assets – 2024	634 047	533 981	294 594	1 462 622
Total liabilities – 2025	208 780	186 245	161 673	556 698
Total liabilities – 2024	228 810	210 447	91 330	530 587
Taxation – 2025	24 115	19 007	9 737	52 859
Taxation – 2024	23 839	22 234	7 935	54 008

The group has export sales outside of South Africa. Revenue from sales to other African countries amounted to R45 000 763 (2024: R45 034 135) which represents 1.85% of the group's revenue.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

25. CAPITAL COMMITMENTS

	GROUP		COMPANY	
	June 2025 R'000	June 2024 R'000	June 2025 R'000	June 2024 R'000
Commitments in respect of capital expenditure approved by the directors and contracted for:				
Plant and equipment	3 348	60 631	–	–

Capital expenditure will be funded by the group's cash resources.

The company has stood guarantor for local third party rental and municipal rates and taxes guarantees to the value of R8 941 619 (2024: R8 951 619).

26. RETIREMENT BENEFITS

The group provides retirement benefits to all its permanent employees through various defined contribution funds, being the Transpaco Pension Fund, Transpaco Provident Fund and appropriate industry funds. Total group contributions which have been recognised in profit and loss for the year, amounted to R30 387 020 (2024: R29 661 394).

All funds are administered independently of the group and are governed by the Pension Fund Act 1956, as amended.

27. RELATED PARTIES

The consolidated financial statements include the financial statements of Transpaco Limited and the subsidiaries listed in the following table.

Name	INTEREST	
	2025 %	2024 %
Transpaco Cores and Tubes (Pty) Ltd	100	100
Transpaco Flexibles (Pty) Ltd	100	100
Transpaco Flexibles Mpumalanga (Pty) Ltd	100	100
East Rand Plastics (Pty) Ltd	100	100
Transpaco Specialised Films (Pty) Ltd	100	100
Britepak Trading (Pty) Ltd	100	100
Booysens Road Properties (Pty) Ltd	100	100
Explosive Films Technologies (Pty) Ltd	100	100
Propateez 62 (Pty) Ltd	100	100
Future Packaging and Machinery (Pty) Ltd	100	100
Transpaco Administrative and Financial Services (Pty) Ltd	100	100

27. RELATED PARTIES (CONTINUED)

TERMS AND CONDITIONS OF TRANSACTIONS WITH RELATED PARTIES

Transactions with related parties are determined on an arms-length, market related basis except for amounts owing to subsidiaries and from ServWorx Industrial Services Solutions (Pty) Ltd and Letsema Strategy Services (Pty) Ltd which are interest free.

For further details refer to note 13.

LOAN TO RELATED PARTY

	June 2025 R'000	June 2024 R'000
Loan to related party		
Letsema Strategy Services (Pty) Ltd	3 000	3 000
ServWorx Industrial Services Solutions (Pty) Ltd	1 500	1 500
	4 500	4 500

As part of our BEE strategy we have loaned R3 000 000 (2024: R3 000 000) to Letsema Strategy Services (Pty) Ltd and R1 500 000 (2024: R1 500 000) to ServWorx Industrial Services (Pty) Ltd of which DJJ Thomas is both a director and shareholder. This is for enterprise and supplier development and is disclosed under financial assets (refer to note 13). The loan is interest free and is repayable in 24 months if either party gives the other party notice to terminate the agreement. There is no expected credit loss.

COMPENSATION OF KEY MANAGEMENT PERSONNEL OF THE GROUP

	June 2025 R'000	June 2024 R'000
Short-term employee benefits	84 248	85 743
Post-employment pension	7 295	7 880
Total compensation paid to key personnel	91 543	93 623

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity or a managing director of one of the subsidiaries.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

27. RELATED PARTIES (CONTINUED)

DIVIDENDS RECEIVED BY THE COMPANY FROM SUBSIDIARIES

	June 2025 R'000	June 2024 R'000
Transpaco Flexibles Mpumalanga (Pty) Ltd	25 000	45 000
East Rand Plastics (Pty) Ltd	25 000	20 000
Transpaco Cores and Tubes (Pty) Ltd	25 000	–
Transpaco Packaging (Pty) Ltd	362	–
Transpaco Recycling (Pty) Ltd	578	–
Future Packaging and Machinery (Pty) Ltd	–	20 000
Future Packaging and Machinery Cape (Pty) Ltd	–	931
Future Packaging and Machinery (KwaZulu-Natal) (Pty) Ltd	–	1 154
Trans Consumer Plastics (Pty) Ltd	–	4 526
	75 940	91 611
Amounts Owing to Subsidiaries		
Transpaco Administrative and Financial Services (Pty) Ltd (see Note 17)	(53 191)	(25 001)

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Group

The group's principle financial liabilities comprise trade payables and accruals and interest-bearing borrowings. The main purpose of these financial liabilities is to raise finance for the group's operations. The group has various financial assets such as trade and other receivables and cash and cash equivalents which arise directly from its operations.

The group also enters into forward currency contracts. The purpose is to manage the currency risks arising from the group's operations. The main risks arising from the group's financial instruments are interest rate risks, foreign currency risk, credit risk and liquidity risk.

Company

The company's principle financial liabilities comprise trade payables. The company also has a loan from a subsidiary company.

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. Market prices comprise two types of risk: interest rate risk and foreign currency risk.

INTEREST RATE RISK**Group**

The group's exposure to the risk of changes in market interest rates relates primarily to the group's long-term debt obligations with floating interest rates. The group endeavours to ensure that borrowings are at market-related rates. The exposure at year-end to interest rate risk amounts to R161 765 644 (2024: R85 678 479). The loans are payable to bankers.

The group endeavours to manage this risk by negotiating the best interest rates and periods from its two lead bankers. There have been no changes to the risk management policy from the previous period. See note 19 for the interest rates achieved.

INTEREST RATE RISK TABLE

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the group's profit before tax (through the impact on floating rate borrowings).

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

	Carrying Value at year end R'000	Index to which interest rate is linked	Reasonably possible change	Statement of Comprehensive income effect R'000	After tax effect R'000
2025					
Long-term borrowings	135 095	Prime rate	1%	1 351	986
Short-term borrowings	26 671	Prime rate	1%	267	195
2024					
Long-term borrowings	61 524	Prime rate	1%	615	449
Short-term borrowings	24 154	Prime rate	1%	242	176

Company

The company has no exposure to interest rate risk. Refer note 16.

FOREIGN CURRENCY RISKS

Group

The group has transactional currency exposures. Such exposure arises from sales or purchases by a subsidiary in currencies other than the unit's functional currency.

The group requires all its subsidiaries to use forward exchange contracts to eliminate the currency exposures on any individual transaction. The forward currency contracts must be in the same currency as the hedged item. It is the group's policy not to enter into forward contracts until a firm commitment is in place. The concentration of foreign currency risk is in US dollars, Euro and GBP. Hedge accounting is not used.

The following table demonstrates the sensitivity to a reasonable possible change in the exchange rate, with all other variables held constant, of the group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

	Currency	Increase/ decrease	Effect on profit before tax R'000	Effect on equity R'000
2025	US dollar	+10%	41	30
		(5%)	(21)	(15)
2024	US dollar	+10%	204	149
		(5%)	(102)	(74)

The value of forward exchange contracts entered into at 30 June are:

Imports	Settlement	Average contract rate	2024 R'000	2023 R'000
US dollars	July 2025	17,92	412	
US dollars	July 2024	18,70		2 041

FEC liability/asset is included in trade payables and accruals or trade and other receivables respectively.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Company

The company has no exposure to foreign currency risk.

CREDIT RISK

Group

Credit risk is the risk that the counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

The group is exposed to credit risk from its operating and financial activities. The group trades only with recognised, creditworthy third parties. Credit risk evaluations are performed on all customers requiring credit over a pre-determined amount. Where applicable the risk is insured with a reputable credit insurance institution. In addition, receivable balances are monitored on an ongoing basis with the result that the group's exposure to credit losses are not significant. The maximum exposure is R332 625 000 (2024: R363 774 000).

There have been no changes in risk from the previous period. In instances where there is a concentration of credit risk, this happens only with blue chip customers and is agreed to by the directors of that company taking all the relevant factors into account. Management's determination of risk is based on sales to a customer exceeding 30% of the sales of that segment of which there is one (refer to note 24).

With respect to credit risk arising from cash and cash equivalents, the group's exposure to credit risk is limited to maximum exposure equal to the carrying amounts of these instruments.

Credit risk exposure arising on cash and cash equivalents is managed by the group through dealing with established financial institutions. The group transacts with ABSA Bank Limited, Rand Merchant Bank Limited and Standard Bank Limited. S&P has rated ABSA Bank as AA+ with a positive outlook. Fitch has rated Rand Merchant Bank as AA+ and Fitch has rated Standard Bank AA+.

Company

The company has no exposure to credit risk.

LIQUIDITY RISK

Group

The group monitors its risk to a shortage of funds by considering the maturity of its financial assets and projected cash flows from operations.

The group's objective is to maintain a balance between the continuity of funding and flexibility through the use of bank overdrafts, bank loans and instalment sale agreements. There have been no changes from the previous period.

The group's exposure to liquidity risk is represented by the aggregate balance of financial liabilities. There is no significant concentration of liquidity risk with any single counterparty.

The table below summarises the maturity profile of the group's financial liabilities at 30 June based on contractual undiscounted payments.

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

	Less than 3 months R'000	3 to 12 months R'000	1 to 2 years R'000	2 to 5 years R'000	More than 5 years R'000	Total R'000
Year ended 30 June 2025						
Interest-bearing loans and borrowings	12 862	28 642	33 084	84 069	69 610	228 267
Lease liabilities	3 324	9 991	9 308	10 078	–	32 701
Trade payables and accruals	231 965	–	–	–	–	231 965
	248 151	38 633	42 392	94 147	69 610	492 933
	Less than 3 months R'000	3 to 12 months R'000	1 to 2 years R'000	2 to 5 years R'000	More Than 5 years R'000	Total R'000
Year ended 30 June 2024						
Interest-bearing loans and borrowings	8 002	23 475	23 007	39 351	16 479	110 314
Lease liabilities	5 285	14 485	13 258	4 140	–	37 168
Trade payables and accruals	281 870	–	–	–	–	281 870
	295 157	37 960	36 265	43 491	16 479	429 352

Company

The company's liquidity risk is managed in the same way as the group and group's maturity profile of the group's financial liabilities based on contractual undiscounted payments as detailed below.

The table below summarises the maturity profile of the company's financial liabilities at 30 June based on contractual undiscounted payments.

	On demand R'000	Less than 3 months R'000	3 to 12 months R'000	Greater than one year R'000	Total R'000
Year ended 30 June 2025					
Trade payables and accruals	–	938	–	–	938
Amounts owing to subsidiary	53 191	–	–	–	53 191
	53 191	938	–	–	54 129
	On demand R'000	Less than 3 months R'000	3 to 12 months R'000	Greater than one year R'000	Total R'000
Year ended 30 June 2024					
Trade payables and accruals	–	822	–	–	822
Amounts owing to subsidiary	25 001	–	–	–	25 001
	25 001	822	–	–	25 823

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

CAPITAL MANAGEMENT

The primary objective of the group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder wealth.

The group manages its capital structure and makes capital adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 30 June 2025 and 30 June 2024.

The group monitors capital using a gearing ratio, which is net debt divided by total capital. The group includes within net debt, interest-bearing borrowings less cash and cash equivalents.

	June 2025 R'000	June 2024 R'000
Interest-bearing borrowings	161 766	85 678
Bank balance	(155 584)	(160 569)
Borrowings (cash positive)	6 182	(74 891)
Equity	975 321	932 035
Total capital	975 321	932 035
	%	%
Net interest-bearing debt: equity ratio	0.6	Net cash positive

29. FINANCIAL INSTRUMENTS

CATEGORISATION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

		Assets at Amortised cost R'000	Non- Financial Assets/ Liabilities R'000	Liabilities at amortised cost R'000	Total R'000
GROUP 2025					
Assets					
Financial asset	13	4 500	–	–	4 500
Trade and other receivables	15	338 829	–	–	338 829
Cash and cash equivalents	16	155 584	–	–	155 584
Remaining assets		–	1 033 106	–	1 033 106
Total		498 913	1 033 106	–	1 532 019
Shareholders' equity and liabilities					
Shareholders' equity		–	975 321	–	975 321
Remaining liabilities		–	135 320	–	135 320
Long term portion of Interest-bearing borrowings	19	–	–	135 095	135 095
Long term portion of Lease liabilities	20	–	16 587	–	16 587
Trade payables and accruals	23	–	–	231 965	231 965
Current portion of interest-bearing borrowings	19	–	–	26 671	26 671
Current portion of lease liabilities	20	–	11 060	–	11 060
Total		–	1 138 288	393 731	1 532 019

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

29. FINANCIAL INSTRUMENTS (CONTINUED)

CATEGORISATION OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

	Notes	Assets as Amortised cost R'000	Non-Financial Assets/ Liabilities R'000	Liabilities at Amortised cost R'000	Total R'000
GROUP 2024					
Assets					
Financial asset	13	4 500	–	–	4 500
Trade and other receivables	15	368 777	–	–	368 777
Cash and cash equivalents	16	160 569	–	–	160 569
Remaining assets		–	928 776	–	928 776
Total		533 846	928 776	–	1 462 622
Shareholders' equity and liabilities					
Shareholders' equity		–	932 035	–	932 035
Remaining liabilities		–	129 686	–	129 686
Long term portion of Interest-bearing borrowings	19	–	–	61 524	61 524
Long term portion of Lease liabilities	20	–	15 516	–	15 516
Trade payables and accruals	23	–	–	281 870	281 870
Current portion of interest-bearing borrowings	19	–	–	24 154	24 154
Current portion of lease liabilities	20	–	17 837	–	17 837
Total		–	1 095 074	367 548	1 462 622
COMPANY 2025					
Assets					
Investments in subsidiaries	12	–	121 113	–	121 113
			121 113		121 113
Shareholders' equity and liabilities					
Shareholders' equity		–	66 984	–	66 984
Amounts owing to subsidiary	17	–	–	53 191	53 191
Trade payables and accruals	23	–	–	938	938
Total		–	66 984	54 129	121 113
COMPANY 2024					
Assets					
Investments in subsidiaries	12	–	121 117	–	121 117
		–	121 117	–	121 117
Shareholders' equity and liabilities					
Shareholders' equity		–	95 294	–	95 294
Amounts owing to subsidiary	17	–	–	25 001	25 001
Trade payables and accruals	23	–	–	822	822
Total		–	95 294	25 823	121 117

29. FINANCIAL INSTRUMENTS (CONTINUED)

The fair values of the assets and liabilities listed above approximate the carrying amounts largely due to the short-term maturities of these instruments. Interest-bearing borrowings are not materially different from their calculated fair values due to market related rates embedded into the terms of these receivables and borrowings.

FAIR VALUE HIERARCHY

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly.

The forward exchange contracts are valued using the market observable price of a forward exchange contract entered into as at 30 June 2025 and 30 June 2024, which has the same terms and remaining maturity profile as the forward exchange contract being valued.

Level 3: techniques that use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

As at 30 June 2025, the Group held the following financial instruments carried at fair value in the statement of financial position:

	30 June 2025 R'000	Level 1 R'000	Level 2 R'000	Level 3 R'000
Financial instrument				
Foreign exchange forward contracts (Gross: R411 963)	–	–	*	–

* Less than R1 000

As at 30 June 2024, the Group held the following financial instruments carried at fair value in the statement of financial position:

	30 June 2025 R'000	Level 1 R'000	Level 2 R'000	Level 3 R'000
Financial instrument				
Foreign exchange forward contracts (Gross: R2 040 801)	–	–	*	–

* Less than R1 000

30. GAINS AND LOSSES ON FINANCIAL ASSETS AND FINANCIAL LIABILITIES PER CATEGORY

The table below represents the gains or losses for each category of financial assets and financial liabilities:

		Financial assets at amortised cost		Financial assets at amortised cost	
		GROUP		COMPANY	
		2025 R'000	2024 R'000	2025 R'000	2024 R'000
Recognised in profit and loss:					
Interest received	4	8 703	10 875	–	–
Finance cost	4	(15 940)	(17 078)	–	–
Dividends received	3	–	–	75 940	91 611
Loss on foreign exchange	5	(131)	(539)	–	–
Total		(7 368)	(6 742)	75 940	91 611

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2025

31. NOTES TO THE CASH FLOW STATEMENTS

	GROUP		COMPANY	
	June 2025 R'000	June 2024 R'000	June 2025 R'000	June 2024 R'000
31.1 CASH GENERATED FROM/(UTILISED) IN OPERATIONS	276 965	283 832	(2)	(3)
Profit before taxation	200 388	206 526	75 934	94 798
Finance income received	(8 703)	(10 875)	–	–
Finance costs paid	15 940	17 078	–	–
Dividends received	–	–	(75 940)	(91 611)
Impairment of investment in subsidiary	–	–	4	2 188
Loan written back	–	–	–	(5 378)
Depreciation	69 863	73 549	–	–
Early termination/Cancellation of right of use asset	(502)	(5)	–	–
Expected credit loss allowance	444	946	–	–
Profit on disposal of property, plant and equipment	(465)	(266)	–	–
Movement in inventory provisions	–	(3 121)	–	–
Movement in working capital	(3 315)	(10 706)	28 306	14 470
(Increase)/decrease in inventory	(12 952)	31 793	–	–
Decrease/(increase) in trade and other receivables	54 610	(56 489)	–	–
(Decrease)/increase in trade payables and accruals	(44 841)	14 228	116	133
Decrease in deferred income	(132)	(238)	–	–
Increase in amount owing to subsidiary	–	–	28 190	14 337
	273 650	273 126	28 304	14 467
31.2 TAXATION PAID				
Net taxation receivable at beginning of year	2 922	47	–	–
Taxation receivable at beginning of year	3 085	1 700	–	–
Taxation payable at beginning of year	(163)	(1 653)	–	–
Taxation excluding deferred taxation	(58 749)	(48 767)	–	–
Net taxation payable/(receivable) at end of year	263	(2 922)	–	–
Taxation receivable at end of year	(1 314)	(3 085)	–	–
Taxation payable at end of year	1 577	163	–	–
	(55 564)	(51 642)	–	–

32. GOING CONCERN

The annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities contingent obligations and commitments will occur in the ordinary course of business.

The group has prepared financial forecasts for the next financial year taking all aspects into consideration. The directors have concluded that it is appropriate to prepare the financial statements on a going concern basis after considering the forecasts and the following:

1. The group continues to have the ongoing support of its banking group and access to undrawn facilities of R78 360 000 (refer to Note 16) as well as R155 584 000 in cash and cash equivalents as at 30 June 2025.
2. As at 30 June 2025, the group had R461 million net liquidity.

Company

At 30 June 2025 the company had no significant capital commitment and the directors have concluded that is appropriate to prepare the financial statements on a going concern basis.

33. SUBSEQUENT EVENTS

There were no subsequent events after year end.

SHAREHOLDER ANALYSIS

SHAREHOLDER SPREAD	No of shareholdings	%	No of shares	%
1 – 1 000 shares	831	72.77	109 872	0.40
1 001 – 10 000 shares	194	16.99	646 028	2.32
10 001 – 100 000 shares	82	7.18	3 003 283	10.79
100 001 – 1 000 000 shares	29	2.54	7 979 538	28.66
1 000 001 shares and over	6	0.52	16 100 667	57.83
Totals	1 142	100.00	27 839 388	100.00

DISTRIBUTION OF SHAREHOLDERS	No of shareholdings	%	No of shares	%
Banks/brokers	19	1.66	128 897	0.46
Close corporations	9	0.79	103 728	0.37
Endowment funds	2	0.18	81 459	0.29
Individuals	984	86.16	7 010 573	25.18
Insurance companies	4	0.35	472 895	1.70
Insurance company	1	0.09	1 851 039	6.65
Mutual funds	23	2.01	6 569 406	23.60
Other corporations	7	0.61	65 477	0.24
Private companies	36	3.15	9 382 980	33.70
Public companies	2	0.18	160 724	0.58
Retirement funds	22	1.93	1 640 414	5.89
Trusts	33	2.89	371 796	1.34
	1 142	100.00	27 839 388	100.00

PUBLIC/NON-PUBLIC SHAREHOLDERS	No of shareholdings	%	No of shares	%
Non-public shareholders	9	0.79	13 812 277	49.61
Directors and associates of the company holdings	9	0.79	13 812 277	49.61
Public shareholders	1 133	99.21	14 027 111	50.39
Totals	1 142	100.00	27 839 388	100.00

BENEFICIAL SHAREHOLDERS HOLDING 5% OR MORE	No of shares	%
Ceppwawu Investments (Pty) Ltd	6 661 225	23.93
Abelheim, P	3 515 871	12.63
Old Mutual	3 455 626	12.41
Camissa Asset Management	2 256 307	8.10
Aylett & Co	1 821 958	6.54
Letsema Strategy Services (Pty) Ltd	1 611 787	5.79
Totals	19 322 774	69.40

GLOSSARY

"B-BBEE"	Broad-based black economic empowerment
"CEO"	Chief Executive Officer. Transpaco's CEO is Phillip Abelheim.
"CEPPWAWU"	Chemical, Energy, Paper, Printing, Wood and Allied Workers Union, with which the majority of Transpaco's workforce is unionised
"CEPPWAWU Investments"	CEPPWAWU Investments (Pty) Ltd, the investment arm of CEPPWAWU and a 23,1% B-BBEE stakeholder in Transpaco
"CFO"	Chief Financial Officer. Transpaco's CFO is Louis Weinberg.
"CSI"	Corporate Social Investment
"Diluted HEPS"	Diluted headline earnings per share
"EBITDA"	Earnings before interest, taxation, depreciation and amortisation
"EPS"	Earnings per share
"EXCO"	Executive committee of Transpaco Limited
"FY"	Financial year, for Transpaco ending 30 June
"HDI"	Historically disadvantaged individual
"HEPS"	Headline earnings per share
"IFRS"	International Financial Reporting Standards
"JSE"	JSE Limited incorporating the Johannesburg Securities Exchange, the main bourse in South Africa
"King IV™ Report" or "King IV™"	King Report on Corporate Governance for South Africa, 2016
"NAV"	Net asset value
"SHEQ"	Safety, Health, Environment and Quality
"the board"	The board of directors of Transpaco Limited, as set out on page 15 and 16
"the Companies Act"	South African Companies Act 71 of 2008, as amended
"the company" or "Transpaco"	Transpaco Limited, listed on the JSE in the 'Containers and Packaging' sector
"the current year"	The year ending 30 June 2026
"the group" or "Transpaco"	Transpaco Limited and its subsidiaries
"the prior year"	The year ended 30 June 2024
"the year" or "the year under review"	The year ended 30 June 2025

NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Seventy-third Annual General Meeting

TRANSPACO LIMITED

(Registration number 1951/000799/06)

("Transpaco" or "the company")

Share Code: TPC

ISIN: ZAE000007480

Notice is hereby given that the annual general meeting of Transpaco will be held at the offices of Transpaco at 331 6th Street, Wynberg, Sandton, Johannesburg on Friday, 5 December 2025 at 09:00 for the purposes of:

- Considering and, if deemed fit, adopting, with or without modification, the financial statements of the company for the year ended 30 June 2025;
- Re-electing retiring directors;
- Re-appointing auditors;
- Considering and, if deemed fit, adopting, with or without modification, the special and ordinary resolutions set out below; and
- Transacting any other business as may be transacted at an annual general meeting.

The record date to receive notice of the annual general meeting is Friday, 17 October 2025. The record date to participate in and vote at the annual general meeting is Friday, 28 November 2025, and the last day to trade is Tuesday, 25 November 2025.

Special Resolutions

SPECIAL RESOLUTION 1: SHARE REPURCHASES

"The directors are authorised to approve and implement the acquisition by the company (or by a subsidiary of the company from time to time) of shares issued by the company by way of a general authority, which shall only be valid until the company's next annual general meeting, unless it is then renewed, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this special resolution, whichever period is the shorter, in terms of the Companies Act 71 of 2008 and the Requirements of the JSE Limited ("the JSE") which provide, inter alia, that the company (or a subsidiary of the company) may only make a general repurchase of its shares subject to:

- a) the repurchase being implemented through the order book operated by the JSE trading system, without any prior understanding or arrangement between the company and the counter party;
- b) the company being authorised thereto by its Memorandum of Incorporation;

- c) repurchases not being made at a price greater than 10% (ten percent) above the weighted average of the market value of the shares for the 5 (five) business days immediately preceding the date on which the transaction was affected;
- d) an announcement being published as soon as the company has repurchased ordinary shares constituting, on a cumulative basis, 3% (three percent) of the initial number of ordinary shares, and for each 3% (three percent) in aggregate of the initial number of ordinary shares repurchased thereafter, containing full details of such repurchases;
- e) repurchases not exceeding 20% (twenty percent) in aggregate of the company's issued ordinary share capital in any one financial year;
- f) the company and/or its subsidiaries not repurchasing securities during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements unless a repurchase programme is in place, where dates and quantities of shares to be traded during the prohibited period are fixed and full details of the programme have been disclosed in writing to the JSE; and
- g) the company only instructing one independent third-party on its behalf."

The directors, having considered the effects of the repurchase of the maximum number of ordinary shares in terms of the foregoing general authority, are of the opinion that for a period of 12 (twelve) months after the date of the notice of the annual general meeting:

- the company and the group will be able, in the ordinary course of business, to pay its debts;
- the consolidated assets of the company and the group, fairly valued in accordance with generally accepted accounting practice will exceed the consolidated liabilities of the company and the group; and
- the company's and the group's ordinary share capital, reserves and working capital will be adequate for ordinary business purposes.

The following additional information, some of which may appear elsewhere

in the integrated annual report of which this notice forms part, is provided in terms of the JSE Listings Requirements for purposes of this general authority:

- Major beneficial shareholders – page 91.
- Share capital of the company – page 72.
- Directors' interest in securities – page 48.

DIRECTORS' RESPONSIBILITY STATEMENT

The directors, whose names appear on pages 15 to 16 of the integrated annual report of which this notice forms part, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution and certify that, to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the special resolution contains all required information.

MATERIAL CHANGES

Other than the facts and developments reported on in the integrated annual report, there have been no material changes in the affairs or financial position of the company and its subsidiaries since the date of signature of the audit report and up to the date of this notice. The directors have no specific intention, at present, for the company or a subsidiary to repurchase any of its shares but consider that such a general authority should be put in place should an opportunity to do so present itself during the year which is in the best interests of the company and its shareholders.

REASON FOR AND EFFECT OF SPECIAL RESOLUTION 1

The reason for and effect of the special resolution is to grant the directors of the company a general authority in terms of the Companies Act 71 of 2008 and the JSE Listings Requirements for the repurchase by the company (or by a subsidiary of the company) of the company's shares.

The directors believe that the company should retain the flexibility to take action if future acquisitions of its shares were considered desirable and in the

best interests of the company and its shareholders. The directors shall ensure at the time of the company's commencement of any acquisitions of its own shares, after considering the effect of acquisitions, up to the maximum limit, of the company's issued ordinary shares, that they are of the opinion that if such acquisitions were implemented:

- The company and the group would be able in the ordinary course of business to pay its debts for a period of 12 months after the repurchase;
- The assets of the company and the group would be in excess of the liabilities of the company and the group for a period of 12 months after the repurchase. For this purpose, the assets and liabilities would be recognised and measured in accordance with the accounting policies used in the latest audited Group consolidated annual financial statements; and
- The ordinary capital and reserves of the company and the group would be adequate for ordinary business purposes for a period of 12 months after the date of the notice issued in respect of the Annual General Meeting, and the working capital of the company and the group would be adequate in the ordinary course of business for a period of 16 months after the date of the repurchase.

SPECIAL RESOLUTION 2: DIRECTORS' FEES

"The payment to the non-executive directors of the following fees for services as directors with effect from the date of this annual general meeting until the company's 2025 annual general meeting, be authorised:

REASON FOR AND EFFECT OF SPECIAL RESOLUTION 2

The reason for special resolution 2 is to comply with the provisions of section 66(9) of the Companies Act 71 of 2008. The effect of the special resolution is that, if approved by the shareholders at the annual general meeting, the fees payable to non-executive directors until the 2025 annual general meeting will be as set out below. Executive directors are not remunerated for their services as directors but are remunerated as employees of the company.

The table below has been proposed to ensure that the remuneration of non-executive directors remains competitive in order to enable the company to retain and attract persons of the calibre, appropriate capabilities, skills and experience required to make meaningful contributions to the company.

SPECIAL RESOLUTION 3 – GENERAL AUTHORITY TO PROVIDE FINANCIAL ASSISTANCE TO SUBSIDIARIES AND OTHER RELATED AND INTERRELATED ENTITIES IN TERMS OF SECTIONS 44 AND 45 OF THE COMPANIES ACT.

"Resolved that the directors of the company may, to the extent required by the Companies Act, and subject to compliance with the requirements of the company's MOI and the JSE Listings Requirements, authorise the company to provide direct or indirect financial assistance, including by way of loan, guarantee, the provision of security or otherwise, to any of its present or future subsidiaries and/or any other company or entity that is or becomes related or inter-related to the company or any of its subsidiaries, and/or to any shareholder of such subsidiary or related or inter-related company or entity, all as

contemplated in sections 44 and/or 45 of the Companies Act, for such amounts and on such terms and conditions as the directors of the company may determine." Which approval will be in place for a period of two years from the date of adoption of this special resolution number 3."

EXPLANATORY NOTE:

This resolution is to authorise the provision by the company of financial assistance to subsidiaries and other related and inter-related entities (as defined in section 2 of the Companies Act), specifically and only for the purpose of facilitating the group's normal commercial and financing activities within and among group companies.

This Special Resolution 3 deliberately excludes from its scope any reference to "any person" (as provided for in section 44 of the Companies Act) and excludes from its ambit "directors and officers" (as provided for in section 45 of the Companies Act).

In the absence of Special Resolution 3 the company would be unable to undertake its normal day-to-day business and financing operations within the group.

REASON FOR AND EFFECT OF SPECIAL RESOLUTION 3

1. In terms of section 44 of the Companies Act, to authorise the directors of the company to permit the company to provide financial assistance to the entities reflected in the text of the Special Resolution for the purpose of, or in connection with, the subscription for any securities or options issued or to be issued by the company or any company related or inter-related to the company, or for the purchase of any securities of the company or a company related or inter-related to the company; and

NON-EXECUTIVE DIRECTORS	FEE (2024/2025) R	PROPOSED FEE (2025/2026) R	BOARD	AUDIT & RISK COMMITTEE	BOARD GOVERNANCE & REMUNERATION COMMITTEE	TRANSFORMATION, SOCIAL & ETHICS COMMITTEE
HA Botha	422 017	455 000	Member	Chairman	Chairman	
SY Mahlangu	406 702	435 000	Member	Member		Member
DJJ Thomas	587 080	630 000	Chairman		Member	Member
SP van der Linde	418 105	455 000	Member	Member	Member	Chairman

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

2. In terms of section 45 of the Companies Act, to grant the directors of the company a general authority to authorise the company to grant direct or indirect financial assistance, including in the form of loans or the guaranteeing of their debts to (among others) the category of persons set out in the text of the resolution, subject to the board not authorising any financial assistance to any such persons unless it is satisfied that:

- Considering all reasonably foreseeable financial circumstances of the company at that time, the company will, immediately after providing such financial assistance, satisfy the solvency and liquidity test stipulated in the Companies Act;
- The terms under which the financial assistance is proposed to be given are fair and reasonable to the company; and
- Any conditions or restrictions in respect of the granting of financial assistance set out in the company's MOI have been satisfied.

Ordinary Resolutions

ORDINARY RESOLUTION 1: ADOPTION OF FINANCIAL STATEMENTS

"The financial statements of the company for the year ended 30 June 2025 are received and adopted."

ORDINARY RESOLUTION 2: SIGNATURE OF DOCUMENTATION

"A director of the company or the company secretary is hereby authorised to sign all such documentation and do all such things as may be necessary for or incidental to the implementation of Special Resolution numbers 1, 2 and 3 and Ordinary Resolutions numbers 1, 2, 3, 4, 5, 6, 7 and 8 which are passed by the shareholders."

ORDINARY RESOLUTION 3.1: NON-BINDING ADVISORY VOTE ON THE COMPANY'S REMUNERATION POLICY

"To approve in accordance with the recommendations of King IV™, through a non-binding advisory vote, the company's remuneration policy as set out in the financial statements for the year ended 30 June 2025."

As this is not a matter that is required to be resolved or approved by shareholders, no minimum voting threshold is required.

Nevertheless, for record purposes, the minimum percentage of voting rights that is required for this resolution to be adopted as a non-binding advisory vote is 25% of the voting rights plus 1 (one) vote to be cast on the resolution. If the remuneration policy is voted against by 25% or more of the votes exercised the company will in its results announcement pursuant to paragraph 3.84(j) of the JSE Listings Requirements provide the following:

- An invitation to dissenting shareholders to engage with the company; and
- The manner and timing of such engagement.

ORDINARY RESOLUTION 3.2: NON-BINDING ADVISORY VOTE ON THE COMPANY'S IMPLEMENTATION REPORT

"To approve in accordance with the recommendations of King IV™, through a non-binding advisory vote, the company's implementation report as set out in the financial statements for the year ended 30 June 2025."

As this is not a matter that is required to be resolved or approved by shareholders, no minimum voting threshold is required.

Nevertheless, for record purposes, the minimum percentage of voting rights that is required for this resolution to be adopted as a non-binding advisory vote is 25% of the voting rights plus 1 (one) vote to be cast on the resolution. If the implementation report is voted against by 25% or more of the votes exercised the company will in its results announcement pursuant to paragraph 3.84(j) of the JSE Listings Requirements provide the following:

- An invitation to dissenting shareholders to engage with the company; and
- The manner and timing of such engagement.

ORDINARY RESOLUTION 4: RE-ELECTION OF DIRECTOR

"HA Botha be and is re-elected as a director of the company."

An abridged curriculum vitae for HA Botha is set on page 16 of the integrated annual report of which this notice forms part.

ORDINARY RESOLUTION 5: RE-ELECTION OF DIRECTOR

"SY Mahlangu be and is re-elected as a director of the company."

An abridged curriculum vitae for SY Mahlangu is set on page 16 of the integrated annual report of which this notice forms part.

ORDINARY RESOLUTION 6: APPOINTMENT OF AUDIT & RISK COMMITTEE MEMBERS

"Resolved that the members of the company's audit & risk committee set out below be and are hereby appointed with effect from the end of this annual general meeting in terms of section 94(2) of the Companies Act 71 of 2008.

The membership as proposed by the board of directors is HA Botha (Chairman) (subject to his re-election in terms of ordinary resolution number 4), SY Mahlangu (subject to her re-election in terms of ordinary resolution number 5) and SP van der Linde all of whom are independent non-executive directors."

A brief curriculum vitae in respect of the above audit & risk committee members is included on page 16 of the integrated annual report of which this notice forms part.

ORDINARY RESOLUTION 7: APPOINTMENT OF TRANSFORMATION, SOCIAL & ETHICS COMMITTEE MEMBERS

"Resolved that the members of the company's transformation, social & ethics committee set out below be and are hereby appointed with effect from the end of this annual general meeting in terms of section 72(9A)(a) made under the Companies Amendment Act, No. 16 of 2024 (Companies Act Amendments).

The membership as proposed by the board of directors is SP van der Linde (Chairman), DJJ Thomas and SY Mahlangu (subject to her re-election in terms of ordinary resolution 5) all of whom are non-executive directors."

A brief curriculum vitae in respect of the above transformation, social & ethics members is included on page 16 of the integrated annual report of which this notice forms part.

ORDINARY RESOLUTION 8: REAPPOINTMENT OF AUDITORS

"BDO South Africa Incorporated be and are reappointed as auditors of the company with Shameera Amiroodien as the individual registered auditor."

In order for each of ordinary resolutions 1, 2, 3, 4, 5, 6, 7 and 8 to be adopted, the support of a majority of the total number of votes exercisable by shareholders, present in person or by proxy, is required.

VOTING AND PROXIES

A shareholder of the company entitled to attend and vote at the general meeting is entitled to appoint one or more proxies (who need not be a shareholder of the company) to attend, vote and speak in his/her stead.

On a show of hands, every shareholder of the company present in person or represented by proxy shall have one vote only. On a poll, every shareholder of the company present in person or represented by proxy shall have one vote for every share held in the company by such shareholder.

Dematerialised shareholders who have elected own name registration in the sub-register through a Central Securities Depository Participant (CSDP) and who are unable to attend but wish to vote at the annual general meeting, should complete and return the attached form of proxy and lodge it with the transfer secretaries of the company. Shareholders who have dematerialised their shares through a CSDP or broker rather than through own name registration and who wish to attend the annual general meeting must instruct their CSDP or broker to issue them with the necessary authority to attend. If such shareholders are unable to attend, but wish to vote at the annual general meeting, they should timeously provide their CSDP or broker with their voting instructions in terms of the custody agreement entered into between that shareholder and his/her CSDP or broker.

Forms of proxy may also be obtained on request from the company's registered office. The completed forms of proxy must be deposited at, posted or faxed to the company's transfer secretaries, Computershare Investor Services (Pty) Ltd, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132) by 09:00am on Wednesday, 3 December 2025.

Any member who completes and lodges a form of proxy will nevertheless be entitled to attend and vote in person at the annual general meeting should the member subsequently decide to do so.



H van Niekerk
Company Secretary
10 October 2025

Registered office
331 6th Street, Wynberg, Sandton
PO Box 39601, Bramley, 2018
Telefax: (011) 887 0434

Transfer secretaries
Computershare Investor Services (Pty) Ltd
Rosebank Towers, 15 Biermann Avenue
Rosebank, 2196, Private Bag X9000,
Saxonwold, 2132
Telefax: (011) 688 5200

FORM OF PROXY

**FOR USE AT THE ANNUAL
GENERAL MEETING ON FRIDAY
5 DECEMBER 2025 AT 09:00**



Transpaco Limited
("Transpaco" or "the company")
Registration number: 1951/000799/06
Share code: TPC
ISIN: ZAE000007480

For use by the holders of the company's certificated ordinary shares ("certificated shareholders") and/or dematerialised ordinary shares held through a Central Securities Depository Participant ("CSDP") or broker who have selected own-name registration ("own-name dematerialised shareholders") at the annual general meeting of the company to be held at 09:00 on Friday, 5 December 2025, or at any adjournment thereof if required. Additional forms of proxy are available from the transfer secretaries of the company.

Not for use by holders of the company's dematerialised ordinary shares who have not selected own-name registration. Such shareholders must contact their CSDP or broker timeously if they wish to attend and vote at the annual general meeting and request that they be issued with the necessary authorisation to do so or provide the CSDP or broker timeously with their voting instructions should they not wish to attend the annual general meeting in order for the CSDP or broker to vote in accordance with their instructions at the annual general meeting.

I/We (Name in block letters) _____ of _____ being the registered holder of _____ shares, do appoint: _____ or failing him/her _____ or failing him/her, the chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the company to be held on Friday, 5 December 2025 at 09:00 and at any adjournment thereof

Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. Unless this is done the proxy will vote as he/she thinks fit.

	In favour of	Against	Abstain
SPECIAL RESOLUTIONS			
1. To authorise the company or its subsidiaries to repurchase the company's shares			
2. To approve the fees of non-executive directors			
3. To approve financial assistance in terms of section 44 and 45 of the Companies Act 71 of 2008			
ORDINARY RESOLUTIONS			
1. To receive and adopt the financial statements for the year ended 30 June 2025			
2. To authorise the signature of documentation			
3.1 To approve the company's remuneration policy			
3.2 To approve the company's implementation report			
4. To re-elect HA Botha as a director of the company			
5. To re-elect SY Mahlangu as a director of the company			
6. To appoint members of the audit & risk committee			
6.1 To appoint HA Botha as a member of the audit & risk committee			
6.2 To appoint SY Mahlangu as a member of the audit & risk committee			
6.3 To appoint SP van der Linde as a member of the audit & risk committee			
7. To appoint members of the transformation, social & ethics committee			
7.1 To appoint SP van der Linde as a member of the transformation, social & ethics committee			
7.2 To appoint DJJ Thomas as a member of the transformation, social & ethics committee			
7.3 To appoint SY Mahlangu as a member of the transformation, social & ethics committee			
8. To re-appoint BDO South Africa Incorporated as auditors of the company with Shameera Amiroodien being the individual registered auditor			

Signed at _____ on _____ 2025.

Signature _____ (Assisted by if applicable) _____

Please read notes on reverse.

FORM OF PROXY

NOTES TO THE FORM OF PROXY

1. Each shareholder is entitled to appoint one proxy and alternate proxies (none of whom need be a shareholder of the company) to attend, speak and vote in place of that shareholder at the annual general meeting.
2. Shareholder(s) that are certificated or own-name dematerialised shareholders may insert the name of a proxy in the space/s provided, with or without deleting "the chairperson of the general meeting", but any such deletion must be initialled by the shareholder(s). The person whose name stands first on the form of proxy and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow.
3. If no proxy is named on a lodged form of proxy, the chairperson shall be deemed to be appointed as the proxy.
4. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by the shareholder in the appropriate box provided. Failure to comply with the above will be deemed to authorise the proxy, in the case of any proxy other than the chairperson, to vote or abstain from voting as deemed fit and in the case of the chairperson to vote in favour of the resolution.
5. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder, but the total of the votes cast or abstained may not exceed the total of the votes exercisable in respect of the shares held by the shareholder.
6. Forms of proxy must be lodged at, posted, faxed or emailed to the company's transfer secretaries,
7. Computershare Investor Services (Pty) Ltd, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132) Telefax: (+27) 011 688 5238 or email: proxy@computershare.co.za.
8. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to do so. Where there are joint holders of shares, the vote of the first joint holder who tenders a vote, as determined by the order in which the names stand in the register of members, will be accepted.
9. The chairperson of the general meeting may reject or accept any form of proxy which is completed and/or received otherwise than in accordance with these notes, provided that, in respect of acceptances, the chairperson is satisfied as to the manner in which the shareholder concerned wishes to vote.
10. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company or Computershare Investor Services (Pty) Limited or waived by the chairperson of the general meeting.
11. Any alteration or correction made to this form of proxy must be initialed by the signatory/ies.
12. A minor must be assisted by his/her parent guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by Computershare Investor Services (Pty) Limited.
13. Where there are joint holders of any shares, only that holder whose name appears first in the register in respect of such shares need sign this form of proxy.

SHAREHOLDERS' DIARY

Financial year-end	30 June 2025
73 rd annual general meeting	5 December 2025

REPORTS AND RESULTS ANNOUNCEMENTS

Interim report for half-year	Published February
Preliminary annual financial results	Published August
Annual financial statements	Posted October

CORPORATE INFORMATION

TRANSPACO LIMITED

Registration number: 1951/000799/06
Share code: TPC
ISIN ZAE000007480

REGISTERED OFFICE

Address: 331 - 6th Street, Wynberg, Sandton, 2090
Postal address: PO Box 39601, Bramley, 2018
Telephone: (011) 887 0430
Fax: (011) 887 0434
Email: transpaco@transpaco.co.za
Website: www.transpaco.co.za

COMPANY SECRETARY

H van Niekerk B.Compt. (Hons) CA(SA)
Address: 331 6th Street, Wynberg, Sandton, 2090
Postal address: PO Box 39601, Bramley, 2018
Telephone: (011) 887 0430
Fax: (011) 887 0434
Email: hendrik@transpaco.co.za

TRANSFER SECRETARIES

Computershare Investor Services (Pty) Limited
Address: Rosebank Towers, 15 Biermann Avenue, Rosebank
Postal address: PO Box 61051, Marshalltown, 2107

EXTERNAL AUDITORS

BDO South Africa Incorporated
Address: Wanderers Office Park, 52 Corlett Drive, Illovo, Johannesburg, 2196
Postal address: Private Bag X9000, Saxonwold, 2132

BANKERS

First National Bank Limited
ABSA Bank Limited
Standard Bank Limited

SPONSOR

Investec Bank Limited

B"H

www.transpaco.co.za