



LA CONCORDE

Registration number: 2009/012871/06

LA CONCORDE HOLDINGS LIMITED

**NOTICE OF ANNUAL GENERAL MEETING AND
SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS**

for the year ended 31 March 2022

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SUMMARISED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		As at 31 March 2022	As at 31 March 2021
	Notes	R'000	R'000
ASSETS			
Non-current assets		252 709	174 920
Property, plant and equipment		6 571	2 416
Right-of-use assets		164	-
Investment properties	4	192 813	131 314
Intangible assets		145	64
Investment in associate	5	15 821	12 187
Other financial assets	6	31 598	19 022
Deferred tax	7	3 809	8 182
Finance lease receivable	8	1 788	1 735
Current assets		93 498	107 923
Trade and other receivables		3 595	2 533
Inventory		575	287
Taxation		2 204	2 437
Cash and cash equivalents	9	87 124	102 666
Non-current assets held for sale	11	346	374
Total assets		346 553	283 217
EQUITY AND LIABILITIES			
Equity		236 281	221 831
Ordinary share capital		1	1
Share premium		408 986	408 986
Retained losses		(178 608)	(192 087)
Non-controlling interest		5 902	4 931
Non-current liabilities		99 212	51 391
Borrowings	10	77 122	31 820
Lease liability	8	1 928	1 735
Deferred taxation	7	20 162	17 836
Current liabilities		11 060	9 995
Trade and other payables		4 189	4 783
Current portion of borrowings	10	6 871	5 212
Total equity and liabilities		346 553	283 217

SUMMARISED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Year ended 31 March 2022	Year ended 31 March 2021
	R'000	R'000
Revenue*	9 822	7 765
Property rental income*	11 652	10 965
Income	21 474	18 730
Other operating expenses and income	(19 367)	(19 729)
Depreciation and amortisation	(819)	(906)
Operating profit/(loss)	1 288	(1 905)
Investment income	7 078	6 358
Fair value adjustments of financial instruments	12 576	(1 201)
Investment surplus/(deficit)	29	(350)
Share of equity-accounted earnings	4 842	2 310
Finance costs	(4 592)	(2 865)
Profit before taxation	21 221	2 347
Taxation	(6 698)	3 999
Profit for the year	14 523	6 346
Attributable to:		
Equity holders of the parent	13 552	5 771
Non-controlling interest	971	575
	14 523	6 346
Earnings per share (cents)		
Basic earnings	21.1	9.0
Headline earnings	16.9	9.1
Shares in issue		
Number of shares issued ('000)	64 116	64 366
Shares repurchased ('000)	-	(38)
Net weighted average number of shares in issue	64 116	64 328

* In the prior financial years' income an amount of R967 000 was reclassified to revenue to more accurately reflect the nature of the income. This is consistent with the treatment in the current financial year. This reclassification had no impact on the profit for the year.

SUMMARISED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Year ended 31 March 2022	Year ended 31 March 2021
	R'000	R'000
Balance at the beginning of the year	221 831	206 102
Total comprehensive income for the year	14 523	6 346
Repurchase of shares	-	(818)
Dividends forfeitures	(73)	10 201
	236 281	221 831

SUMMARISED CONSOLIDATED STATEMENT OF CASH FLOWS

	Notes	Year ended 31 March 2022	Year ended 31 March 2021
		R'000	R'000
Cash flows from operating activities			
Net cash from operating activities		(833)	(4 834)
Cash utilised by operations	9	(3 581)	(3 252)
Changes in working capital	9	(1 890)	1 404
Cash utilised by operating activities		(5 471)	(1 848)
Investment income		7 078	6 358
Finance costs		(2 600)	(2 865)
Taxation paid	9	233	(6 479)
Dividends paid		(73)	-
Cash flows from investing activities		(59 370)	60 619
Dividends received		1 208	226
Additions to investment property		(59 365)	(12 964)
Additions to property, plant and equipment		(4 910)	(463)
Proceeds on disposal of property, plant and equipment		3 416	820
Proceeds on disposal of investments		401	73 000
Intangible assets acquired		(120)	-
Cash flows from financing activities		44 661	(128)
Ordinary shares repurchased		-	(818)
Borrowings raised		46 011	1 399
Borrowings repaid		(1 350)	(709)
Cash and cash equivalents			
Movements		(15 542)	55 657
At the beginning of the year		102 666	47 009
At the end of the year		87 124	102 666

NOTES TO THE SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS

1 BASIS OF PREPARATION AND ACCOUNTING POLICIES

The results for the year ended 31 March 2022 have been prepared in accordance with International Financial Reporting Standards ("IFRS"), IAS 34 *Interim Financial Reporting*, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council and the requirements of the South African Companies Act, No. 71 of 2008 (as amended). The accounting policies of the group are consistent with those applied for the year ended 31 March 2021. These financial statements were prepared under the supervision of the director, Mr AF Pereira CA(SA).

2 AUDITOR'S NOTE

The summarised consolidated financial statements are extracted from audited information but is not itself audited. The annual financial statements were audited by PricewaterhouseCoopers Inc., who expressed an unmodified opinion thereon. The audited annual financial statements and the auditor's report thereon are available for inspection at the company's registered office or on the La Concorde website, www.laconcordeholdings.co.za, or alternatively requested by sending an e-mail to shares@laconcordeholdings.co.za. The directors take full responsibility for the preparation of the summary consolidated financial statements and that the financial information has been correctly extracted from the underlying annual consolidated financial statements.

3 SEGMENTS

The group is an investment company. No separately identifiable operating segments exist, other than the income received from the properties of which the financial effects are disclosed in the financial statements.

4 INVESTMENT PROPERTIES

	2022	2021
	R'000	R'000
Investment properties at fair value	188 853	129 379
Non-current operating lease equalisation asset	3 960	1 935
	192 813	131 314
Reconciliation of carrying value		
At the beginning of the year	131 314	189 439
Transfer to non-current assets held for sale	(346)	(374)
Additions	59 820	12 870
Disposals	-	(72 556)
Movements in non-current operating lease equalisation assets	2 025	1 935
At the end of the year	192 813	131 314

Investment properties are stated at fair value.

The group determined the fair values of the assets using directors' valuations, using a combination of the free cash flow, direct comparable sales and actual capitalised construction cost method, as required by the Board. The directors perform valuations annually.

Investment property is in level 3 of the fair value hierarchy.

The investment properties were fairly valued by suitably qualified independent valuers with recent experience in similar properties in similar areas for the year ended 31 March 2019. During the year ended 31 March 2021 the same valuers reviewed the reasonableness of the assumptions applied in the directors' valuation.

The directors evaluated the fair values using similar principles used by the valuers during 2019 to determine the fair values of the investment property for the year ended 31 March 2022.

The directors analysed the values of the properties by considering all incomparable characteristics and their potential influence on the sales prices.

The fair value of the investment properties owned by the group, totalling R192.8 million at 31 March 2022 was arrived at on the basis of directors' valuation. The fair value of the vacant land, totalling R0.9 million, was determined by applying the direct comparable sales method. The fair value of the Laborie Estate (which includes accommodation buildings, other buildings, agricultural land and a residential house), totalling R66.9 million, was determined by applying the free cash flow, depreciated cost valuation and direct comparable sales techniques, and commercial buildings with a fair value of R125 million were valued using the free cash flow method, direct comparable sales method and actual capitalised construction costs.

NOTES TO THE SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

4 INVESTMENT PROPERTIES *(continued)* Significant unobservable inputs were as follows:

	2022	2021
	%	%
Accommodation buildings		
Rental growth rate	6.0	6.0
Cost growth rate	6.0	8.0
Occupation rate	40.0 - 50.0	40.0 - 50.0
Exit capitalisation rate	10.5	10.5
Discount rate	16.0	15.3
Commercial buildings		
Rental growth rate	6.0	6.0
Cost growth rate	8.0	8.0
Occupation rate	100.0	100.0
Exit capitalisation rate	9.8	10.0
Discount rate	14.5	14.8
	2022	2021
	R'000	R'000
Amounts recognised in profit and loss for the year:		
Rental income and recoveries from investment property	21 474	18 730
Direct operating expenses from rental-generating property	(19 367)	(19 729)
	2 107	(999)
Contractual rent receivable:		
- within one year (included in trade and other receivables)	9 981	4 874
- within two to five years	46 232	22 598
- after five years	49 211	25 184
	105 424	52 656
Investment properties consist of:		
Erf 31403, Main Street House, Paarl, Western Cape	4 212	4 000
Erf 11919, De Hoop Farm, Paarl, Western Cape, in extent of 3.3 ha	125 000	68 463
Erf 212, 213, 214 and 224, Klapmuts erven, in extent of 4 788 m ²	950	1 296
Erf 13004, Paarl, Western Cape, in extent of 44.3918 ha	62 651	57 555
	192 813	131 314

5 INVESTMENT IN ASSOCIATE

Name of associate	Place of business	Principal activity	Group interest		2022 R'000	2021 R'000	
			2022 %	2021 %			
Paarl Vallei Bottling Company Proprietary Limited	South Africa	Bottling	30.9	30.9	15 821	12 187	
Group							
Reconciliation of investment in associate							
At the beginning of the year						12 187	10 103
Share of the profits						4 842	2 310
Dividend received						(1 208)	(226)
						15 821	12 187

The value of the Company's investment in Paarl Vallei Bottling Company Proprietary Limited was reviewed based on forecast volumes and profitability.

NOTES TO THE SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

6 OTHER FINANCIAL ASSETS

	2022 R'000	2021 R'000
Financial assets carried at fair value through profit or loss		
Equity securities	31 598	19 022
Non-current portion	31 598	19 022

Fair value of equity securities carried at fair value through profit or loss

The fair value of the listed equity instruments was determined using the quoted price available for the instruments.

7 DEFERRED TAXATION

	2022 R'000	2021 R'000
Movements in deferred taxation		
At the beginning of the year	(9 654)	(16 671)
Realisation of fair value remeasurements	576	9 064
Accelerated tax allowances	(1 558)	(149)
Provisions and accruals	44	(103)
Assessed losses	1 775	258
Fair value remeasurements of listed and unlisted shares	(7 008)	(1 511)
Lease smoothing	(528)	(542)
At the end of the year	(16 353)	(9 654)
Analysis of deferred taxation		
Accelerated tax allowances	(4 813)	(3 255)
Fair value remeasurements	(11 685)	(12 261)
Provisions and accruals	192	148
Assessed losses	2 425	650
Fair value remeasurements of listed and unlisted shares	(1 402)	5 606
Lease smoothing	(1 070)	(542)
	(16 353)	(9 654)
Composition of deferred taxation		
Deferred taxation assets	3 809	8 182
Deferred taxation liabilities	(20 162)	(17 836)
	(16 353)	(9 654)

Deferred tax is calculated on all temporary differences by using the liability method and applying a tax rate of 27% (2021: 28%). On 23 February 2022 the Minister of Finance announced a 1% decrease in the corporate tax rate for all companies with a tax year ending on or after 31 March 2023. The new tax rate of 27% was substantively enacted by 31 March 2022 and has therefore been applied to all deferred tax balances which are expected to reverse after 1 April 2022.

NOTES TO THE SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

8 LEASES

Nature of leasing activities (in the capacity as lessee)

The group leases land from the Stellenbosch Municipality. The lease rentals are payable annually and escalates at the consumer price index rate. The lease has a remaining term of 19 years at the end of the current financial year.

	Land and buildings R'000	Total R'000
Reconciliation of carrying value: finance lease receivable		
2022		
Carrying value as at 1 April 2021	1 735	1 735
Interest income	178	178
Lease receipts	(125)	(125)
Carrying value as at 31 March 2022	1 788	1 788
2021		
Carrying value as at 1 April 2020	1 705	1 705
Interest income	175	175
Lease receipts	(145)	(145)
Carrying value as at 31 March 2021	1 735	1 735

	Other equipment R'000	Land and buildings R'000	Total R'000
Reconciliation of carrying value: lease liabilities			
2022			
Carrying value as at 1 April 2021	-	1 735	1 735
Finance costs	-	178	178
Lease payments	(25)	(150)	(175)
Additions	190	-	190
Carrying value as at 31 March 2022	165	1 763	1 928
2021			
Carrying value as at 1 April 2020	-	1 705	1 705
Finance costs	-	175	175
Lease payments	-	(145)	(145)
Carrying value as at 31 March 2021	-	1 735	1 735

The table below analyses the group's lease liabilities into relevant maturity groupings based on the remaining period at the statement of financial position date to the contractual maturity date. The amounts disclosed are the contractual undiscounted cash flows.

	Less than one year R'000	Between one and five years R'000	Over five years R'000	Total R'000
2022				
Lease liabilities	156	696	3 981	4 833
2021				
Lease liabilities	150	669	4 133	4 952

Residual value guarantees

None of the group's lease contracts contain residual value guarantees.

Committed leases not yet commenced

The group has not committed to any lease contracts which had not commenced by the reporting date.

Encumbrances

Lease agreements do not impose any covenants. Leased assets may not be used as security for borrowing purposes.

NOTES TO THE SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

9 NOTES TO THE CASH FLOW STATEMENT

	2022 R'000	2021 R'000
Cash generated by operations		
Profit for the year	14 523	6 346
Taxation	6 698	(3 999)
Depreciation and amortisation	819	906
Profit on disposal of plant and equipment	(3 416)	(207)
Share of equity-accounted earnings	(4 842)	(2 310)
Fair value adjustments of financial instruments	(12 576)	1 201
Investment income	(7 078)	(6 358)
Finance costs	4 592	2 865
Expected credit loss allowance, net of reversals	54	-
Investment surplus	(29)	350
Operating equipment usage	(190)	-
Lease smoothing	(2 025)	(1 935)
Other non-cash items	(111)	(111)
	(3 581)	(3 252)
Changes in working capital		
Inventory	(288)	(4)
Trade and other receivables	(1 008)	(248)
Trade and other payables	(594)	1 656
	(1 890)	1 404
Taxation paid		
Unpaid at the beginning of the year	2 437	697
Charged to the statement of profit and loss	-	(4 701)
Other	-	(38)
Unpaid at the end of the year	(2 204)	(2 437)
	233	(6 479)
Group		
Cash and cash equivalents		
Bank balances and deposits	87 124	102 666

Fair value of cash and cash equivalents

The carrying value of cash and cash equivalents approximates fair value due to the short-term maturity of these instruments.

10 BORROWINGS

	2022 R'000	2021 R'000
Bank mortgages	80 242	33 281
Loans from non-controlling interests	3 751	3 751
	83 993	37 032
Current portion of borrowings	(6 871)	(5 212)
	77 122	31 820
Secured	80 242	33 281
Unsecured	3 751	3 751
	83 993	37 032

Loans from non-controlling interests, which includes an amount of R3.8 million (2021: R3.8 million) owing to Bell Vue Developments Proprietary Limited, are unsecured, bear no interest and have no fixed terms of repayment.

The bank borrowings bear interest at an effective rate of 7.43% (the fixed borrowings bear interest at 8.7% and the variable borrowings bear interest at prime less 1% and three-month JIBAR plus 2.6%). The facility is repayable in 60 instalments with a residual of approximately 73% maturing approximately 7 July 2025 and 5 April 2027.

NOTES TO THE SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

10 BORROWINGS *(continued)*

Movements in the carrying value of borrowings are as follows:

	Long-term borrowings R'000	Short-term borrowings R'000	Total R'000
Group			
2022			
Carrying value at the beginning of the year	31 820	5 212	37 032
Cash flows			
Raising of new debt	45 302	709	46 011
Interest paid	-	(2 600)	(2 600)
Debt repayments	-	(1 350)	(1 350)
Non-cash			
Interest capitalised	-	4 744	4 744
Amortisation of raising fees	-	156	156
Carrying value at the end of the year	77 122	6 871	83 993
2021			
Carrying value at the beginning of the year	33 046	3 296	36 342
Cash flows			
Raising of new debt	1 399	-	1 399
Debt repayments	-	(709)	(709)
Non-cash			
Transfer between long-term and short-term borrowings	(2 625)	2 625	-
Carrying value at the end of the year	31 820	5 212	37 032

The following represents the book value of the security for these borrowings:

	2022 R'000	2021 R'000
Investment properties*	125 000	68 463
Maturity of these borrowings are as follows:		
Due within one year	6 871	5 212
Due within one to two years	3 866	1 762
Due within two to five years	73 256	5 224
Due after five years	-	24 834
	83 993	37 032
	%	%
Weighted average effective interest rates	7.43	7.89

* Investment properties, with a carrying value of R125 million (2021: R68.5 million), relates to La Concorde Builders Precinct properties over which mortgage bonds have been registered in favour of the debt providers to La Concorde Group included in borrowings.

All funding is denominated in South African Rands and bear a floating (R9.6 million) and fixed (R22.5 million) rate. At 31 March 2022 the carrying value of borrowings approximates their fair value as market-related interest rates apply.

NOTES TO THE SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

11 NON-CURRENT ASSETS HELD FOR SALE

	2022	2021
	R'000	R'000
Non-current assets classified as held for sale	346	374

The non-current asset held for sale is an investment property, Erf 213, Klapmuts (2021: Erf 223, Klapmuts).

12 EVENTS AFTER REPORTING PERIOD

The directors have concluded a sale agreement in February 2022 in terms of which Erf 213, Klapmuts, was sold for R0.43 million. The transfer was successfully completed on 1 June 2022.

No other material events which may have a significant influence on the financial position of the group occurred between the end of the financial period and the date of circulation of the financial results.

13 GOING CONCERN

The directors reviewed the 2023 forecast to assess the impact of the coronavirus pandemic and no risks were identified which would impact the Company's status as a going concern. The directors believe that the Company has adequate financial resources to continue in operation for the foreseeable future and accordingly the annual financial statements have been prepared on a going concern basis.

14 DIVIDENDS

The Board has resolved not to declare a final dividend.

COMMENTARY

The assets of La Concorde consist of investment property, art and cash, as well as Frontier Transport Holdings Limited ("FTH") shares acquired during the acquisition and distribution of the group's interest in that company. Further development of properties is continuously being considered, however, the current zoning of these properties will naturally result in delays.

During the period the income generated mainly consisted of rental income, recoveries of utilities and operating expenses, restaurant and accommodation sales, and interest and dividend income.

Operating expenses mainly consist of utility expenses, food and beverage cost, management fees, salaries, and repairs and maintenance required for the management of the properties.

Fair value adjustments to shares resulted from the increase in the traded price of FTH shares. During the current period a dividend of R2.9 million was received from FTH.

The group completed the erection of the Food Lover's Market ("FLM") building on the De Hoop Farm. FLM commenced trading in August 2021. During October 2021 the group concluded an offer to lease with Sportsmans Warehouse and Outdoor Warehouse for a building to be erected on the De Hoop Farm. The expected opening is during September 2022.

The coronavirus pandemic had a significant impact on the operations of the group during the first half of 2022. The group has seen an improvement in its operations, with positive signs from the new ventures entered into. The longevity of the pandemic and consequent impact on the future profitability of the Company's business, however, continues to be monitored by the Board.

Signed on behalf of the Board of directors

Cisco Pereira
Director

Cape Town
29 July 2022

NOTICE OF ANNUAL GENERAL MEETING



LA CONCORDE HOLDINGS LIMITED
Registration number: 2009/012871/06
Incorporated in the Republic of South Africa
("La Concorde" or "the Company")

NOTICE IS HEREBY GIVEN in terms of section 62 of the Companies Act, 2008, (No. 71 of 2008) as amended ("the Act" or "the Companies Act") that the annual general meeting ("AGM") of the Company will be held on Monday, 29 August 2022 at 14:00 and the meeting will be held entirely by electronic communication as permitted by the Companies Act and by the Company's Memorandum of Incorporation ("MOI"), to conduct such business as may lawfully be dealt with at the AGM and to consider and, if deemed fit, pass, with or without modification, the ordinary and special resolutions set out hereunder in the manner required by the Companies Act.

In terms of section 63(1) of the Act, meeting participants (including proxies) will be required to provide reasonably satisfactory identification before being entitled to participate in or vote at the AGM. Acceptable forms of identification include original and valid identity documents, driver's licences and passports.

Shareholders or their duly appointed proxy(ies) who wish to participate in the AGM via electronic communication must apply to Computershare, by sending an e-mail to proxy@computershare.co.za to be received by Computershare by no later than 14:00 on Thursday, 25 August 2022.

Computershare will first validate such requests and confirm the identity of the shareholder in terms of section 63(1) of the Companies Act, and, if the request is validated, further details on using the electronic communication facility will be provided. Computershare will inform participants who notified them of their intended participation by no later than 14:00 on Friday, 26 August 2022 by e-mail of the relevant details through which participants can participate electronically. Shareholders who wish to vote at the meeting, will be e-mailed a ballot form for this purpose. Once completed, the ballot form must be returned to proxy@computershare.co.za.

The cost (e.g. for mobile data consumption or internet connectivity) of electronic participation in the AGM will be carried by the participant.

Shareholders attending the virtual meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting. We encourage you to attend online and participate. We recommend that you log in a few minutes before 14:00, on Monday, 29 August 2022 to ensure you are logged in when the AGM starts.

This document is available in English only. The proceedings at the meeting will be conducted in English.

PRESENTATION OF THE AUDITED ANNUAL FINANCIAL STATEMENTS OF THE COMPANY, INCLUDING THE REPORTS OF DIRECTORS, EXTERNAL AUDITORS AND THE AUDIT COMMITTEE, FOR THE YEAR ENDED 31 MARCH 2022

In terms of the Act, the audited annual financial statements of Company (including the reports of the directors and the audit committee) for the year ended 31 March 2022 as approved by the Board of directors will be presented to the shareholders of the Company.

The full annual financial statements are available on the La Concorde website, www.laconcordeholdings.co.za or can alternatively be requested by sending an e-mail to shares@laconcordeholdings.co.za.

ORDINARY RESOLUTION 1: RETIREMENT, RE-ELECTION AND CONFIRMATION OF APPOINTMENT OF DIRECTORS

Clause 22.7 of the Company's MOI determines that no person other than a director retiring at the meeting shall, unless recommended by the directors for election, be eligible for election to the office of director at any AGM unless, not less than 7 (seven) days nor more than 14 (fourteen) days before the day appointed for the meeting, there shall have been given to the secretary notice in writing by some member duly qualified to be present and vote at the meeting, for which such notice is given of the intention of such member to propose such person for election, and also notice in writing signed by the person to be proposed of her/his willingness to be elected.

The directors have recommended the following:

ORDINARY RESOLUTION NUMBER 1.1: ELECTION OF MR JAMES ROBERT NICOLELLA AS DIRECTOR "Resolved that Mr JR Nicolella be and is hereby elected as a director of the Company."

Explanation

To elect Mr James Robert Nicolella ("Rob"), who was appointed during the course of the year, and now retires at this AGM in terms of the MOI and who is eligible and available for re-election.

Rob is a chartered accountant and has attended a leadership and development programme (“PLD”) at Harvard University. During his 18-year tenure at Investec Bank, Rob headed the Structured Finance Division (Western Cape) and thereafter, Private Bank Western Cape. He joined the HCI Group in 2011 to develop the HCI Properties portfolio. He is a director on the Boards of Frontier Transport Holdings and Tsogo Sun Hotels. He was appointed to the La Concorde Board in November 2021.

ORDINARY RESOLUTION NUMBER 1.2: ELECTION OF MR YUNIS SHAIK AS DIRECTOR

“Resolved that Mr Y Shaik be and is hereby elected as a director of the Company.”

Explanation

To re-elect Mr Yunis Shaik, who retires at this AGM in terms of the MOI and who is eligible and available for re-election.

Yunis was an attorney of the High Court and in private practice prior to joining HCI in 2014. He is a former deputy general secretary of the Southern African Clothing and Textile Workers Union and a director of Workers’ College. He has served as a senior commissioner to the CCMA in KwaZulu-Natal. He is chairperson of Frontier Transport Holdings and a director of Impact Oil and Gas, Deneb Investments, eMedia Holdings and Tsogo Sun Gaming. He was appointed to the La Concorde Board on 9 March 2017.

ORDINARY RESOLUTION NUMBER 2: APPOINTMENT OF AUDITORS

“Resolved that PricewaterhouseCoopers, and Mr Hugo Zeelie as designated auditor, is hereby appointed as external auditor of the Company for the ensuing year.”

Explanation

In terms of the Act, the Company, being a public company, must have its financial results audited and such auditor of the Company must each year at the Company’s AGM be appointed or reappointed, as the case may be, as an external auditor. The Company’s current external auditor is PricewaterhouseCoopers, which has indicated that Mr Hugo Zeelie will undertake the audit during the financial year ending 31 March 2023.

ORDINARY RESOLUTION NUMBER 3: DIRECTORS’ AUTHORITY TO IMPLEMENT COMPANY RESOLUTIONS

“Resolved that each and every director of the Company be and is hereby authorised to do all such things and sign all such documents as may be necessary for or incidental to the implementation of the resolutions passed at this meeting.”

SPECIAL RESOLUTION NUMBER 1: SHAREHOLDERS’ GENERAL AUTHORISATION OF FINANCIAL ASSISTANCE

“Resolved that, to the extent required by sections 44 and 45 of the Act, the Board of directors of the Company may, subject to compliance with the requirements of the Company’s MOI and the Act, each as presently constituted and as amended from time to time, authorise the Company to provide direct or indirect financial assistance by way of a loan, guarantee, the provision of security or otherwise, to:

- 1.1 any person for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the Company or a related or interrelated company, or for the purchase of any securities of the Company or a related or interrelated company; and/or
- 1.2 any of its present or future subsidiaries and/or any other company or corporation that is or becomes related to or interrelated with the Company for any purpose or in connection with any matter; and/or
- 1.3 any of the present or future directors or prescribed officers (or any person related to any of them or to any company or entity related or interrelated to any of them), or to any other person who is or may be a participant in any current or future employee share plans or other incentive schemes, or any share scheme trust or other entity facilitating any such scheme, for the purpose of, or in connection with, the subscription for any option, or any securities, issued or to be issued by the Company or a related or interrelated company or entity or for the purchase of any securities of the Company or a related or interrelated company, where such financial assistance is provided in terms of any such plan or scheme that does not constitute an employee share scheme that satisfies the requirements of section 97 of the Act.

The financial assistance may be provided at any time during the period commencing on the date of the adoption of this resolution and ending 2 (two) years after such date.”

Explanation

As part of the normal conduct of the business of the Company and its subsidiaries from time to time, the Company, where necessary, provides financial assistance to its related and interrelated companies and entities (as contemplated in the Act) including the provision of guarantees and other forms of security to third parties which provide funding to the Company’s subsidiaries, whether by way of loans, subscribing for shares (including preference shares) or otherwise. In the circumstances and in order to ensure that, among other things, the Company and its subsidiaries and other related and interrelated companies and entities continue to have access to, and are able to appropriately structure their financing for purposes of funding their corporate and working capital requirements, it is necessary that the Company obtains the approval of shareholders in terms of this special resolution number 1.

The Company may furthermore wish to provide financial assistance to its subsidiaries and other related and interrelated companies and corporations including pursuant to the Company’s employee and other share schemes.

NOTICE OF ANNUAL GENERAL MEETING *(continued)*

Sections 44 and 45 of the Companies Act provide that the financial assistance required can only be provided pursuant to a special resolution of the shareholders, adopted within the previous two years, which resolution must have approved such financial assistance either for the specific recipient or generally for a category of potential recipients (and the specific recipient falls within that category), and the directors must be satisfied that:

- immediately after providing the financial assistance, the Company will satisfy the solvency and liquidity test as defined in section 4 of the Act; and
- the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

The passing of this special resolution number 1 will have the effect of authorising the Company to provide direct or indirect financial assistance in accordance with sections 44 and 45 of the Companies Act, for a period of two years after the adoption of this resolution.

SPECIAL RESOLUTION NUMBER 2: APPROVAL OF ANNUAL FEES TO BE PAID TO NON-EXECUTIVE DIRECTORS

In terms of the requirements of section 65(11)(h) of the Act shareholders are requested to approve the following resolution as a special resolution:

“Resolved that for the period 1 April 2022 until the date of the next AGM of the Company, the remuneration payable to non-executive directors of Company for their services as directors is as follows:

Director R112 232 per annum

Explanation

In terms of section 66(8) of the Act the Company may pay remuneration to its directors for their services as directors. In terms of section 66(9) of the Act the remuneration may only be paid to directors for their services as directors in accordance with a special resolution approved by the holders during the previous 2 (two) years.

RECORD DATE

In terms of section 59(1)(a) and (b) of the Act, the Board of the Company has set the record date for the purpose of determining which shareholders are entitled to:

- receive notice of the virtual AGM (being the date on which a shareholder must be registered in the Company’s shareholders’ register in order to receive notice of the virtual AGM) as Friday, 15 July 2022; and
- participate in and vote at the virtual AGM (being the date on which a shareholder must be registered in the Company’s shareholders’ register in order to participate in and vote at the virtual AGM) as Friday, 19 August 2022.

PROXIES

A shareholder who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, participate in and vote at the meeting in the place of the shareholder. Such a proxy need not also be a shareholder of the Company. A form of proxy, in which is set out the relevant instructions for its completion, is enclosed for the use of shareholders who are unable to attend the meeting but who wish to be represented thereat. Proxies may only be revoked in writing.

The instrument appointing a proxy and the authority (if any) under which it is signed must be returned to the Company’s transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 (Private Bag X9000, Saxonwold, 2132). Alternatively forms of proxy may be delivered to the Chairman of the AGM, at the AGM before voting on a particular resolution commences.

The completion of a form of proxy will not preclude a shareholder from attending the virtual AGM.

VOTES

As the AGM will cater for electronic participation only, it will not be desirable nor practical for voting to take place by way of show of hands. Accordingly, the chairman has already determined that all voting will be by way of poll through the facility provided by the electronic online facilities. Accordingly, every holder of ordinary shares will have one vote in respect of each ordinary share held.

RESOLUTIONS

For an ordinary resolution to be approved by shareholders it must be supported by more than 50% (fifty per cent) of the voting rights exercised on the resolution.

For a special resolution to be approved by shareholders it must be supported by at least 75% (seventy-five per cent) of the voting rights exercised on the resolution.

By order of the Board of directors

HCI Managerial Services Proprietary Limited

Company Secretary

Cape Town

29 July 2022

FORM OF PROXY



LA CONCORDE

LA CONCORDE HOLDINGS LIMITED
Registration number: 2009/012871/06
Incorporated in the Republic of South Africa
("La Concorde" or "the Company")

Form of proxy for the annual general meeting of La Concorde Holdings Limited to be held entirely by electronic communication as permitted by the Companies Act, No. 71 of 2008, as amended ("the Companies Act") and by the Company's Memorandum of Incorporation ("MOI") on Monday, 29 August 2022, at 14:00 - for use by certificated ordinary shareholders and dematerialised ordinary shareholders with "own name" registration only.

I/We (full names) _____

of (address) _____

being the registered shareholder of _____ ordinary shares in the capital of the Company, do hereby appoint:

1. _____ or failing him/her,

2. _____ or failing him/her,

or in the event of the absence of the abovementioned proxy or if a specific proxy is not appointed in terms hereof, the chairman of the general meeting, as my/our proxy to vote for me/us and on my/our behalf at the general meeting to be held on 29 August 2022 at 14:00 and at any adjournment thereof in respect of the resolutions as set out in the notice of the said meeting, as follows:

Please indicate with an "X" in the appropriate spaces provided below how you wish your votes to be cast. If no indication is given, the proxy will be entitled to vote or abstain as he/she deems fit.

	For	Against	Abstain
ORDINARY RESOLUTIONS			
Ordinary resolution number 1: Retirement, re-election and confirmation of appointment of directors			
Ordinary resolution number 1.1: Election of director appointed during the course of the year: Mr JR Nicolella			
Ordinary resolution number 1.2: Re-election of director retiring by rotation: Mr Y Shaik			
Ordinary resolution number 2: Reappointment of external auditor			
Ordinary resolution number 3: Directors' authority to implement Company resolutions			
SPECIAL RESOLUTIONS			
Special resolution number 1: Shareholders' general authorisation of financial assistance			
Special resolution number 2: Directors' remuneration			

Signed at _____ on _____ 2022.

Signature _____

Assisted by me (where applicable) _____

Please read the notes on the reverse side hereof.

NOTES

1. Indicate instructions to the proxy in respect of each resolution by way of a clear cross in the applicable block provided above. Unless otherwise instructed my/our proxy may vote as he or she deems fit.
2. A shareholder of the Company who is entitled to be present and vote may appoint any individual, including an individual who is not a shareholder of the Company, as a proxy to participate in, and speak and vote at, the meeting on behalf of the shareholder.
3. Any amendment or correction made on this form of proxy must be initialled by the signatory.
4. The appointment of a proxy is suspended at any time and to the extent that the shareholder chooses to act directly and in person in the exercise of any rights as a shareholder.
5. The appointment of a proxy is revocable unless the proxy appointment expressly states otherwise. If the appointment is revocable the revocation of a proxy must be in writing and signed by the person appointing the proxy.
6. A proxy is entitled to exercise, or abstain from exercising, any voting right of the shareholder without direction, except to the extent that the instrument appointing the proxy provides otherwise.
7. This proxy appointment, unless revoked earlier, remains valid only until the end of the meeting.
8. In the case of a legal person (company, CC, trust, etc.), documentary proof confirming the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy provided that the chairman of the general meeting may waive this requirement if he is satisfied that the person had the necessary authority.
9. A copy of the instrument appointing a proxy must be deposited at the Company's transfer secretaries, Computershare Investor Services Proprietary Limited, Rosebank Towers, 15 Biermann Avenue, Rosebank 2196 (Private Bag X9000, Saxonwold, 2132), so as to reach them by no later than Friday, 26 August 2022, at 12:00 or e-mailing such form to the transfer secretary at proxy@computershare.co.za, before the proxy exercises any rights of the shareholder at the meeting.
10. Proxies not complying with the above requirements will be rejected.

ADMINISTRATIVE INFORMATION

REG NO.

2009/012871/06

DIRECTORS

JA Copelyn, JR Nicolella, AF Pereira and Y Shaik

COMPANY SECRETARY

HCI Managerial Services Proprietary Limited

REGISTERED OFFICE

Suite 801, 76 Regent Road, Sea Point, Cape Town, 8005

WEBSITE

www.laconcordeholdings.co.za

AUDITORS

PricewaterhouseCoopers Inc.

Capital Place, 15-21 Neutron Avenue, Techno Park, Stellenbosch, 7600

TRANSFER SECRETARIES

Computershare Investor Services Proprietary Limited



LA CONCORDE
