BRAIT

2023

AUDITED RESULTS ANNOUNCEMENT

FOR YEAR ENDED
31 MARCH 2023

Brait PLC

(Registered in Mauritius as
a Public Limited Company)
(Registration No. 183309 GBC)
Share code: BAT
ISIN: LU0011857645
Bond code: WKN: A2SBSU
ISIN: XS2088760157
LEI code: 549300VB8GBX4UO7WG59
(“Brait”, the “Company” or “Group”)

CONTENTS PAGE

BRAIT'S RESULTS PRESENTATION

for the year ended 31 March 2023

EXECUTIVE SUMMARY

PORTFOLIO OVERVIEW

Portfolio company and Brait performance

Virgin active

- **Strong operating performance in the last six months across all key territories** (active membership grew 14% from 843k to 963k over the past twelve months) with average yield increasing 4% year on year ("YoY")
- **New operating model and structure bedded down by the management team** positioning Virgin Active as a global wellness company
- **Extension of the VA International debt terms to June 2027** with £50m of equity injected by shareholders to fund growth initiatives

Premier

- **Strong operating performance has continued with EBITDA growth of 16% to R1,731m** in FY23 largely driven by the Millbake business
- The business has continued to invest in its asset base whilst **increasing ROIC to 19.1%**
- **Well invested asset base gives the bread business a strong competitive advantage** with market share growth in Inland region
- Successful listing of Premier in March 2023 **raised R3.6bn for Brait in addition to the R924m received from Premier's pre IPO return of capital distribution to shareholders**

NEW LOOK

- **Solid operating performance** despite the very difficult market conditions in UK fashion retail
- **EBITDA grew 68% to £42m** driven by increased footfall and cost management at distribution centre and head office
- Continued focus on **optimising group costs and improving efficiencies** to drive growth in FY24

BRAIT

- Transformational year for the group with **full repayment of the BML RCF (R0.9bn in November 2022 and R2.1bn in April 2023) resulting in R360m of interest savings p.a.**
- Focus remains on **positioning the remaining assets for exit** with the most likely outcome being an "unbundling" of the Virgin Active business once it is in a position to be listed

BRAIT NAV & LIQUIDITY

BRAIT NAV ANALYSIS

Rand NAV Per Share (1)(2)

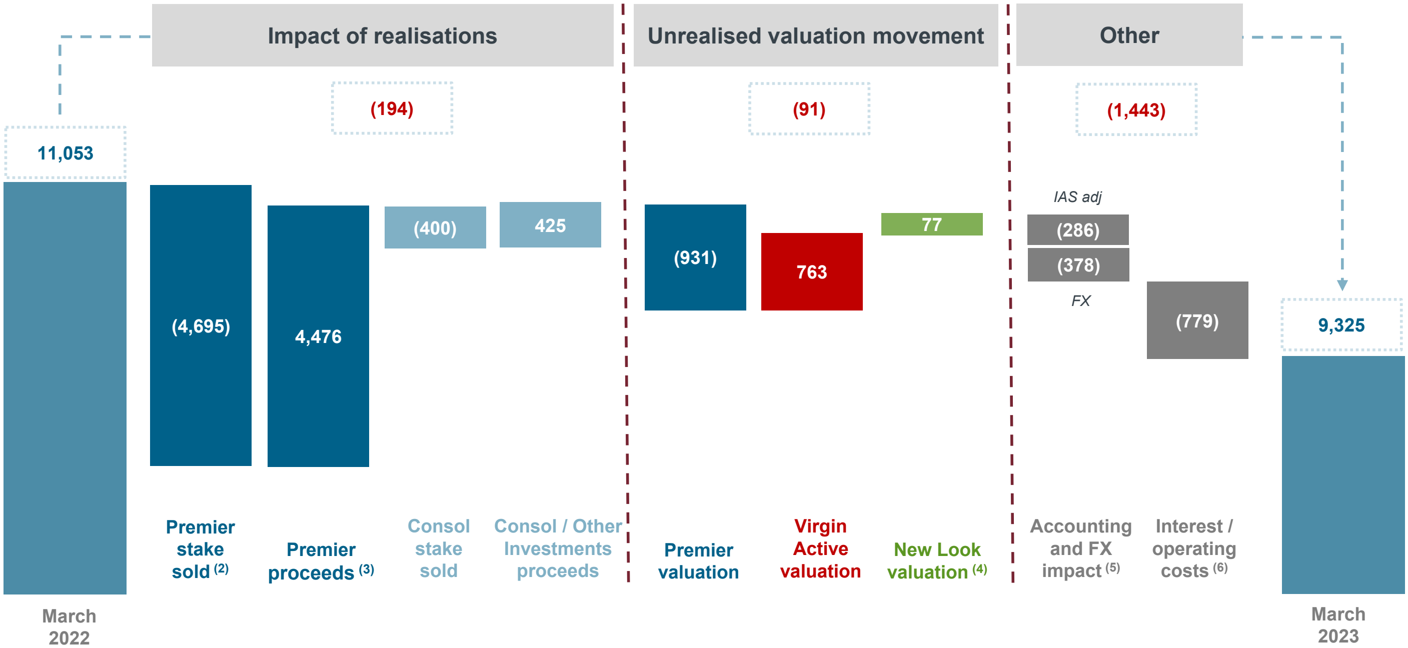
	Audited 31 Mar 2022 R'm		Unaudited 31 Sep 2022 R'm		Audited 31 Mar 2023 R'm		Movement FY23 R'm	***Notes*** *(linking to NAV movements on slides 9 and 10)*
Investments	**18,657**	**99.5%**	**19,069**	**99.6%**	**13,653**	**79.2%**		
Premier	9,266	49.4%	10,292	53.8%	3,640	21.1%	(5,626)	*1*
Virgin Active	8,282	44.2%	7,879	41.1%	9,045	52.5%	763	*2*
New Look	672	3.6%	854	4.5%	931	5.4%	259	*3*
Other investments	437	2.3%	44	0.2%	37	0.2%	(400)	*4*
Cash and cash equivalents	**83**	**0.5%**	**48**	**0.2%**	**3,582**	**20.8%**	3,499	*5*
Accounts receivable	**-**	**-**	**32**	**0.2%**	**-**	**-**	-	
Total assets	**18,740**	**100.0%**	**19,149**	**100.0%**	**17,235**	**100.0%**	**(1,505)**	
Borrowings (Drawn BML RCF)	(2,478)		(2,607)		(2,054)		424	*6*
2024 Convertible Bonds	(2,667)		(2,823)		(3,125)		(458)	*7*
BIH Exchangeable Bonds	(2,376)		(2,476)		(2,582)		(206)	*8*
Non-current liabilities	**(7,521)**		**(7,906)**		**(7,761)**			
Accounts payable and provisions	(166)		(157)		(149)		17	*9*
Current liabilities	**(166)**		**(157)**		**(149)**			
Total Liabilities	**(7,687)**		**(8,063)**		**(7,910)**		**(223)**	
NAV to shareholders	**11,053**		**11,086**		**9,325**		**(1,728)**	
# of ordinary shares ('mil)	**1,320.3**		**1,320.3**		**1,320.3**		-	
NAV Per Share	**8.37**		**8.40**		**7.06**		**(1.31)**	
Illustrative diluted NAV Per Share (3)	**6.69**		**6.76**		**5.93**		**(0.76)**	

(1) Closing Pound Sterling rates: Mar-23: R21.92; Sep-22: R20.08; Mar-22: R19.23

(2) The issuance of the BIH Exchangeable Bonds resulted in BIH's classification changing to that of an Investment Entity. In terms of IFRS10: Consolidated Financial Statements, this resulted, effective 1 October 2021, in the prospective exemption for the Group from consolidation. The results shown above apply the look-through consolidation basis.

(3) Illustrative diluted NAVPS assumes the outstanding BIH Exchangeable Bonds have exchanged into 686.2m Brait shares at the R4.37 exchange price. To the extent the prevailing share price of the Brait shares delivered at redemption date is less than the R4.37 exchange price, a cash settlement would be required to cover the shortfall to the principal value of the BIH Exchangeable Bonds.

YEAR-ON-YEAR NAV BRIDGE (1)



(1) The issuance of the BIH Exchangeable Bonds resulted in BIH's classification changing to that of an Investment Entity. In terms of IFRS10: The NAV movements shown are based on the look-through consolidation basis.
(2) Reflects Brait's sale of c.51.9% of Premier pursuant to the March-2023 listing (based on Brait's FY22 carrying value)
(3) Aggregate of the net R3,527m proceeds Brait received from the March-2023 listing of Premier, and the pre-listing (i) R924m Brait received from Premier's distribution to shareholders and (ii) R25m shareholder loan repayment
(4) New Look valuation increased by R259m YoY net of an investment of GBP9.1m (R182m) during the year
(5) IAS 32 adjustments on the 2024 Convertible Bonds (R80m) and BIH Exchangeable Bonds (R206m) plus the impact of foreign currency movement on the GBP denominated 2024 Convertible Bonds (R378m)
(6) Comprises: (i) Finance costs on BML RCF (R223m); (ii) coupons on the 2024 Convertible Bonds (R200m) and BIH Exchangeable Bonds (R150m); and (iii) Operating costs, tax and portfolio company capital raising costs of R206m.

Movement in balance sheet positions for FY2023

#	Item	R'm	
1	Premier	(5,626)	▪ Premier listed on the JSE on 24-Mar-23: • Pursuant to Premier's listing, Brait sold c.51.9% of its shareholding in Premier for R3.6bn. Including the R0.9bn distribution received in Nov-22, total proceeds of R4.5bn represent >80% of the decrease in carrying value for the year • Premier is valued at the closing JSE share price of R60 (Brait still holds 60.7m shares) • Based on Premier's reported EBITDA of R1.73bn (FY22: R1.49bn) and net third party debt of R2.9bn (FY22: R2.0bn), this equates to an implied EV / LTM EBITDA multiple of 6.1x
2	Virgin active	+763	▪ YoY increase of 9% in Virgin Active's Rand carrying value (metrics on a pre-IFRS16 basis); a 4% decrease in Pound carrying value: • Maintainable EBITDA based on management's Mar-25 estimate sustainable level of £121m (Mar-22: £110m). FY23 includes £3m EBITDA from the Real Foods acquisition, which was not included in Mar-22 valuation • Unchanged 2-year forward EV / EBITDA multiple of 9.0x • Net third party debt of £476m (Mar-22: £380m), which includes £22m (Mar-22: £27m) for costs deferred during lockdown periods
3	NEW LOOK	+259	▪ YoY increase of 39% in New Look's Rand carrying value (metrics on a pre-IFRS16 basis); a 22% increase in Pound carrying value: • Enterprise Value unchanged with Brait's estimated maintainable EBITDA at £55m and multiple of 5.0x. • Increase in equity value due to Brait's pro rata £9.1m investment to purchase the commitments under the HSBC operating facility in Sep-22. Net third party debt of £38m (Mar-22: £79m) includes £19m (Mar-22: £30m) for costs deferred during lockdown periods
4	Other investments	(400)	▪ Decrease in carrying value following the realisation of Brait IV's investment in Consol. Remaining carrying value relates to a legacy private equity investment
5	Cash and cash equivalents	+3,499	▪ Largely due to the proceeds received from the listing of Premier and the Premier return of capital distribution
		(1,505)	▪ **TOTAL CARRIED FORWARD**

Movement in balance sheet positions for FY2023 (continued)

#	Item	R'm	
		(1,505)	▪ **TOTAL BROUGHT FORWARD**
7	Borrowings (drawn BML RCF)	+424	▪ Net repayments of R1,289m (Premier distribution and Consol realisation proceeds) offset by drawdowns of R641m and accrued interest of R224m ▪ The outstanding drawn balance on the BML RCF was fully repaid post reporting date in April 2023
8	2024 Convertible Bonds	(458)	▪ Increase mainly due to the Rand depreciation against the GBP
9	BIH Exchangeable Bonds	(206)	▪ Increase of liability component in terms of IAS 32 over the term of these bonds maturing 3 December 2024
10	Accounts payable and provisions	+17	▪ Carrying value at reporting date includes coupon accruals of £3m and R49m relating to the 2024 Convertible Bonds and the BIH Exchangeable Bonds, respectively
		(1,728)	▪ **TOTAL BALANCE SHEET MOVEMENT: FY2023**

Impact of BIH's classification as an Investment Entity on Brait's results

Background	• The prior year reported FY22 financial statements included Brait's consolidated results for the six-month period ended 30 September 2021. The issuance of the Exchangeable Bonds by subsidiary Brait Investment Holdings ("BIH", the "BIH Exchangeable Bonds") during this period was the primary driver for the change in classification of BIH to that of an Investment Entity, resulting in the exemption from consolidation, on a prospective basis, for Brait from 1 October 2021 onwards. • In accordance with IFRS10, given that the investment entity status of BIH applies for the entire reported FY23, Brait's FY23 and comparative FY22 financial statements are presented for the Company, Brait PLC, on a standalone basis. • **This change in presentation has had no impact to Brait's key reporting metric of NAV per share of R7.06 (FY22: R8.37)**

Resulting impact to the previously reported FY22 results	Given the changes above, the FY22 financial results are presented on a standalone basis for the Company, with the following presentation differences arising when compared to the consolidated results presented in the prior year:
	
	Statement of financial position:
	• While the components of Equity, namely Stated Capital, Foreign Currency Translation Reserve ("FCTR") and Retained Earnings / Losses differ on an individual basis, the **comparative FY22 closing NAV is unchanged at R11,053 million, with NAV per share unchanged at R8.37:**
	    ○ Stated Capital differs as a result of Brait's historic treasury share purchases (and subsequent cancellation of such shares) having been dealt through a Group entity, as opposed to having been a transaction by the Company. Given that these were historic transactions, the number of ordinary shares in issue for FY22 is unchanged at 1,320.3 million shares.
	    ○ The differences arising on Retained Earnings and FCTR, which are interlinked, relate mainly to the change from consolidation to the standalone Company basis of presentation of results.
	
	Statement of Comprehensive Income:
	• The Statement of Comprehensive Income is now that of the Company, which differs from the reported prior year which included the Group consolidated results for the six months ended 30 September 2021:
	    ○ This results in a change to FY22 reported Earnings and resulting Earnings Per Share as a result of certain Group transactions and their related FCTR effect during the six-month period ended 30 September 2021, which have no bearing on the Company reported results for FY22.
	
	Statement of Cash Flows:
	• The Statement of Cash Flows is that of the Company rather than the Group

BRAIT LIQUIDITY & DEBT ANALYSIS

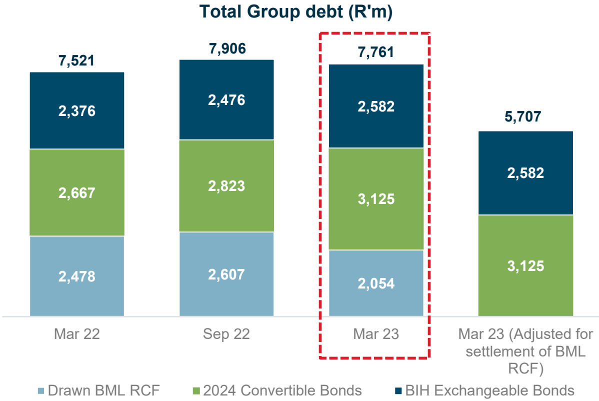
LIQUIDITY

Cash and cash equivalents (R'm) [1]	Mar-23	Mar-22
Opening cash balance	83	213
Proceeds received from portfolio	4,901 [2]	234
Expenses (operating costs, other costs and taxes)	(203)	(207)
Purchase of investments	(218) [3]	(1,682)
Net proceeds from issuance of BIH Exchangeable Bonds	-	2,934
Net cash outflow from financing activities	(997)	(1,420)
Effect of exchange rate changes on cash	16	11
Closing cash balance	**3,582**	**83**

Borrowings (R'm)	Mar-23	Mar-22
BML RCF Facility	2,548 [4]	3,010
Less: drawn	(2,054)	(2,478)
Remaining facility: Reporting date	**494**	**532**
Available liquidity: Reporting date	**4,076**	**615**
Apr-23: Settlement of BMF RCF	(2,063)	
BML RCF Facility: Limit adjusted to R594m post settlement [5]	100	
May-23: £33.8m equity subscription into Virgin Active	(756)	
Available liquidity: Post balance sheet date	**1,357**	

Available liquidity, debt and covenants

DEBT & COVENANTS



- Per the terms of the 2024 Convertible Bonds, Brait's 'Tangible NAV/Net Debt' ratio is required to be not less than 200%
- Conversion price on the 2024 Convertible Bonds is £0.5219 (R11.44 at reporting date)
- Exchange Price of R4.37 on the BIH Exchangeable Bonds[6]
- Brait is in compliance with all debt covenants

(1) *The cash flows shown above apply the look-through consolidation basis.*
(2) *FY23 includes: (i) R4,476m received from Premier (R3,600m gross proceeds received pursuant to the March 2023 JSE listing, less R73m associated costs; R924m return of capital distribution received in November 2022 and R25m in shareholder loan repayments); and (ii) R425m received from the Other Investments portfolio, mostly relating to proceeds received from the realisation of Brait IV's remaining investment in Consol.*
(3) *FY23 relates to Brait's pro rata £9.1m investment to purchase commitments under New Look's HSBC operating facility in Sep-22 and Brait's pro rata costs related to the Mar-22 Virgin Active capital raise. FY22 relates to Virgin Active's equity and shareholder funding advanced (£41.8m) as well as R760m capitalisation of the VASA shareholder commitment in exchange for shares in Virgin Active.*
(4) *The BML RCF facility commitment was reduced by R462m (50% of the distribution received from Premier) in Dec-22.*
(5) *Brait has signed a term sheet with its Lenders, extending the term of the BML RCF Facility from 30 June 2024 to 31 March 2025, in addition to amending its limit to R594m.*
(6) *At maturity, the issuer may redeem the principal amount of any outstanding BIH Exchangeable Bonds by delivery of fixed number of Brait shares (using exchange price of R4.37) at their prevailing market value and cash totaling the Principal amount in value.*

PREMIER

PREMIER: OVERVIEW

Twelve months ended 31 March 2023 (FY23)

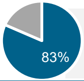
Revenue: **R17.9bn** **+23% YoY**	**Adjusted EBITDA:** **R1,731m** **+16% YoY[(1)]**	**Adjusted EBITDA margin:** **9.6%** FY22 = 10.2%[(1)]
Adjusted EBIT: **R1,292m** **+28% YoY[(1)]**	**Adjusted EBIT margin:** **7.2%** FY22 = 6.9%[(1)]	**ROIC[(2)]:** **19.1%** FY22 ROIC = 14.8%
Net profit: **R795m** **+186% YoY**	**Net profit margin:** **4.4%** FY22 = 1.9%	**Normalised Heps[(3)]:** **552 cps** **+23% YoY**

Net third party debt: **Leverage ratio of 1.7x** FY22 = 1.6x	**Cash returned to shareholders** **R958m**

(1) Prior year EBITDA and EBIT adjusted by adding back an impairment loss of R130 million (2) Refers to return on invested capital which was adjusted for the revaluation of intangibles in the current year and capital projects not yet commissioned in the prior year (3) Normalised headline earnings per share adjusted for foreign exchange gains on cash and loans of a funding nature of R60 million (2022: R3 million) and by the reversal of accrued withholding tax on preference dividends of R43 million to profit on the conversion of the redeemable preference shares to ordinary shares

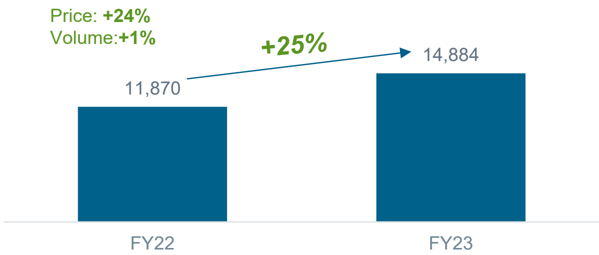
PREMIER: MILLBAKE PERFORMANCE

Divisional performance highlights: Millbake

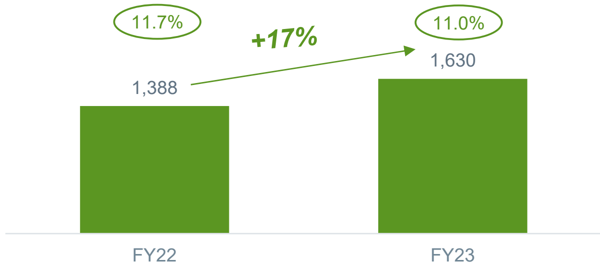


Contribution to FY23 revenue

Revenue



Adjusted EBITDA[1]



Millbake

- The Millbake business has performed in challenging economic conditions and is well-positioned to drive future growth
- Focus is on improving operating efficiencies and being the lowest cost producer
- State-of-the-art Pretoria bakery fully commissioned in September 2022. First major step to upgrade inland capability to the same quality and consistency of the coastal bakeries (increased efficiency benefit flowing through in H2) with several other Millbake facilities upgraded to ensure continued excellence and efficient and reliable delivery of top-quality product
- Route-to-market optimisation and fleet efficiencies implemented
- Continued volume growth notwithstanding commodity price inflation

Baking

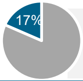
- Bread volume growth, in line with industry, despite proactive price increases in response to rising input costs
- Developed leading quality white and brown bread recipes
- Acquisition of the Outeniqua Bakery in George fully operational and integrated to expand footprint in the region

Milling

- Wheat flour milling capacity remains a focal point in terms of capital expenditure
- Additional wheat milling capacity planned for the eSwatini wheat mill by mid-2023 calendar year
- Steady performance in the maize category underpinned by demand in the staple food category in Southern Africa

Source: Premier Annual Financial Statements
(1) Excludes corporate office costs

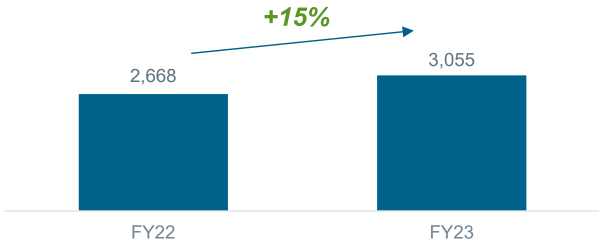
PREMIER: GROCERIES AND INTERNATIONAL



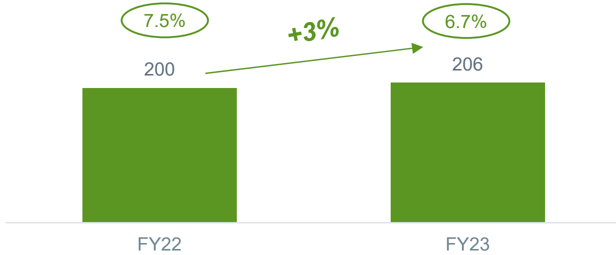
Contribution to FY23 revenue

Divisional performance highlights: Groceries & International

Revenue



Adjusted EBITDA[(1)(2)]



Sugar confectionery

- Sugar Confectionery delivered an encouraging performance for the year with both revenue and EBITDA up on the prior year
- Mister Sweet acquisition in H2 FY22 fully integrated. Focus is on site manufacturing optimisation and functionality to improve operational performance
- The Mister Sweet acquisition expanded Premier's offering significantly in the growing private label category
- Solar panels installed, delivering a level of sustainability and reduced electricity costs

Home and Personal Care

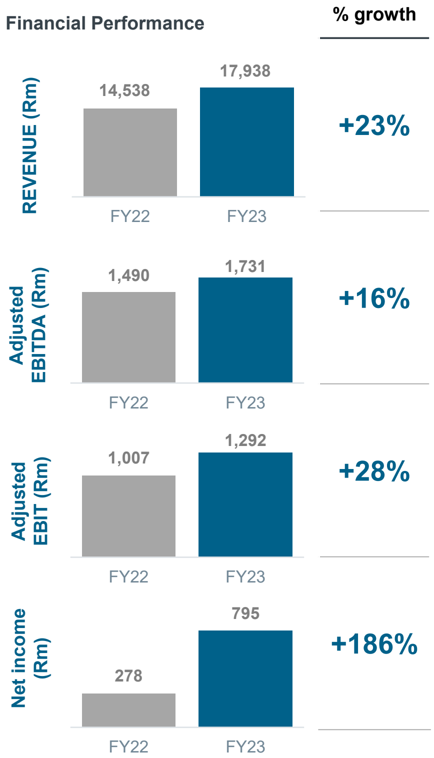
- The HPC division performed well with both revenue and EBITDA up on the prior year
- Initiatives in the UK division have delivered pleasing results
- Continue to build a centre of excellence at Durban facility to unlock future supply chain opportunities
- Strategy to leverage Lil-lets brand within broader feminine hygiene category expanding channels and markets
- Sustainability innovations to reduce plastic packaging and introduce organic cotton products progressing well

CIM

- Revenue and EBITDA down for the year in the CIM business in Mozambique
- The macro environment has not been conducive for growth and consumers remain severely under pressure
- Foreign Direct Investment and donor programmes have recently restarted which are likely to stimulate consumer demand
- Management focus remains on product and process innovation, operational efficiencies and sensible capital investment to unlock continuous improvement opportunities/automation and category growth

Source: Premier Annual Financial Statements
(1) Excludes corporate office costs (2) Prior year EBITDA adjusted by adding back an impairment loss of R130 million

Income statement: FY March 2023



Source: Premier Annual Financial Statements

- Premier recorded a strong performance for FY23, despite the high commodity prices, loadshedding and other cost inflation pressures
- Revenue grew 23% on prior year, driven by:
  - Millbake increasing by 25% to R14,884m
  - Groceries & International increasing by 15% to R3,055m

- Adjusted EBITDA grew by 16% on prior year, driven by:
  - Millbake adjusted EBITDA increasing by 17% to R1,630m, adjusted EBITDA margin of 11.0%
  - Groceries & International adjusted EBITDA increasing by 3% to R206m, adjusted EBITDA margin of 6.7%
  - Corporate office costs increased by 7% to R105m

- Adjusted EBIT grew by 28% on prior year, with depreciation and amortisation (2.5% of revenue) down 9% on prior year

- Increase in net income driven by the reduction in finance costs, as a result of the equitisation of Brait's shareholder funding instruments in May 2022
- This was partially offset by higher tax expense, increasing with higher profitability

PREMIER: CASHFLOW

Cash flow and leverage ratio: FY23

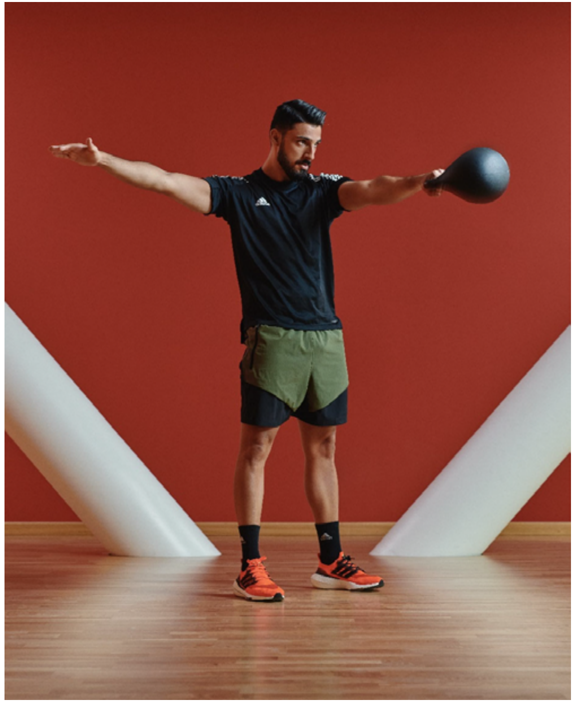
Unlevered cash flow (Rm)	FY22	FY23
Cash flow from operations before working capital	**1,500**	**1,819**
Working capital movement	(85)	(274)
Cash flow from operations	**1,415**	**1,545**
Maintenance capex	(148)	(325)
Acquisition of intangibles	(38)	(45)
Taxation paid	(237)	(172)
Free cash flow (excluding expansionary capex)	**992**	**1,003**
Free cash flow conversion (1)	*67%*	*58%*
Expansionary capex	(333)	(148)
Free cash flow (including expansionary capex)	**659**	**855**
Free cash flow conversion (1)	*44%*	*49%*

Group net debt (Rm)	FY22	FY23
Borrowings	2,302	2,949
Lease liabilities	258	302
Less: (net cash) / overdraft	(177)	(394)
Total net debt	**2,383**	**2,857**
Leverage Ratio	***1.6x***	***1.7x***

Source: Premier Group Consolidated Financial Statements
(1) Calculated as Free cash flow as a percentage of adjusted EBITDA

- Cashflow from operations increased by 9% to R1.5 billion as a result of the strong Group performance
- The group invested R274 million in working capital for the year, with rising input prices driving investment in working capital
- Capex of R473 million (excluding acquisition of intangibles) of which of which R325 million was maintenance capex and R148 million was expansionary
  - In keeping with Premier's strategy of achieving growth and being the lowest cost producer, investment in best-in-class facilities is an ongoing priority
  - The capex programme is expected to average R600 million per year for FY24 and FY25 and R500 million thereafter
- Premier FMCG, refinanced its long-term debt and increased debt by R1.04 billion (with R950m returned to shareholders ahead of listing)
- The refinanced debt package provides greater flexibility to Premier, with debt now comprising 3-year bullet of R1.9 billion and a 4-year revolving credit facility (RCF) of R1.0 billion
  - Lower margin than the previous debt package (c.100bps) and increased covenant headroom
  - Voluntary capital repayment of R294 million was made on the RCF during the year


Virgin
active



VIRGIN ACTIVE: PERFORMANCE

VIRGIN ACTIVE: LTM TERRITORY UPDATE TO MARCH 2023

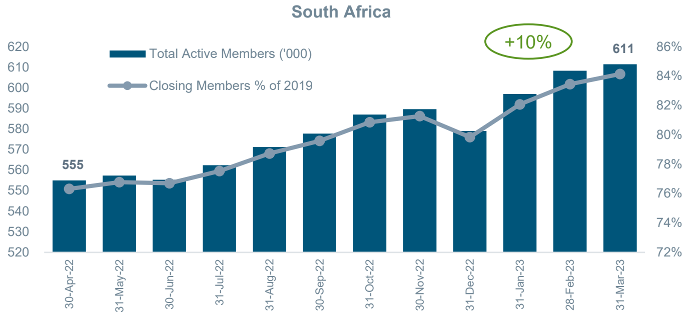
Territory	Contribution to YTD23 revenue	Update	% Dec-2019 membership
SOUTH AFRICA	37%	– **Sales for the six months of 127k** with **net membership growth of 34k members** and **active members increasing to 611k** – **Terminations remain elevated, largely driven by poor quality of sales**; management actions to address the high attrition rates include changes to the sales commission structure and improved customer engagement – **Refurbishment of a number of key clubs underway** with strong operating metrics post reopening	84%
ITALY	25%	– **Sales for the six months of 64k** with **net membership growth of 30k members** increasing **active members to 165k** – **Sentiment remains positive, building on the strong start to 2023,** with the focus now on yield performance and promotional campaigns	102%
UNITED KINGDOM	24%	– **Strong sales for the six months of 41k** with **net membership growth of 6k members** increasing **active members to 131k** – Sales were boosted by strong sales team performance across all clubs and supported by strong promotional campaigns. **Sentiment continues to be positive as London continues to recover post COVID** with higher office attendance helping boost London sales – **Focus on reducing operating costs** to offset increase in utility costs with growth capex spend on selected clubs	76%
APAC	14%	– **Sales for the six months of 20k i**ncreasing **active members to 55k** – Australian membership is in line with budget and sentiment for Q2 is relatively strong while **Thailand continues to experience recovery** in membership numbers**. Singapore's strong growth continues** evidencing a robust terminations management strategy	84%
HEAD OFFICE		– **Management restructuring the business to focus on global operational (not territory) responsibilities** which will reduce central costs / improve accountability and implementation of best practice across territories – **Significant focus on quantitative capital allocation on growth projects** to expedite recovery **whilst managing tight liquidity** (due to rising interest rates, utility costs, loadshedding related capex, brought forward refurbishment capex)	

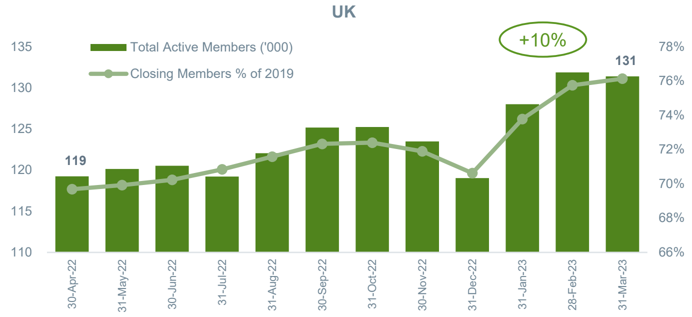
= contribution to YTD23 revenue

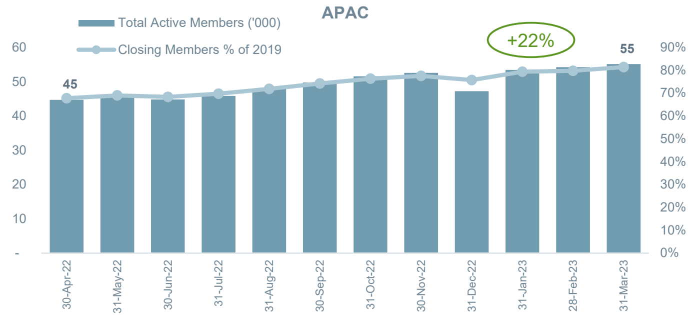
Source: Virgin Active Management Accounts, Management Information

VIRGIN ACTIVE: MEMBERSHIP

Group membership over the last twelve months ("LTM") to March 2023 (+14%)







VIRGIN ACTIVE: RECOVERY

Positive key KPI trends recovering to pre-Covid levels

Current membership and revenue still behind 2019 levels but **recovery is well-advanced and Group membership exceeds the EBITDA breakeven mark**

	Q1 2019	Q1 2022	Q1 2023	2023 vs 2022	2023 vs pre-COVID
Revenue (£m)	151.9	100.0	123.0	**+23%**	**-9%**
Yield (£)	35.0	34.6	36.3	**+4 %**	**+3%**
Active Members (‘000s)	1,083.7	837.1	963.1	**+15%**	**-11%**
Gross Sales (‘000s)	136.2	125.8	150.9	**+20%**	**+11%**
Attrition	39%	40%	36%	**+400bps**	**+300bps**
EBITDA (£m)	30.0	(5.6)	0.9	**+115%**	**-97%**

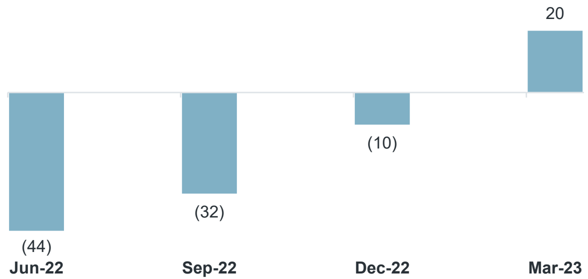
Strong performance from Europe and Asia Pacific:

- Italy and Singapore now above pre-Covid membership levels
- UK has proven to be resilient despite macro-economic headwinds

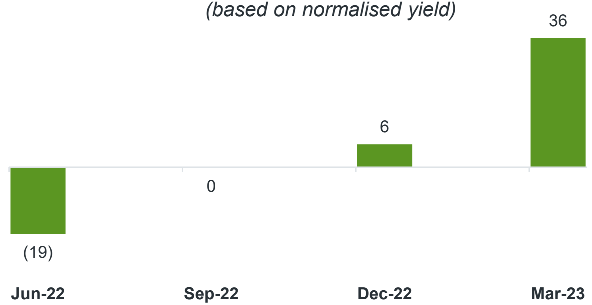
South Africa experiencing higher bad debt and a challenging macro-economic environment.

VIRGIN ACTIVE: RUN-RATE PERFORMANCE

Implied annualised EBITDA: Group
(based on actual yield)



Implied annualised EBITDA: Group
(based on normalised yield)



Implied annualised 'run-rate' performance: Group

Yield trends (GBP per month, based on total members)

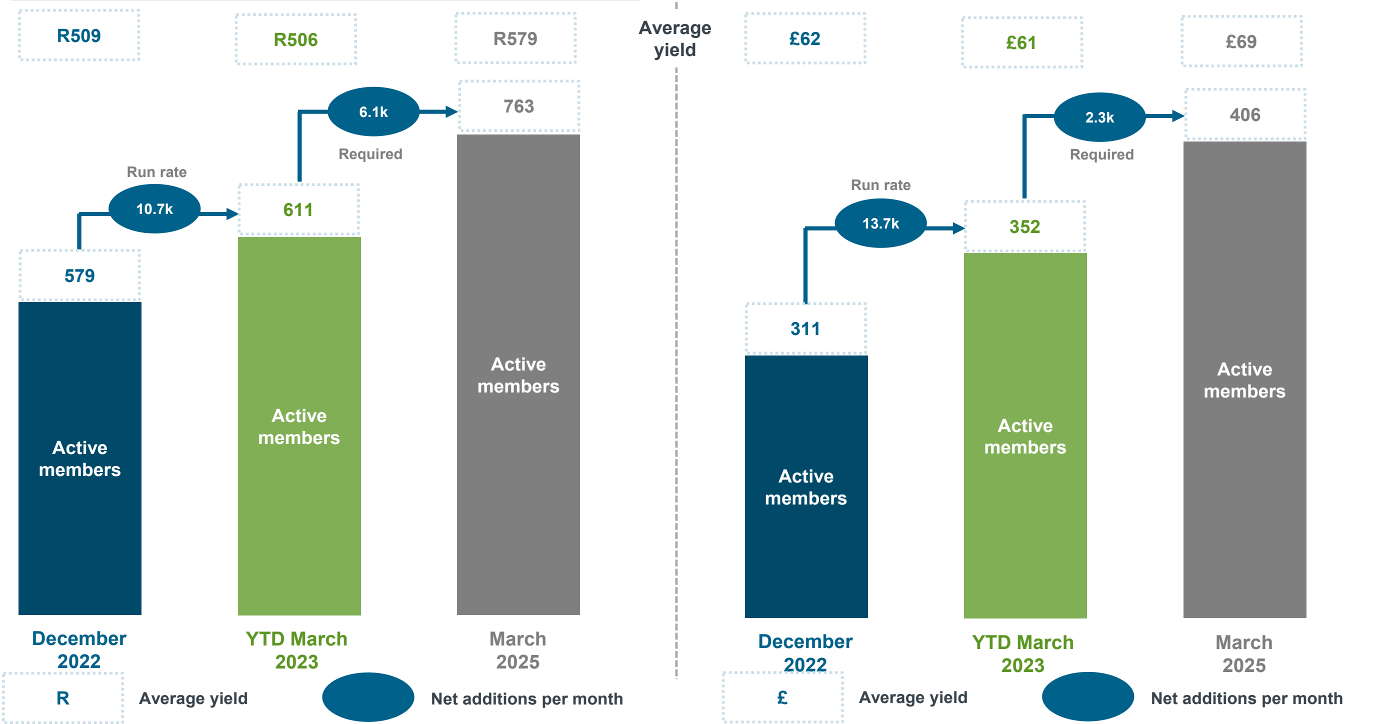
	2019	FY2022 Actual	Mar-23 Actual	FY2023 (B)
South Africa	21.4	22.6	22.6	**24.5**
United Kingdom	60.8	55.5	59.6	**60.3**
Italy	55.8	53.3	55.0	**55.4**
Australia	70.1	72.6	84.4	**82.9**
Singapore	101.3	90.2	101.2	**101.7**
Thailand	56.6	51.6	59.1	**58.2**

2019 EBITDA = £134m

		Total members (% of 2019)				
		Dec-22	*Mar-23*		*Dec-23*	
	Total Members	922	987	1 012	1 047	1 157
	% Dec-2019	**80%**	**85%**	**87,5%**	**90%**	**100%**
yield	**2022 average**	-21	7	15	27	70
yield	**Dec-22**	-5	23	32	45	90
yield	**2023 Budget**	6	36	46	58	105
yield	**2% growth on 2023B**	14	44	54	67	115
yield	**5% growth on 2023B**	25	57	66	80	129

BRIDGE TO MARCH 2025 EBITDA FORECAST

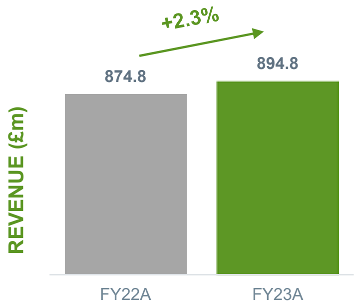
Virgin Active South Africa | Virgin Active International

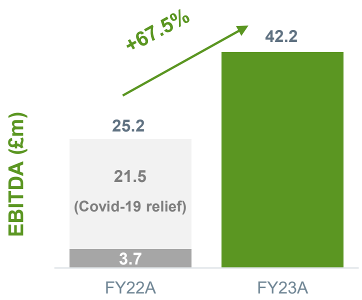


Source: Virgin Active Management Accounts, Management Information


NEW LOOK

FY23 Performance (52 weeks ended March 2023)





Source: Management accounts

- Strong start to FY23, **1Q FY23** ahead of budget driven by improved footfall and higher e-commerce traffic. Abnormally warm weather continued through **2Q FY23,** delaying the transition into autumn / winter products which impacted performance
- Solid performance over the important **3Q FY23** period, up on prior year and with strong LFL trading against a number of competitors
- However, market conditions in the UK continue to be challenging, with consumer confidence dropping further due to continued inflation increases. This has resulted in a more promotional High Street overall.
- Revenue for FY23 was up 2.3%, driven by:
  - **Retail:** Revenue up 4.7% to £632m, driven by improved footfall
  - **Online:** Performance was down 2.9% on prior year, although this was anticipated, and the business performed in line with budget
- EBITDA for FY23 was up 67.5%, driven by:
  - **Gross margin: Average selling price improvement,** driven by pricing discipline and tight stock management. This trend was however held back by the need to clear stock through promotions and discounts over the competitive Christmas period to ensure clean exit from autumn / winter season
  - **Cost control:** Continued focus on optimising costs, with total costs up 2.0%. When excluding furlough support (£1.9m) and rates relief (£19.6m) received in FY22, total costs declined by 2.9%
- Market conditions in FY24 have continued to be challenging with footfall, conversion and adverse weather impacting performance. The business continues to focus on maintaining a tight stock position and strong margins, whilst managing costs to minimise the impact of unprecedented inflationary pressures on EBITDA

Recap of the evolution of New Look over the last 3 years

	Pre 2020 restructure	*Current*
1 **Shareholders and Capital Structure**	– Highly leveraged with **>£1bn debt** (c.5.0x EBITDA) on Brait's acquisition	– Supportive shareholders, **£90m** of new money – More modest levels of debt (**<1.0x net debt**)
2 **Multi-channel Maturing into Omnichannel**	– Management expertise heavily concentrated on **store-based** trading – Siloed and defensive approach to online growth due to **perceived cannibalisation risk** to stores	– Set up to capture **online growth opportunity**, both own channel and via third-party – Sophisticated approach to **integration of online transaction growth** into existing customer base
3 **Leadership Team and Business Model Clarity**	– Management focused on top line expansion, distracted by **international ambitions** – Pursuit of **volume growth**, versus focus on unit profitability and customer lifetime value	– Board and management team with **blend of product, brand and omnichannel** retail experience – Focus on **delivery of omnichannel retail** model
4 **Product Category Leadership and Permission to Play**	– **High volume, fast fashion** reputation with variable supplier reliability – Mass market approach, leading to **inconsistent category focus**	– **Fully integrated** buying and design teams with **tighter working capital** control – Ongoing leadership in **core categories** with priority on **adjacent areas** such as kids / beauty
5 **Customer Focus and Operational Infrastructure**	– Little customer intelligence, increasing likelihood of **buying errors and markdown risk** – **Underinvested systems** built for **store-based trading**, large estate with **fixed rents**	– Clarity on target market with goal to **maximise share of spend** from core customer base – Re-engineered processes to accommodate **omnichannel trading model**, variable rent profile
6 **Value Proposition and Price Elasticity of Demand**	– Aggressive focus on **value-orientated customers** – Underselling product category leadership and **cheapening the brand**	– Building reputation for **relevant, feel-good and high quality fashion at an affordable** price, all sourced through responsible means – Growing appeal to high-value customers

NEW LOOK

Six key priorities over the next 12 months

NEW LOOK

Kind™ to our Core

1 Friends of New Look

- Expanding strategic partnerships with established customer base, at a lower fixed cost
- Key driver of brand awareness

2 Store portfolio

- Well managed exit of 2020 CVA 3-year term
- Renegotiate or exit undesirable stores
- Invest in key markets with short payback periods, lease flexibility and strong omnichannel capabilities

3 Customer

- Capex investment in key technology platforms to drive mix of omnichannel customer
- Further investment into app and order management system to unlock further store fulfilment options and a seamless customer experience

4 Central overheads

- Continued cost control across support centres to mitigate inflationary pressures

5 Operational efficiencies

- Cost reduction at the DC through reduced number of shifts, hours of operation and operational efficiencies
- Transition to new 3PL provider (Wincanton plc) and more tech-enabled approach

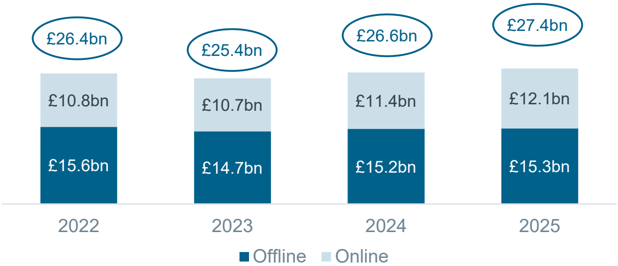
6 Refinancing

- £102m term loan matures June 2024
- Looking to refinance well in advance of maturity date

Market update

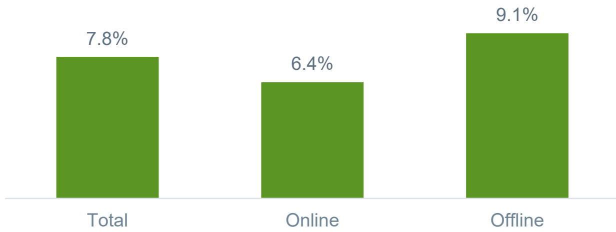
Continued consumer pressure will impact growth forecasts in the short term which should improve in 2024

GB womenswear market: Online vs Offline[1]



- The Womenswear market is forecast to grow from £25.4bn in 2023 to £27.4bn by 2025 (CAGR 3.9%)
- Following Covid-19 disruption, consumer habits have been changing rapidly to utilise online channels more frequently and shifting priorities towards value retailers in the current environment
- Key growth drivers are: (i) Consumer Habits and Preferences: surge in demand from middle-income consumers (ii) Effective Online Sales Platforms: omnichannel platforms catering to wider customer base (iii) Sustainability Push: consumer habits leaning to sustainably sourced clothing (iv) Website/App technology: more bespoke consumer targeting, meeting their needs and increasing net spend

GB womenswear market: (ages 18 -44): New Look value share[2]



- Within Great Britain (womenswear Age 18-44 market) New Look has 7.8% share, positioning it as #2 in the market by value
- New Look achieved the largest overall market share for various products across this demographic, such as dresses and denim
- Women aged 18-44 are keen smartphone shoppers due to the on-the-go convenience, bespoke features for style preferences and ease of payment
- Online channels are forecasted to accelerate and grow at a faster rate than total market and offline, with 12% growth from 2022-2025. Covid-19 accelerated the transition to online shopping, with consumers across several demographics now regularly using online platforms, and those habits sticking more permanently

Source: (1) GlobalData, market forecast – Footwear and Clothing (2) Kantar Worldpanel 18-44 Womenswear Market data for 52 weeks ended 5 March 2023 – market is GB only

VALUATIONS

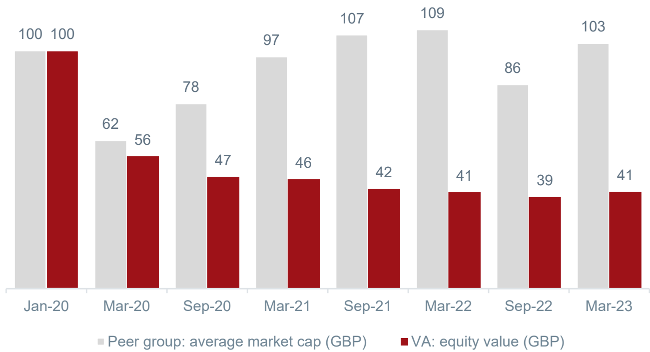
VIRGIN ACTIVE VALUATION

Virgin Active carrying value

£'m	31-Mar-22	30-Sep-22	31-Mar-23
Maintainable EBITDA *(incl. Real Foods from Sep-22)*	110	113	121
EV/EBITDA multiple	9.0x	9.0x	9.0x
Enterprise value	**991**	**1,019**	**1,088**
Less: actual net third party debt	(353)	(414)	(454)
Less: debt adjustment	(27)	(24)	(22)
Shareholder value	**610**	**582**	**612**
Less: senior shareholder funding	(49)	(49)	(49)
Surplus equity value post shareholder funding	**561**	**533**	**563**
Brait's junior s/h funding participation %	*70.6%*	*67.4%*	*67.4%*
Shareholder funding value	35	33	33
Brait's effective s/h funding or equity participation %	*70.6%*	*67.4%*	*67.4%*
Equity value	396	359	379
Carrying value (£m) for Brait's investment	**431**	**393**	**412**
Closing GBP/ZAR exchange rate	*R19.23*	*R20.08*	*R21.92*
Carrying value (Rm) for Brait's investment	**8,282**	**7,879**	**9,045**

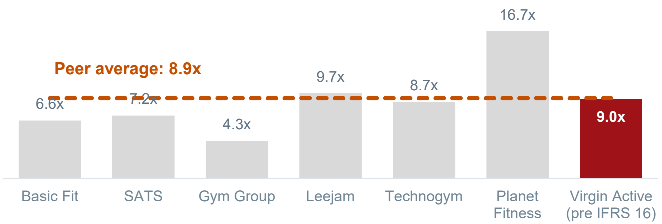
Like-for-like peer group average market cap vs VA (rebased to 100)

Peer group average market cap vs VA (rebased to 100)

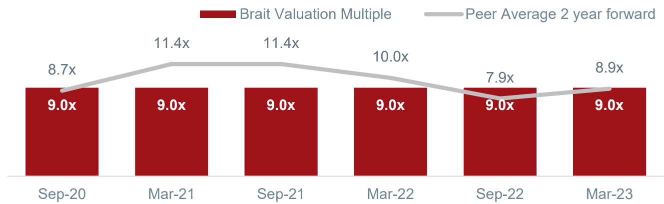


Valuation reflected on a like-for-like basis (i.e., peer market caps and the VA equity value have been adjusted for any capital raises concluded)

Forward EV / EBITDA (June 2024)



Multiple comparison



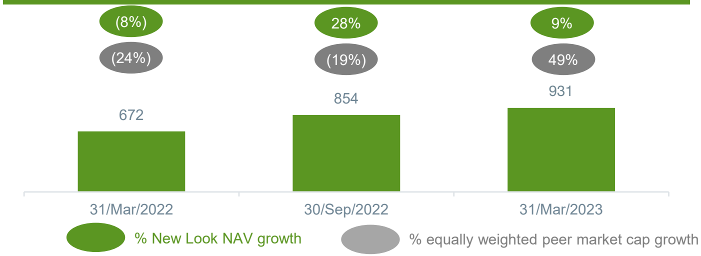
NEW LOOK VALUATION

New Look carrying value

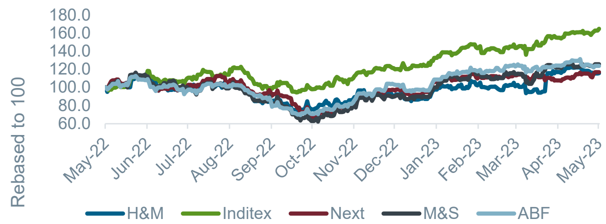
£'m	31-Mar-22	30-Sep-22	31-Mar-23
Maintainable EBITDA	55	55	55
EV/EBITDA multiple	5.0x	5.0x	5.0x
Enterprise value	**275**	**275**	**275**
Less: net third party debt	(79)	(38)	(38)
Shareholder value	**197**	**237**	**237**
Less: Additional PIK facility	-	(50)	(55)
Less: PIK facility	(52)	(57)	(61)
Less: senior shareholder funding	(40)	(40)	(40)
Equity value	**104**	**90**	**81**
Brait's additional & existing PIK facilities / reinstated SSN %	*18.3%*	*18.3%*	*18.3%*
Shareholder funding value	17	27	28
Brait's equity participation %	*17.4%*	*17.4%*	*17.2%*
Equity value	18	16	14
Carrying value (£m) for Brait's investment	**35**	**43**	**43**
Closing GBP/ZAR exchange rate	R19.23	R20.08	R21.92
Carrying value (Rm) for Brait's investment	**672**	**854**	**931**

LTM EV / EBITDA (March 2023) (pre IFRS16)

New Look NAV evolution versus peers



LTM peer share price



BRAIT STRATEGY

OVERVIEW OF THE BRAIT VALUE UNLOCK STRATEGY

1. Apr 2020 – Sale of DGB for R470m
2. Sept 2020 – R2.4bn sale of Iceland Foods
3. Nov 2020 – New Look CVA and debt restructuring
4. Apr 2021 – Virgin Active UK Restructuring Plan
5. Nov 2021 – Raised R3bn exchangeable bond
6. Jan 2022 – Sale of Consol for R400m
7. May 2022 – GBP88m capital raise / Real Foods acquisition
8. Mar 2023 – R4.5bn from Premier listing and distribution
9. May 2023 – GBP50m capital raise and debt extension

June 2023 – Dec 2024

Realise value from investments

- Premier: Unbundle residual stake to shareholders
- Virgin Active: List the business through introduction
- New Look: Sell the business

Cumulative disposal proceeds raised

1	2	6	8
R470m	R2.9bn	R3.3bn	R7.8bn

***Note**: There can be no assurance that any unrealised investment will be realised at its current valuation and Brait cannot guarantee the timing of any dispositions*

RESULTS PRESENTATION ANNEXURES

FYE 31 March 2023

BRAIT PLC 2024 CONVERTIBLE BONDS – SALIENT TERMS

Issuer	• Brait PLC
Instrument	• Unsubordinated and unsecured convertible Bonds due 2024 (Five-year term), denominated in tranches of £100,000 each
Use of Funds	• Redemption of 2020 Convertible Bonds
Principal	• £150 million
Pricing date	• 27 November 2019
Coupon	• Fixed rate of 6.5% per annum, payable semi-annually in arrears on 4 June and 4 December over the 5 year term
Reference share price	• £0.75 (equivalent to R14.24), being the VWAP of an ordinary share between open and close of trading on 27 November 2019, converted at the prevailing GBP/ZAR spot rate at time of pricing
Conversion premium	• 25%
Conversion price	• £0.5219 (per 16 March 2020 reset following settlement of the rights offer in accordance with the Terms and Conditions; and £0.9375 at time of pricing)
Conversion ratio	• 191,607 Brait ordinary shares per 2024 Convertible Bond
Settlement upon conversion	• Convert into 287,411,381 Brait ordinary shares (1). In the event that bondholders have not exercised their conversion rights, the 2024 Convertible Bonds are cash settled at par value on settlement date
Listing	• Listed on the Open Market (Freiverkehr) segment of the Frankfurt Stock Exchange and the Official Market of the SEM with effect from 29 January 2020 and 30 November 2021, respectively.
Dividend protection	• The conversion price is adjusted for ordinary dividends paid, in accordance with the Terms and Conditions
Covenant	• Brait's "Tangible NAV / Net Debt (2)" ratio shall not be less than 200%

(1) £150 million / £0.5219 conversion price applied to 1,500 2024 Convertible Bonds in issue
(2) Per the Terms and Conditions: (i) Tangible NAV based on Brait's reported NAV; (ii) Net Debt excludes the 2024 Convertible and BIH Exchangeable Bonds

BIH EXCHANGEABLE BONDS – SALIENT TERMS

Issuer	• Brait Investment Holdings (100% owned Mauritian based subsidiary of Brait PLC)
Instrument (1)	• Senior Unsecured Exchangeable Bonds due 2024, exchangeable into Brait PLC ordinary shares, at the Exchange Price (see below)
Use of Funds	• Partial repayment of existing BML RCF
Principal	• R 3,000 million (R2,998.6 million outstanding following the exchange of 1,396 Exchangeable Bonds in February 2022)

Exchange terms	• Subject to the Terms and Conditions, exchangeable into fixed number of Brait PLC ordinary shares at the holder's election during the Exchange Period ("BIH Exchange Shares")
	• Exchange Price of R4.37 set at a 5% discount to the 5-business day VWAP of a Brait PLC Ordinary Share listed on the JSE prior to the announcement of the launch of the Exchangeable Bonds
	• Exchange Period is from 42 days after the issue date until the earlier of:
	  • 5 business days prior to Full settlement of the 2024 Convertible Bond; or
	  • 5 business days prior to Final Maturity Date of 2024 Convertible Bond
	• Anti-dilution provisions apply

Coupon	• 5.0% p.a. paid in cash semi-annually
Redemption	• At maturity, the Issuer may redeem the BIH Exchangeable Bonds at par (together with accrued and unpaid interest) or by delivery of the BIH Exchange Shares (at prevailing market value) and cash totaling the Principal amount in value • The Issuer has a Shareholder Event Redemption Option and Clean-up Call Option for early redemption of the BIH Exchangeable Bonds at par (together with accrued and unpaid interest)
Ranking and priority	• BIH Exchangeable Bonds are structurally senior to the 2024 Convertible Bonds, but subordinated versus the existing BML RCF • Any BIH cashflows from disposals ("Special Dividends") first offered to BIH Exchangeable Bondholders
Listing	• Instrument listed on 14 December 2021 on the Main Board of the JSE, and on the SEM on 11 May 2022
Redemption date	• Final Maturity Date of 3 December 2024
Governing law	• South African Law

(1) The inward listed exchangeable bond on the JSE is classified as 'foreign' with the nominal value marked off against the institutional investors' respective prudential limits.

BML RCF FACILITY– SALIENT TERMS

Salient terms for BML RCF facility

Brait's revolving credit facility held by subsidiary Brait Mauritius Limited (the "BML RCF") is secured on a senior basis by the assets of BML

Key Terms as at 31 March 2023	
Facility Commitment	• R2,548 million [(1)] with tenure to 30 June 2024 • Facility commitments to reduce by agreed % of proceeds received from portfolio company disposals and refinancings • All proceeds must be mandatorily prepaid to the facility
Margin	• Margin for facility will be 400 bps on JIBAR, payable quarterly with a right to rollup • The margin is subject to downward margin ratchet based on total commitments as Brait de-gears: • 80bps reduction whilst commitments <= R2.0bn
Covenants	• Covenants are NAV based and set with sufficient headroom for short term volatility

Post Balance Sheet reporting date	
Facility Commitment	• Following settlement of the outstanding balance of R2,063 million in April 2023, Brait signed a term sheet with the Lenders (RMB and Standard Bank) to extend the term of the BML RCF to 31 March 2025, with a facility commitment of R594 million [(2)].
Margin	• Interest margin 290 bps on JIBAR, payable quarterly with a right to rollup

(1) R3,010m reduced by R462m (50% of the R924m pre-listing distribution received in November 2022 from Premier).
(2) 1% commitment fee is unchanged while Covenants remain NAV based and set with sufficient headroom for short term volatility.

Additional information and summary 3-year financials

Summarised financial information

Summarised income statement *(Amounts in R'm)*	**March 2023 Audited**	**March 2022 Audited**	**March 2021 Audited**
Net revenue	**17,938**	**14,538**	**12,526**
% Growth	23.4%	16.1%	13.4%
Adjusted EBITDA (1)	**1,731**	**1,490**	**1,099**
% Margin	9.6%	10.2%	8.8%
Depreciation and amortization	(440)	(483)	(414)
Adjusted EBIT (1)	**1,292**	**1,007**	**685**
% Margin	7.2%	6.9%	5.5%
Impairments	-	(130)	-
EBIT	**1,292**	**877**	**685**
Net finance costs - 3rd party	(309)	(220)	(212)
Finance income/(costs) - shareholder funding (2)	19	(248)	(249)
Foreign exchange on cash and loans of a funding nature	56	5	(45)
EBT	**1,058**	**414**	**179**
PAT	**795**	**278**	**67**

Source: Premier Group Annual Financial Statements
(1) Prior year EBITDA and EBIT adjusted by adding back an impairment loss of R130 million (2) Once-off accrued withholding tax of R43.5 million not due or payable was reversed to profit during the current year

Summarised financial information

Summarised cash flow information *(Amounts in R'm)*	March 2023 Audited	March 2022 Audited	March 2021 Audited
Cash flow from operations before working capital	**1,819**	**1,500**	**1,202**
Working capital	(274)	(85)	220
Cash flow from operations	**1,545**	**1,415**	**1,422**
Maintenance capex	(325)	(148)	(203)
Taxation paid	(172)	(237)	(116)
Purchase of intangible assets	(45)	(38)	(41)
Free cash flow (excluding expansionary capex) *% Adjusted EBITDA*	**1,003** *58%*	**992** *67%*	**1,063** *97%*
Interest paid	(336)	(376)	(451)
Dividends and repayment of share capital	(934)	-	-
Repayment of shareholder loan	-	(20)	-
Expansionary capex	(148)	(333)	(260)
Acquisitions	(23)	(428)	-
Proceeds from borrowings	1,040	460	96
Net proceeds from bank overdraft	201	-	-
Repayment of borrowings and lease liabilities	(446)	(327)	(254)
Net cash from other investing / financing activities	42	(22)	26
Net movement	**399**	**(54)**	**219**
Effect of exchange rate	19	(1)	5
Opening balance	**177**	**232**	**7**
Closing balance	**595**	**177**	**232**

Summarised financial information

Summarised balance sheet *(Amounts in R'm)*	**March 2023 Audited**	**March 2022 Audited**	**March 2021 Audited**
Property, plant and equipment	3,840	3,658	3,345
Right-to-use assets	251	218	187
Intangibles	1,704	1,673	1,707
Other non-current assets	57	66	56
Current assets	4,220	3,086	2,409
Cash and cash equivalents	596	291	368
Total assets	**10,668**	**8,992**	**8,072**
Equity	3,210	(5)	(303)
Redeemable preference shares	-	1,790	1,700
Loan from shareholder	-	1,492	1,512
Borrowings - non-current	2,927	2,123	1,842
Lease liabilities - non-current	249	204	190
Deferred income tax	619	596	639
Other non-current liabilities	47	83	72
Other current liabilities	3,340	2,361	1,986
Borrowings - current	22	179	273
Lease liabilities - current	53	55	25
Bank overdraft	201	114	137
Total equity and liabilities	**10,668**	**8,992**	**8,072**

Additional information and summary 4-year financials





VIRGIN ACTIVE

Broad geographic diversity of operations and earnings

UK	At 31 Dec 2022 (6)	Change to comparative
No. of clubs	34	0
No. of members	119k	0%
Revenue (2)	£106m	69%
Market position	Premium London operator	

Total Group	At 31 Dec 2022 (6)	Change to comparative
No. of clubs	232	2
No. of members	890k	10%
Revenue (2)	£436m	52%

Italy	At 31 Dec 2022 (6)	Change to comparative
No. of clubs	40	2
No. of members	145k	22%
Revenue (2)	£97m	116%
Market position (1)	Market leading operator	

Asia Pacific (4)	At 31 Dec 2022 (6)	Change to comparative
No. of clubs	24	0
No. of members	47k	(7%)
Revenue (2)	£60m	56%
Market position	Premium operator in chosen cities	

Southern Africa (5)	At 31 Dec 2022 (6)	Change to comparative
No. of clubs	134	0
No. of members	579k	12%
Revenue (2)	£173m	22%
Market position (3)	Market leading operator	

(1) Based on revenues, source: IHRSA; (2) Year ended 31 December 2022 and measured in actual forex rates (ZAR 20.18, EUR 1.17, AUD 1.78, SGD 1.70, THB 43.23); (3) Based on revenues of private health clubs; (4) Asia Pacific includes Australia, Thailand and Singapore; (5) Southern Africa includes South Africa, Namibia and Botswana; (6) December 2022 figures are unaudited. Presented excluding closed clubs.

Summarised financial information

Summarised income statement *(Results in £m; actual reported currency)*[1,2]	**Dec-22** *Unaudited* *Post-IFRS 16*	**Dec-21** *Audited* *Post-IFRS 16*	**Dec-20** *Audited* *Post-IFRS 16*	**Dec-22** *Unaudited* *Pre-IFRS 16*	**Dec-21** *Audited* *Pre-IFRS 16*	**Dec-20** *Audited* *Pre-IFRS 16*	**Dec-19** *Audited*
Revenue – continuing operations	**436**	**292**	**296**	**436**	**292**	**296**	**602**
% growth	*49%*	*(1)%*	*(51)%*	*49%*	*(1)%*	*(51)%*	*3%*
Total Revenue	*436*	*292*	*296*	*436*	*292*	*296*	*602*
Revenue: Discontinued operations	-	-	-	-	-	-	-
EBITDA – continuing operations	**94**	**78**	**76**	**(12)**	**(15)**	**(17)**	**142**
% margin	*21%*	*27%*	*26%*	*nmf*	*nmf*	*nmf*	*24%*
Total EBITDA	*94*	*78*	*76*	*(12)*	*(15)*	*(17)*	*142*
EBITDA: Discontinued operations	-	-	-	-	-	-	-
Depreciation expense	(98)	(90)	(121)	(42)	(39)	(47)	(48)
Amortisation expense	(5)	(5)	(6)	(5)	(5)	(6)	(6)
EBIT	**(9)**	**(17)**	**(51)**	**(59)**	**(59)**	**(70)**	**88**
% margin	*Nmf*	*Nmf*	*nmf*	*nmf*	*nmf*	*nmf*	*15%*
Net bank debt interest charge	(92)	(137)	(112)	(21)	(62)	(33)	(44)
Shareholder funding interest [2]	-	-	-	-	-	-	-
Exceptional items [3]	(39)	152	(421)	(31)	7	(167)	(13)
EBT	**(140)**	**(2)**	**(584)**	**(111)**	**(114)**	**(270)**	**31**
Tax	8	5	18	8	5	18	(22)
PAT, continuing operations	**(132)**	**3**	**(566)**	**(103)**	**(109)**	**(252)**	**9**
PAT, discontinued operations [5]		-	-		-	-	-
PAT	**(132)**	**3**	**(566)**	**(103)**	**(109)**	**(252)**	**9**

(1) December 2022 figures are unaudited; (2) Post Brait's acquisition in July 2015, shareholder funding is now held in a Virgin Active parent company and not included in the operating company's audited results. Brait's valuation of Virgin Active takes full consideration of this shareholder funding; (3) Exceptional items for 2022 post IFRS 16 include impairment of £(35)m, non-recurring items £(5)m and profit on disposal of fixed assets £1m. Exceptional items for 2022 pre IFRS 16 include an impairment of £(25)m, non-recurring items of £(3)m, non-cash rent adjustment of £(2)m and loss on disposal of fixed assets of £(1)m. Exceptional costs for 2021 post IFRS 16 include impairment reversal of £82m, non-recurring items £(13)m and profit on disposal of fixed assets £83m. Exceptional items for 2022 pre IFRS 16 include an impairment reversal of £8m, non-recurring items of £7m, non-cash rent adjustment of £(4)m and loss on disposal of fixed assets of £(4)m Exceptional costs for 2020 post IFRS 16 include impairment of £(402)m, non-recurring items £(20)m and profit on disposal of fixed assets £1m. Exceptional items for 2020 pre IFRS 16 include an impairment of £(139)m, non-recurring items of £(25)m, non-cash rent adjustment of £(2)m and loss on disposal of fixed assets of £(1)m;

Summarised financial information

Summarised balance sheet [1] *(Results in £m, actual reported currency rates)*	**Dec-22** *Unaudited* *Post-IFRS 16*	**Dec-21** *Audited* *Post-IFRS 16*	**Dec-20** *Audited* *Post-IFRS 16*	**Dec-22** *Unaudited* *Pre-IFRS 16*	**Dec-21** *Audited* *Pre-IFRS 16*	**Dec-20** *Audited* *Pre-IFRS 16*	**Dec-19** *Audited*
Total Assets	**1,496**	**1,404**	**1,525**	**766**	**685**	**758**	**923**
Property and equipment	1,042	1,026	1,083	306	302	334	399
Goodwill and intangibles	255	231	252	255	232	253	374
Current assets	33	25	41	39	29	40	36
Cash	76	46	77	76	46	77	56
Other	90	76	72	90	76	54	58
Total Liabilities	**1,807**	**1,716**	**1,940**	**756**	**749**	**792**	**733**
Trade creditors	35	29	42	35	29	42	21
Current liabilities	76	85	101	84	93	103	107
Interest bearing bank debt	508	467	455	508	467	455	437
Finance leases	1,134	1,081	1,272	2	3	12	13
Other	54	54	70	127	157	180	155
Shareholders' Equity	**(311)**	**(312)**	**(415)**	**10**	**(64)**	**(34)**	**190**

(1) The audited figures are from the Virgin Active operating company's financial results. The shareholder funding which sits in a Virgin Active parent company is, therefore, not reflected. Brait's valuation of Virgin Active takes full consideration of this shareholder funding, including accrued interest to Brait's reporting date; December 2022 figures are unaudited.

Summarised financial information

Summarised cash flow statement [1] *(Results in £m, actual reported currency)*	**Dec-22** *Unaudited* *Post-IFRS 16*	**Dec-21** *Audited* *Post-IFRS 16*	**Dec-20** *Audited* *Post-IFRS 16*	**Dec-22** *Unaudited* *Pre-IFRS 16*	**Dec-21** *Audited* *Pre-IFRS 16*	**Dec-20** *Audited* *Pre-IFRS 16*	**Dec-19** *Audited*
Cash flow from operations	**73.2**	**42.8**	**114.8**	**(37.0)**	**(47.7)**	**37.5**	**132.3**
Maintenance and head office capex	(36.3)	(13.2)	(18.2)	(36.3)	(13.2)	(18.2)	(46.1)
Operating cash flow	**36.9**	**29.6**	**96.6**	**(73.3)**	**(60.9)**	**19.3**	**86.2**
Investments - new clubs, acquisitions and premiumisation	(7.9)	(1.9)	(4.2)	(7.9)	(1.9)	(4.2)	(30.5)
Non-recurring capex	-	-	-	-	-	-	-
Net exceptional, one off items and proceeds on disposal of assets	(2.1)	(16.8)	(5.5)	(2.1)	(16.8)	(5.5)	(5.9)
Operating cash flow post capex	**26.9**	**10.9**	**86.9**	**(83.3)**	**(79.6)**	**9.6**	**49.8**
Interest paid	(118.3)	(110.7)	(109.5)	(45.1)	(35.1)	(32.2)	(34.3)
Tax paid	(7.0)	(5.2)	(6.5)	(7.0)	(5.2)	(6.5)	(8.0)
Operating cash flow post capex, tax and interest paid	**(98.4)**	**(105.0)**	**(29.1)**	**(135.4)**	**(119.9)**	**(29.1)**	**7.5**
Shareholder funding receipts / (repayments)	166.2	63.4	19.7	166.2	63.4	19.7	(42.0)
Operating cash flow post shareholder funding / repayments	**67.8**	**(41.6)**	**(9.4)**	**30.8**	**(56.5)**	**(9.4)**	**(34.5)**

(1) The audited figures are from the Virgin Active operating company's financial results; December 2022 figures are unaudited

Currency assumptions

- Constant exchange rates, which represent the prior year actual average currency rates, are included to remove the impact of foreign currency movements during the reporting period
- A breakdown of the currency rates vs. Pound Sterling shown in the table below:

	ZAR	EUR	AUD	SGD	THB
FY2021 Actual Average Currency Rates	20.33	1.16	1.83	1.86	44.00
FY2022 Constant Currency Rates	20.33	1.16	1.83	1.86	44.00
31 March 2023: Closing Currency Rate used for Brait valuation	**21.92**				

For the twelve-months period to December 2022	ZAR	EUR	AUD	SGD	THB
Closing rates:					
• Actual at 31 December 2021	21.61	1.19	1.86	1.83	44.96
• Actual at 31 December 2022	20.48	1.13	1.77	1.62	41.65
Average rates:					
• Actual for the year ended 31 December 2021	20.33	1.16	1.83	1.86	44.00
• Actual for the year ended 31 December 2022	20.18	1.17	1.78	1.70	43.23

DISCLAIMER

This presentation is based on information provided by The Rohatyn Group and its affiliates ("TRG"), in its capacity as the contracted investment advisor to the Brait PLC Board ("Board").

This presentation was prepared at the request of the Board by TRG from information in our possession as of and up through the end of the year end. Opinions expressed in this report are intended solely as general market commentary and do not constitute investment advice or a guarantee of returns. For the avoidance of doubt, nothing in this report should be construed as advice or solicitation to buy or sell any securities. The information provided for Brait's investments is derived from public sources or received from the investment adviser's financial intermediaries, advisers or the underlying company itself. TRG shall not be liable for the accuracy and completeness of the information provided to investors.

The recipient hereby acknowledges that it is aware, and that it will advise its representatives who are informed as to the matters that are subject of this report, that the applicable securities laws prohibit any person who has received any material, non-public information about a company from purchasing or selling securities of such company or from communicating such information to any other person under circumstances in which it is reasonably foreseeable that such person is likely to purchase or sell such securities.

Any projections, market outlooks or estimates in this document are forward looking statements and are based upon certain assumptions. Other events which were not taken into account may occur and may significantly affect returns or performance of an investment. Any projections, outlooks or assumptions should not be construed to be indicative of the actual events which will occur.

TRG cannot guarantee successful implementation or consummation of the strategy or exit strategy set by the Board for Brait's portfolio companies.

Due to the inherent uncertainty of unlisted investment portfolio valuations, the stated values approved by the Board may differ significantly from the values that would have been used had a ready market existed for all of the portfolio investments, and the difference could be material. The long-term values of these investments may be lesser or greater than the valuations provided. Past performance is no guarantee of future results.

There can be no assurance that any unrealized investment will be realized at its current valuation. Returns to investors may be materially different from the current fair values. TRG cannot guarantee the timing of dispositions.

Certain information contained herein has been obtained from third party sources. While TRG deems such sources to be reliable, TRG cannot warrant the information to be accurate, complete or timely. TRG is not responsible for the any damages or losses arising from any use of this third-party information.

AUDITED RESULTS ANNOUNCEMENT

for the year ended 31 March 2023

Summary statement of financial position as at 31 March

	Notes	**Audited 31 March 2023 R'm**	Audited 31 March 2022 R'm
ASSETS			
Non-current assets		**12 535**	13 795
Investments	3	**12 535**	13 795
Current assets		**1**	2
Cash and cash equivalents	4	**1**	2
Total assets		**12 536**	13 797
EQUITY AND LIABILITIES			
Ordinary shareholders equity and reserves	2	**9 325**	11 053
Non-current liabilities		**3 125**	2 667
2024 Convertible Bonds	6	**3 125**	2 667
Current liabilities		**86**	77
Accounts payable and other liabilities	7	**86**	77
Total equity and liabilities		**12 536**	13 797

Summary statement of comprehensive income for the year ended 31 March

	Notes	Audited 31 March 2023 R'm	Restated[1] Audited 31 March 2022 R'm
Investment valuation (loss)/gain	8	**(603)**	937
Operating expenses	10	**(45)**	(43)
Finance costs	11	**(280)**	(270)
(Loss)/profit for the year		**(928)**	624
Other comprehensive profit/(loss)			
Item that may be subsequently reclassified to profit or loss			
Translation adjustments		**(800)**	(659)
Total comprehensive loss for the year		**(1 728)**	(35)
(Loss)/earnings per share (cents) – basic and diluted	12	**(70)**	47

[1] *As set out in note 1, the FY22 Company financial statements presented the breakdown of the R43 million operating expenses on the face of the income statement. This is now presented as a single amount, with the breakdown presented in note 10.*

Summary statement of changes in equity for the year ended 31 March

	Audited 31 March 2023 R'm	Audited 31 March 2022 R'm
Ordinary shareholders balance at 31 March 2022	**11 053**	10 413
(Loss)/profit for the year	**(928)**	624
Translation adjustment	**(800)**	(659)
IFRS equity component allocated to BIH Exchangeable Bonds reserve	**–**	675
Ordinary shareholders balance at 31 March 2023	**9 325**	11 053

Summary statement of cash flows for the year ended 31 March

	Notes	Audited 31 March 2023 R'm	Audited 31 March 2022 R'm
Cash flows from operating activities:			
Operating expenses paid		**(30)**	(31)
Administration fee paid		**(11)**	–
Net cash used in operating activities		**(41)**	(31)
Drawdown on loan from subsidiary	13	**245**	230
2024 Convertible Bonds: coupon payments		**(205)**	(200)
Net cash generated from financing activities		**40**	30
Net decrease in cash and cash equivalents		**(1)**	(1)
Effects of exchange rate changes on cash and cash equivalents		**–**	(14)
Cash and cash equivalents at beginning of year		**2**	17
Cash and cash equivalents at end of year	4	**1**	2

Notes to the summary financial statements for the year ended 31 March

1. ACCOUNTING POLICIES

Basis for preparation

The financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") on the going concern principle, using the historical cost basis, except where otherwise indicated. The accounting policies and methods of computation are consistent with those applied for the year ended 31 March 2022, except for:

- The FY22 financial statements reflected the consolidated results of the Group for the six-month period ended 30 September 2021. The issuance of the BIH Exchangeable Bonds during this period was the primary driver for the change in classification of BIH to that of an Investment Entity, resulting in the exemption from consolidation, on a prospective basis, for the Group from 1 October 2021 onwards. In accordance with IFRS10, given that the investment entity status of BIH applies for the entire reported FY23, the FY23 and comparative FY22 financial statements are presented for the Company on a standalone basis. There is no impact to the Group's key reporting metric of NAV per share of R8.37 for the prior year. Note 12 sets out the resulting change to the comparative FY22 earnings per share.
- The prior year Company FY22 income statement presented the components making up the total of operating expenses of R43 million on the face of the income statement, whereas this detail is now shown in note 10. In accordance with IAS1, such change in disclosure is required to be reflected as a restatement.

The Group has only one operating segment being that of an investment holding company.

The Company's financial statements are prepared using SA Rand (R/ZAR) as its presentation currency.

The holding company, Brait PLC, and its main wholly owned subsidiaries, Brait Investment Holdings Limited ("BIH") and Brait Mauritius Limited ("BML"), use Pound Sterling as their functional currency. The financial statements have been prepared using the following exchange rates:

	2023		2022	
	Closing	**Average**	Closing	Average
GBP/ZAR	**21.9162**	**20.4653**	19.2329	20.2802
USD/ZAR	**17.7153**	**17.0039**	14.6312	14.8506

Notes to the summary financial statements for the year ended 31 March

	Notes	2023 R'm	2022 R'm
2. NET ASSET VALUE PER SHARE			
Ordinary shareholders equity and reserves		**9 325**	11 053
Ordinary shares in issue (millions)	5	**1 320.3**	1 320.3
Net asset value per share (cents)		**706**	837

3. INVESTMENTS

Through its main operating subsidiary BML, which holds its portfolio of investments, the Company designates the majority of its financial asset investments as at Fair Value Through Profit and Loss ("FVTPL"), with any resultant gain or loss recognised in investment valuation losses/gains. Fair value is determined in accordance with IFRS 13.

Statement of financial position items carried at fair value include investments in equity instruments and shareholder funding instruments. Where applicable, listed investments are held at closing share prices at period end.

The primary valuation model utilised for valuing the unlisted portfolio of investments held by BML is the maintainable earnings multiple model. Maintainable earnings are generally determined with reference to the mix of prior year audited numbers and forecasts for future periods after adjusting both for non-recurring income/expenditure or abnormal economic conditions if applicable. If the forecasts are higher than the prior year earnings, as the year progresses the weighting is increased towards the portfolio company's forecast. If the forecasts are lower, the forecasted future earnings will usually be used as the maintainable earnings for valuation purposes. For portfolio companies that have been significantly impacted by the Covid pandemic, maintainable earnings are based on a post Covid sustainable level.

The Directors decide on an appropriate group of comparable quoted companies from which to base the EV/EBITDA valuation multiple. Pursuant to Brait's strategy focused on maximising value through the realisation and/or unbundling of its existing portfolio companies by March 2025, the primary reference measure generally considered at reporting date is the average spot multiple of the comparable quoted companies included as peers, which is adjusted for points of difference, where required, to the portfolio company being valued.

Where maintainable earnings are based on a post Covid sustainable level, peer average forward multiples for the corresponding forward period are used as the reference measure. Peer multiples are calculated based on the latest available financial information which may be adjusted based on subsequent macro or company specific information publicly known if appropriate. Adjustments for points of difference are assessed by reference to the two key variables of risk and earnings growth prospects and include the nature of operations, type of market exposure, competitive position, quality of management, capital structure and differences between the liquidity of the shares being valued and those on a quoted exchange.
The resulting valuation multiple is applied to the maintainable EBITDA to calculate the Enterprise Value ("EV") for the portfolio investment. That EV is then adjusted by net cash/debt to calculate net EV to which the Company's percentage holding is applied to calculate the Company's carrying value. Net cash/debt may be adjusted for the estimated effect of working capital and cost deferrals, where applicable.

3. INVESTMENTS CONTINUED

Valuation metrics (note 1)	31 March 2023 EBITDA	31 March 2023 Multiple	31 March 2023 3rd Party Net Debt	31 March 2022 EBITDA	31 March 2022 Multiple	31 March 2022 3rd Party Net Debt
Virgin Active (£'m) (note 2)	**120.9**	**9.0x**	**476.0**	110.1	9.0x	380.4
Premier (R'm) (note 3)	**Listed on the JSE on 24 March 2023**			1 505.0	7.6x	2 008.0
New Look (£'m) (note 4)	**55.0**	**5.0x**	**38.0**	55.0	5.0x	78.5
Other Investments		**Varied**			Varied	

Note 1 Consistent with the prior year, Brait has valued its unlisted investment portfolio on a pre-IFRS16 basis, adjusting financial data for the impact of IFRS16, as appropriate to ensure consistency.

Note 2 Pursuant to Premier's listing, Brait realised c.51.9% of its shareholding in Premier for R3.6 billion. Including the R0.9 billion distribution received in Nov-22, total proceeds of R4.5 billion represent >80% of the decrease in carrying value for the year. Premier is valued at the closing JSE share price of R60 applied to Brait's remaining 60.7 million shares held. Based on Premier's reported FY23 EBITDA of R1.73 billion and net third party debt of R2.9 billion, this equates to an implied EV/LTM EBITDA multiple of 6.1x.

Note 3 Maintainable EBITDA based on look-through to a March 2025 estimate sustainable level of GBP121 million. Maintainable EBITDA also includes £3 million EBITDA from the Real foods (Kauai and Nü) acquisition, which was not included in March 2022. The primary reference measure considered is the peer group average two-year forward multiple of 8.9x (FY22: 10.0x). Net third party debt has been increased by GBP22.3 million for the estimated effect of working capital and costs deferred during lockdowns. Post the March 2022 capital raise, Brait's equity and shareholder funding participation has decreased to 67.4% (FY22: 70.6%).

Note 4 Maintainable EBITDA is based on a sustainable LTM EBITDA applied to a 5.0x historic multiple, which represents a 49% discount to its peer average multiple of 9.8x. In the prior year, New Look was valued using a one-year forward sustainable EBITDA estimate at a 5.0x forward multiple (peer average multiple of 5.9x). Net third party debt of GBP38.0 million includes an estimated GBP18.9 million normalisation adjustment to take consideration of certain costs deferred during lockdowns. Brait holds 18.3% of the New Look shareholder loans/PIK facility and equity (17.2% equity participation post dilution for management incentive plan).

	Notes	2023 R'm	2022 R'm
3. INVESTMENTS CONTINUED			
BIH Investment in BML		**15 166**	16 213
Virgin Active		**9 045**	8 282
Premier		**3 640**	9 266
New Look		**931**	672
Other investments		**37**	437
BML net working capital		**3 567**	34
Borrowings (BML RCF)	3.1	**(2 054)**	(2 478)
BIH net working capital		**(49)**	(42)
BIH Exchangeable Bonds due 2024	3.2	**(2 582)**	(2 376)
Investments		**12 535**	13 795

3. INVESTMENTS CONTINUED

Fair value hierarchy

IFRS 13 provides a hierarchy that classifies inputs employed to determine fair value. Investments measured and reported at fair value are classified and disclosed in one of the following categories:

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

There are no financial assets that are categorised as Level 2 in the current year or prior year. Level 3 investments are valued at the fair value of the underlying assets and liabilities.

Investments designated as fair value through profit or loss	Investment Level 3 R'm	Total R'm
2023		
Investment in BIH	**12 535**	**12 535**
Investments at fair value	**12 535**	**12 535**
2022		
Investment in BIH	13 795	13 795
Investments at fair value	13 795	13 795

	2023 R'm	2022 R'm
3. INVESTMENTS CONTINUED		
3.1 Borrowings		
Opening balance	**2 478**	3 970
Interest accrual	**224**	103
Net repayments of borrowings	**(568)**	(1 494)
Drawdowns	**641**	1 448
Capital repayments	**(1 209)**	(2 942)
Interest repayments	**(80)**	(101)
Closing balance	**2 054**	2 478

BML's committed revolving credit facility, which is secured by the assets of BML (the BML RCF), has a facility limit of R3 billion, with agreed reductions as Brait de-gears, and a tenure to 30 June 2024. The facility commitment, with term to 30 June 2024, interest at JIBAR plus 4.0% and a 1% commitment fee, was reduced in December 2022 from R3.0 billion to R2.5 billion following the receipt of Premier's pre-listing distribution of capital to shareholders.

On 13 April 2023 BML settled the outstanding drawn balance of the BML RCF using proceeds received from the listing of Premier. Furthermore Brait has signed a term sheet with its Lenders and is in the process of concluding the requisite legal agreements to amend the limit of its BML RCF to R0.6 billion and extend its tenure from 30 June 2024 to 31 March 2025. The interest margin on the amended facility is the three-month JIBAR plus 2.9%, and a 1% commitment fee applies. Covenants remain NAV based, with the facility continuing to be secured on a senior basis by the assets of BML.

3. INVESTMENTS CONTINUED

3.2 BIH Exchangeable Bonds (5% due 2024)

Brait concluded a R3 billion capital raise during December 2021 ("December 2021 Capital Raise") by way of renounceable Rights Offer to its shareholders, or their renouncees, to subscribe for 5.00 per cent senior unsecured Exchangeable Bonds due 3 December 2024 issued by BIH ("BIH Exchangeable Bonds"). 3 000 000 BIH Exchangeable Bonds with a denomination of ZAR1 000 each were listed on the Main Board of the JSE Limited on 14 December 2021 and carry a fixed coupon of 5.0% per annum payable semi-annually. The BIH Exchangeable Bonds are exchangeable into Brait ordinary shares at the holder's election at the earlier of their term of 3 December 2024, or on full settlement of the 2024 Convertible Bonds (the "BIH Exchange Shares"). Using the exchange price of R4.37, holders are entitled at reporting date to exchange their BIH Exchangeable Bonds to a maximum of 686.179 million ordinary shares (subject to rounding provisions).

At maturity, BIH may redeem the BIH Exchangeable Bonds at par (together with accrued and unpaid interest) or by delivery of the Exchange Shares (at prevailing market value) and cash totalling the Principal amount in value.

	2023 R'm	2022 R'm
Reconciliation of the movements for the year:		
Opening balance	**2 376**	–
R3 billion BIH Exchangeable Bonds issued 22 December 2021	**–**	3 000
IFRS equity component allocated to BIH Exchangeable Bond reserve	**–**	(675)
Increase of liability component in terms of IAS 32 over term of BIH Exchangeable Bonds	**206**	52
1 396 BIH Exchangeable Bonds exchanged into Brait ordinary shares	**–**	(1)
Closing balance	**2 582**	2 376

	2023 R'm	2022 R'm
4. CASH AND CASH EQUIVALENTS[1]		
Balances with banks	**1**	2
– ZAR cash	*****	1
– USD cash	*****	*
– GBP cash	**1**	1

[1] *Following BIH's classification as an Investment Entity, reported cash of R1 million relates to the Company. Cash held by subsidiaries, namely BML and BIH, amounting to R3.6 billion (FY22: R81 million) is presented within BML net working capital in Investments (refer note 3). FY23 cash held by subsidiaries includes R3.6 billion proceeds realised from the listing of Premier, which were applied post balance sheet date as per note 16.*

* *Less than R1 million.*

5. STATED CAPITAL

At 31 March 2023, the Company had 1 320 312 254 issued ordinary shares of no par value, unchanged from 31 March 2022.

At the Extraordinary General Meeting held on 22 December 2021, Shareholder approval was obtained for the allocation and issuance of Brait PLC ordinary shares arising from the exchange rights of the BIH Exchangeable Bonds. Following the exchange of 1 396 BIH Exchangeable Bonds in February 2022, 686 179 405 ordinary shares may be issued in terms of its obligations to the holders of the BIH Exchangeable Bonds. Concurrently, Shareholder approval was also obtained for the re-designation of the ordinary shares of par value EUR0.22 each of the Company into ordinary shares of no par value.

At the Extraordinary General Meeting held on 14 January 2020, Shareholder approval was obtained for the allocation and potential issue from conversion on maturity of the 2024 Convertible Bonds, 287 411 381 ordinary shares in terms of its obligations to the holders of the 2024 Convertible Bonds.

	Number of shares in issue	R'm[(1)]
Issued ordinary share capital		
31 March 2021	1 319 992 804	12 190
Share capital		3 897
Share premium		8 293
BIH Exchange shares issued [(2)]	319 450	–
31 March 2022	1 320 312 254	12 190
Stated capital		12 190
31 March 2023	**1 320 312 254**	**12 190**
Stated capital		**12 190**
	1 320 312 254	

[(1)] *As set out in note 1, In accordance with IFRS10, given that the investment entity status of BIH applies for the entire reported FY23, the FY23 and comparative FY22 financial statements are presented for the Company on a standalone basis. This has resulted in a change in the Rand value of Stated Capital compared to that reported in the prior year's results as a result of Brait's historic treasury share purchases (and subsequent cancellation of such shares) having been dealt through a Group entity, as opposed to having been a transaction by the Company.*

[(2)] *Shares issued as a result of the February 2022 exchange of 1 396 BIH Exchangeable Bonds into Brait ordinary shares (refer note 3.2).*

	2023 R'm	2022 R'm

6. CONVERTIBLE BOND (6.50% DUE 2024)

On 4 December 2019 Brait received £150 million from the issuance of its five year unsubordinated, unsecured convertible bonds ("2024 Convertible Bonds"). The 2024 Convertible Bonds listed on the Open Market (Freiverkehr) segment of the Frankfurt Stock Exchange on 29 January 2020 and carry a fixed coupon of 6.50% per annum payable semi-annually in arrears. The conversion price at reporting date is £0.5219 per ordinary share. Using this conversion price, the 2024 Convertible Bonds would be entitled to convert into a maximum of 287.411 million ordinary shares (subject to rounding provisions) on exercise of bondholder conversion rights.

In the event that the bondholders have not exercised their conversion rights in accordance with the terms and conditions of the 2024 Convertible Bonds, the 2024 Convertible Bonds are settled at par value in cash on maturity on 4 December 2024.

In accordance with IAS 32 (Financial Instruments: Presentation), the liability component for the 2024 Bonds is measured at reporting date as GBP143 million (FY22: GBP139 million).

Reconciliation of the movements for the year:	**2023 R'm**	2022 R'm
Opening balance	**2 667**	2 749
Increase of liability component in terms of IAS 32 over the five-year bond term	**80**	72
Foreign currency translation reserve	**378**	(154)
Closing balance	**3 125**	2 667

7. ACCOUNTS PAYABLE AND OTHER LIABILITIES

	2023 R'm	2022 R'm
Accounts payable at reporting date includes the £3.1 million coupon accrual on the 2024 Convertible Bonds	**86**	77

	2023 R'm	2022 R'm
8. INVESTMENT VALUATION (LOSS)/GAIN		
BML	**(578)**	1 253
Finance income (note 9)	**30**	245
Administration fee income received from Brait PLC	**14**	11
Operating cost (note 10)	**(144)**	(142)
Finance cost (note 11)	**(223)**	(341)
Tax	**(2)**	(1)
Investment valuation (loss)/gain	**(253)**	1 481
BIH	**181**	(264)
Operating cost (note 10)	**(1)**	(2)
Finance cost (note 11)	**(150)**	(42)
Foreign exchange gain/(loss)	**332**	(220)
BIH Exchangeable Bonds: liability component in terms of IAS 32 (note 11)	**(206)**	(52)
Investment valuation (loss)/gain	**(603)**	937
9. FINANCE INCOME		
BML		
Premier shareholder funding (interest income)	**25**	243
Other interest income	**5**	2
Total finance income earned for the year	**30**	245
Amounts recognised in investment valuation (loss)/gain (refer note 8)	**(30)**	(245)
	–	–

	2023 R'm	2022 R'm
10. OPERATING EXPENSES		
Directors fees	**19**	15
Corporate advisory fees [(1)]	**114**	121
Insurance	**16**	17
Administration fee paid to BML	**14**	11
Professional fees [(2)]	**7**	5
Travel and accommodation	**5**	3
Other operating expenses	**9**	9
External audit fees	**6**	6
Total operating expenses incurred for the year	**190**	187
Amounts recognised in investment valuation (loss)/gain (refer note 8)	**(145)**	(144)
	45	43

[(1)] *Ethos Private Equity Proprietary Limited ("EPE") was appointed as the contracted advisor to BML effective 1 March 2020. As announced to the market on 10 March 2023 and pursuant to its acquisition of EPE, The Rohatyn Group ("TRG") has formally been appointed by the Brait Board to replace EPE as BML's contracted investment advisor with effect from 1 April 2023. The fee comprises (i) advisory fee of R96 million (FY22: R91 million); and (ii) short term incentive award of R17.8 million (FY22: R30 million), based on the Board's annual, pre-determined key performance indicators set for the Advisor in terms of executing on Brait's stated strategy.*

[(2)] *Largely made up of legal fees, as well as comprising fees relating to administration and fees paid/payable to external auditors in relation to non-audit services (such fees deemed immaterial to the Group).*

	2023 R'm	2022 R'm
11. FINANCE COST		
BML RCF:		
– Interest expense	**218**	248
– Raising and commitment fees	**5**	27
2024 Convertible Bonds:		
– Coupon	**200**	198
– Increase of liability component in terms of IAS 32 over the five-year bond term	**80**	72
BIH Exchangeable Bonds:		
– Coupon	**150**	42
– Increase of liability component in terms of IAS 32 over the three-year bond term	**206**	52
– Issue cost	**–**	66
Total finance costs	**859**	705
Amounts recognised in investment valuation (loss)/gain (refer note 8)	**(579)**	(435)
	280	270
12. HEADLINE EARNINGS RECONCILIATION [1]		
(Loss)/profit and headline (loss)/profit [1]	**(928)**	624
Weighted average ordinary shares in issue – basic (m)	**1 320**	1 320
(Loss)/earnings and headline (loss)/earnings per share – basic and diluted [1,2] (cents)	**(70)**	47

[1] *As set out in note 1, as a result of the change in the investments entity status, Brait PLC no longer prepares consolidated financial statements with effect from 1 October 2022. The prior year reported financial statements were presented on a consolidated basis, in order to incorporate the results of the Group for the six month period ended 30 September 2021, resulting in FY22 reported earnings of R577 million. The R47 million increase in earnings reported for FY22 is a result of certain Group transactions and related FCTR effects arising during the six month period ended 30 September 2021 which have no bearing on the full year Company reported earnings of R624 million for FY22.*

[2] *Based on the reported NAV of R7.06 and at a BIH Exchange price of R4.37, the BIH Exchangeable bonds would be dilutive if exchanged into the Company's ordinary shares. The £0.5219 conversion price of the 2024 Convertible Bonds is anti-dilutive, based on the reported NAV.*

	2023 R'm	2022 R'm
13. DRAWDOWN ON LOAN FROM SUBSIDIARY [(1)]		
BML	**3 874**	(2 843)
Investment proceeds received [(2)]	**4 901**	234
Purchase of investments [(3)]	**(218)**	(1 682)
BML Administration fee received from holding company	**11**	–
BML Operating and other expenses	**(170)**	(158)
BML withholding taxes	**(2)**	(17)
BML RCF: net capital repayments (refer note 3.1)	**(568)**	(1 085)
BML RCF: interest repayments (refer note 3.1)	**(80)**	(101)
BML RCF: raising and commitment fees	**–**	(34)
BIH cash flows	**(145)**	2 933
BIH Operating costs	**(1)**	(1)
BIH Exchangeable Bonds: proceeds from issuance	**–**	3 000
BIH Exchangeable Bonds: issue costs	**–**	(66)
BIH Exchangeable Bonds: Coupon paid	**(144)**	–
(Increase)/decrease in cash held by BML due to BIH investment Entity status	**(3 484)**	140
Total drawdown on loan from subsidiary	**245**	230

(1) *The Company is funded by its subsidiary BIH. The loan that arises is settled by way of return of capital in accordance with section 62 of the Mauritian Companies Act.*

(2) *Investment proceeds received comprised of: (i) R4,476 million received from Premier (R3,600 million gross proceeds received pursuant to the March 2023 JSE listing, less R73 million associated costs; R924 million return of capital distribution received in November 2022 and R25 million in shareholder loan repayments); and (ii) R425 million received from the Other Investments portfolio, mostly relating to proceeds received from the realisation of Brait IV's remaining investment in Consol.*

(3) *Purchase of investments: FY23 relates to Brait's pro rata £9.1 million investment to purchase commitments under New Look's HSBC operating facility in Sep-22 and Brait's pro rata costs related to the Mar-22 Virgin Active capital raise. FY22 relates to Virgin Active: (i) aggregate equity and shareholder funding advanced (£41.8 million) as well as R760 million capitalisation of the VASA shareholder commitment in exchange for shares in Virgin Active; and (ii) a total of £2.5 million relating to the exercise of put options during the year.*

14. RELATED PARTY TRANSACTIONS

During the year, Brait entered into the following transactions (included in profit from operations) with related parties:

Pursuant to the JSE listing of Premier with effect from 24 March 2023 (the "Listing"):

- On or about 3 March 2023, Brait and Premier entered into an agreement with Titan [(1)] (represented by Dr Wiese and his related entities) whereby Titan irrevocably committed to purchase 36.16% of the Listing shares ("Titan Cornerstone Investment") at R53.82 (the "Offer Price").
- In addition, Titan agreed to underwrite the Listing shares up to an aggregate maximum underwriting commitment of R0.8 billion at the Offer Price ("Underwriting Agreement").
- The total fees and commissions payable to Titan pursuant to the Titan Cornerstone Investment and Underwriting Agreement was 1.25% of the gross proceeds raised by Brait in connection with the Titan Cornerstone Investment and Underwriting Agreement. Together with applicable value added or similar tax, Titan received commission of R43.8 million.

	2023 R'm	2022 R'm
Profit from operations include:		
Directors' fees [(2)]	**(19)**	(15)
Corporate advisory fees [(3)]	**(114)**	(121)
Professional fees – Stonehage Fleming [(4)]	**(1)**	(3)

(1) *Titan refers to Titan Premier Investments Proprietary Limited and its related entities. Dr CH Wiese, a director and significant shareholder of Brait, is a director and indirect beneficiary of Titan.*

(2) *Director fee payment of R19 million (FY22: R15 million) represents GBP412k (FY22: GBP370k) paid to the non-executive directors on the Brait plc board, as well as the R11 million (FY22: R8 million) paid to the BML executive directors.*

(3) *As announced to the market on 10 March 2023 and pursuant to its acquisition of EPE, TRG has formally been appointed by the Brait Board to replace EPE as BML's contracted investment advisor with effect from 1 April 2023. EPE was appointed as the contracted advisor to BML effective 1 March 2020. EPE owns 1.2% of the BIH Exchangeable Bonds, while entities affiliated to EPE (EPE Direct Investments GP Proprietary Limited and Ethos Fund VII GP (SA) Proprietary Limited) collectively own 12.3% of Brait's ordinary shares and 12.3% of the BIH Exchangeable Bonds.*

(4) *HRW Troskie is a director and shareholder of Brait as well as a director and shareholder of certain Stonehage Fleming group entities, which is the company secretary of the Company. M Dabrowski is also a director of Brait as well as a director of certain Stonehage Fleming group entities.*

	2023 R'm	2022 R'm
15. CONTINGENT LIABILITIES AND COMMITMENTS		
15.1 Commitments[1]		
2024 Convertible Bonds coupon payments due within one year	**214**	188
BIH Exchangeable Bonds coupon payments due within one year	**150**	143
2024 Convertible Bonds coupon payments due between one and five years[2]	**214**	378
BIH Exchangeable Bonds coupon payments due between one and five years[3]	**150**	300
2024 Convertible Bonds principal settlement due within five years[4]	**3 287**	2 885
BIH Exchangeable Bonds principal settlement due within five years[5]	**516**	15
Total commitments for the group	**4 531**	3 909

(1) *Commitments include those of Brait PLC (in respect of its issued 2024 Convertible Bonds) as well as those of its wholly owned subsidiary, BIH (the BIH Exchangeable Bonds), for which Brait PLC will issue the exchange shares.*

(2) *The coupon payments reflect the semi-annual coupons of 6.5% payable in arrears over the remaining terms of the 2024 Convertible Bonds.*

(3) *The coupon payments reflect the semi-annual coupons of 5.0% payable in arrears over the remaining term of the BIH Exchangeable Bonds.*

(4) *The principal cash settlement amount for the 2024 Convertible Bonds is payable at maturity date of 4 December 2024 in the event that the bondholders have not exercised their conversion rights.*

(5) *The principal cash settlement amount for the BIH Exchangeable Bonds is only payable at maturity date of 3 December 2024 to the extent the prevailing share price of the Brait shares delivered at such redemption date is less than the R4.37 exchange price. The cash settlement amount reflected applies the respective reporting date closing share price of R3.62 (FY22: R4.35) to the 686.2 million Brait PLC exchange shares.*

15. CONTINGENT LIABILITIES AND COMMITMENTS CONTINUED

15.2 Contingent liabilities

At the Extraordinary General Meeting held on 30 October 2020, Shareholders approved the Long Term Incentive Plan ("Advisor LTIP") for the Advisor and its employees working on the Brait portfolio. The Advisor LTIP is a five-year structure which has been designed to align the interests of the Advisor with those of Shareholders in delivering on Brait's stated strategy of realising value from the portfolio over the medium term, whilst minimising dilution to Shareholders. The Advisor LTIP will result in the Advisor receiving participation rights ("Participation Rights") to the realised proceeds distributed from the Brait portfolio only once cumulative distributions to Shareholders have exceeded the 31 March 2020 Net Asset Value ("NAV") of R8.27 per share (the "Hurdle Price"). The Hurdle Price will be adjusted to account for corporate events such as the declaration of ordinary and special dividends, share buybacks, capital raises and asset unbundlings. The value accruing to the Advisor would be equal to the surplus between such distributions and the Hurdle Price and would be settled in cash by BML. Once, on a cumulative basis, the realised distributions to Shareholders exceeds the Hurdle Price, the Advisor will be entitled to its Participation Right of any further distributions to Shareholders.

15.3 Other

The Group has rights and obligations in terms of standard representation shareholder or purchase and sale agreements relating to its present or former investments.

Notes to the summary financial statements for the year ended 31 March

16. NON-ADJUSTING POST BALANCE SHEET EVENTS

As announced to the market on 10 March 2023 and pursuant to its acquisition of EPE with effect from 1 April 2023, TRG has formally been appointed by the Brait Board to replace EPE as BML's contracted investment advisor. The advisory fee remains unchanged and existing incentives remain in place to ensure alignment with investors in executing Brait's strategy to unlock value for Shareholders.

Brait applied R2.8 billion of its R3.6 billion reporting date cash balance as follows:

- In April 2023, settlement of the outstanding amount of R2.1 billion on the BML RCF;
- During May 2023, Brait followed its *pro rata* GBP33.8 million (R756 million) equity subscription into Virgin Active's GBP50 million equity rights offer to fund growth initiatives.

The exchange rate on the remaining four semi-annual GBP4.875 million coupon payments on the 2024 Convertible Bonds has been fixed (4 June 2023 coupon at R20.45; remaining three coupons at R22.38).

Brait has signed a term sheet with the Lenders (RMB and Standard Bank) to extend the term of the BML RCF to 31 March 2025, with a facility commitment of R594 million, interest rate of JIBAR plus 290bps and 1% commitment fee.

AUDITORS OPINION

The summarised report is 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 auditors report thereon are available for inspection at the Company's registered office.

The Directors take full responsibility for the preparation of the abridged report that the financial information has been correctly extracted from the underlying annual financial statements.

Review of operations

The Board of Directors ("Board") hereby reports to Brait's shareholders ("Shareholders") on the Group's audited results for the financial year ended 31 March 2023.

FINANCIAL HIGHLIGHTS

- **Premier:**
  - Strong operating performance has continued with EBITDA growth of 16% to R1,731 million in FY23 largely driven by the Millbake business.
  - The business has continued to invest in its asset base whilst increasing ROIC to 19.1%.
  - Well invested asset base gives the bread business a strong competitive advantage with market share growth in the Inland region.
  - Successful listing of Premier in March 2023 raised R3.6 billion for Brait in addition to the R924 million received from Premier's pre-listing return of capital distribution to shareholders.
- **Virgin Active:**
  - Strong operating performance in the last six months across all key territories.
  - Active membership grew 14% from 843k to 963k over the past 12 months, with average yield increasing 4% year-on-year ("YoY").
  - New operating model and structure bedded down by the management team positioning Virgin Active as a global wellness company.
  - Extension of debt terms for the International business to June 2027 with GBP50 million of equity injected by shareholders to fund growth initiatives.
- **New Look:**
  - Solid operating performance despite the very difficult market conditions in UK fashion retail.
  - EBITDA grew 68% to GBP42.2 million driven by increased footfall and cost management at the distribution centre and head office.
  - Continued focus on optimising group costs and improving efficiencies to drive growth in FY24.
- **Brait:**
  - Transformational year with full repayment (R0.9 billion in November 2022 and R2.1 billion in April 2023) of Brait's revolving credit facility (the "BML RCF") resulting in R360 million of interest savings per annum.
  - Focus remains on positioning the remaining investments for exit with the most likely outcome being an "unbundling" of the Virgin Active business once it is in a position to be listed.
  - As an investment holding company, Brait's key reporting metric of NAV per share is R7.06, a 16% decrease on FY22 reported R8.37.
  - Available cash and facilities:
    - R4.1 billion at reporting date.
    - R1.4 billion post settlement of the BML RCF and equity subscription into Virgin Active.

Review of operations continued

REPORTED NAV PER SHARE

The following change in presentation has had no impact on Brait's key reporting metric of NAV per share of R7.06 (FY22: R8.37):

The prior year reported FY22 financial statements included Brait's consolidated results for the six-month period ended 30 September 2021. The issuance of the Exchangeable Bonds by subsidiary Brait Investment Holdings ("BIH", the "BIH Exchangeable Bonds") during this period was the primary driver for the change in classification of BIH to that of an Investment Entity, resulting in the exemption from consolidation, on a prospective basis, for Brait from 1 October 2021 onwards.

In accordance with IFRS10, given that the investment entity status of BIH applies for the entire reported FY23, Brait's FY23 and comparative FY22 financial statements are presented for the Company on a standalone basis.

With regards to Brait's portfolio of investments:

- Following its listing on the main board of the JSE on 24 March 2023, Premier is valued at the reporting date at its closing price of R60 per share.
- The composition of the respective peer groups for Brait's unlisted investments remains unchanged:
  - Virgin Active continues to be valued based on a two-year forward sustainable EBITDA estimate (on a pre-IFRS16 basis) applied to a 9.0x multiple, which is in line with the peer average multiple of 8.9x (FY22: 10.0x).
  - New Look is valued using sustainable LTM EBITDA (on a pre-IFRS16 basis) applied to a 5.0x historic multiple, which represents a 49% discount to its peer average multiple of 9.8x. In the prior year, New Look was valued using a one-year forward sustainable EBITDA estimate at a 5.0x forward multiple (peer average multiple of 5.9x).

Review of operations continued

The NAV breakdown at reporting date is presented below.

	%	Audited[1] 31 March 2023 R'm	Unaudited[1] 30 September 2022 R'm	Audited[1] 31 March 2022 R'm
Investments	**79**	**13 653**	19 069	18 657
Premier	**21**	**3 640**	10 292	9 266
Virgin Active	**53**	**9 045**	7 879	8 282
New Look	**5**	**931**	854	672
Other investments	**–**	**37**	44	437
Current assets	**21**	**3 582**	80	83
Cash and cash equivalents		**3 582**	48	83
Accounts receivable		**–**	32	–
Total assets	**100**	**17 235**	19 149	18 740
Non-current liabilities		**7 761**	7 906	7 521
Borrowings (BML RCF)		**2 054**	2 607	2 478
2024 Convertible Bonds (6.5% due 2024)		**3 125**	2 823	2 667
BIH Exchangeable Bonds (5.0% due 2024)		**2 582**	2 476	2 376
Current liabilities		**149**	157	166
Accounts payable		**149**	157	166
NAV		**9 325**	11 086	11 053
Net issued ordinary shares (million)		**1,320.31**	1,320.31	1,320.31
NAV per share (cents)		**706**	840	837

[1] *Given BIH's classification as an Investment Entity and consequent exemption from consolidation for the Group with effect from 1 October 2021, for comparability, results shown above apply the look-through consolidation basis.*

Review of operations continued

HIGHLIGHTS FOR THE GROUP'S INVESTMENT PORTFOLIO

Premier (21% of Brait's total assets)

- A leading South African FMCG manufacturer, offering branded and private label solutions, Premier delivered a strong FY23 operating performance despite high commodity prices, loadshedding and other cost inflation pressures.
- Premier's results for the financial year ended 31 March 2023 were released to the market on 6 June 2023:
  - Revenue of R17,939 million; +23% YoY.
  - Adjusted EBITDA of R1,731 million; +16% YoY.
  - Adjusted EBITDA margin: 9.6% (FY22: 10.2%).
  - Adjusted return on invested capital: 19.1% (FY22: 14.8%).
  - Normalised HEPS of 552 cents per share, +23% YoY.
  - Net third party debt leverage ratio of 1.7x (FY22: 1.6x).
- Divisional highlights for the financial year ended 31 March 2023:
  - Premier's MillBake business (83% of group revenue) continued its strong momentum despite challenging economic conditions. The business is well positioned to drive future growth through (i) improving operating efficiencies and being the lowest cost producer; (ii) the state-of-the-art Pretoria bakery bringing inland capability in line with the quality and consistency of Premier's coastal bakeries; and (iii) route-to-market optimisation and fleet efficiencies implemented:
    - Revenue growth of 25% to R14.88 billion, with 1% volume growth and 24% price growth.
    - Adjusted EBITDA increased by 17% to R1.63 billion.
  - Premier's Groceries and International division (17% of group revenue) increased revenue by 15% to R3.06 billion, with Adjusted EBITDA increasing by 3% to R206 million:
    - Sugar Confectionery delivered an encouraging performance for the year with confectionery contributing 60% of Premier's overall private label revenue of c.R500 million per annum.
    - Home and Personal Care performed well, increasing Revenue and EBITDA.
    - The CIM business in Mozambique was impacted by the challenging macro environment, with Revenue and EBITDA down for the year. Foreign Direct Investment and donor programmes have recently restarted and are likely to stimulate consumer demand.
- In keeping with Premier's strategy of achieving growth and being the lowest cost producer, investment in best-in-class facilities is an ongoing priority. Capital expenditure for the group of R473 million (FY22: R481 million) comprised R325 million maintenance (FY22: R148 million) and R148 million expansionary (FY22: R333 million). Acquisition of intangibles amounted to R45 million (FY22: R38 million).

Review of operations continued

- During the year, Premier refinanced its long-term debt, increasing its debt facility by R1.04 billion, with R950 million distributed to shareholders ahead of the JSE listing. This refinancing provides Premier with (i) greater flexibility, with the debt package now comprising a three-year bullet of R1.9 billion and a four-year revolving credit facility of R1.0 billion; (ii) c.100bps reduction in interest margin; and (iii) increased covenant headroom. Premier made a voluntary capital repayment of R294 million on the revolving credit facility during the year.
- Valuation as at 31 March 2023:
  - Pursuant to Premier's listing on the JSE, Brait realised c.51.9% of its shareholding in Premier for R3.6 billion. Including the R0.9 billion proceeds Brait received from the distribution to shareholders, total proceeds of R4.5 billion represent more than 80% of the decrease for the year in Brait's carrying value for Premier.
  - Premier is valued at the reporting date using the closing JSE share price of R60 applied to Brait's remaining 60.7 million shares, resulting in a carrying value of R3.64 billion (FY22: R9.27 billion).
  - Based on Premier's reported Adjusted EBITDA of R1.73 billion and net third party debt of R2.86 billion, this equates to an implied EBITDA earnings multiple of 6.1x.

Virgin Active (53% of Brait's total assets):

- One of the leading international health club operators, Virgin Active's recovery from the significant impact of the Covid lockdown restrictions is well advanced and group membership exceeds the EBITDA breakeven mark.
- Strong operating performance in the last six months across all key territories (active membership grew 14% from 843k to 963k over the past 12 months) with average yield +4% YoY.
- The Real Foods nutrition assets (Kauai and Nü) continue to perform well driven by in-gym stores.
- New operating model and structure bedded down by the management team repositioning Virgin Active from its strong foundational gym business to a wellness offering.
- Extension of debt terms for the International business to June 2027 with GBP50 million of equity injected by shareholders (Brait's *pro rata* share is GBP33.8 million) during May 2023 to fund growth initiatives.
- Territory update to 31 March 2023:
  - Southern Africa (37% of group revenue):
    - Sales for the six months of 127k with net membership growth of 34k members and active members increasing to 611k.
    - Terminations remain elevated, largely driven by poor quality of sales; management actions to address the high attrition rates include changes to the sales commission structure and improved customer engagement. Loadshedding continues to interrupt operations but management is investing in back-up solutions across the estate.
    - Refurbishment of a number of key clubs underway with strong operating metrics post reopening.

Review of operations continued

  - Italy (25% of group revenue):
    - Sales for the six months of 64k with net membership growth of 30k members increasing active members to 165k.
    - Sentiment remains positive, building on the strong start to 2023, with the focus now on yield performance and promotional campaigns.
  - UK (24% of group revenue):
    - Strong sales for the six months of 41k with net membership growth of 6k members increasing active members to 131k.
    - Sales were boosted by strong sales team performance across all clubs and supported by strong promotional campaigns. Sentiment continues to be positive as London recovers post Covid with higher office attendance helping boost London sales.
    - Focus on reducing operating costs to offset increase in utility costs with growth capex spend on selected clubs.
  - Asia Pacific (14% of group revenue):
    - Sales for the six months of 20k increasing active members to 55k.
    - Australian membership is in line with expectations and sentiment for Q2 is relatively strong.
    - Thailand continues to experience recovery in membership numbers.
    - Singapore's strong growth continues evidencing a robust terminations management strategy.
  - Head office:
    - Management restructuring the business to focus on global operational (not territory) responsibilities which will reduce central costs, improve accountability and facilitate implementation of best practice across territories.
    - Significant focus on quantitative capital allocation on growth projects to expedite recovery whilst managing tight liquidity (due to rising interest rates, utility costs, loadshedding related capex and brought forward refurbishment capex).
- Valuation as at 31 March 2023 (performed on a pre-IFRS16 basis):
  - Maintainable EBITDA is based on a look-through to a March 2025 estimated sustainable level of GBP121 million, which includes GBP3 million EBITDA from the Real foods (Kauai and Nü) acquisition that completed in the current year.
  - The valuation multiple has been maintained at 9.0x, which is in line with the peer average forward multiple of 8.9x (March-22: 10.0x).
  - Net third party debt of GBP454 million per the March 2023 management accounts has increased by GBP22 million to GBP476 million. The GBP22 million normalisation adjustment applied takes consideration of the estimated effect of working capital and costs deferred during the lockdowns (FY22 net debt of GBP380 million included a GBP27 million normalisation adjustment).
  - Post the acquisition of the Real Foods nutrition assets, Brait's equity and shareholder funding participation decreased to 67.4% (FY22: 70.6%).
  - Brait's resulting unrealised carrying value for its investment in Virgin Active at the reporting date is R9,045 million (FY22: R8,282 million) and comprises 53% of Brait's total assets (FY22: 44%).

Review of operations continued

New Look (5% of Brait's total assets):

- New Look is a leading affordable fashion omnichannel retailer in the UK and Republic of Ireland, with an online business that covers key international markets including Germany, France, the Nordic regions, and Canada.
- For the financial year ended 31 March 2023:
  - Revenue of GBP894.8 million, representing a 2.3% increase, driven by improved footfall.
  - EBITDA of GBP42.2 million, 68% higher year on year, driven by pricing discipline, tight stock management and continued focus on optimising costs.
- Market conditions remain challenging in the UK, with consumer confidence dropping further due to continued inflation increases, resulting in a highly promotional High Street overall. The business continues to focus on maintaining a tight stock position and strong margins, whilst managing costs to minimise the impact of unprecedented inflationary pressures on EBITDA.
- Valuation as at 31 March 2023 (performed on a pre-IFRS16 basis):
  - Maintainable EBITDA is based on a sustainable LTM level of GBP55 million.
  - The historic 5.0x multiple used represents a 49% discount to the peer average multiple of 9.8x.
  - Net third party debt of GBP38 million (FY22: GBP78.5 million) includes an estimated GBP18.9 million (FY22: GBP30.1 million) normalisation adjustment, to take consideration of deferred costs.
  - Brait holds 18.3% of the New Look shareholder loans/PIK facility and equity (17.2% equity participation post dilution for management's incentive plan).
  - Resulting unrealised carrying value for the investment in New Look at the reporting date is R931 million (FY21: R672 million), comprising 5% of Brait's total assets (FY22: 4%). The increase in carrying value is largely due to Brait's pro rata GBP9.1 million investment to purchase New Look's commitments under its HSBC operating facility during September 2022.

Other investments

- The decrease in carrying value is due to the realisation of Brait IV's remaining investment in Consol, the largest manufacturer of glass packaging on the African continent. The remaining R37 million carrying value relates to a legacy private equity fund investment.

Review of operations continued

GROUP LIQUIDITY POSITION

Reporting date

- The BML RCF is secured on a senior basis by the assets of subsidiary Brait Mauritius Limited ("BML"), with all covenants NAV based. The facility commitment, with term to 30 June 2024, interest at JIBAR plus 400bps and a 1% commitment fee, was reduced in December 2022 from R3.0 billion to R2.5 billion following the receipt of Premier's pre-listing distribution of capital to shareholders, closing the year with a drawn balance of R2.1 billion.
- The net proceeds received from Premier's 24 March 2023 listing on the JSE resulted in Brait's cash balance of R3.6 billion and available liquidity at reporting date of R4.1 billion.
- Brait is in compliance with all covenants at the reporting date.

Post balance sheet date liquidity position

- Brait applied R2.8 billion of its R3.6 billion reporting date cash balance as follows:
  - In April 2023, settlement of the outstanding amount of R2.1 billion on the BML RCF;
  - During May 2023, Brait followed its *pro rata* GBP33.8 million (R756 million) equity subscription into Virgin Active's GBP50 million equity rights offer to fund growth initiatives.
- Brait has signed a term sheet with the Lenders (RMB and Standard Bank) to extend the term of the BML RCF to 31 March 2025, with a facility commitment of R594 million, interest rate of JIBAR plus 290bps and a 1% commitment fee.
- This results in Brait's post balance sheet date available liquidity of R1.4 billion.
  - The exchange rate on the remaining four semi-annual GBP4.875 million coupon payments on the 2024 Convertible Bonds has been fixed (4 June 2023 coupon at R20.45; remaining three coupons at R22.38).

UPDATE ON GOVERNANCE MATTERS

- Since 1 March 2020, Ethos Private Equity ("EPE") has been the contracted investment advisor and administration services provider to Brait. This contract provided for a three-year tenor, with an annual renewal thereafter at an initial cost of R100 million per annum with inflation linked increases. Further to Brait's announcements, The Rohatyn Group ("TRG") acquired EPE with effect from 1 April 2023, resulting in TRG replacing EPE as Brait's contracted investment advisor and administration services provider. All key members of the EPE team responsible for providing the contracted investment advisory and administration services to Brait have remained in their roles.
  - The Board approved one-year extension to 31 March 2024 of the contract taken over by TRG is unchanged at R65 million and existing incentives remain in place to ensure alignment with investors in executing Brait's strategy to unlock value for Shareholders through asset unbundling as soon as practicable.
  - The Board has approved a further one-year extension of this contract with TRG to 31 March 2025 at a fee of R50 million, which is subject to a three-month notice period.

Review of operations continued

- The annual Short Term Incentive ("STI") serves to align the interests of Shareholders and the Advisor in terms of value creation. The STI is based on pre-determined key performance indicators focused on (i) progress on path to exit for the portfolio; (ii) growth in net asset value, and (iii) capital and liquidity management. The Board approved an STI award for FY23 of R17.8 million (FY22: R30 million).
- The Long Term Incentive Plan for the Advisor ("Advisor LTIP") is accounted for as a contingent liability.
- Pursuant to the JSE listing of Premier on 24 March 2023:
  - On or about 3 March 2023, Brait and Premier entered into an agreement with Titan (represented by Dr Wiese and his related entities) whereby Titan irrevocably committed to purchase 36.16% of the Listing shares ("Titan Cornerstone Investment") at R53.82 (the "Offer Price").
  - In addition, Titan agreed to underwrite the listing shares up to an aggregate maximum underwriting commitment of R0.8 billion at the Offer Price ("Underwriting Agreement").
  - The total fees and commissions payable to Titan pursuant to the Titan Cornerstone Investment and Underwriting Agreement was 1.25% of the gross proceeds raised by Brait in connection with the Titan Cornerstone Investment and Underwriting Agreement. Together with applicable value added or similar tax, Titan received commission of R43.8 million.

DIVIDEND POLICY

Brait's ability to return capital to Shareholders pursuant to its monetisation strategy will depend upon its receiving realisations on loans and investments, dividends, other distributions or payments from its portfolio companies (which are under no obligation to pay dividends or make any other distributions to Brait). In addition, Brait's ability to pay any dividends will depend upon distribution allowances under the terms of the BML RCF.

To the extent that surplus cash becomes available at a future date for distribution, the Board will consider the potential for the distribution of such surplus cash by way of special dividend. Pursuant to the terms of the 2024 Convertible Bonds, before Brait is able to pay a special dividend to Shareholders, it will have to first make an offer to the holders of the 2024 Convertible Bonds to tender for repurchase an aggregate principal amount of the 2024 Convertible Bonds for an amount equal to such proposed special dividend at a price per 2024 Convertible Bond equal to its principal amount together with accrued interest. Prior to the offer to the holders of the 2024 Convertible Bonds, Brait will have to make an offer to the holders of the BIH Exchangeable Bonds to redeem the BIH Exchangeable Bonds.

For and on behalf of the Board

RA Nelson
Non-Executive Chairman

13 June 2023

Review of operations continued

Directors (all non-executive)

RA Nelson (Chairman)#, MP Dabrowski**, JM Grant#, Y Jekwa*, PG Joubert**, PJ Roelofse*, HRW Troskie^, Dr CH Wiese*

British ^*Dutch* **South African* ***Resident in Mauritius*

Brait's Ordinary Shares are primary listed and admitted to trading on the Luxembourg Stock Exchange ("LuxSE") and its secondary listing is on the exchange operated by the JSE. Brait's 2024 Convertible Bonds due 4 December 2024 are dual listed on the Open Market ("Freiverkehr") segment of the Frankfurt Stock Exchange as well as the Official Market of the Stock Exchange of Mauritius ("SEM"). The BIH Exchanageable Bonds are dual listed on JSE and SEM.

LuxSE Listing Agent:

Harney Westwood & Riegels SARL

JSE Sponsor:

Rand Merchant Bank (A division of FirstRand Bank Limited)

SEM Authorised Representative and Sponsor:

Perigeum Capital Ltd

Administration and contact details

BRAIT PLC
Registration No: 183309 GBC

ISSUER NAME AND CODE
Issuer long name – BRAIT PLC
Issuer code – BRAIT
Share code: BAT – ISIN: LU0011857645
Bond code:
WKN: A2SBSU ISIN: XS2088760157
LEI: 549300VB8GBX4UO7WG59

COMPANY SECRETARY
Stonehage Fleming
Workshop 17, Les Fascines Building Vivea
Business Park, Rue des Fascines Moka, Mauritius

LUXSE LISTING AGENT
Harney Westwood & Riegels SARL
56, rue Charles Martel
L-2134 Luxembourg
Tel: +352 2786 7102

SOUTH AFRICAN TRANSFER SECRETARIES
Computershare Investor Services Pty Ltd
Rosebank Towers, 15 Biermann Avenue
Rosebank, Johannesburg, 2196, South Africa
Tel: +27 11 370 5000

JSE SPONSOR
Rand Merchant Bank
(A division of FirstRand Bank Limited)
1 Merchant Place, Corner Fredman Drive
and Rivonia Road, Sandton, 2196,
South Africa

INDEPENDENT AUDITORS
PricewaterhouseCoopers

REGISTERED OFFICE
C/o Stonehage Fleming
Suite 420, 4th Floor, Barkly Wharf
Le Caudan Waterfront, Port Louis
Mauritius
Tel: +230 213 6909

ADVISOR
Rohatyn Management SA (Pty) Ltd
35 Fricker Road, Illovo
Johannesburg, 2196
South Africa
Tel: +27 11 328 7400

INVESTOR RELATIONS
www.brait.com
Email: invest@brait.com
Tel: +27 11 328 7400


BRAIT