

BELL EQUIPMENT LIMITED
REG. NO. 1968/013656/06

ANNUAL FINANCIAL STATEMENTS

31 December 2025

BELL EQUIPMENT LIMITED
ANNUAL FINANCIAL STATEMENTS
31 December 2025

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The preparation of these separate annual financial statements was supervised by KJ Van Haght CA(SA), and have been audited in accordance with the applicable requirements of the Companies Act of South Africa.

Directors:

- AJ Bell - Executive director
- GW Bell - Non-executive chairman
- S Fitzpatrick - Independent non-executive director - appointed with effect from 1 July 2025
- M Geyer - Independent non-executive director
- A Goordeen - Alternate director
- SR Jones - Alternate director - appointed with effect from 4 September 2025
- DH Lawrance - Independent non-executive director
- U Maharaj - Independent non-executive director
- R Naidu - Independent non-executive director
- ME Ramathe - Independent non-executive director
- H Ramsumer - Independent non-executive director - appointed with effect from 1 December 2025
- HR van der Merwe - Lead independent non-executive director
- KJ van Haght - Group finance director

COMPANY SECRETARY: D McIlrath

Business address: 13-19 Carbonode Cell, Alton, Richards Bay, 3900.

Postal address: Private Bag X20046, Empangeni, 3880.

Publication date: 30 March 2026

BELL EQUIPMENT LIMITED
ANNUAL FINANCIAL STATEMENTS
31 December 2025

APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS

The directors of Bell Equipment Limited are responsible for the integrity of the separate annual financial statements of the company.

In order to fulfil this responsibility, the company maintains internal accounting and administrative control systems and procedures designed to provide assurance that assets are safeguarded and that transactions are executed and recorded in accordance with the company's policies and procedures.

The separate annual financial statements have been prepared in accordance with IFRS® Accounting Standards (IFRS), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, the JSE Listings Requirements and in accordance with the requirements of the Companies Act of South Africa, and have been examined by independent auditors in conformity with International Standards on Auditing. The group annual financial statements have been published on the company's website www.bellir.co.za and should be read in conjunction with this company set.

The audit committee reviewed management's assessment of the going concern status of the company at year-end and for the foreseeable future. The audit committee concurred with management's assessment that the company is a going concern and recommended the adoption of the going concern concept by the company to the board.

The separate annual financial statements, which appear on pages 8 to 35 were approved by the board of directors on 26 March 2026 and signed on behalf of the board of directors on 30 March 2026, and authorised for its issue and release on 30 March 2026:



Ashley Bell
Chief Executive
30 March 2026



KJ van Hagt
Finance Director

CERTIFICATION BY THE COMPANY SECRETARY

I certify that the company has, in respect of the financial year reported on, lodged with the Companies and Intellectual Property Commission (CIPC) all returns and notices required of a public company and that all such returns and notices are, to the best of my knowledge and belief, true, correct and up to date.



D McIlrath
Company Secretary
30 March 2026

Independent auditor's report

To the shareholders of Bell Equipment Limited

Report on the audit of the separate financial statements

Our opinion

In our opinion, the separate financial statements present fairly, in all material respects, the separate financial position of Bell Equipment Limited (the Company) as at 31 December 2025, and its separate financial performance and its separate cash flows for the year then ended in accordance with IFRS Accounting Standards and the requirements of the Companies Act of South Africa.

What we have audited

Bell Equipment Limited's separate financial statements set out on pages 15 to 35 comprise:

- the separate statement of financial position as at 31 December 2025;
- the separate statement of profit or loss and other comprehensive income for the year then ended;
- the separate statement of changes in equity for the year then ended;
- the separate statement of cash flows for the year then ended; and
- the notes to the financial statements, including material accounting policy information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the separate financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the Independent Regulatory Board for Auditors' *Code of Professional Conduct for Registered Auditors* (IRBA Code), as applicable to audits of financial statements of public interest entities, and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the

International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)*.

PricewaterhouseCoopers Inc.

4 Lisbon Lane, Waterfall City, Jukskei View, 2090

Private Bag X36, Sunninghill, 2157

T: +27 (0) 11 797 4000, F: +27 (0) 11 209 5800

Chief Executive Officer: L S Machaba

The Company's principal place of business is at 4 Lisbon Lane, Waterfall City, Jukskei View, where a list of directors' names is available for inspection.

Reg. no. 1998/012055/21, VAT reg.no. 4950174682

Our audit approach

Overview

Final materiality R37,944,090 which represents 1% of total assets.

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

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the separate financial statements. In particular, we considered where the directors made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

In terms of the IRBA Rule on Enhanced Auditor Reporting for the Audit of Financial Statements of Public Interest Entities, published in Government Gazette Number 49309 dated 15 September 2023 (EAR Rule), we report final materiality below.

Final materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the separate financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the separate financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the final materiality for the separate financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the separate financial statements as a whole.

	Separate financial statements
Final materiality	R37,944,090
How we determined it	1% of total assets.
Rationale for the materiality benchmark applied	Total assets has been used as a benchmark as Bell Equipment Limited parent company operates primarily as a holding company.

Key audit matters

We have determined that there are no key audit matters to communicate in our report.

Other information

The directors are responsible for the other information. The other information comprises the information included in the document(s) titled "Bell Equipment Limited Annual Financial Statements 31 December 2025" and the document titled "Bell Equipment Limited Consolidated Annual Financial Statements 31 December 2025", which include(s) the Directors' Report, the Audit Committee Report and the Certification by the Company Secretary as required by the Companies Act of South Africa, which we obtained prior to the date of this auditor's report, and the document(s) titled "Bell Equipment Limited Integrated Annual Report 2025", which is expected to be made available to us after that date. The other information does not include the consolidated or the separate financial statements and our auditor's reports thereon.

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

In connection with our audit of the separate financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the separate financial statements

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

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

Auditor's responsibilities for the audit of the separate financial statements

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

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

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

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

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

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

Report on other legal and regulatory requirements

Audit tenure

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that PricewaterhouseCoopers Inc. has been the auditor of Bell Equipment Limited for two year(s).

PricewaterhouseCoopers Inc.

PricewaterhouseCoopers Inc.
Director: PdP Vermeulen
Registered Auditor
Johannesburg, South Africa
30 March 2026

BELL EQUIPMENT LIMITED
DIRECTORS' REPORT
for the year ended 31 December 2025

The directors submit the separate annual financial statements for Bell Equipment Limited for the year ended 31 December 2025.

NATURE OF BUSINESS

The company is an investment holding entity. It holds investments in companies in the Bell Equipment group.

Bell Equipment designs and manufactures a wide range of products. This includes a complete range of Bell forestry and agriculture products. It is recognised as a global ADT specialist with the largest and most advanced range in the world.

FINANCIAL RESULTS

The results of the company are fully disclosed in the accompanying financial statements and notes thereon and in the finance director's report and the joint chairman and chief executive's report which will appear in the integrated annual report when distributed.

The annual financial statements of the company have been approved by the board.

SUBSIDIARY COMPANIES

Details of the company's interests in its subsidiary companies appear in note 5 to these annual financial statements.

STATED CAPITAL

The company's authorised share capital remains at 100 000 000 ordinary shares of no par value. The stated capital account as at 31 December 2025 comprised 95 629 385 (December 2024: 95 629 385) ordinary shares of no par value, with 32 233 treasury shares in the name of the subsidiary, Bell Equipment Group Services Proprietary Limited.

DIVIDENDS

The directors have resolved to declare a final gross cash dividend of 100 cents per share for the 2025 financial year (2024: 160 cents).

The final dividend number 20 is 100 cents per share. The net final dividend is 80 cents per share for ordinary shareholders who are subject to the 20% dividend withholding tax.

Dividend declared	Monday, 30 March 2026
Last day to trade cum dividend	Tuesday, 21 April 2026
Shares trade ex dividend	Wednesday, 22 April 2026
Record date	Friday, 24 April 2026
Payment date	Tuesday, 28 April 2026

The directors concluded that the company would comply with the solvency and liquidity test and would be both solvent and liquid subsequent to such dividend distributions.

INCENTIVE SCHEMES FOR EMPLOYEES

Information relating to the incentive schemes is set out in notes 18 to 19 to the annual financial statements.

BELL EQUIPMENT LIMITED
DIRECTORS' REPORT (continued)
for the year ended 31 December 2025

DIRECTORS AND COMPANY SECRETARY

The names of the directors in office at the date of this report are:

Independent non-executive directors

Hennie van der Merwe (lead independent non-executive director)
Derek Lawrance
Rajendran Naidu
Mamokete Ramathe
Ushadevi Maharaj
Markus Geyer
Shane Fitzpatrick (appointed on 1 July 2025)
Harish Ramsumer (appointed on 1 December 2025)

Non-executive director

Gary Bell (chairman)

Executive directors

Ashley Bell (chief executive)
Karen van Hagt (chief financial officer)
Avishkar Goordeen (alternate executive director to Karen van Hagt since 4 September 2025)
Stephen Jones (alternate executive director to Ashley Bell appointed on 4 September 2025)

Hennie van der Merwe, Ushadevi Maharaj and Derek Lawrance retire by rotation at the forthcoming AGM. Hennie van der Merwe and Ushadevi Maharaj being eligible, offered themselves for re-election and their re-election is recommended by the board. Derek Lawrance has notified the board that he does not intend standing for re-election and shall step down as a director after the conclusion of the forthcoming AGM.

The company secretary is Diana McLrath. Her particulars and business address appear on page 104 of the Bell group's annual financial statements.

Further details of the directors and group executive committee (GEC) of the Bell Equipment group at the date of this report will appear in the leadership report of the integrated annual report when distributed.

DIRECTORS' INTEREST IN SHARES

As at the end of the year under review the directors' shareholdings were as follows:

	Number of shares held			
	Direct beneficial		Associates	
	2025	2024	2025	2024
GW Bell	-	-	23 701	23 701
AJ Bell	30	30	-	-

There has been no change in the shareholding of directors between the end of the financial year and the date of this report.

The remuneration paid to directors of the company during the period under review is set out in note 17 to the separate annual financial statements.

MAJOR SHAREHOLDER

The major shareholder in Bell Equipment Limited as at 31 December 2025 was:

	2025	2024
I A Bell & Company Proprietary Limited	70.10%	70.10%

GW Bell and AJ Bell are directors of I A Bell & Company Proprietary Limited and GW Bell holds a 24% shareholding in I A Bell & Company Proprietary Limited.

INTERNAL CONTROL

The board is accountable for the system of internal controls for the group. The output of the risk management process, in conjunction with the work of the assurance providers, indicates to the directors that the controls in place, including financial controls, are adequate and effective.

Furthermore, no material losses, exposures, financial misstatements or compliance breaches have been reported to the directors for the financial year.

The directors recognise that, at any point in time, there are areas for improvement in internal controls and new areas of risk exposure, which may require management attention. As such, there is a continual focus on ensuring that the control environment within each business area is understood and maintained at the required level and that process and control improvements are implemented where necessary.

The directors confirm that the audit committee has executed its responsibilities as set out in paragraph 5.7(h) of the JSE Listings Requirements.

BELL EQUIPMENT LIMITED
DIRECTORS' REPORT (continued)
for the year ended 31 December 2025

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LITIGATION STATEMENT

The directors are not aware of any legal or arbitration proceedings, including proceedings that are pending or threatened, that may have or had in the previous 12 months, a material effect on the Bell group's financial position.

GOING CONCERN STATEMENT

At the time of approving these annual financial statements, the board of directors is of the opinion that, after making enquiries, it has a reasonable expectation that the Bell group has sufficient resources to maintain its operational existence for the foreseeable future and therefore believes that the going concern assumption is appropriate.

SUBSEQUENT EVENTS

Shareholders are referred to note 16 of these annual financial statements.

No other facts or circumstances material to the appreciation of this report have occurred between 31 December 2025 and the date of this report.

CONCLUSION

The company is in compliance with the provisions of the Companies Act, specifically in relation to its incorporation and it is operating in conformity with its Memorandum of Incorporation (MOI).

Signed on behalf of the board



Ashley Bell
Chief executive
30 March 2026



KJ van Hagt
Finance Director

BELL EQUIPMENT LIMITED
AUDIT COMMITTEE REPORT
for the year ended 31 December 2025

The audit committee ('the committee') is pleased to present its report for the financial year ended 31 December 2025. The committee carried out its statutory responsibilities in terms of section 94(7) of the Companies Act and the report is in compliance with the provisions of the Companies Act, the JSE Listings Requirements and King IV™.

The committee conducted its work in accordance with its board approved charter that is in line with the Companies Act. The charter is reviewed annually and updated, where required.

COMPOSITION

The committee is constituted as a statutory committee and the members are elected at the AGM. It has an independent role with accountability to both the board and shareholders.

In terms of the Companies Act, at the AGM of the company, shareholders are required to elect the committee members. Four independent non-executive directors of Bell Equipment Limited were elected by shareholders at the 2025 AGM to serve until the next AGM in June 2026.

The committee was chaired by independent non-executive director Derek Lawrance, and comprised the chairman and three other independent non-executive directors, Mamokete Ramathe, Rajendran Naidu and Ushadevi Maharaj.

The chairman of the board, the chief executive and group finance director have a standing invitation to attend the meetings of the committee. The chairman of the board is however not a member of the committee. The group company secretary is the secretary of the committee.

The board is satisfied that for the 2025 year:

- the committee, acting as a collective, was adequately skilled to perform its role having regard to the size and circumstances of the company. The collective skills of the committee include an understanding of financial and sustainability reporting, internal financial controls, the internal audit function, the external audit process, corporate law, risk management, information technology (IT) governance as it relates to integrated reporting, and the governance processes of the company;
- individual members of the committee held appropriate financial and related qualifications, skills and financial expertise to discharge their responsibilities; and
- individual members of the committee were not involved in the day-to-day management of the company.

The following directors, whose profiles including their qualifications will appear in the integrated annual report when distributed, have been nominated to the committee, subject to shareholders election at the AGM to be held on Thursday, 4 June 2026:

- Mamokete Ramathe
- Rajendran Naidu
- Ushadevi Maharaj
- Harish Ramsumer

I have notified the board that I do not intend standing for re-election as a director and shall step down after the conclusion of the forthcoming AGM. I will also automatically step down as a committee member after the conclusion of the forthcoming AGM. The board, on recommendation by the nominations committee, is satisfied that the proposed elections to the committee of the four independent non-executive directors set out above will meet the requirements of the Companies Act and is therefore recommending their election for the ensuing year.

FREQUENCY AND ATTENDANCE OF MEETINGS

During the year under review, three meetings were held. Meetings are scheduled to coincide with the key dates in the group's financial reporting and audit cycle.

Attendance by members was as follows:

AUDIT COMMITTEE	25 March 2025	2 September 2025	19 November 2025
Derek Lawrance (chairman)	✓	✓	✓
Mamokete Ramathe	✓	✓	✓
Rajendran Naidu	✓	✓	✓
Ushadevi Maharaj	✓	✓	✓

OBJECTIVE AND SCOPE

The committee's main objective is to assist the board in fulfilling its oversight responsibilities, in particular with regard to evaluation of the adequacy and efficiency of accounting policies, internal controls and financial and corporate reporting processes. In addition, the committee assesses the effectiveness of the internal auditors and the independence and effectiveness of the external auditor.

BELL EQUIPMENT LIMITED
AUDIT COMMITTEE REPORT (continued)
for the year ended 31 December 2025

COMBINED ASSURANCE

The committee is of the view that the arrangements in place for combined assurance are adequate and the model was applied to provide a coordinated approach to all assurance activities; and in particular ensuring that the combined assurance received is appropriate to address all the significant risks facing the group. The committee has monitored the relationship between the external assurance providers and the group.

Further information on the combined assurance process is provided in the corporate governance report under risk management which will appear in the integrated annual report when distributed.

The committee has considered the contents of the financial statements, the group's accounting practices, the internal financial controls of the group and the finance function of the group in general and found all of these to be in order.

EXTERNAL AUDIT

At the company's AGM on 3 June 2025, PricewaterhouseCoopers Inc. ("PWC") was elected as the external auditor of Bell Equipment and its subsidiaries (the group) for the financial year commencing on 1 January 2025, with Mr. Pieter Vermeulen as the designated engagement partner.

The committee assessed the suitability of the external auditor, and the designated engagement partner, as contemplated in terms of paragraph 5.7(h)(iii) of the JSE Listings Requirements. The assessment took into account the letter and the report received from PWC providing the information required in terms of paragraph 5.7(h)(iii) of the JSE Listings Requirements.

The committee gave due consideration to the independence of the external auditor, and the external auditor's independence was not prejudiced by any consultancy, advisory or other work undertaken. Audit and other services' fees are disclosed in note 28 of the Bell group's annual financial statements.

The committee has applied its mind to the key audit areas and considered the key audit matter identified by the external auditor as follows:

- Market capitalisation considerations relative to the recorded net asset value of the group – impairment of property, plant and equipment, right-of-use assets and intangible assets.

The committee is satisfied that this has been adequately addressed and disclosed.

The committee reviewed and approved the proposed audit fee for the 2025 financial year. The committee is satisfied that the external auditor does not, except as external auditor or in rendering permitted non audit services, receive any remuneration or other benefits from the company. The fee is considered appropriate for the work that could reasonably have been foreseen at that time.

The group's policy is to use its external auditors for non audit services where the use of other consultants would not make sound commercial sense and where the external auditor's independence will not be compromised, and where good corporate governance is not compromised by the engagement. There is a formal procedure that governs the pre-approval process when the external auditor is considered for the provision of non audit services, and the allocation of such work is reviewed by the committee.

The external auditor has unrestricted access to the chairman of the committee. Meetings were held during the reporting period with the external auditor where management was not present, and no matters of concern were raised.

The committee received and reviewed reports from the external auditor concerning the effectiveness of the internal control environment, systems and processes and detailing the auditor's concerns arising out of the audit together with appropriate responses from management.

BELL EQUIPMENT LIMITED
AUDIT COMMITTEE REPORT (continued)
for the year ended 31 December 2025

INTERNAL AUDIT

The committee oversaw the activities of the internal audit function, undertaken by Ernst & Young as the appointed internal auditor, and considered the effectiveness of internal audit, approved the internal audit charter and the annual internal audit plan, and monitored adherence to the plan. The committee has satisfied itself that the internal auditor reports functionally to the audit committee.

The internal auditor performed the role of considering and reporting to the committee on the effectiveness of the internal financial controls for financial reporting and risk management in support of the attestation by the group chief executive officer (CEO) and chief financial officer (CFO) required in terms of the provisions of paragraph 5.9 of JSE Listings Requirements. The internal auditor tested and monitored the financial controls throughout the group in line with the JSE Listings Requirements. The statement by the group CEO and CFO in terms of paragraph 5.9 of JSE Listings Requirements is set out on page 5 of the Bell group's annual financial statements.

The committee reviewed the reports of internal audit detailing findings arising out of its audits and responses from management. The committee received and reviewed reports from internal audit concerning the effectiveness of the internal control environment, systems and processes.

INTERNAL FINANCIAL CONTROL

The committee is responsible for reviewing the effectiveness of systems for internal control, financial reporting and financial risk management, and for considering the major findings of any internal investigations into control weaknesses, fraud or misconduct and management's response thereto.

The CEO and CFO have reviewed the controls for financial reporting for the 2025 financial year and have presented their findings to the committee. During the current financial year, management evaluated relevant internal controls which address risk areas relating to financial reporting in group operations.

The CEO and CFO's evaluation of controls included:

- the identification and classification of risks;
- the identification of controls, including effective internal financial reporting controls, in a formalised internal controls framework which has been implemented throughout the group;
- the implementation of an internal controls self assessment tool and controls self assessments by managers;
- testing the design and determining the implementation of controls addressing high and low risk areas;
- utilising internal audit to test the operating effectiveness of controls addressing high risk areas; and
- obtaining control declarations from managers of group operations on the operating effectiveness of controls on an annual basis.

The committee is of the view, based on the representations made by internal audit, the CEO and the CFO that the group's internal controls were adequate and effective during the period under review and can be relied upon as a reasonable basis for the preparation of appropriate annual financial statements. The committee has discussed and documented the basis for its conclusion, and this included discussions with management, the external auditor and the internal auditor.

ACCOUNTING STANDARDS

The committee has considered all new standards, interpretations and amendments to standards in issue that still need to be adopted but are likely to affect the financial reporting in future years. The full impact of the new standard, *IFRS 18 Presentation and Disclosure in Financial Statements*, which is effective for annual periods beginning on or after 1 January 2027 has not yet been assessed, but the assessment of the requirements of this standard is in progress and will be completed in 2026. This standard requires retrospective application, meaning the comparative information for the 2027 financial year must be restated to comply with IFRS 18. The committee is satisfied that amendments to standards are not expected to have a material impact on the financial statements of the group and company.

EXPERTISE AND EXPERIENCE OF THE GROUP FINANCE DIRECTOR AND FINANCE FUNCTION

The committee has reviewed and has satisfied itself that the chief finance officer, Karen van Haght, has the appropriate skills, expertise and experience and confirms her suitability for serving as group finance director in terms of paragraph 5.7(h)(i) of the JSE Listings Requirements. The committee further considers that the expertise, resources and experience of the finance function are appropriate based on the nature, complexity and size of the group's operations.

BELL EQUIPMENT LIMITED
AUDIT COMMITTEE REPORT (continued)
for the year ended 31 December 2025

GOING CONCERN, ANNUAL FINANCIAL STATEMENTS AND INTEGRATED ANNUAL REPORT

The committee considered the Bell Equipment Limited consolidated and company financial statements for the year ended 31 December 2025.

The committee considered the report of the JSE's Financial Reporting Investigations Panel on its findings arising from the Panel's monitoring of the financial reports published by JSE listed companies and has taken appropriate action to apply the findings.

The committee has considered those items within the financial statements which required significant judgement as reflected in note 4 to the consolidated annual financial statements.

The committee reviewed management's assessment of the going concern status of the group at year end and for the foreseeable future. The committee concurred with management's assessment that the group is a going concern and recommended the assumption of the going concern basis to the board.

In the committee's opinion, the consolidated financial statements present fairly, in all material respects the consolidated financial position of the company and its subsidiaries as at 31 December 2025, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with IFRS and the requirements of the Companies Act.

The committee fulfils an oversight role in respect of the preparation of Bell Equipment's integrated annual report. In conjunction with other board committees, the committee considered the non financial information disclosed in the integrated annual report. The committee shall incorporate the principles of King V™ in the preparation of next year's integrated annual report, and continues to comply and ensure the incorporation of the principles of King IV™ in the preparation of this year's integrated annual report.

The committee recommends the group's and company's 2025 annual financial statements (of which this report forms part) and the 2025 integrated annual report, to the board for approval.

As the chairman of the committee I will attend the annual general meeting and will be available to answer any questions in relation to matters pertaining to the responsibilities of the committee.

CONCLUSION

The committee is satisfied that it has conducted its affairs and discharged its legal and other responsibilities as outlined in its charter, the Companies Act, JSE Listings Requirements and King IV™ and the board concurred with this assessment.



DH Lawrance
Chairman
Audit committee
30 March 2026

BELL EQUIPMENT LIMITED
STATEMENT OF FINANCIAL POSITION
as at 31 December 2025

ASSETS	Notes	2025 R000	2024 R000
Non-current assets		3 614 685	3 794 110
Investments in subsidiary companies	5	1 769 195	1 767 195
Investment in insurance arrangement		2 777	-
Amounts owing by subsidiary companies	6	1 842 713	2 026 915
		179 724	116 094
Current assets		415	551
Other receivables and prepayments		179 309	115 543
Amounts owing by subsidiary companies	6	-	-
Cash and bank balances		-	-
		3 794 409	3 910 204
TOTAL ASSETS		3 794 409	3 910 204
EQUITY AND LIABILITIES			
Capital and reserves		3 771 125	3 889 087
Stated capital	7	235 901	235 901
BBBEE share-based payment reserve		82 316	82 316
Retained earnings		3 452 908	3 570 870
		23 284	21 117
Current liabilities		20 704	19 231
Financial guarantees	8	2 580	1 886
Other payables	9	-	-
		3 794 409	3 910 204
TOTAL EQUITY AND LIABILITIES		3 794 409	3 910 204

BELL EQUIPMENT LIMITED
STATEMENT OF PROFIT OR LOSS AND
OTHER COMPREHENSIVE INCOME
for the year ended 31 December 2025

	Notes	2025 R000	2024 R000
Revenue	10	51 520	420 840
Other operating income		3	1
Administration expenses		(13 846)	(17 827)
Change in fair value of financial guarantees	8	(1 473)	6 857
Profit from operating activities	11	36 204	409 871
Interest income	12	18	392
Profit before taxation		36 222	410 263
Taxation	13	(1 177)	(1 157)
Profit for the year		35 045	409 106
Other comprehensive income		-	-
Total comprehensive income for the year		35 045	409 106

BELL EQUIPMENT LIMITED
STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2025

	Stated capital R000	BBBEE share-based payment reserve R000	Retained earnings R000	Total R000
Balance at 1 January 2024	235 541	82 316	3 161 764	3 479 621
Total comprehensive income for the year	-	-	409 106	409 106
Transfer of equity shares	360	-	-	360
Balance at 31 December 2024	235 901	82 316	3 570 870	3 889 087
Total comprehensive income for the year	-	-	35 045	35 045
Dividends paid	-	-	(153 007)	(153 007)
Balance at 31 December 2025	235 901	82 316	3 452 908	3 771 125

BELL EQUIPMENT LIMITED
STATEMENT OF CASH FLOWS
for the year ended 31 December 2025

	2025	Restated *
	R000	2024 R000
CASH FLOW GENERATED FROM OPERATING ACTIVITIES		
Profit from operating activities	36 204	409 871
Adjustments for:		
Dividends in specie	-	(348 765)
Change in fair value of financial guarantees	1 473	(6 857)
Interest income	(41 233)	(62 456)
Cash utilised in operations before working capital changes	(3 556)	(8 207)
Decrease (increase) in other receivables and prepayments	136	(368)
Increase (decrease) in other payables	694	(1 585)
Cash utilised in operations	(2 726)	(10 160)
Interest received	519	392
Preference share interest received	46 396	68 916
Taxation paid	(1 177)	(1 157)
Net cash generated from operating activities	43 012	57 991
CASH FLOW GENERATED FROM (UTILISED IN) INVESTING ACTIVITIES		
Loans advanced to subsidiary companies	(68 593)	(233 411)
Proceeds from preference share capital	181 365	175 060
Proceeds from transfer of equity shares	-	360
Purchase of unlisted investment in an insurance arrangement	(2 777)	-
Net cash generated from (utilised in) investing activities	109 995	(57 991)
CASH FLOW UTILISED IN FINANCING ACTIVITIES		
Dividends paid	(153 007)	-
Net cash utilised in financing activities	(153 007)	-
Net movement in cash for the year **	-	-
Net cash at beginning of the year **	-	-
Net cash at end of the year **	-	-

* Refer to restatements of prior period in note 21.

** The bank balance is swept to the company's subsidiary, Bell Equipment Group Services Proprietary Limited, on a daily basis.

1 General information

Bell Equipment Limited (the company) is a public company incorporated in South Africa. The addresses of its registered office and principal place of business are disclosed on page 1. The principal activities of the company are described in the directors' report under the heading nature of business.

2 Accounting framework

2.1 Statement of compliance

The financial statements have been prepared in accordance with IFRS® Accounting Standards (IFRS), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, the Interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC® Interpretations), the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, the JSE Listings Requirements and in accordance with the requirements of the Companies Act in South Africa.

Basis of accounting

The material accounting policies adopted are set out below and in the related notes to the annual financial statements. The financial statements have been prepared on the historical cost basis unless otherwise stated in the accounting policies. The accounting policies are consistent with those applied to the previous year, except as reflected in notes 3.1.

Consolidated annual financial statements have been prepared at a Bell group level and have been separately issued. Bell Equipment Limited is the holding company of the Bell group.

2.2 Principal accounting policies

2.2.1 Foreign currency translation

Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the company operates (the 'functional currency'). The financial statements are presented in South African Rand, which is the company's functional and presentation currency, rounded to the nearest thousand.

Transactions and balances

In preparing the financial statements, transactions in currencies other than the company's functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At the end of each reporting period, monetary balances denominated in foreign currencies are retranslated at the rates prevailing at that date.

Gains and losses arising on translation of foreign currency transactions are dealt with in profit or loss.

3 Adoption of new and amended international financial reporting standards and interpretations

In the current year the company has adopted all of the amended standards issued by the International Accounting Standards Board (IASB) and the International Financial Reporting Interpretations Committee (IFRIC) of the IASB that are relevant to its operations and effective for annual reporting periods beginning on 1 January 2025.

3.1 New and amended standards adopted

During the current year, no new standards have been adopted. The company adopted the following amended standard, with an effective date of 1 January 2025, which had no significant impact on the company's financial statements:

IAS 21 - The Effects of Changes in Foreign Exchange Rates: Lack of exchangeability

The amendments to IAS 21 clarify how an entity assesses whether a currency is exchangeable into another currency or not and how to estimate the exchange rate when exchangeability is lacking.

3.2 Standards and amendments in issue not yet adopted

At the date of authorisation of these financial statements, the following new and amended standards relevant to the company were in issue but not yet effective.

	Effective date for annual periods beginning on or after:
New	
IFRS 18 - Presentation and Disclosure in Financial Statements	1 January 2027
<p>IFRS 18 replaces IAS 1 and introduces a defined structure for the statement of profit or loss, including subtotals, requiring entities to classify income and expenses into defined categories. The full impact of IFRS 18 has not yet been assessed but the assessment of the requirements of this standard is in progress and will be completed in the succeeding financial period. Management does not intend to early adopt this standard.</p>	
Amended	
IFRS 7 - Financial Instruments Disclosures: Amendments to the classification and measurement of financial instruments	1 January 2026
IFRS 7 - Financial Instruments Disclosures: Annual improvements to IFRS Accounting Standards (gain or loss on derecognition)	1 January 2026
IFRS 9 - Financial Instruments: Amendments to the classification and measurement of financial instruments	1 January 2026
IFRS 9 - Financial Instruments: Annual improvements to IFRS Accounting Standards	1 January 2026

The amended accounting standards are not anticipated to have a significant impact on the company's financial statements in future periods when these are adopted.

4 Significant accounting judgements and accounting estimates

Preparing financial statements in accordance with IFRS requires estimates and assumptions that affect reported amounts and related disclosures. Certain accounting policies have been identified as involving particularly complex or subjective judgements or assessments. These judgements made by management are described below:

- a) Judgements in respect of the impairment of investments in subsidiary companies and amounts owing by subsidiary companies (refer to notes 5 and 6).
- b) Judgements and estimates in respect of financial guarantee contracts (refer to note 8).

5 **Investments in subsidiary companies**

Accounting policy

The company's investment in subsidiary companies comprises of equity investments. The company accounts for investments in subsidiary companies at cost less accumulated impairment losses.

Investments in subsidiary companies are assessed annually for indicators of impairment. Impairments are assessed with reference to the projected profitability of the subsidiary companies. Where indicators of impairment exist, the recoverable amount of the investment is estimated. If the recoverable amount is less than the carrying amount of the investment, the carrying amount is reduced to its recoverable amount. Any impairment loss is recognised in profit or loss.

	2025 R000	2024 R000
Local subsidiaries		
Shares at cost	1 068 905	1 068 905
BBBEE share-based payment	82 316	82 316
Total local subsidiaries	1 151 221	1 151 221
Foreign subsidiaries		
Shares at cost	615 974	615 974
Additions	2 000	-
Bell Equipment Company (Swaziland) (Proprietary) Limited	2 000	-
Total foreign subsidiaries	617 974	615 974
Total investments in subsidiary companies	1 769 195	1 767 195

Investments in subsidiary companies below are direct and indirect holdings.

	Effective holding % 2025	Effective holding % 2024
Local subsidiaries		
South Africa		
BECSA Holdings Limited (a)	100	100
Bell Equipment Company SA Proprietary Limited (BECSA) (a)	100	100
Bell Equipment Group Services Proprietary Limited (BEGS)	100	100
Bell Equipment Sales South Africa Limited (BESSA) (a)(b)	78	78
Bell Equipment SA Holdings Limited (BHL) (a)	100	100
K2017044733 (South Africa) (RF) Proprietary Limited (BESSA BEE SPV) (a)(b)	-	-
Bell Equipment Foundation Trust (BEF) (a)(b)	-	-
Bell Equipment Properties SA Proprietary Limited (BEPESA)	100	100
K2019577563 (South Africa) (RF) Proprietary Limited (BEE Manco) (a)	-	-
Foreign subsidiaries		
Other Africa		
Bell Equipment Company (Swaziland) (Proprietary) Limited	100	100
Bell Equipment Company (Zambia) Limited	100	100
Bell PTA (Private) Limited *	100	100
Europe		
Bell Equipment International SA	100	100
Bell International Finance Limited **	-	100
Bell Euro Finance Limited **	-	100
Bell France SAS	100	100
Bell Equipment UK Limited	100	100
Bell Equipment (Deutschland) GmbH	100	100
Bell Equipment Russland LLC	100	100
United States of America		
Bell Equipment North America Inc.	100	100
Australasia		
Bell Equipment Australia Pty Limited	100	100

Except for K2017044733 (South Africa) (RF) Proprietary Limited, the Bell Equipment Foundation Trust and K2019577563 (South Africa) (RF) Proprietary Limited, the company's control is exercised directly by holding the majority of the voting rights of the ordinary shares in all its subsidiaries, as indicated above. Refer to the company's assessment of control over the BESSA BEE SPV, BEF and BEE Manco in notes 5.1.1, 5.1.2 and 5.2.1.

(a) BBBEE ownership transaction concluded in 2019

During 2019 the company entered into a BBBEE transaction for BECSA and BESSA. Details of the transaction are disclosed in note 5.2.

(b) BBBEE ownership transaction concluded in 2017

During 2017 the company entered into a BBBEE ownership transaction for BESSA. In terms of this transaction, the BESSA BEE SPV and a broad based trust, Bell Equipment Foundation Trust, acquired 22,5% and 7,5% respectively of the issued share capital of BESSA. The structure is described in note 5.1.

* The operation has ceased trading and is in the process of being deregistered.

** The intra-group loan investment companies were deregistered in the current year.

5 Investments in subsidiary companies (continued)

5.1 BBBEE ownership transaction concluded in 2017 - BESSA

5.1.1 The BESSA BEE SPV (K2017044733 (South Africa) (RF) Proprietary Limited)

The BESSA BEE SPV is 100% owned by the selected BBBEE partner through a company named Sibi Capital Proprietary Limited (Sibi). Sibi, whose ultimate shareholders are Sindisiwe Mabaso-Koyana and Bharti Harie, is 100% black women owned.

There is a lock-in period of 10 years during which the BESSA BEE SPV is precluded from carrying out certain activities without the prior written consent of the company. The BESSA BEE SPV may not during the lock-in period effect any transaction that will affect its shareholding in BESSA or its BBBEE credentials through Sibi. Sibi is required to remain a black women owned entity and to maintain its BBBEE status at all times whilst a shareholder of the BESSA BEE SPV.

At the end of the 10 year period, the BESSA BEE SPV may sell its shares subject to pre-emptive rights in favour of the company. If the company does not elect to acquire such shares, the BESSA BEE SPV may transfer such shares to eligible third parties who have an equal or greater BBBEE status. The company has a call option to acquire the BBBEE shareholders' shares in BESSA.

The amount payable for the shares shall be the designated value as per the agreement less a 10% discount.

Control over the BESSA BEE SPV

The Bell group established this entity with the sole purpose to acquire and maintain BBBEE credentials for Bell Equipment Sales South Africa Limited (BESSA). The activities of this entity are predetermined and designed in such a way that any amendment to the mandate in terms of the Memorandum of Incorporation requires the company's approval. Even though all the ordinary shares in the entity are held by external shareholders, the BESSA BEE SPV cannot effect any transaction that affects its shareholding in BESSA and its BBBEE credentials without the written consent from the company. As such, management concludes that the Bell group has power over the BESSA BEE SPV and has the ability to direct and affect the variable returns from its involvement with the BESSA BEE SPV. The company therefore controls the BESSA BEE SPV. The entity is also a shareholder in the 2019 BEE transaction described in note 5.2 below.

5.1.2 The broad based trust

The broad based trust is known as the Bell Equipment Foundation (BEF) and the beneficiaries of the trust are black women. The objectives of the trust are to acquire and hold investments and to use trust income to support black women in South African communities by financially assisting them with their education or their businesses.

Control over the broad based trust

In terms of the trust deed, the company may at any time appoint or remove trustees. The company also directs the activities by determining the approved list of beneficiaries to whom distributions should be made by the trust in order to achieve the trust objectives. The decision making powers around the design and the purpose of the trust remains with the company. These activities allow the company to obtain variable returns from the BBBEE credentials in the trust. The company therefore controls the trust. The trust is also a shareholder in the 2019 BEE transaction described in note 5.2 below.

5.2 BBBEE ownership transaction concluded in 2019 - BECSA and BESSA

In 2019 another BBBEE transaction was concluded in terms of which the group's manufacturing subsidiary, BECSA, and the group's sales and aftermarket support operation in South Africa, BESSA, both became 51% black people owned companies with effect from 1 January 2020.

The BEE shareholders in this BEE transaction are the following:

- key black executives in the group (through BEE Manco) (refer to note 5.2.1); and
- the existing BESSA BEE shareholders, BESSA BEE SPV, as well as BEF the beneficiaries of which are black women.

The BBBEE parties are required to sell their shareholding in BECSA Holdings to the company at the end of the 10 year lock-in period, at the designated value defined in the contract, in exchange for cash, shares in the company or in another group entity or for a combination of shares and cash, at the company's discretion. The BBBEE parties were effectively granted an option to acquire Bell shares.

5.2.1 Structure of BEE shareholding

A BEE management company (BEE Manco) was incorporated, the shareholders of which are BEE employees at management level of the group, being Avishkar Goordeen, Dominic Chinnappen, Sheetal Maharaj and Niraj Andhee (the Managers) as well as BEF, the broad based trust.

Effective 51% black ownership in BECSA

BESSA BEE SPV, BEF and BEE Manco collectively hold 30% of the issued ordinary shares of BECSA Holdings, resulting in an effective 30% shareholding in BECSA. In addition, BEE Manco has an effective 21% shareholding in BECSA through its 30% shareholding in BHL.

Effective 51% black ownership in BESSA

BEE Manco has an effective 21% shareholding in BESSA through its 30% shareholding in BHL. In addition, BESSA BEE SPV and BEF collectively hold 30% of the issued ordinary shares in BESSA from the 2017 BEE transaction.

Control over BEE Manco (K2019577563 (South Africa) (RF) Proprietary Limited)

The Bell group established this entity with the sole purpose to acquire and maintain BBBEE credentials for BECSA and BESSA. BEE Manco is subject to a 10 year lock-in period during which the entity will be unable to sell shares held in the Bell group. The directors of BEE Manco have limited power to make decisions without the prior approval of the company. The company has power to direct the relevant activities of BEE Manco during the lock-in period. The company has the right to variable returns from its involvement with BEE Manco and has the ability to affect those returns through its power over BEE Manco. The company therefore controls BEE Manco.

6 **Amounts owing by subsidiary companies**

Accounting policy

Preference shares and loans to subsidiary companies, other than the preference shares held in BECSA Holdings Limited, are non-derivative financial assets that are not quoted in an active market and they are recognised at amortised cost, less allowance for expected credit losses. The company's business objective is to collect the contractual cash flows from these financial assets. Cash flows that arise from these preference shares and loans to subsidiary companies are solely payments of principal and interest.

The preference shares held in BECSA Holdings Limited are measured at fair value through profit or loss. A minimum net value is guaranteed for the BECSA Holdings Limited ordinary shares. To ensure the minimum net value, the amount at which BECSA Holdings Limited will redeem the preference shares is the lower of:

- (a) the face value plus coupon less redemption, or
- (b) an amount guaranteed to give net value points (such that the BEE party has an unencumbered share in BECSA Holdings Limited at year nine).

The net value redemption amount per (b) above is an embedded derivative with the preference share being the host contract.

Impairment

At the end of the reporting period, the company determines if there is a significant increase in credit risk since initial recognition on the non-derivative amounts owing by subsidiary companies. Where credit risk has increased significantly since initial recognition the company assesses the asset for lifetime expected credit losses. Where there is no significant increase in credit risk since initial recognition, the company considers the probability of expected credit losses to be low and no impairment is made.

	2025	2024
	R000	R000
6.1 Amounts owing by:		
Bell Equipment Company SA Proprietary Limited - loan (i)	702 054	702 054
- Class A preference shares (ii)	57 142	57 142
- Class B preference shares (ii)	799 940	799 940
Bell Equipment Group Services Proprietary Limited (iii)	177 121	106 510
Bell Equipment Company (Swaziland) (Proprietary) Limited (iv)	1 605	5 604
K2017044733 (South Africa) (RF) Proprietary Limited	-	18
	<u>1 737 862</u>	<u>1 671 268</u>
Less: current portion	(178 726)	(112 132)
Long-term portion	<u>1 559 136</u>	<u>1 559 136</u>

(i) The amount owing relates to a non-interest-bearing loan. The loan is unsecured and has no fixed terms of repayment.

(ii) As part of the 2019 BEE Transaction, BECSA declared a dividend to the company which was used to subscribe for preference shares in BECSA. These preference shares are cumulative, redeemable, non-participating shares.

Number of shares

Redeemable at the option of BECSA on or before

Coupon rate per annum after tax

	Class A	Class B
Number of shares	6 667	93 333
Redeemable at the option of BECSA on or before	22 June 2030	22 June 2040
Coupon rate per annum after tax	Prime interest rate in South Africa	0% for first 10 years, thereafter prime interest rate in South Africa

(iii) The amount owing relates to intra-group funding and dividends, interest and bank guarantee fees swept to BEGS's bank account. The loan is unsecured and has no fixed terms of repayment.

(iv) The amount owing relates to an interest-bearing loan which is unsecured and has no fixed terms of repayment.

	2025	2024
	R000	R000
6.2 Amounts owing by Bell Equipment SA Holdings Limited (BHL)		
<i>Cumulative redeemable preference shares (v)</i>		
Balance at beginning of the year	87 358	90 876
- preference shares	81 000	81 000
- coupon accrued	6 358	9 876
Movement during the year:		
- coupon accrued	7 238	7 798
- coupon repaid	(7 677)	(11 316)
Balance at end of the year	<u>86 919</u>	<u>87 358</u>

(v) This relates to the BBBEE ownership transaction as described in note 5.2.

The preference shares are redeemable at the option of BHL on or before 31 December 2029. The coupon rate is based on the prime interest rate in South Africa plus 1.5% per annum after tax (2024: prime plus 1.5%).

The average coupon rate for 2025 was 8.94% (2024: 9.60%) per annum.

6.3 Amounts owing by BECSA Holdings Limited		
<i>Cumulative redeemable preference shares (vi)</i>		
Balance at beginning of the year	185 421	338 311
- preference shares	182 009	327 069
- coupon accrued	3 412	11 242
Movement during the year:		
- cumulative redeemable preference shares repaid	(57 865)	(145 060)
- coupon accrued	14 866	26 618
- coupon repaid	(17 264)	(34 448)
Balance at end of the year	<u>125 158</u>	<u>185 421</u>
Net preference share value	<u>125 158</u>	<u>185 421</u>
Net value redemption amount	<u>678 324</u>	<u>879 020</u>
Lower of net preference share value and net value redemption amount	<u>125 158</u>	<u>185 421</u>
Fair value re-measurement through profit or loss	-	-

6 Amounts owing by subsidiary companies (continued)

6.3 Amounts owing by BECSA Holdings Limited (continued)

(vi) This relates to the BBBEE ownership transaction as described in note 5.2.

The preference shares are redeemable at the option of BECSA Holdings Limited on or before 31 December 2029. The coupon rate is based on the prime interest rate in South Africa plus 1.5% per annum after tax (2024: prime plus 1.5%). The average coupon rate for 2025 was 8.94% (2024: 9.60%) per annum.

In the current year the designated amount in (a) above was lower than the guaranteed amount in (b) above, as determined by an independent valuator, and therefore no re-measurement (2024: Rnil) was required.

Key inputs into the fair valuation of the preference shares were the following:

- the valuation of the Richards Bay manufacturing entity (BECSA), a component of the OEM CGU, and the key inputs and assumptions relating to this valuation, as described in note 5 of the Bell Equipment Limited consolidated financial statements.
- the preference share terms as reflected in the MOI of the issuer of the preference shares.
- the BEE Codes in South Africa.

The sensitivity analysis below has been determined based on BECSA's WACC rate at the end of the reporting period.

A 120 basis points increase or decrease is used and represents management's assessment of the reasonably possible change in the WACC rate:

- If the WACC rate had been 120 basis points higher then the net value redemption amount would have been R145,5 million lower.

This has no impact on the carrying value of the preference share.

- If the WACC rate had been 120 basis points lower then the net value redemption amount would have been R162,5 million higher.

This has no impact on the carrying value of the preference share.

6.4 Amounts owing by Bell Equipment Sales South Africa Limited

Cumulative redeemable preference shares (vii)

Balance at beginning of the year

- preference shares

- coupon accrued

Movement during the year:

- cumulative redeemable preference shares repaid

- coupon accrued

- coupon repaid

Balance at end of the year

Less: current portion

Long-term portion

(vii) This relates to the BBBEE ownership transaction as described in note 5.1.

The preference shares are redeemable at the option of the company or by BESSA. The coupon rate is based on the prime interest rate in South Africa plus 3% per annum after tax. The average coupon rate for 2025 was 10.03% (2024: 10.70%) per annum.

Total amounts owing by subsidiary companies

Less: current portion

Long-term portion of amounts owing by subsidiary companies

Related party balances are disclosed in note 15.

	2025 R000	2024 R000
Balance at beginning of the year	198 411	228 898
- preference shares	195 000	225 000
- coupon accrued	3 411	3 898
Movement during the year:		
- cumulative redeemable preference shares repaid	(123 500)	(30 000)
- coupon accrued	14 147	22 665
- coupon repaid	(16 975)	(23 152)
Balance at end of the year	72 083	198 411
Less: current portion	(583)	(3 411)
Long-term portion	71 500	195 000
Total amounts owing by subsidiary companies	2 022 022	2 142 458
Less: current portion	(179 309)	(115 543)
Long-term portion of amounts owing by subsidiary companies	1 842 713	2 026 915

7 Stated capital

Authorised

100 000 000 (2024: 100 000 000) ordinary shares of no par value

Issued and fully paid

95 629 385 (2024: 95 629 385) ordinary shares of no par value

	2025 R000	2024 R000
Authorised		
100 000 000 (2024: 100 000 000) ordinary shares of no par value		
Issued and fully paid		
95 629 385 (2024: 95 629 385) ordinary shares of no par value	235 901	235 901

The 4 370 615 authorised but unissued ordinary shares at year end are under the control and authority of the directors until the next annual general meeting of shareholders.

8 **Financial guarantees**

Accounting policy

The company has issued guarantees to certain banks and suppliers for credit facilities granted to subsidiaries. Financial guarantee contracts are recognised as financial liabilities at fair value at the time the guarantees are issued. Subsequent to initial recognition the contracts are measured at the higher of:

- the amount determined in accordance with the expected credit loss (ECL) model under *IFRS 9 Financial Instruments*, measured on a one-year or lifetime basis, depending on the IFRS 9 stage of the loan; and
- the amount initially recognised at fair value less accumulated amortisation in terms of *IFRS 15 Revenue from Contracts with Customers*.

The company accounts for the fair value of the guarantee at the time of issue and any subsequent changes in the measurement of the guarantee in the statement of profit or loss.

	2025	2024
	R000	R000
Balance at beginning of the year	19 231	26 088
Fair value adjustment charged (credited) to the statement of profit or loss and other comprehensive income	1 473	(6 857)
Balance at end of the year	<u>20 704</u>	<u>19 231</u>

Specialists were engaged to determine the fair values of the financial guarantee contracts.

The key inputs and assumptions used in the valuations performed were as follows:

1. Facility details, including the expected losses over the expected lives of the facilities.
2. Covenants in place.
3. Financial information of each borrower and guarantor to determine the credit rating and probability of default using Moody's RiskCalc.
4. A benchmark (Basel framework) credit conversion factor of 50% on revolving facilities with maturities longer than one year, as well as the undrawn portion of committed revolving facilities.
5. For secured loss given defaults, the underlying asset values were considered, including the fair values of properties, and haircuts were applied based on those typically applied to such collateral.
6. For all unsecured facilities, a loss given default of 35% was used. This was calculated using Basel assumptions and converting to a through-the-cycle LGD.
7. In line with IFRS 13, non-performance risk has been allowed for in the calculation of the fair values.
8. In line with IFRS 9, the liability value has been calculated as the maximum between the amortised origination fair value and the IFRS 9 ECL at the reporting date.

Additional assumptions used in the measure of Expected Credit Loss:

9. All loans are classified in Stage 1 and therefore attract a 12-month ECL.
10. The 12-month point in time probability of default is adjusted for the remaining lifetime of the loan, where applicable.
11. Expected losses are discounted at the contractual interest rate to the reporting date.

The amount at which the financial guarantees are recognised is based on the probability that the entity will be called upon to honour the guarantees. The value of the financial guarantee liability was determined by calculating the fair value less accumulated amortisation and the expected credit loss of the respective borrowers over the term of the credit. The fair value of the guarantees is determined based on the difference in the present value of cash flows relating to the contractual payments required under the debt instrument and the payments that would be required without the guarantee or the estimated amount that would be payable to a third party for assuming the guarantee obligations.

Refer to note 38 of the Bell Equipment Limited consolidated financial statements for the details of the guaranteed borrowings.

At 31 December 2025, in almost all instances the ECL was higher than the fair value less accumulated amortisation.

Instrument	Instrument value R000	Average 1 year	Loss given	Fair value as at 31 December	Fair value as at 31 December	
		probability default	default (LGD)			Loss
		%	%	%	R000	
Fair value as at 31 December 2025 of financial guarantees based on 1 year						
The company has guaranteed obligations of subsidiaries related to the following:						
Utilisation of banking and trade credit facilities	695 652	2.74%	29.60%	0.81%	2.98%	20 704
Total liability raised as at 31 December 2025						<u>20 704</u>
Total debit to the statement of profit or loss						<u>1 473</u>
Fair value as at 31 December 2024 of financial guarantees based on 1 year						
The company has guaranteed obligations of subsidiaries related to the following:						
Utilisation of banking and trade credit facilities *	923 773	3.09%	30.69%	0.95%	2.08%	19 231
Total liability raised as at 31 December 2024						<u>19 231</u>
Total credit to the statement of profit or loss						<u>(6 857)</u>

* Management reassessed the disclosure of financial guarantees and determined that the instrument value disclosed in the prior year was incorrectly offset with credit balances of R121,9 million. The comparative information has been corrected in the current year.

9 **Other payables**

Accounting policy

Other payables are classified as financial liabilities at amortised cost and are measured at amortised cost.

	2025	2024
	R000	R000
Other payables	2 580	1 886

Other payables include sundry creditors and expense accruals.

The directors consider that the carrying amount of other payables approximates their fair value.

10 **Revenue**

Accounting policy

The company recognises revenue in a way that depicts the transfer of services promised to its subsidiaries in an amount that reflects the consideration to which the company expects to be entitled in exchange for those services. The company recognises revenue when it has satisfied its performance obligation in terms of the contract with the subsidiary and when it transfers control of the service to the subsidiary.

Revenue recognition

The company recognises revenue from the following major sources from its subsidiaries:

- management fees
- bank guarantee fees
- dividends from equity investments
- interest income

10.1 **Management fees**

Management fees received are recognised as revenue as and when the administrative services have been rendered.

10.2 **Bank guarantee fees**

Bank guarantee fees are recognised as revenue when the services have been rendered.

10.3 **Dividends from equity investments**

Dividend income from investments is recognised as revenue when the company's right to receive payment has been established.

10.4 **Interest income**

Interest income is recognised using the effective interest method.

	2025	2024
	R000	R000
Revenue represents		
Management fees	3 000	3 000
Bank guarantee fees	7 287	6 619
Dividends from equity investments *	-	348 765
Interest income	41 233	62 456
Total revenue	51 520	420 840
Timing of revenue recognition from contracts with customers		
Over time		
Management fees	3 000	3 000
Bank guarantee fees	7 287	6 619
Total	10 287	9 619
Other revenue		
Dividends from equity investments *	-	348 765
Interest income	41 233	62 456
Total	41 233	411 221
Total revenue	51 520	420 840
Related party transactions are disclosed in note 15.		
Dividends were declared to the company as follows:		
- Bell Equipment Properties SA Proprietary Limited *	-	48 765
- Bell Equipment Group Services Proprietary Limited *	-	300 000
Total	-	348 765

* Dividends in specie received in the prior year which represent intra-group loan accounts ceded to the company by BEPSA and BEGS.

11	Profit from operating activities		
		2025	2024
		R000	R000
	Profit from operating activities is arrived at after taking into account:		
	Income		
	Change in fair value of financial guarantees	-	6 857
	Expenditure		
	Auditors' remuneration		
	- audit fees - current	2 373	2 498
	- audit fees - prior	291	-
	Change in fair value of financial guarantees	1 473	-
	Consulting fees	2 122	3 698
	Non-executive directors' fees	6 067	6 834

Details of remuneration paid to non-executive directors of the company are set out in note 17.

12	Interest income		
		2025	2024
		R000	R000
	Interest income earned on the following:		
	Johannesburg Stock Exchange (JSE)	-	377
	The South African Revenue Service (SARS)	18	15
	Total interest income	18	392

13	Taxation		
	Accounting policy		
	The taxation expense represents the sum of the taxation currently payable.		
	Current taxation		
	The current taxation is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. No deferred taxation has been recognised as the company has no taxable temporary differences. The company's current taxation is calculated using taxation rates that have been enacted or substantively enacted by the end of the reporting period. Current taxation is recognised in profit or loss.		

		2025	2024
		R000	R000
	Taxation recognised in profit or loss		
	South African normal taxation		
	Current taxation - current year	1 578	1 397
	- prior year	(565)	(392)
	Withholding taxation	164	152
	Total taxation charge recognised in profit or loss	1 177	1 157

		2025	2024
		%	%
	Reconciliation of rate of taxation		
	Standard rate of taxation	27	27
	Adjustment for:		
	Prior year taxation	(1)	-
	Exempt dividend income	-	(23)
	Exempt accounting interest	(30)	(4)
	Exempt change in fair value of financial guarantees	1	(1)
	Disallowed expenses	6	1
	Effective rate of taxation	3	-

14 **Financial instruments**

Financial assets

Financial assets carried on the statement of financial position are classified into the following categories:

- financial assets at fair value through other comprehensive income;
- financial assets at amortised cost; and
- financial assets at fair value through profit or loss.

Classification is determined by both the company's business model as well as the contractual cash flow characteristics of the asset. Financial assets carried on the statement of financial position include an investment in an insurance arrangement and amounts owing by subsidiary companies. The company's business model for amounts owing by subsidiary companies is disclosed in note 6.

Financial liabilities

Financial liabilities carried on the statement of financial position are classified into the following category:

- financial liabilities at amortised cost.

Financial liabilities as disclosed in the statement of financial position include financial guarantees and other payables.

Offsetting financial instruments

Financial assets and liabilities are offset where the company has a legal and enforceable right to set off the recognised amounts and it intends to either settle on a net basis, or to realise the asset and settle the liability simultaneously.

Categories of financial instruments

Financial assets

Financial assets at fair value through other comprehensive income

- Investment in insurance arrangement

Financial assets at amortised cost

- Amounts owing by subsidiary companies

Financial assets at fair value through profit or loss

- Amounts owing by subsidiary companies

Total financial assets

Financial liabilities

Financial liabilities at amortised cost

- Financial guarantees

- Other payables

Total financial liabilities

	2025 R000	2024 R000
	2 777	-
	1 896 864	1 957 037
	125 158	185 421
	<u>2 024 799</u>	<u>2 142 458</u>
	20 704	19 231
	901	357
	<u>21 605</u>	<u>19 588</u>

The directors consider that the carrying amount of financial assets and financial liabilities approximate their fair value.

14 **Financial instruments (continued)**

Financial risk management

The company's approach to risk management includes being able to identify, describe and analyse risks at all levels, with mitigating actions being implemented at the appropriate point of activity. The overall risk strategy remains unchanged with emphasis on sustainability and liquidity.

In the normal course of its operations, the company is exposed to capital, liquidity, credit and market risks (interest rate risks).

The Bell group's treasury function provides services to the company, co-ordinates access to financial markets, monitors and manages the financial risks relating to operations of the company through internal risk reports which analyse exposures and the magnitude of risks.

14.1 **Capital risk management**

The company's overall strategy is to secure the long-term sustainability of the company. This is consistent with the prior year.

The capital structure of the company consists of all components of equity, comprising issued capital as disclosed in note 7, reserves and retained earnings.

14.2 **Liquidity risk**

The company manages liquidity risk by management of investments in and amounts owing by subsidiary companies.

In terms of the financial guarantees the maximum exposure relating to the amount that can be called upon has been set out in note 8 as the instrument value.

14.3 **Credit risk**

Credit risk consists mainly of indebtedness by subsidiaries and financial guarantees issued. The company's credit risk is regularly monitored by management.

The carrying amount of financial assets recorded in the financial statements, represents the company's maximum exposure to credit risk.

The directors consider that the carrying amount of amounts owing by subsidiary companies approximates their fair value.

In assessing the amounts owed by subsidiary companies for expected credit losses, the company considered the following:

- the terms of the BEE transactions described in notes 5.1 and 5.2 and specifically the provisions relating to the settlement of the preference share balances at the end of the lock-in periods.
- the valuations of BECSA, BESSA and BEGS as reflected in note 5 of the group's annual financial statements.
- a 12 month expected credit loss assessment on amounts owing by subsidiary companies.
- the underlying subsidiaries' credit risk, including whether any changes in credit risk occurred during the year and the availability of funding in subsidiaries to settle the loans if demanded.

Based on above assessment performed by management no deterioration in credit risk was identified and management is satisfied that sufficient resources are available to settle amounts owed by subsidiary companies and therefore it was concluded that the total allowance for expected credit losses was insignificant.

14.4 **Market risk**

The company's activities expose it to the financial risks of changes in interest rates.

There has been no change to the company's exposure to market risk or the manner in which it is managed.

14.4.1 **Interest rate risk**

The company is exposed to floating interest rates through its coupon-bearing cumulative redeemable preference shares.

The company's interest rate profile of its coupon-bearing cumulative redeemable preference shares at 31 December 2025, is as follows:

	2025	2024
Amounts owing by subsidiary companies - preference shares (R000)	341 302	528 332
Rate profile	Floating	Floating
% of total preference shares	100	100

The sensitivity analysis below has been determined based on the exposure to interest rates on the cumulative redeemable preference shares at the end of the reporting period.

A 100 basis points increase or decrease is used and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 100 basis points higher and all other variables were held constant, the company's:

- profit before taxation for the year ended 31 December 2025 would have increased by R3,2 million (2024: increase in profit before taxation R4,6 million)
- profit after taxation and equity would have increased for the year ended 31 December 2025 by R3,2 million (2024: increase in profit after taxation and equity R4,6 million)

For a 100 basis points decrease, there would have been an equal and opposite impact on the profit before taxation and profit after taxation.

15 **Related party transactions**

Accounting Policy

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions. Related parties have been defined as shareholders, subsidiaries and key management personnel (directors and the company's executive committee) including close members of their families, and entities over which these individuals or their close family members have a controlling interest.

Related party transactions constitute the transfer of resources, services or obligations between the company and a party related to the company, regardless of whether a price is charged.

The company enters into various transactions with related parties. All transactions are carried out on an arms length basis on terms no more favourable than those entered into with third parties, with the exception of those transactions entered into with the BBBEE parties below.

Details of transactions between the company and related parties and balances at the year-end are detailed below:

	2025 R000	2024 R000
Subsidiaries		
Bell Equipment Company SA Proprietary Limited		
- coupon income on redeemable preference shares	4 481	4 874
- amounts owing by	702 054	702 054
- amounts owing by - preference shares	857 082	857 082
Bell Equipment Group Services Proprietary Limited		
- dividends received	-	300 000
- management fee received	3 000	3 000
- amounts owing by	177 121	106 510
Bell Equipment Sales South Africa Limited		
- coupon income on redeemable preference shares	14 147	22 665
- amounts owing by - preference shares	72 083	198 411
Bell Equipment Company (Swaziland) (Proprietary) Limited		
- interest received	501	501
- amounts owing by	1 605	5 604
Bell Equipment International SA		
- bank guarantee fee received	725	273
Bell Equipment (Deutschland) GmbH		
- bank guarantee fee received	6 069	5 844
Bell Equipment UK Limited		
- bank guarantee fee received	48	47
Bell Equipment Company (Zambia) Limited		
- bank guarantee fee received	445	455
BECSA Holdings Limited		
- coupon income on redeemable preference shares	14 866	26 618
- amounts owing by - preference shares	125 158	185 421
Bell Equipment SA Holdings Limited (BHL)		
- coupon income on redeemable preference shares	7 238	7 798
- amounts owing by - preference shares	86 919	87 358
K2017044733 (South Africa) (RF) Proprietary Limited		
- amounts owing by	-	18
Bell Equipment Properties SA Proprietary Limited		
- dividend received	-	48 765

No amount was recognised in the current period for expected credit losses and no amounts have been written off as credit-impaired. There have been no defaults on payments in the past.

Compensation of key management personnel

The remuneration of executive and non-executive directors of the company is disclosed in note 17 and cash-settled share awards held by directors of the company are disclosed in note 18.

16 **Subsequent events**

16.1 **Dividend consideration**

A final gross cash dividend of 100 cents per ordinary share was declared by the board on 30 March 2026 for the year ended 31 December 2025. The net final dividend is 80 cents per share for ordinary shareholders who are subject to the 20 percent dividend withholding tax. The dividend will be paid on 28 April 2026. The issued share capital at the declaration date was 95 629 385 ordinary shares.

16.2 **Conflict in the Middle East**

The directors have considered the ongoing geopolitical tensions in the Middle East and the potential impact on global supply chains and energy markets. At this stage, the group has not experienced any material disruption to its operations. The directors will continue to monitor developments closely and assess any potential impact on the group's operations and financial performance as the situation evolves.

No other fact or circumstance material to the appreciation of this report has occurred between 31 December 2025 and the date of this report.

17 **Directors' remuneration**

Paid to executive directors of the company by the company's subsidiary:

	Salary	Pension/ Provident fund	Incentive payment	Other benefits and allowances	2025 Total	2024 Total
	R000	R000	R000	R000	R000	R000
Executive directors						
AJ Bell	5 805	435	135	70	6 445	5 222
KJ van Haght	4 007	303	5 402	133	9 845	7 578
A Goordeen (alternate executive director)	3 264	251	5 386	182	9 083	6 895
SR Jones (alternate executive director - appointed with effect from 4 September 2025)	1 233	92	83	20	1 428	-
Total	14 309	1 081	11 006	405	26 801	19 695

Other benefits and allowances comprise vehicle allowances, travel allowances and reimbursive allowances, annual leave encashments and the group's contributions to medical aid and life insurance.

	2025 Fees	2024 Fees
	Total	Total
	R000	R000
Paid to non-executive directors of the company by the company:		
Non-executive directors		
GW Bell	1 145	1 080
DH Lawrance	864	1 118
R Naidu	775	951
ME Ramathe	800	957
HR van der Merwe	1 044	1 414
U Maharaj	671	633
M Geyer	489	681
S Fitzpatrick (appointed with effect from 1 July 2025)	215	-
H Ramsumer (appointed with effect from 1 December 2025)	64	-
Total	6 067	6 834

BELL EQUIPMENT LIMITED
NOTES TO THE ANNUAL FINANCIAL STATEMENTS (continued)
for the year ended 31 December 2025

18 Share awards held by directors

The following reconciles the number of phantom share awards held by directors of the company at the end of the year. Details of this cash-settled share award plan are disclosed in note 19.

Grant date 1 January	Strike price	Number of awards								
		Balance at 31 December 2023	Granted	Vested - settled	Vested - expired	Balance at 31 December 2024	Granted	Vested - settled	Vested - expired	Balance at 31 December 2025
AJ Bell										
2024	41.75	-	176 000	-	-	176 000	-	-	-	176 000
	-	-	99 000	-	-	99 000	-	-	-	99 000
2025	38.66	-	-	-	-	-	141 710	-	-	141 710
	-	-	-	-	-	-	128 278	-	-	128 278
Total		-	275 000	-	-	275 000	269 988	-	-	544 988
KJ van Haght										
2019	12.68	44 000	-	(44 000)	-	-	-	-	-	-
	-	24 668	-	(24 668)	-	-	-	-	-	-
2020	8.88	88 000	-	(44 000)	-	44 000	-	(44 000)	-	-
	-	49 334	-	(12 334)	(12 334)	24 666	-	(12 333)	(12 333)	-
2021	6.52	132 000	-	(44 000)	-	88 000	-	(44 000)	-	44 000
	-	74 000	-	(24 668)	-	49 332	-	(12 333)	(12 333)	24 666
2022	12.43	132 000	-	-	-	132 000	-	(44 000)	-	88 000
	-	74 000	-	-	-	74 000	-	(12 333)	(12 333)	49 334
2023	14.88	303 000	-	-	-	303 000	-	-	-	303 000
	-	202 000	-	-	-	202 000	-	-	-	202 000
2024	41.75	-	141 000	-	-	141 000	-	-	-	141 000
	-	-	79 000	-	-	79 000	-	-	-	79 000
2025	38.66	-	-	-	-	-	100 142	-	-	100 142
	-	-	-	-	-	-	90 650	-	-	90 650
Total		1 123 002	220 000	(193 670)	(12 334)	1 136 998	190 792	(168 999)	(36 999)	1 121 792
A Goordeen										
2019	12.68	44 000	-	(44 000)	-	-	-	-	-	-
	-	24 668	-	(24 668)	-	-	-	-	-	-
2020	8.88	88 000	-	(44 000)	-	44 000	-	(44 000)	-	-
	-	49 334	-	(12 334)	(12 334)	24 666	-	(12 333)	(12 333)	-
2021	6.52	132 000	-	(44 000)	-	88 000	-	(44 000)	-	44 000
	-	74 000	-	(24 668)	-	49 332	-	(12 333)	(12 333)	24 666
2022	12.43	132 000	-	-	-	132 000	-	(44 000)	-	88 000
	-	74 000	-	-	-	74 000	-	(12 333)	(12 333)	49 334
2023	14.88	303 000	-	-	-	303 000	-	-	-	303 000
	-	202 000	-	-	-	202 000	-	-	-	202 000
2024	41.75	-	107 000	-	-	107 000	-	-	-	107 000
	-	-	60 000	-	-	60 000	-	-	-	60 000
2025	38.66	-	-	-	-	-	77 942	-	-	77 942
	-	-	-	-	-	-	70 555	-	-	70 555
Total		1 123 002	167 000	(193 670)	(12 334)	1 083 998	148 497	(168 999)	(36 999)	1 026 497
SR Jones (alternate executive director - appointed with effect from 4 September 2025)										
2019	12.68	20 666	-	(20 666)	-	-	-	-	-	-
	-	11 666	-	(11 666)	-	-	-	-	-	-
2020	8.88	41 333	-	(20 667)	-	20 666	-	(20 666)	-	-
	-	23 333	-	(5 834)	(5 833)	11 666	-	(5 833)	(5 833)	-
2021	6.52	62 000	-	(20 667)	-	41 333	-	(20 667)	-	20 666
	-	35 000	-	(11 666)	-	23 334	-	(5 834)	(5 833)	11 667
2022	12.43	62 000	-	-	-	62 000	-	(20 666)	-	41 334
	-	35 000	-	-	-	35 000	-	(5 833)	(5 833)	23 334
2023	14.88	255 000	-	-	-	255 000	-	-	-	255 000
	-	170 000	-	-	-	170 000	-	-	-	170 000
2024	41.75	-	107 000	-	-	107 000	-	-	-	107 000
	-	-	60 000	-	-	60 000	-	-	-	60 000
2025	38.66	-	-	-	-	-	77 942	-	-	77 942
	-	-	-	-	-	-	70 555	-	-	70 555
Total		715 998	167 000	(91 166)	(5 833)	785 999	148 497	(79 499)	(17 499)	837 498
L Goosen (resigned with effect from 31 December 2023)										
2019	12.68	82 338	-	(82 338)	-	-	-	-	-	-
	-	46 000	-	(46 000)	-	-	-	-	-	-
2020	8.88	82 335	-	(82 335)	-	-	-	-	-	-
	-	46 000	-	(23 000)	(23 000)	-	-	-	-	-
2021	6.52	82 334	-	(82 334)	-	-	-	-	-	-
	-	46 000	-	(46 000)	-	-	-	-	-	-
Total		385 007	-	(362 007)	(23 000)	-	-	-	-	-
GRAND TOTAL		3 347 009	829 000	(840 513)	(53 501)	3 281 995	757 774	(417 497)	(91 497)	3 530 775

19 **Cash-settled employee share award plan**

Accounting Policy

The Bell group recognises a liability for cash-settled share-based payments at fair value. The fair value of the liability is determined using an option pricing model and the liability is remeasured at each reporting date and at the date of settlement with any changes reflected in the Bell group's consolidated statement of profit or loss. Services received from employees are recognised by the group as they are rendered.

The estimation of the fair value of the cash-settled share-based payments includes the effect of market and non-market conditions. Vesting conditions, other than market conditions, are taken into account in the measurement of the liability by adjusting the number of awards that are expected to vest. This estimate is revised at each reporting date when the liability is remeasured until the vesting date.

The phantom share incentive scheme was implemented in 2018 and makes provision for long-term incentivisation of key executives of the Bell group in the structure of a share appreciation rights scheme. The object and purpose of the scheme is to grant forfeitable phantom share awards to key executives of the Bell group to enable them to benefit if the company's share price improves and if the applicable performance criteria are achieved, so as to retain and motivate employees and increase the profitability of the company.

The number of awards granted to executives was determined with reference to market norms for long-term incentive schemes and a multiple of the annual salary packages of the participants.

Each award comprises of three equal tranches. The three tranches vest as follows:

- in respect of tranche 1, on the first trading day after expiry of a period of three years after the award date;
- in respect of tranche 2, on the first trading day after expiry of a period of four years after the award date;
- in respect of tranche 3, on the first trading day after expiry of a period of five years after the award date.

The awards held by participants comprise a mixture of zero-strike and strike based awards. HEPS and ROIC performance conditions are applicable to the zero-strike awards.

The HEPS performance conditions are as follows:

- in respect of awards granted in 2021, the annual compounded HEPS growth rate over the three, four and five year periods ending on the last day of the financial year-end of the Bell group prior to the vesting date, must meet or exceed SA inflation plus 5%.
- in respect of awards granted in 2022 and 2023, the annual compounded HEPS growth rate over the three, four and five year periods ending on the last day of the financial year-end of the Bell group prior to the vesting date, must meet or exceed SA inflation plus 3%.
- in respect of awards granted in 2024 and 2025, the performance scorecard reflected below applies:

Performance condition		Weighting %	Targets		
			Vesting %	50%	75%
Type	Metric		Threshold	On Target	Stretch
Financial	HEPS	50%	CPI +1%	CPI +2%	CPI +3%
Financial	ROIC	50%	WACC	WACC +1%	WACC +2%
Total share units		100%			

The ROIC performance conditions are as follows:

- in respect of awards granted in 2021, the annual ROIC hurdle is based on operational returns in excess of the cost of capital plus a margin.
- in respect of awards granted in 2022 and 2023, a minimum ROIC hurdle of 15% applies and the payout is based on a sliding scale of the rolling three year average ROIC as follows:

<i>Rolling three year average ROIC</i>	<i>Payout</i>
< 15%	0%
≥ 15% < 16%	78%
≥ 16% < 17%	89%
≥ 17% < 18%	100%
≥ 18% < 19%	111%
≥ 19% < 20%	122%

- in respect of awards granted in 2024 and 2025, the performance scorecard reflected above applies.

Employees will acquire the cash equivalent of the difference between the strike price and the market value of shares upon realisation of their awards, subject to the performance conditions specified.

Awards are forfeited in certain circumstances, including on a participant ceasing to be an employee, for reasons other than incapacity, death or retirement at the pensionable age in terms of the rules of the pension and/or provident fund, when all the awards held by the participant, whether or not they have vested, will be deemed to have vested upon termination of employment and shall be settled within three months or in the case of death, within 12 months thereafter.

The total benefit paid to employees in respect of the scheme in any financial year shall not exceed 6% of the NPAT as reflected in the audited results of the Bell group, except in certain circumstances relating to mergers, takeovers and corporate action.

In the event of a change in control of the company which results in the retrenchment or other no fault termination, or a material adverse change in the conditions of employment of the participant then the vesting period in respect of any unvested phantom share units held by that participant will be advanced in accordance with the rules of the scheme.

Awards are subject to the group's malus and clawback policy.

19 **Cash-settled employee share award plan (continued)**

19.1 **Share awards granted**

The following awards were in existence at the end of the reporting period:

Grant date	Phantom share units					Strike price of units with a strike price			
	With a strike price	With a strike price of zero	Total	Vesting January 2026	Vesting January 2027		Vesting January 2028	Vesting January 2029	Vesting January 2030
1 January 2021	191 330	107 667	298 997	298 997	-	-	-	-	R 6.52
1 January 2022	465 338	262 006	727 344	363 672	363 672	-	-	-	R 12.43
1 January 2023	2 391 000	1 594 000	3 985 000	1 328 333	1 328 333	1 328 334	-	-	R 14.88
1 January 2024	1 280 000	718 000	1 998 000	-	666 000	666 000	666 000	-	R 41.75
1 January 2025	943 330	853 923	1 797 253	-	-	599 084	599 084	599 085	R 38.66
Total share units	5 270 998	3 535 596	8 806 594	1 991 002	2 358 005	2 593 418	1 265 084	599 085	

3 530 775 (2024: 2 495 996) share awards were held by executive directors of the company as disclosed in note 18.

19.2 **Fair value of share awards granted**

The fair value of the phantom share awards was measured at the end of the year using the Black-Scholes pricing model.

A liability of R74,4 million (2024: R90,6 million) was raised for this cash-settled employee share award plan in BEGS, the company's subsidiary.

Inputs into the model	Measurement date	
	31 December 2025	31 December 2024
Spot price of the option	R 42.77	R 38.66
Dividend yield	0% - 2.3%	0% - 2.4%
Expected volatility of the share price	25.7% - 42.0%	43.7% - 78.0%
Risk-free interest rate	6.3% - 6.5%	7.3% - 7.7%
HEPS	413	465
ROIC	7.2%	8.5%

19.3 **Movement in share awards granted**

The following reconciles the share awards outstanding at the beginning and end of the year:

	2025		2024	
	Number of awards	Weighted average strike price R	Number of awards	Weighted average strike price R
Balance at beginning of the year	8 659 991	12.81	8 492 999	7.81
Vested during the year	(993 982)	6.13	(1 379 009)	5.99
Granted during the year	1 945 750	20.29	2 165 000	26.75
Forfeited during the year	(805 165)	14.64	(618 999)	8.11
Balance at end of the year	8 806 594	15.05	8 659 991	12.81

The share awards outstanding at the end of the year had a weighted average remaining contractual life of 2,5 years (2024: 2,9 years).

During the year, phantom share awards of R22,9 million (2024: R21,8 million) was settled by BEGS, the company's subsidiary.

20 **Going concern**

The company has adequate financial resources to continue in operation for the foreseeable future and accordingly, the financial statements have been prepared on the basis of a going concern.

21 **Prior period error**

Preference share interest in statement of cash flows

In the current year the company reassessed the disclosure of preference share coupons in the statement of cash flows and identified that these were incorrectly disclosed within loans advanced to subsidiary companies and profit from operations in the prior year. To correct this, the company has removed the interest income from preference shares previously included in loans advanced to subsidiary companies and adjusted the profit from operating activities as both these financial statement line items were overstated with the interest income. This adjustment has been applied retrospectively in accordance with IAS 8.

The following items within the statement of cash flows were impacted by these prior period error and were adjusted:

FOR THE YEAR ENDED 31 DECEMBER 2024	As previously reported R000	Correction of error R000	Restated R000
CASH FLOW GENERATED FROM (UTILISED IN) OPERATING ACTIVITIES			
Profit from operating activities	409 871	-	409 871
Adjustments for:			
Dividends in specie	(348 765)	-	(348 765)
Change in fair value of financial guarantees	(6 857)	-	(6 857)
Interest income	-	(62 456)	(62 456)
Cash generated from (utilised in) operations before working capital changes	54 249	(62 456)	(8 207)
Increase in other receivables and prepayments	(368)	-	(368)
Decrease in other payables	(1 585)	-	(1 585)
Cash generated from (utilised in) operations	52 296	(62 456)	(10 160)
Interest received	392	-	392
Preference share interest received	68 916	-	68 916
Taxation paid	(1 157)	-	(1 157)
Net cash generated from (utilised in) operating activities	120 447	(62 456)	57 991
CASH FLOW (UTILISED IN) GENERATED FROM INVESTING ACTIVITIES			
Loans advanced to subsidiary companies	(295 867)	62 456	(233 411)
Proceeds from preference share capital	175 060	-	175 060
Proceeds from transfer of equity shares	360	-	360
Net cash (utilised in) generated from investing activities	(120 447)	62 456	(57 991)

There was no impact on the statement of financial position and the statement of profit or loss.