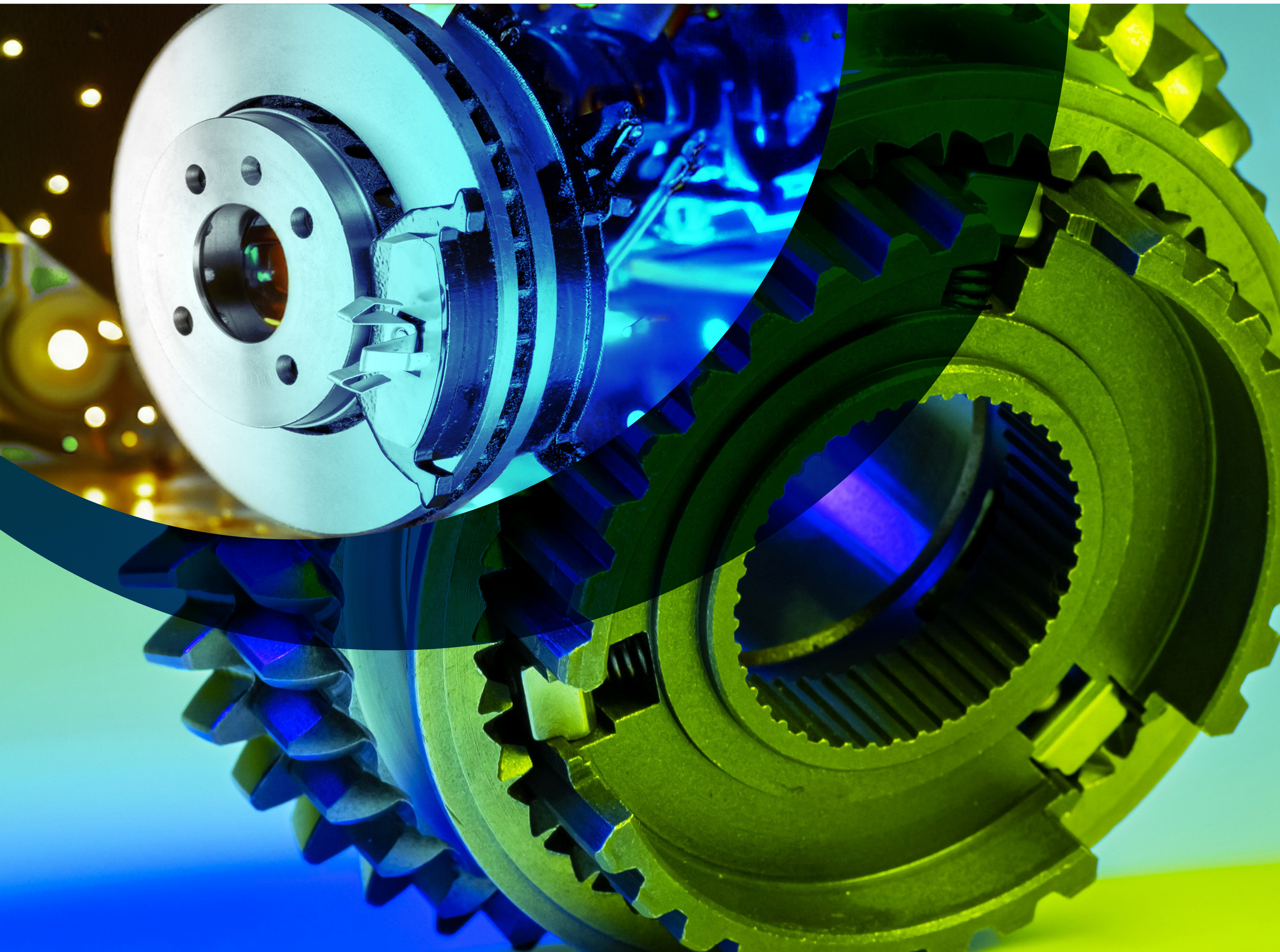
METAIR
INVESTMENTS LIMITED
automotive | retail

Summarised Audited Consolidated Annual Results

For The Year Ended 31 December

2025



Highlights

Relatively stable OEM customer production volumes.

Simplified structure more accommodating to market shifts and volume fluctuations.

Sustainable capital structure with better-aligned repayment terms.

AutoZone a key strategic driver in diversifying dependence on local OEMs.

RESULTS FROM CONTINUING OPERATIONS

Group revenue increased by 57% to

R17.9 billion

Excluding the Rombat fine

Operating profit before capital and exceptional items increased by 99% to

R1 087 million

HEPS increased by 82% to

191 cents

(2024: 105 cents**)

EBIT MARGIN improved by 130 bps to

6.1%

EPS of

31 cents*

(2024: 155 cents**)

Including the Rombat fine

Operating profit before capital items increased by 23% to

R674 million

Headline loss per share of

21 cents

(2024: HEPS of 105 cents**)

Loss per share* of

181 cents

(2024: EPS of 155 cents**)

** Including the one-off net capital loss relating to the accounting for Hesto as a subsidiary with effect from 1 April 2025.*

*** Comparative information has been re-presented to reflect the classification of Dynamic Batteries and First Battery Industrial, as discontinued operations in the current year in accordance with IFRS 5.*

TOTAL EARNINGS, INCLUDING DISCONTINUED OPERATIONS

Headline loss per share# of
67 cents
(2024: headline loss per share of 203 cents)

Loss per share* of
232 cents
(2024: loss per share of 2 146 cents)

** Including the one-off net capital loss relating to the accounting for Hesto as a subsidiary with effect from 1 April 2025 and the provision of the Rombat fine of R413 million.*

 # Including the provision of the Rombat fine of R413 million.

In reviewing the group's results for FY2025, the following should be noted:

- Following a strategic realignment at the end of 2024, including the sale of Mutlu and the acquisition of AutoZone in December 2024, the group has restructured its operations into two core segments:
  - The OEM Direct Component Manufacturing segment (OEM segment), supplying components directly to original equipment manufacturers; and
  - The Aftermarket Parts and Retail segment (AFM Segment), primarily focusing on serving the independent aftermarket and retail distribution channels.
- The comparability of the current period results has been influenced by the inclusion of Hesto as a subsidiary for nine months with effect from 1 April 2025, and the first-time inclusion of AutoZone for the full 12 months reported.
- The accounting for Hesto as a subsidiary resulted in the recognition of a significant one-off net capital loss of R306 million in the first half of the year, primarily arising from the recognition of previously unaccounted losses from Hesto as an associate, partially offset by a bargain purchase gain. This item has been included in the calculation of earnings per share, but excluded from headline earnings per share.
- As was reported in the 2024 Integrated Annual Report, the Mutlu transaction in Türkiye was successfully finalised at the end of the 2024 financial year.
- As disclosed in the announcement published on SENS on 15 December 2025, the European Commission issued a ruling imposing a total fine of EURO 20.2 million (R413 million, based on the prevailing exchange rate) on Rombat SA. The Rombat fine of R413 million has been fully provided for.

METAIR INVESTMENTS LIMITED
(Incorporated in the Republic of South Africa)
("Metair" or "the group" or "the company")

(Reg No. 1948/031013/06)
JSE and A2X share code: MTA • ISIN code: ZAE000090692

Summarised consolidated results commentary

INTRODUCTION

The South African automotive industry experienced sharply divergent market conditions during the year. While new vehicle sales grew strongly by 15.7% to 597 014 units (2024: 515 976), this growth was disproportionately driven by imported vehicles, which surged by 30.4% to 408 890 units (2024: 313 594). In contrast, production of passenger and light commercial vehicles by South African original equipment manufacturers (OEMs) increased by only 1.5% to 602 302 units in 2025. In addition to ceding domestic market share, local OEMs also encountered intensified competition in export markets, limiting export growth to 5.92%. The local automotive aftermarket (AFM) similarly operated under challenging conditions. Metair derives the majority of its business in the local OEM and aftermarket sectors.

Against this background, the group continued to focus on areas within its control, entrenching continuous operational improvement and efficient project management, flexing production and costs to increase resilience, enhancing margins and improving returns on invested capital. Specific focus areas during the year included manufacturing excellence in supplying to OEM customers and bedding down AutoZone to facilitate planned growth in the AFM Segment.

The group established the Metair Aftermarket Parts and Retail division at the end of FY2025. The division consists of five distinct verticals: AutoZone, MOVE, ATE, First Battery Retail, and QSV. The divisionalisation approach enhances strategic clarity, operational efficiency and financial transparency, enabling the group to serve distinct markets and customer segments better while maintaining brand and channel independence.

To increase agility, Metair has also restructured, right-sized, and closed certain operations, enabling the group to adapt dynamically to market shifts and volume fluctuations. Among these closures were the Industrial division of First Battery, where importing and selling inverters and standby battery systems proved uneconomical, and Dynamic Batteries in the UK, which was closed as part of the group's strategy to focus on the African market.

Hesto's successful turnaround has led to strong performance, culminating in higher revenue and operating profit. Hesto's consolidation into the group's financial statements, effective from April 2025, has reduced complexity and improved clarity for shareholders, investors and funders.

OVERALL RESULTS

The group generated a total headline loss per share (including discontinued operations) of 67 cents (2024 loss: 203 cents), with the 136-cps improvement primarily due to prior-year losses at Mutlu.

Headline earnings per share (HEPS) from continuing operations excluding the Rombat fine increased by 82% to 191 cents per share (2024: 105 cents**). However, including the Rombat fine, HEPS from continuing operations decreased to a loss of 21 cents per share (2024: HEPS of 105 cents**).

EPS from continued operations excluding the Rombat fine was 31 cents per share (2024 profit: 155 cents**). Including the Rombat fine, a loss per share from continuing operations reflected a loss of 181 cents (2024 EPS of: 155 cents**).

Total basic earnings per share (EPS) (including discontinued operations) reflected a much-reduced loss per share of 232 cents (2024 loss: 2 146 cents).

RESULTS FROM CONTINUING OPERATIONS**

Relatively stable production volumes at Metair's primary OEM customers, together with efficiency initiatives, supported improved operating performance across most of the group's manufacturing subsidiaries and were further supplemented by cost savings at the corporate level. The inclusion of Hesto for nine months was partially offset by losses from AutoZone. These losses were expected given that AutoZone is in a recovery phase as it emerges from business rescue.

Revenue from continuing operations increased by 57% to R17 869 million (2024: R11 376 million**), driven by the acquisition of AutoZone and Hesto's inclusion as a subsidiary from 1 April 2025. The OEM segment (including Hesto) contributed R11 777 million (2024: R7 081 million) to group revenue, a 66% increase from 2024. Revenue from the aftermarket parts and retail segment (including AutoZone) increased by 42% to R6 092 million (2024: R4 296 million).

Excluding the effects of the Rombat fine, operating profit before capital and exceptional items increased by 99% to R1 087 million (2024: R546 million**), driven by wide-ranging recovery initiatives, stronger customer volumes, and the inclusion of Hesto. The EBIT margin improved to 6.1% (2024: 4.8%*). EBITDA increased by 99% to R1 696 million (2024: R852 million**). Including the effects of the Rombat fine, Operating profit before capital items increased by 23% to R674 million (2024: R546 million**) and EBITDA by 51% to R1 283 million (2024: R852 million**).

Net finance expenses increased by 140% to R532 million (2024: R222 million), mainly due to higher interest costs following the debt restructuring discussed below and the consolidation of Hesto. Share of equity profit from associates amounted to R44 million (2024: R32 million).

The overall loss from continuing operations amounted to R294 million (2024 profit: R312 million**), primarily driven by a one-off net capital loss on the accounting for Hesto as a subsidiary, losses from AutoZone,a higher net interest expense and the Rombat fine. The effective tax rate, excluding non-taxable capital items and the Rombat fine, was 28% (2024: 31%).

*** Comparative information has been re-presented to reflect the classification of Dynamic Batteries and First Battery Industrial, classified as discontinued operations in the current year in accordance with IFRS 5.*

SEGMENTAL RESULTS

OEM DIRECT COMPONENT MANUFACTURING

Revenue from the OEM segment grew by 66% to R11 777 million (2024: R7 081 million), driven by steady volumes supplied to key OEM customers, Hesto's inclusion as a subsidiary, and its strong performance. EBIT increased by 148% to R923 million (2024: R373 million). EBIT margins increased to 7.8% from 5.3% in the prior year, supported by cost-reduction and operational improvement initiatives implemented during the previous financial year and continued this year.

If Hesto had been included for the full year in both periods, OEM revenue would have increased by 4.8% to R12 710 million (2024: R12 129 million), and EBIT margins would have increased to 7.7% (2024: 5.2%). Hesto's EBIT margins improved to 7.6% for the full year (2024: 4.6%). EBIT margins for the remaining businesses in the segment increased to 7.1% (2024: 5.3%).

Hesto continued its strong performance, benefiting from efficiency gains and disciplined cost management. Management remained focused on production efficiencies and preparations for new auto customer facelifts and model introductions in the coming year.

Automould, Smiths Manufacturing, Supreme and Unitrade all reported pleasing growth in profitability, supported by steady OEM volumes and stronger operational performance, driven by the benefits of rightsizing and restructuring initiatives undertaken during the period.

Lumotech reported a slight decline in revenue and EBIT compared with the prior period due to an unfavourable product mix. However, it delivered an improved EBIT margin, supported by manufacturing efficiencies and cost savings.

AFTERMARKET PARTS AND RETAIL SEGMENT

Revenue from the AFM segment grew by 42% to R6 092 million (2024: R4 296 million**), mainly due to the inclusion of AutoZone. EBIT decreased by 8% to R246 million, compared to R267 million** in 2024. EBIT margins declined to 4.0% from 6.2%** in 2024, reflecting AutoZone's full-year EBIT loss of R46 million, and First Battery's margins of 9.2%, compared to the one-off higher margin of 13.1% in the prior year. This was partially offset by an improvement in Rombat S.A. (Rombat's) volume-driven performance, with margins increasing to 5.0% (2024: 1.8%) excluding the impact of the fine.

First Battery South Africa (FB) sold c. 1.515 million batteries in 2025 (2024: 1.536 million). Profitability was negatively affected by a slowdown in the retail channel and an unfavourable product mix for OEM customers, partially offset by strong growth in the African export region. Going forward the manufacturing activities and the OEM sales of FB will be reported under the OEM segment with the aftermarket activities reported under the AFM segment. Operationally, this split was implemented on 1 January 2026.

At **Rombat** in Romania, sales volumes increased by 3% to 2.885 million batteries (2024: 2.812 million), supported by gains in both its local aftermarket and OEM sales, driving strong growth in profitability.

AutoZone's turnaround continued, with an EBIT loss of R22 million in the second half of FY2025, compared to a R24 million loss in the first half of the year. The recovery remains approximately six to nine months behind schedule against the recovery plan. Encouragingly, the integration process is progressing smoothly, and AutoZone is already delivering synergies across Metair's automotive aftermarket and distribution operations. The acquisition represents a strategic step change in Metair's presence and positioning in the aftermarket sector and a robust platform for future growth.

FINANCIAL POSITION

Group net debt (bank borrowings less cash and cash equivalents) increased to R3 911 million (2024: R2 706 million). The increase in net debt is due primarily to the consolidation of Hesto's net debt of R1 464 million at 1 April 2025, offset by the improvement in cash to R1 212 million from R808 million in 2024.

Cash generated by operations (before interest and taxes) increased by 27% to R1 884 million (2024: R1 483 million), driven by the improved operational performance and a working capital inflow in 2025 due, in part, to payment support from customers.

The group net asset value per share declined to 1 135 cents (2024: 1 388 cents) as a result of the recognition of historical losses at Hesto following its consolidation and the Rombat fine.

LIQUIDITY AND DEBT

Metair's high debt levels constrain earnings and limit the group's ability to exploit growth opportunities. Optimising and deleveraging the balance sheet has therefore been a priority. The group successfully completed its debt restructuring and refinancing programme in the first half of the year, aimed at optimising the capital structure and providing Metair with a more sustainable debt structure with appropriately aligned repayment terms. A R3.3 billion package for the SA Obligor (excluding Hesto) was concluded in April 2025. The Hesto Obligor R1.4 billion refinance was concluded in June 2025.

*** Comparative information has been re-presented to reflect the classification of Dynamic Batteries and First Battery Industrial, classified as discontinued operations in the current year in accordance with IFRS.*

As a result, the group manages its liquidity levels closely within the three distinct separate funding structures, namely, the SA Obligor, the Hesto Obligor and Rombat which has its own stand-alone facilities. There are no cross defaults nor cross guarantees within these three structures.

Metair is pleased to report that all covenants of the SA Obligor (including minimum EBITDA requirements) and the Hesto Obligor were met during the year. Management continues to monitor debt levels and liquidity closely, and the group is implementing a range of strategies to support de-gearing and enhance earnings and cash generation.

The SA Obligor has implemented a cash sweep programme, which has yielded positive results and increased the group's cash control. In addition, various capital conservation measures, including delaying non-critical capital expenditures and engaging customers for flexible support for capital investments in new models, are being used to support the group's cash position.

CAPITAL EXPENDITURE

The group invested R569 million (2024: R598 million including Hesto) in capital expenditure to support future business and efficiency improvements in 2025 of which R248 million was spent on maintenance, R313 million on expansion, and R8 million on health and safety.

For 2026, capital expenditure is forecast at R837 million, with R288 million allocated for essential maintenance, quality and health and safety requirements, and R549 million for expansion primarily for a major customer who is introducing a new model vehicle. The required capital is catered for within the lines provided by the three distinct funding structures. All capital is closely monitored on a case-by-case basis.

INTANGIBLE ASSETS

Intangible assets increased from R28 million in 2024 to R587 million mainly due to the inclusion of Hesto.

UPDATE REGARDING THE EUROPEAN COMPETITION COMMISSION'S STATEMENT OF OBJECTIONS

Shareholders are referred to the previous announcements regarding the European Commission's (Commission) investigations into battery manufacturers in Europe. As disclosed in the announcement published on SENS on 15 December 2025, the Commission issued a ruling imposing a total fine of EURO 20.2 million (R413 million, based on the prevailing exchange rate) on Rombat SA. The Commission further determined that Metair and its Dutch subsidiary, Metair International Holding Cooperatief UA, based in the Netherlands, are jointly and severally liable for a portion of the fine amounting to EURO 11.6 million, based on a legal presumption under EU law of parental liability in that they exercised decisive influence over Rombat since its acquisition on 14 March 2012. Metair and Rombat lodged an appeal against the fine on 27 February 2026.

DIVIDEND

The company's current financial position does not support declaring dividends for FY2025.

OUTLOOK AND PROSPECTS

Metair is pleased with the progress achieved in the operational results of its core businesses in 2025. Margins have improved through the group's restructuring and optimisation efforts and, together with a recovery in volumes, this has resulted in increased profitability. Hesto's enhanced performance is now well-entrenched, and ongoing initiatives to stabilise AutoZone are bearing fruit.

The short-term outlook for OEM volumes remains subdued, and Metair will continue to focus on its strategic priorities and those areas of the business within its direct control. Our priorities are to return AutoZone to profitability, realise aftermarket synergies, and capitalise on growth opportunities in the aftermarket and Africa.

FY2026 will be a challenging year as one of our key customers is optimising its manufacturing operations to market demand conditions and we are working closely with them to adjust to the changes accordingly. In addition, another major customer is introducing a new vehicle in the current year to replace one of its older models. Internal forecast volumes for 2026 have been adjusted to ensure that the cost base supports organisational resilience, should volumes be adjusted further.

Post 2026 with no announced further new model launches, although there are known facelifts, capital expenditure should return to normal levels of approximately R425 million.

Ensuring that Metair continues to meet its covenants remains a priority, as does the 2027 debt repayment plan. The group will also emphasise reducing working capital and improving ROIC. The group's current strategy and segmental split remains appropriate, and should assist in Metair diversifying its revenue and profitability mix in the short and medium term.

Industry stakeholders, including OEMs and representative bodies have noted that the automotive manufacturing sector stands at a critical crossroads. Strategic government decisions in the near term will be pivotal to sustaining and growing production levels, with stakeholder collaboration required to strengthen local manufacturing competitiveness, support localisation and CKD manufacturing, and protect and diversify export markets and fix structural constraints.

Independent auditors report

Independent Auditor’s Report on the Summarised Consolidated Financial Statements

To the shareholders of Metair Investments Limited

Opinion

The summarised consolidated financial statements of Metair Investments Limited, contained in the accompanying Summarized Audited Consolidated Annual Results, which comprise the summarised consolidated income statement, summarised consolidated statement of comprehensive income, summarised consolidated balance sheet as at 31 December 2025, summarised consolidated statement of changes in equity and summary consolidated statement of cash flows for the year then ended, and related notes, are derived from the audited consolidated financial statements of Metair Investments Limited for the year ended 31 December 2025.

In our opinion, the accompanying summarised consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements, as set out in notes of the summarised consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

Summarised consolidated financial statements

The summarized consolidated financial statements do not contain all the disclosures required by IFRS Accounting Standards and the requirements of the Companies Act of South Africa as applicable to Annual Financial Statements. Reading the summarized consolidated financial statements and the auditor’s report thereon, therefore, is not a substitute for reading the audited consolidated financial statements and the auditor’s report thereon.

The audited consolidated financial statements and our report thereon

We expressed an unmodified audit opinion on the audited consolidated financial statements in our report dated 10 March 2026.

Directors’ responsibility for the summary consolidated financial statements

The directors are responsible for the preparation of the summarized consolidated financial statements set out in notes to the summarized consolidated financial statements, and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

Auditor’s responsibility

Our responsibility is to express an opinion on whether the summarised consolidated financial statements are consistent, in all material respects, with the audited consolidated financial statements based on our procedures, which were conducted in accordance with International Standard on Auditing (ISA) 810 (Revised), Engagements to Report on Summary Financial Statements.

Ernst & Young Inc.

Ernst & Young Inc.
Director: Lerato Hannah Sidubi
Registered Auditor
Chartered Accountant (SA)

10 March 2026

102 Rivonia,
Sandton

Summarised consolidated results continued

SUMMARISED CONSOLIDATED INCOME STATEMENT	31 December 2025 R'000 Audited	31 December 2024 R'000 Audited Represented#
Continuing operations		
Revenue	**17 868 275**	11 376 129
Cost of sales	**(15 015 010)**	(9 999 323)
Gross profit	**2 853 265**	1 376 806
Other operating income and dividend income	**211 396**	301 148
Distribution, administrative and other operating expenses	**(1 977 994)**	(1 131 920)
Operating profit before exceptional items	**1 086 667**	546 034
Exceptional Items – Rombat fine	**(412 591)**	–
Operating profit before capital items	**674 076**	546 034
Capital Items	**(312 035)**	98 519
Operating profit	**362 041**	644 553
Share of results of associates	**44 185**	31 743
Interest income	**79 624**	122 854
Interest expense	**(611 966)**	(344 731)
(Loss)/profit before taxation	**(126 116)**	454 419
Taxation	**(168 089)**	(142 748)
(Loss)/profit from continuing operations for the period	**(294 205)**	311 671
Discontinued operations	**(98 883)**	(4 466 148)
(Loss) for the period	**(393 088)**	(4 154 477)
Attributable to equity holders:		
Continuing operations	**(353 032)**	301 717
Discontinued operations	**(98 883)**	(4 466 148)
	(451 915)	(4 164 431)
Attributable to non-controlling interest holders:		
Continuing operations	**58 827**	9 956
	58 827	9 956
	(393 088)	(4 154 477)
Capital items consist of:		
Impairments	**(6 988)**	80 765
Profit/(loss) on sale of property, plant, and equipment	**4 636**	(15 675)
(Loss) on consolidation of subsidiary	**(360 018)**	
Gain on bargain purchase of subsidiary	**50 335**	194 959
	(312 035)	(98 519)
Included in operating expenses above are:		
Depreciation and amortisation	**609 677**	305 834
Rentals on short-term and low-value assets	**56 060**	47 060
Impairment loss/(reversal) on financial assets	**–**	(18 137)

Comparative information has been represented to reflect the classification of First Battery Industrial operation and Dynamic batteries as discontinued operations and the separate presentation of capital items.

SUMMARISED CONSOLIDATED INCOME STATEMENT	31 December 2025 R'000 Audited	31 December 2024 R'000 Audited Represented#
Disaggregation of revenue from contracts with customers		
Primary geographical markets		
South Africa	**15 409 561**	8 978 307
Romania	**2 458 714**	2 397 822
	17 868 275	11 376 129
Major product and service lines		
Automotive batteries	**4 275 718**	4 184 989
Automotive components, parts, and tooling	**13 575 199**	7 191 140
Industrial and non-automotive products	**17 358**	
	17 868 275	11 376 129
Timing of revenue recognition		
Products transferred at a point in time	**9 761 090**	5 925 150
Products and services transferred over time	**8 107 185**	5 450 979
	17 868 275	11 376 129
Earnings per share		
Basic (loss) per share (cents)	**(232)**	(2 146)
Headline (loss) per share (cents)	**(67)**	(203)
Headline earnings/(loss) per share (cents) (normalised)##	**145**	(203)
Earnings per share from continuing operations		
Basic (loss)/earnings per share (cents)	**(181)**	155
Headline (loss)/earnings per share (cents)	**(21)**	105
Headline earnings per share (cents) (normalised)##	**191**	105
Diluted earnings per share from continuing operations		
Diluted (loss)/earnings per share (cents)	**(179)**	153
Diluted headline (loss)/earnings per share (cents)	**(21)**	103
Diluted headline earnings per share (cents) (normalised)##	**189**	103
Number of shares in issue ('000)	**198 986**	198 986
Number of shares in issue excluding treasury shares ('000)	**194 957**	194 157
Weighted average number of shares in issue ('000)	**194 567**	194 094
Adjustment for dilutive shares ('000)	**2 252**	2 617
Number of shares used for diluted earnings calculation ('000)	**196 819**	196 711

Comparative information has been represented to reflect the classification of First Battery Industrial operation and Dynamic batteries as discontinued operations and the separate presentation of capital items.

Headline earnings exclude the impact of the Rombat fine.

Summarised consolidated results continued

SUMMARISED CONSOLIDATED INCOME STATEMENT	31 December 2025 R'000 Audited	31 December 2024 R'000 Audited Represented#
Calculation of headline earnings		
Net (loss) attributable to ordinary shareholders	**(451 915)**	(4 164 432)
(Profit)/loss on disposal of property, plant and equipment – net	**(3 500)**	14 666
Impairment of property, plant and equipment	**15 337**	36 874
Impairment of goodwill		52 570
Gain on bargain purchase	**(50 335)**	(194 959)
Loss on consolidation of subsidiaries	**360 018**	
Loss on disposal of investments		3 860 829
Headline (loss)	**(130 395)**	(394 452)
Headline (loss)/earnings from continuing operations	**(40 672)**	202 189
Headline (loss) from discontinued operations	**(89 723)**	(596 641)

Comparative information has been represented to reflect the classification of First Battery Industrial operation and Dynamic batteries as discontinued operations and the separate presentation of capital items.

SUMMARISED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	31 December 2025 R'000 Audited	31 December 2024 R'000 Audited#
(Loss) for the period	**(393 088)**	(4 154 476)
Other comprehensive (loss)/income:		
– Actuarial losses recognised – net	**(2 495)**	(17 097)
– Foreign exchange translation movements including the effect of hyperinflation	**(27 380)**	518 882
– Cash flow hedges	**(7 032)**	
– FCTR recycle		908 406
Net other comprehensive (loss)/income	**(36 907)**	1 410 191
Total comprehensive loss for the period	**(429 995)**	(2 744 285)
Attributable to equity holders:		
Continuing operations	**(389 399)**	79 811
Discontinued operations	**(98 802)**	(2 833 927)
	(488 201)	(2 754 116)
Attributable to non-controlling interest holders:		
Continuing operations	**58 206**	9 831
	(429 995)	(2 744 285)

Comparative information has been represented to reflect the classification of First Battery Industrial operation and Dynamic batteries as discontinued operations and the separate presentation of capital items.

SUMMARISED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	31 December 2025 R'000 Audited	31 December 2024 R'000 Audited
Balance at beginning of the period	**2 797 040**	5 532 876
Net (loss) for the period	**(393 088)**	(4 154 476)
Other comprehensive (loss)/income for the period	**(36 907)**	1 410 191
Total comprehensive loss for the period	**(429 995)**	(2 744 285)
Employee share option scheme	**20 628**	17 615
Vesting of share-based payment obligation		
– Estimated taxation effects of utilisation of treasury shares	**(488)**	(302)
Dividend[#]		(34 079)
Foreign currency translation, including the effect of hyperinflation		(1 066)
Acquisition of subsidiary[##]	**(119 810)**	
Disposal of operation	**(6 426)**	
Disposal of operation – Release of change of ownership reserve		26 281
Balance at end of the period	**2 260 949**	2 797 040

[#] *No ordinary dividend was declared for the year ended 31 December 2025 (2024: Rnil). R34 million in December 2024 refers to Smiths Manufacturing (Pty) Ltd paid to minority shareholders.*

[##] *Relates to the acquisition of Hesto: R114 million represents the recognition of non-controlling interests in Hesto (reflecting historic losses), and R6 million relates to the recognition of share-based payments reclassified to equity on consolidation. Refer to note 30 in the full annual financial statements.*

Summarised consolidated results continued

SUMMARISED CONSOLIDATED BALANCE SHEET	31 December 2025 R'000 Audited	31 December 2024 R'000 Audited
ASSETS		
Non-current assets	**5 534 715**	4 111 562
Property, plant and equipment	**3 571 425**	2 703 344
Intangible assets	**587 401**	28 217
Costs to fulfil a contract	**111 741**	–
Loan to associate		960 645
Investment in associates	**301 272**	325 884
Deferred taxation	**962 876**	93 472
Current assets	**7 046 274**	5 567 421
Costs to fulfil a contract	**22 587**	–
Inventory	**2 713 701**	2 105 469
Trade and other receivables	**2 039 245**	1 715 889
Contract assets	**900 958**	545 332
Taxation	**21 992**	9 294
Derivative financial assets	**171**	18 927
Cash and cash equivalents	**1 300 230**	1 172 510
Assets held for sale	**47 390**	
Total assets	**12 580 989**	9 678 983
EQUITY AND LIABILITIES		
Capital and reserves		
Stated capital	**1 497 931**	1 497 931
Treasury shares	**(84 968)**	(100 164)
Reserves	**420 676**	419 332
Retained earnings	**379 407**	876 810
Ordinary shareholders' equity	**2 213 046**	2 693 909
Non-controlling interests	**47 903**	103 131
Total equity	**2 260 949**	2 797 040
Non-current liabilities	**6 448 998**	643 537
Borrowings	**4 737 197**	257 357
Post-employment benefits	**50 542**	43 022
Deferred taxation	**762 000**	167 649
Deferred grant income	**205 025**	135 405
Minority shareholders loan	**333 925**	
Provisions for liabilities and charges	**360 309**	40 104
Current liabilities	**3 871 042**	6 238 406
Trade and other payables	**3 018 330**	2 229 544
Contract liabilities	**58 839**	181 704
Borrowings	**379 609**	3 279 114
Taxation	**18 387**	41 937
Provisions for liabilities and charges	**235 269**	140 086
Derivative financial liabilities	**72 536**	1 870
Bank overdrafts	**88 072**	364 151
Total liabilities	**10 320 040**	6 881 943
Total equity and liabilities	**12 580 989**	9 678 983
Net asset value per share (cents)	**1 135**	1 388
Capital expenditure:	**556 866**	465 773
– Property, plant, and equipment	**457 282**	448 726
– Intangibles	**99 584**	17 047
Capital commitments:	**837 479**	512 968
– Contracted	**31 986**	169 216
– Authorised but not contracted	**805 493**	343 752

SUMMARISED CONSOLIDATED STATEMENT OF CASH FLOWS	31 December 2025 R'000 Audited	31 December 2024 R'000 Audited
Operating activities		
Operating profit/(loss)*	**253 400**	(3 640 243)
Depreciation and amortisation	**613 636**	470 614
Net movement in provisions and derivatives	**382 535**	48 073
Loss on sale of subsidiary		3 860 829
Loss on consolidation of subsidiary	**360 018**	
Gain in bargain purchase of subsidiary	**(50 335)**	(194 959)
Other items	**117 049**	134 798
Working capital changes	**207 320**	804 158
Cash generated from operations	**1 883 621**	1 483 270
Interest paid	**(577 612)**	(1 120 461)
Taxation paid	**(172 832)**	(191 557)
Dividends paid	**–**	(34 079)
Dividends received from associates	**45 043**	30 264
Net cash inflow from operating activities	**1 178 220**	167 437
Investing activities		
Interest received	**64 112**	87 133
Acquisition of property, plant and equipment (excludes leased assets)	**390 647**	(448 726)
Acquisition of intangible assets**	**(99 584)**	(17 047)
Net cash outflow on disposal of subsidiary		(102 002)
Acquisition of subsidiary net of cash acquired	**(27 794)**	(193 517)
Proceeds on disposal of property, plant and equipment**	**26 130**	20 023
Loan to related party	**(185 347)**	(685 079)
Net cash inflow/(outflow) from other investing activities	**(2 709)**	5
Net cash outflow utilised in investing activities	**(615 839)**	(1 339 210)
Financing activities		
Borrowings raised – net	**43 354**	1 615 059
Lease payments	**(221 981)**	(78 006)
Utilisation of treasury shares – CGT (gain)	**(488)**	(302)
Net cash (outflow)/inflow from financing activities	**(179 115)**	1 536 751
Net increase in cash and cash equivalents	**383 266**	364 978
Cash and cash equivalents at beginning of the period	**808 359**	566 615
Exchange loss and hyperinflation impact on cash and cash equivalents	**20 533**	(123 234)
Cash and cash equivalents at end of the period	**1 212 158**	808 359
* *Reconciliation of operating profit:*		
Operating profit from continuing operations	***362 040***	*644 553*
Operating profit from discontinued operations	***(108 640)***	*(4 284 796)*
Total	***253 400***	*(3 640 243)*

** *Proceeds from the disposal of property, plant and equipment and acquisition of intangible assets, which were previously included within 'Net cash inflow/(outflow) from other investing activities,' are now presented separately.*

Summarised consolidated results continued

SUMMARISED CONSOLIDATED SEGMENT REVIEW[1]	31 December 2025 R'000 Audited			
	GROUP	OEM segment	AFM segment	HEAD OFFICE AND CONSOLIDATION
REVENUE				
Local	17 182 586	13 064 352	4 118 234	
Export	2 265 172	246 614	2 018 558	
Total segmental revenue[2]	19 447 758	13 310 966	6 136 792	
Managed associate	(1 042 277)	(1 042 277)		
Total revenue after adjusting for managed associate	18 405 481	12 268 689	6 136 792	
Intergroup sales	(537 206)	(492 053)	(45 153)	
REVENUE	17 868 275	11 776 636	6 091 639	
COST OF SALES				
Operations	(15 915 339)	(11 110 913)	(4 804 426)	
Managed associate	900 329	900 329		
COST OF SALES	(15 015 010)	(10 210 584)	(4 804 426)	
PROFIT BEFORE INTEREST AND TAX (PBIT)				
Operating segments	1 229 998	979 017	250 981	
Restructuring costs	(7 368)	(2 697)	(4 671)	
Total segmental PBIT[2]	1 222 630	976 320	246 310	
Managed associate	(53 489)	(53 489)		
Other reconciling items[3]	(65 867)			(65 867)
Amortisation and depreciation arising from business combinations	(16 608)			(16 608)
PBIT before capital items	1 086 666	922 831	246 310	(82 475)
Capital Items	(312 035)	5 990	(8 341)	(309 684)
Exceptional items	(412 591)		(412 591)	
PBIT	362 040	928 821	(174 622)	(392 159)
Capital items	(312 035)	5 990	(8 341)	(309 684)
Impairments	(6 988)		(6 988)	
Profit/(loss) on sale of property, plant, and equipment	4 636	5 990	(1 353)	
Gain on bargain purchase	50 335			50 335
(Loss) on consolidation of subsidiary	(360 018)			(360 018)
Other major costs included in profit before interest and tax:				
Raw materials, consumables used and production overheads	11 970 905	8 405 759	4 132 251	(567 105)
Employee expenses	3 778 488	2 416 552	1 286 766	75 170
Depreciation and amortisation	609 677	367 747	224 537	17 393

1 *Following a strategic realignment at the end of 2024 – including the disposal of Mutlu and the acquisition of Hesto – the group has reorganised its operations to better reflect the way in which its activities are managed and monitored by the Chief Operating Decision Maker (CODM). As a result, the group now reports its performance across two core operating segments:*
- *the OEM Direct Component Manufacturing segment (OEM Segment): supplies components directly to original equipment manufacturers; and*
- *the Aftermarket Parts and Retail segment (AFM Segment) primarily focuses on serving the independent aftermarket and retail distribution channels.*

This revised segmentation reflects the group's new internal reporting structure and the way in which the CODM assesses performance and allocates resources, in accordance with IFRS 8 Operating Segments. Comparative information has been restated to reflect the new segment structure on a consistent basis.

2 *The results of Hesto Harnesses Pty (Ltd) (Hesto) have been included in the segment review at 100%. Metair has a 74.9% equity interest but is responsible for the operational management.*

3 *Other reconciling items relate to Metair Head Office and corporate costs.*

31 December 2024 R’000 Audited			
GROUP	**OEM segment**	**AFM segment**	**HEAD OFFICE AND CONSOLIDATION**
14 890 453	12 557 860	2 332 593	
2 049 895	38 171	2 011 724	
16 940 348	12 596 031	4 344 317	
(5 504 344)	(5 504 344)		
11 436 004	7 091 687	4 344 317	
(59 875)	(11 086)	(48 789)	
11 376 129	7 080 601	4 295 528	
(14 946 515)	(11 345 919)	(3 600 594)	
4 947 192	4 947 192		
(9 999 323)	(6 398 727)	(3 600 594)	
902 118	629 705	272 413	
(8 819)	(3 543)	(5 276)	
893 299	626 162	267 137	
(253 492)	(253 492)		
(90 701)			(90 701)
(3 072)			(3 072)
546 034	372 670	267 137	(93 773)
98 518	175	(44 047)	142 390
644 552	372 845	223 090	48 617
98 518	175	(44 047)	142 390
(80 765)		(28 196)	(52 569)
(15 676)	175	(15 851)	
194 959			194 959
8 047 652	5 254 913	2 878 823	(86 085)
2 208 766	1 231 507	912 419	64 840
305 834	170 400	131 201	4 233

Notes to the summarised consolidated financial statements

BASIS OF PREPARATION

The summarised consolidated results for the year ended 31 December 2025 have been prepared in accordance with the JSE Limited Listings Requirements (Listings Requirements) for summary financial statements and the requirements of the Companies Act, 71 of 2008 (Companies Act), applicable to summary financial statements. The Listings Requirements require summary financial statements to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS Accounting standards), IAS 34 Interim Financial Reporting, as well as the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council. The results do not include all the notes of the type normally included in an annual financial report prepared in accordance with IFRS Accounting Standards. Accordingly, this report is to be read in conjunction with the annual consolidated financial statements for the year ended 31 December 2025, which have been prepared in accordance with IFRS Accounting Standards and comply with the Listings Requirements and the requirements of the Companies Act applicable to annual summary financial statements.

ACCOUNTING POLICIES

The accounting policies applied in the preparation of the consolidated annual financial statements, from which the summary financial statements were derived, are in terms of IFRS Accounting Standards and are consistent with the accounting policies applied in the preparation of the previous consolidated annual financial statements.

CONSOLIDATION OF HESTO

Hesto Harnesses Proprietary Limited ("Hesto") is held 74.9% by Metair and 25.1% by our technical wire harness partner ("Technical Partner"). As at 31 December 2024, Hesto Harnesses Proprietary Limited ("Hesto") was equity accounted by Metair. The Shareholders Agreement with the Technical Partner, stipulated that unanimous consent was required for all decisions relating to the relevant activities of Hesto. In addition, the technical partner had the ability, via a call option, to call the majority shareholding.

Since 2020, Hesto has made losses, which were exacerbated by a significant loss in 2023 due to higher-than-expected up-front costs, labour and line capacity as well as increased inventory to support a major new customer contract which resulted in significant debt levels within the Hesto business, including amounts injected by the Technical Partner providing a disproportionate share of the funding and Metair guaranteeing such amounts. Taking into consideration the disproportionate funding provided by the Technical Partner, negotiations began in 2024 to rebalance the disproportionate position between the shareholders.

Following these discussions, in order to correct the disproportionate funding position, the following outcomes were achieved:

- Initial partial repayments of the Technical Partner's shareholder loan and trade credit support. Advanced to Hesto by Metair with bridge-financing facilities provided by Metair's external lenders;
- A debt capital refinancing of Hesto to extinguish the remaining trade credit support provided by the Technical Partner as well as the refinance of the existing external lender financing;
- The above resulted in the extinguishment of guarantees provided by Metair relating to the disproportionate funding; and
- An agreement between the Technical Partner and Metair clarifying the shareholder rights as entrenched in the Hesto Shareholders Agreement, which also facilitated the Hesto debt capital refinancing.

The agreement between the Technical Partner and Metair clarified their strategic relationship. Under this agreement, the Technical Partner's role is aligned with that of a strategic intellectual property licensor and technical advisor. The Technical Partner's decision-making rights are "protective rights" in terms of IFRS, exercisable only in circumstances where Metair's actions may be expected to have a harmful impact on our Technical Partner's technologies, reputation, business relationship with automotive companies and business interests in South Africa and other countries where the Technical Partner has or will have business interests.

As a result of the negotiations between Metair and the Technical Partner to rebalance the disproportionate funding and the resulting agreement to only exercise its voting rights and/or call option rights to the extent Metair exercises its voting rights in a manner that could reasonably be expected to have a harmful impact on the Technical Partner, gave rise to facts and circumstances that required an assessment of whether Metair controls Hesto.

Based on the above, Metair is of the view that it controls Hesto on the basis that the Technical Partner will exercise its voting rights on a protective basis only. As the agreement by the Technical Partner was signed in March 2025 Hesto will be fully consolidated from 1 April 2025.

The transactions did not involve any change in ownership percentage (the group continues to hold 74.9%) and no additional consideration was transferred. However in accordance with IFRS 3 Business Combinations, the acquisition of control represents a business combination achieved in stages (step acquisition).

In accordance with IFRS 3

Step 1 (remeasure associate to fair value at the acquisition date)

The group's 74.9% interest in Hesto was remeasured to its fair value at the acquisition date, determined using a discounted free cash flow valuation. The fair value adjustment has been calculated as follows:

	30 June 2025 R '000
Negative fair value of group 74.9% interest	(355 950)
Carrying amount of equity interest in Hesto	–
Net fair value loss recognised on acquisition date	**(355 950)**

Step 2 (derecognise the previously held investment in associate, recognise individual identifiable assets and liabilities and related NCI, and determine goodwill/bargain purchase)

- The group has consolidated Hesto from 1 April 2025, recognising its identifiable assets and liabilities at their respective fair values in accordance with IFRS 3. Non-controlling interests of 25.1% have been presented in equity.
- The fair value of Hesto's identifiable net assets exceeded the fair value of the group's previously held interest. Consequently, the group recognised a bargain purchase gain of R50 million in profit or loss, in accordance with IFRS 3.

The following table summarises the recognised amounts of assets and liabilities assumed at the date of acquisition;

R'000	Book value	Fair value adjustments	Fair value
Property, plant and equipment	758 858		758 858
Intangible assets	372 306	180 166	552 472
Inventories	1 181 409		1 181 409
Trade and other receivables***	776 822		776 822
Deferred taxation assets	350 190	(48 645)	301 545
Cash and cash equivalents	(27 794)		(27 794)
Trade and other payables including government grants	(966 185)		(966 185)
Provisions and accruals	(12 153)		(12 153)
Other borrowings	(92 904)		(92 904)
Bank borrowings	(436 650)		(436 650)
Minority ring-fenced trade credit	(358 885)		(358 885)
Metair shareholder loan	(934 500)		(934 500)
Minority shareholder loan	(1 185 523)		(1 185 523)
Taxation payable	(2 599)		(2 599)
Net assets acquired	(577 608)	131 521	(446 087)
Share-based payment reserve			(9 064)
Non-controlling interest[1]			114 243
Net assets attributed to the group			(340 908)
Consideration			
Fair value of previously held interest			
Fair value of associate (negative fair value)			355 950
Gain on elimination of shareholder loan			13 561
Loan receivable (post-ECL) from Hesto			(1 171 962)
Loan payable to Metair*			1 185 523
Settlement of pre-exisitng relationship between Metair and Hesto			
Settement of financial guarantee provided to Hesto			21 732
Goodwill recognised/(Gain on bargain purchase)**			(50 335)

[1] The underlying business is in a negative equity position, which results in a debit non-controlling interest balance.
From 1 April 2025 to 31 December 2025, Hesto contributed revenue of R4 092 million and profit after tax of R146 million to the group.
If Hesto was acquired on 1 January 2025, the contributed revenue would have been R5 945 million. Contributed profit after tax would have been R148 million.

** The loan payable to Metair is recognised in the separate financial statements but eliminated at group level.*

*** Gain on bargain purchase is disclosed under Capital items on the income statement*

**** The trade receivables acquired as part of the transaction were recognised at fair value on initial recognition. Management has assessed the recoverability of these balances with reference to historical payment behaviour and concluded that no material expected credit loss allowance is required at reporting date.*

Notes to the summarised consolidated financial statements continued

CONTINGENCIES

There has been no other material change in the group's contingent liabilities since period-end. Refer to note 21 in the consolidated annual financial statements.

FINANCIAL ASSETS AND LIABILITIES AT FAIR VALUE

Derivatives include forward exchange contracts and interest rate swap that are measured subsequent to initial recognition at fair value.

All derivatives are classified as Level 2 fair value measurements, as defined by IFRS 13, being those derived from inputs other than quoted prices that are observable, either directly or indirectly.

The group values the FECs at the market forward rate at reporting date and the interest rate swap based on the standard interest rate swap valuation methodology with reference to a zero-coupon perfect fit swap curve.

BORROWINGS

During the 2025 financial year, the Group completed its debt restructure and refinance programme, aimed at optimising the capital structure and providing Metair with a more sustainable debt structure with appropriately aligned repayment terms.

A R3.3 billion package for the SA Obligor (excluding Hesto) was concluded in April 2025, comprising an R850 million amortising loan, an R850 million bullet term loan, and a R1 600 million subordinated loan repayable by 30 June 2027. The Hesto Obligor R1.4 billion refinance was concluded in June 2025. Facilities totalling R1 372 million were raised for Hesto to refinance existing R438 million facilities and settle the long-outstanding credit advanced to Hesto by its minority shareholder, Yazaki Corporation (Yazaki). While Metair continues to be negatively impacted by high interest paid on its outstanding debt, these arrangements improved the Group's funding profile, extended maturities, and aligned debt structures with its long-term capital strategy.

AUDITORS' REPORT

These summarised financial statements are only a summary of the consolidated annual financial statements for the year ended 31 December 2025 and have been extracted from audited information, but are themselves audited. The annual financial statements were audited by Ernst & Young Inc., who expressed an unmodified opinion thereon.
It can be obtained from the company on written request from Metair's company secretary, Ms Sanet Vermaak (sanet@metair.co.za), or is available on the company's website at https://www.metair.co.za/ wp-content/uploads/2026/03/Metair-IAR-Abridged-2025.pdf. The directors take full responsibility for the preparation of the summarised consolidated results and that the financial information has been correctly extracted from the underlying annual financial statements. Any reference to future financial performance has not been reviewed or reported on by the auditors.

EBIT, EBITDA, EPS, HEPS AND MEASURES

EBIT, EBITDA, EPS and HEPS measures are considered to be *pro forma* financial information in terms of the Listings Requirements. Shareholders are advised to refer to Appendix 1 in the group's integrated annual report for further information.

DECLARATION OF ORDINARY DIVIDENDS

No dividend has been declared for the year.

ANNUAL FINANCIAL RESULTS PRESENTATION

Live webcast: A live webcast of the presentation will be available at 10:00 (SAST) on Wednesday, 11 March 2026 at https://www.corpcam.com/Metair11032026.

Signed on behalf of the Board in Johannesburg on 10 March 2026

TN Mgoduso
Chairperson

PS O'Flaherty
Chief Executive Officer

The consolidated annual financial statements as well as these summarised financial statements were produced under the supervision of Mr A Walker (CFO) CA(SA), B Com Accounting, PGDA

Notes

Notes

Corporate information

Metair Investments Limited
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Registration Number: 1948/031013/06
LEI No: 378900C0933C7C909172

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Further information on this report and its contents can be obtained from the group company secretary.

EXECUTIVE DIRECTORS:

PS O'Flaherty (CEO); A Walker (CFO)

INDEPENDENT NON-EXECUTIVE DIRECTORS:

TN Mgoduso (Chairperson); PH Giliam; N Ketwa; NL Mkhondo; MH Muell (German); AK Sithebe; G Ashford (British)

COMPANY SECRETARY:

SM Vermaak

METAIR
INVESTMENTS LIMITED

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