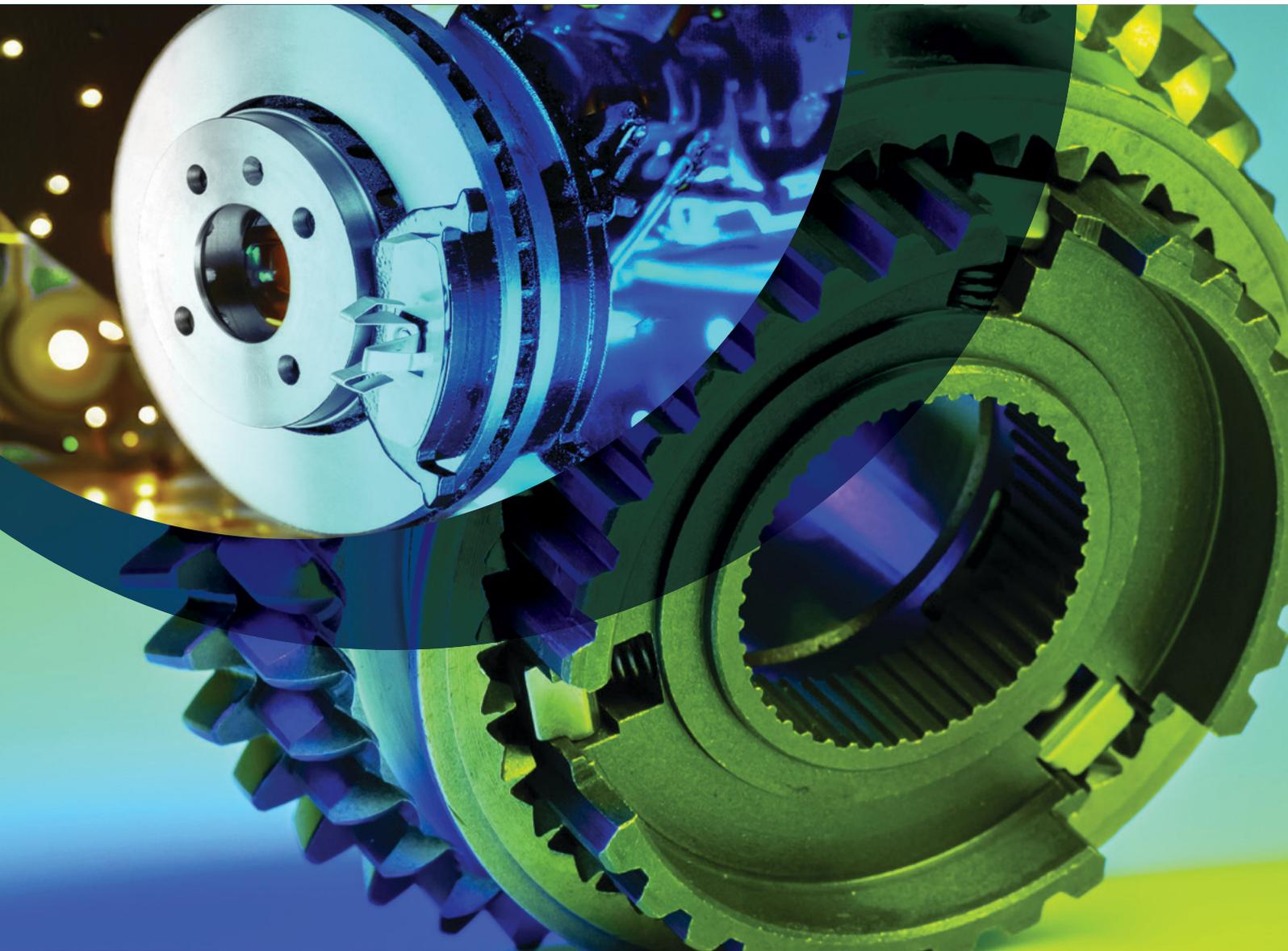
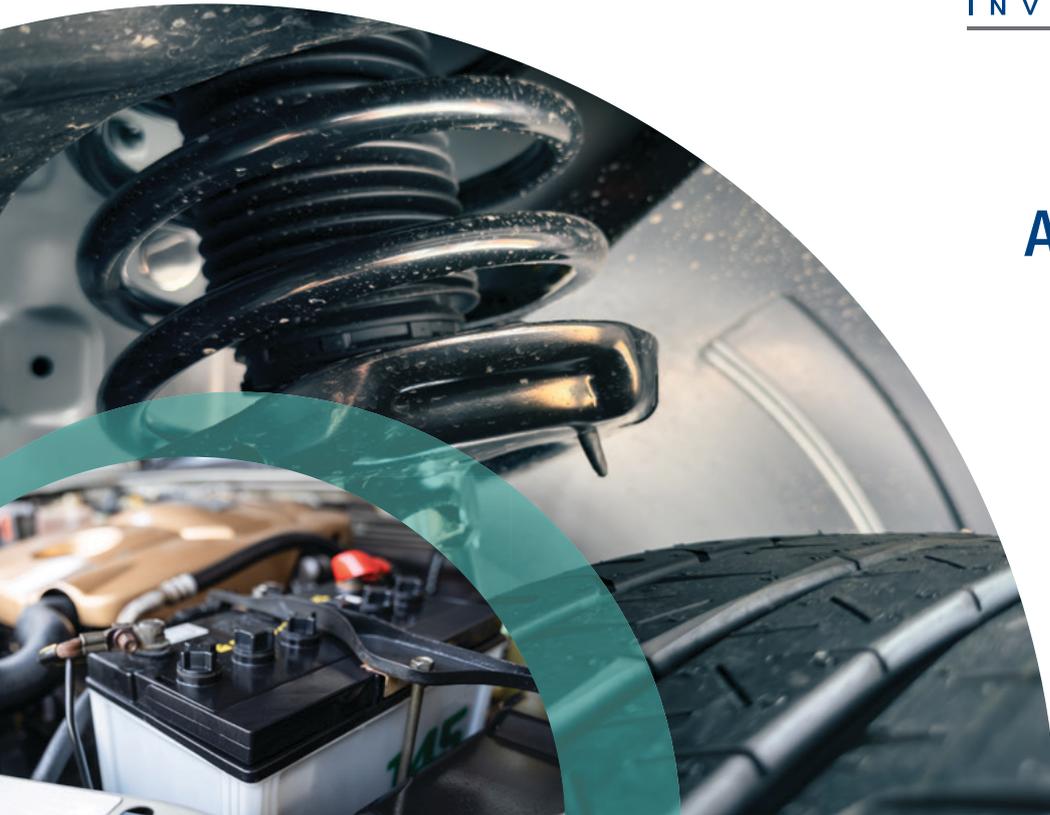


Integrated  
Annual Report  
**2025**



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## Cover image and theme

Each year, the image on the cover of Metair's Integrated Annual Reports (IARs) depicts the theme and provides context for the year's significant events.

This year's cover uses circularity to symbolise the interconnectedness of the automotive world, using key products including tyres and brake systems. This reflects Metair's dual roles – supplying essential components for original equipment manufacturer (OEM) manufacturing and supporting the aftermarket when parts need replacement.

## Our 2025 reporting suite includes:



## The following icons will help you navigate this report

<p>Operational </p> <p>Financial </p> <p>ESG </p>	<p><b>CAPITALS</b></p> <p> Financial capital</p> <p> Manufactured capital</p> <p> Human capital</p> <p> Intellectual capital</p> <p> Social and relationship capital</p> <p> Natural capital</p>
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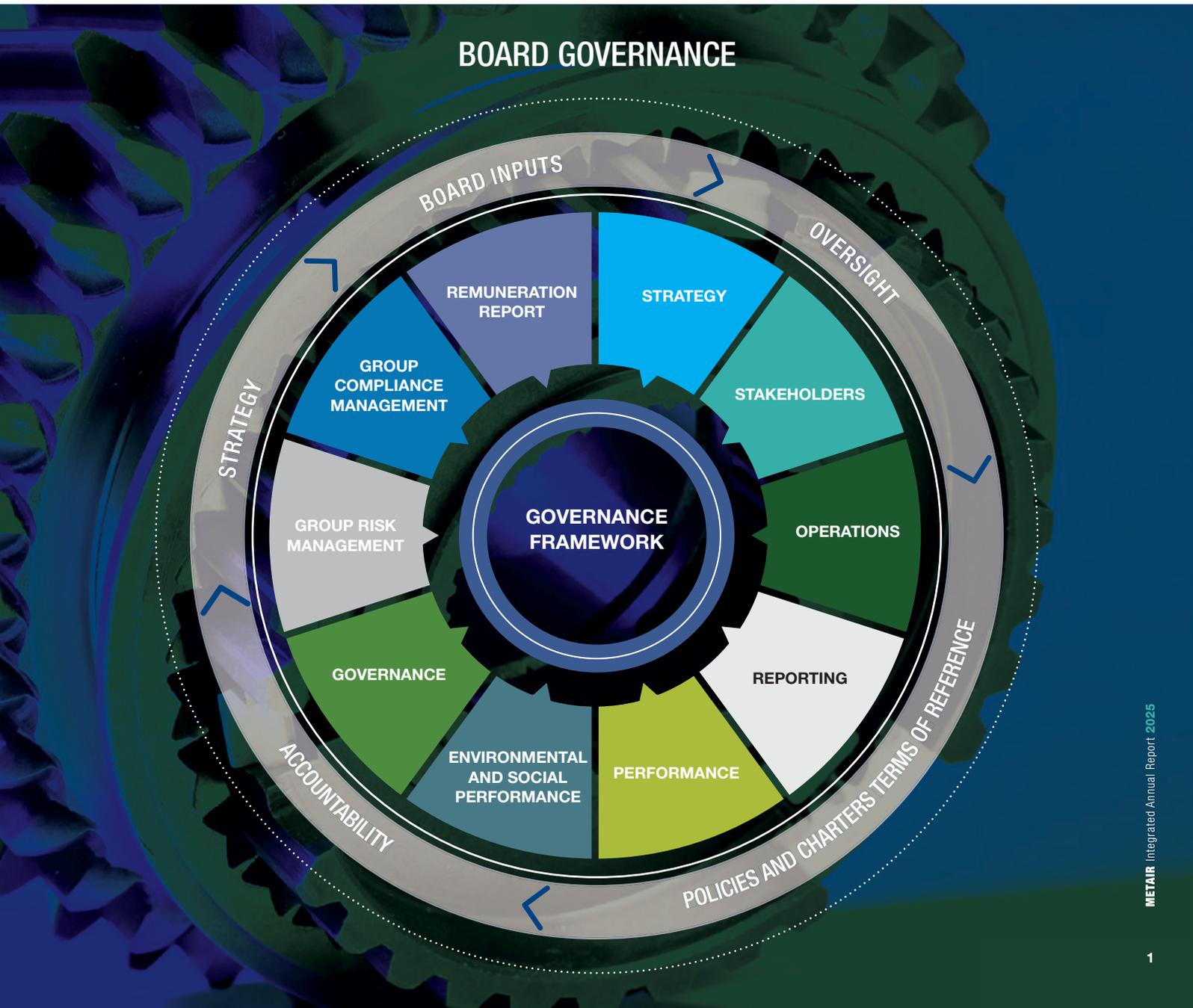
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# 01 OUR 2025 REPORT

## Metair governance philosophy and framework

Metair defines governance as the system used to direct, grow and control its business in a sustainable manner. The group continuously challenges its approach, design and application in this area. In deepening its commitment to sustainability, the environment, society and profitability are fundamental to Metair’s long-term success.

This requires a balanced focus on performance and stakeholder inclusivity. The governance framework is designed to achieve the four governance outcomes of effective control, an ethical culture, good performance and legitimacy. The board is satisfied that the framework contributes to role clarity and the effective exercise of authority.



# About this report

This IAR forms part of the annual reporting suite for Metair Investments Limited (Metair, or the group) and provides an overview of how the group creates value for its stakeholders, its growth strategy, the matters that most materially impact value creation, operating context and performance, material risks and opportunities, stakeholder groups and their interests, governance, outlook and prospects.

The report covers the period from 1 January to 31 December 2025 and focuses on the short-term factors that have the most immediate impact on Metair’s ability to continue to create value. It is prepared primarily to meet the information needs of Metair’s current and prospective shareholders and providers of finance, and includes information relevant to other stakeholders.

Metair also produced a standalone Sustainability Report, which covers the group’s most significant Environmental, Social and Governance (ESG) impacts and performance in 2025. The Sustainability Report is available on our website at <https://www.metair.co.za/>

## REPORTING GUIDELINES AND REGULATORY REQUIREMENTS

In drafting the report, we considered the requirements and recommendations of relevant codes, frameworks and regulations, including:

- The IFRS Foundation’s Integrated Reporting IR Framework
- The King IV Report™ on Corporate Governance for South Africa, 2016 (King IV™)
- International Financial Reporting Standards (IFRS)
- The JSE Listings Requirements (JSE Listings Requirements)
- The Companies Act, 71 of 2008 (the Companies Act)

### REPORT BOUNDARY

The financial information in this report includes all Metair subsidiaries and associates in accordance with IFRS.

Hesto was consolidated in the Annual Financial Statements from April 2025, but is included in the ESG data for the full year, consistent with prior years, as Metair is responsible for day-to-day management. ESG data and the transformation information provided on  page 51 applies to the South African subsidiaries and their material holdings, and excludes the non-South African operations at year-end (Rombat and ABM).



INTEGRATED ANNUAL REPORT



SUSTAINABILITY REPORT



ANNUAL FINANCIAL STATEMENTS

### ASSURANCE

The combined assurance model monitors key strategic risks and opportunities, internal controls and other material areas. The integrity of data management, monitoring and reporting is supported by internal and external assessments. The following information received external assurance:

- EY audited the consolidated and company Annual Financial Statements for the year ended 31 December 2025. Their report appears in the Annual Financial Statements, which are available on our website.
- Certain sustainability information was externally assured by IBIS Environmental Social Governance Consulting Africa Pty Ltd (IBIS). Refer to their report in the Sustainability Report.
- Empowerlogic performed external verification of broad-based black economic empowerment (B-BBEE) performance at a consolidated group level as well as at subsidiary level for the South African operations. The Metair group B-BBEE certificate and B-BBEE statutory report are available on the website at <https://www.metair.co.za/esg/reports/>.

All targets, intentions and forecasts stated in this report are accurate based on the information available to Metair at the time of writing. These may be invalidated should conditions change significantly, and the group will report on progress in the next report. The forecast financial information contained in this IAR has not been reviewed or reported on by the company's external auditor and is the responsibility of the directors of the company.

### APPROVAL OF THE INTEGRATED REPORT

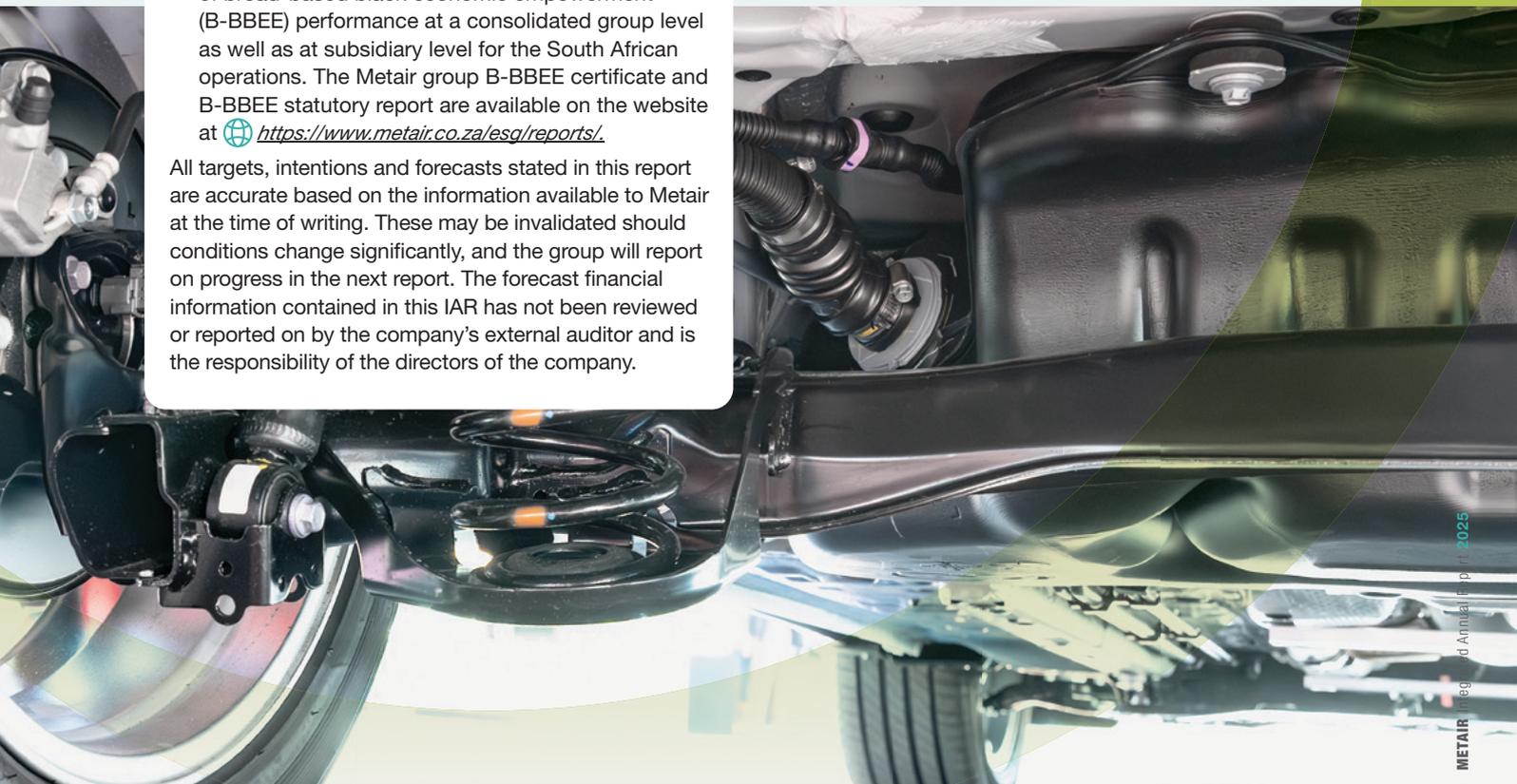
The Metair board acknowledges its responsibility to ensure the integrity of the report. The board confirms that it has applied its collective mind to the preparation and presentation of this report, and believes that all material matters, the integrated performance of the company and its impact on the environment and stakeholders are fairly presented.



**TN Mgoduso**  
Chair



**PS O'Flaherty**  
CEO



# Our year in review



## GROUP REVENUE<sup>1</sup>

Increased by 57% to

# R17.9bn

(2024: R11.4 billion)

## GROUP NORMALISED HEADLINE EARNINGS PER SHARE (HEPS)

increased by 86 cents to

# 191 cents

per share on a continuing basis excluding Rombat fine (2024: 105 cents)

## GROUP OPERATING PROFIT

(before capital items and Rombat fine) increased by 99% to

# R1 087m

(2024: R546 million)

## NET WORKING CAPITAL/REVENUE

# 15%

(2024: 12%)

## NET DEBT/EQUITY RATIO

# 173%

(2024: 97%)



## LTIFR

Increased to

# 0.35

(2024: 0.11)\*

## TRANSFORMATION

consolidated group B-BBEE

# Level 1

and all South African subsidiaries at Level 4 or better barring AutoZone

## REMUNERATION

# R3.8bn

as salaries, wages and other benefits (2024: R2.2 billion)

## WATER CONSUMPTION

per person per hour worked increased by

# 12%\*

## SKILLS

# R48.7m

invested in skills development initiatives to further develop our human capital (2024: R34.6 million)\*

## CARBON FOOTPRINT

Group Scope 1 and 2 carbon emissions per person hour worked decreased by

# 5.4%\*

## RECYCLING

# ± 48 000

tonnes of lead recycled

<sup>1</sup> EBIT, EBITDA and free cash flow measures are used throughout this report and are considered to be pro forma financial information in terms of the JSE Listings Requirements.

\* 2024 ESG comparatives restated to exclude Rombat.

# Awards

Metair operations' commitment to operational excellence was again recognised with awards in a range of categories:

## Smiths Manufacturing

- Smiths Manufacturing** received five awards from Toyota
- Superior Award for parts and accessories
  - Achievement Award for parts and accessories
  - Achievement Award for value analysis/value engineering (VAVE)
  - Runner up for stable production
  - Runner up for environmental performance



## Automould

**Automould** received a VAVE award (runner-up) from Toyota and an award for cost-reduction activities. It was also certified to the Ford Motor Company Q1 quality standards.



## AutoZone

**AutoZone** won the Bronze award in the 2025 *Die Burger* Readers' Choice Awards in the Motor Parts category.



## Lumotech

**Lumotech** received the SJM Flex Environmental Practice Merit Award and Best Exporter (Corporate) Merit Award for Obstacles Overcome at the 2025 Exporters Eastern Cape Exporter of the Year Awards.



## Rombat

- Rombat** received two distinctions during the year:
- The Aftermarket Excellence award at the Automotive Today Awards.
  - The international Customer Friend recognition by ICERTIA.

Rombat's CEO, Alin Ioanes, received the Excellence in Leadership award at the Automotive Today Awards and was awarded the title of Honorary Citizen of Bistrița-Năsăud County, in recognition of his contribution to regional economic development, job creation and active involvement in supporting the local community.



# Chair's review



TN MGODUSO, CHAIR

'The board maintained active oversight as management embedded discipline, improved transparency and executed the actions required to stabilise the group.'

**Economic growth in South Africa remains subdued, although business and consumer confidence improved towards the end of the year, despite high levels of uncertainty in local and global markets. Notwithstanding the improved sentiment, the ongoing financial strain on consumers was evident in our retail businesses.**

Original Equipment Manufacturer (OEM) production volumes continue to reflect pressure in local and export markets from the influx of imported vehicles, particularly from China and India. While the uncertainty around South Africa's trade relationship with the US and long-term future participation in the African Growth and Opportunity Act (AGOA) is concerning, the direct impact on the automotive sector is not currently material, as vehicle exports to the US account for a relatively small proportion of total exports. However, the potential effect on economic growth in South Africa and Europe, as well as on future automotive industry investment decisions, is a concern, as is the downward pressure on local assembly volumes due to rising imports.

## STABILISATION AND SETTING THE FOUNDATIONS FOR SUSTAINABLE GROWTH

In 2025, Metair consolidated the gains of the previous year and made further progress in addressing the challenges facing the group.

The board oversaw the executive team's many initiatives to stabilise and rationalise the group, assess new areas for improvement and value extraction, and create a fit-for-purpose operating model to return the group to sustainable growth. These included programmes to centralise control, unlock efficiencies, sharpen management focus and realise cost savings. The debt restructure in the first half of the year was a critical step to enhance resilience and create space to realise the benefits of these efforts.

The decrease in forecast volumes announced by one of our major OEM customers towards the end of 2025 required further efforts to right-size operations to protect earnings and cash, and to ensure sustainability. It also underscored the importance of growing the aftermarket side of the business, exploring opportunities across Africa and investigating other opportunities to unlock further growth vectors.

The executive team has done extensive work to improve efficiencies, strengthen operational leadership and embed financial and operational disciplines, with our CEO taking a hands-on approach to stabilise and capacitate the relevant roles and areas. The improved transparency and reporting have greatly enhanced the board's ability to monitor strategic implementation at all levels of the business.

## Effective oversight, governance and compliance

Metair is committed to high standards of governance and appropriate compliance, recognising their essential roles in long-term value creation and organisational sustainability. The non-executive directors bring a diverse portfolio of skills, experience and perspectives to the board that add greatly to effective oversight and leadership. The Metair board is active and engaged, interacting regularly with management to oversee strategic delivery.

During the year, Mr Anesh Jogia, Mr Billy Mawasha and Mr Sam Sithole stepped down as directors. Mr Alastair Walker was appointed to the board in July 2025 and Mr George Ashford in October 2025.

The board established a separate operations, risk and technology committee with effect from 10 June 2025 to

focus specifically on the governance of technology and information as well as operational risks facing Metair. A standalone audit committee was constituted (previously the audit and risk committee).

The board's focus areas included monitoring of initiatives to address the remaining priority areas, particularly debt restructuring, delivering on the 'reset and growth' strategy, continuing the turnaround of AutoZone and advancing the Africa Growth Strategy. We closely tracked the effectiveness of the executive's response to the changed OEM volume outlook, its impact on earnings and the group's ability to meet its debt covenants. The board also approved the extension of the CEO's contract for a further two years to provide continuity in delivering on the current strategy and setting the group's longer-term direction.

## Engaging with stakeholders to understand their interests and concerns

Metair takes a stakeholder-inclusive approach to doing business that enables the company to have a better understanding of the interests and influence of its social partners. The formal stakeholder engagement plan, which is shared and discussed with the board quarterly, promotes proactive interactions and improved oversight of engagements and stakeholder concerns.

In April 2025, the chair and board subcommittee chairs conducted a governance roadshow, engaging with investors to better understand their views, strengthen relationships and enhance familiarity with the board and Metair's governance frameworks. The non-executive directors also engaged with investors, funders and analysts at the Metair Investor Day in Cape Town in October and are present at interim and final results presentations and at the AGM.

## CUSTODIANSHIP IS AN ESSENTIAL ASPECT OF OPERATIONAL EXCELLENCE

The principle of custodianship guides our approach to sustainability and our efforts to value and care for the world around us. Metair's commitment to operational excellence includes an emphasis on managing the group's environmental and social impacts as an essential aspect of sustainable value creation. The inclusion of ESG-related KPIs in executive incentives ensures sustained focus on improving the group's sustainability performance over time.

This year, Metair published its first standalone Sustainability Report, available on our website, where more information on the group's ESG impacts and sustainability performance can be found.

In December, Metair received notification of the European Competition Commission's decision to fine Rombat for contravening European Union (EU) competition law between 2004 and 2017. Although Metair acquired Rombat in 2012, as sole shareholder, the Commission has determined that Metair is jointly and severally liable for a portion of the fine. The board is considering the Commission's findings and Metair's legal options. More information is available on  page 29 and in Metair's SENS announcement dated 15 December 2025.

## APPRECIATION

In closing, I extend the board's sincere appreciation to the executive team and the managing directors for their leadership, resilience and commitment during an extremely demanding year. We thank the head office support teams and all employees whose extraordinary effort and long hours underpinned the group's progress. To my fellow board members, thank you for your steadfast support and dedication to oversight and governance.

The board thanks Mr Anesh Jogia, Mr Billy Mawasha and Mr Sam Sithole for their service during their time with Metair. We welcome Mr Alastair Walker and Mr George Ashford.

Finally, and above all, we thank our shareholders and customers – your trust and partnership are fundamental to our business and our future.



**TN Mgoduso**  
Chair

02

# HOW WE CREATE VALUE

## Who we are and where we operate

Metair’s operations manufacture, purchase and distribute a range of automotive components and energy storage solutions used by automotive OEMs and sold in the aftermarket.

In 2025, Metair’s operating model comprised an automotive component manufacturing segment, which sold automotive components directly to OEMs, and an aftermarket segment serving the automotive wholesale and retail parts aftermarket.

For 2026, the operating model is being further refined to consolidate all manufacturing operations within the Automotive Component Manufacturing segment, with the aftermarket businesses grouped into Metair Aftermarket Parts and Retail.

### OUR CORE VALUES

Obey the law

Respect others

Be fair (Equity)

Be honest

Protect the environment

### COMPLEMENTARY VALUES

Safety first

Customer-centric

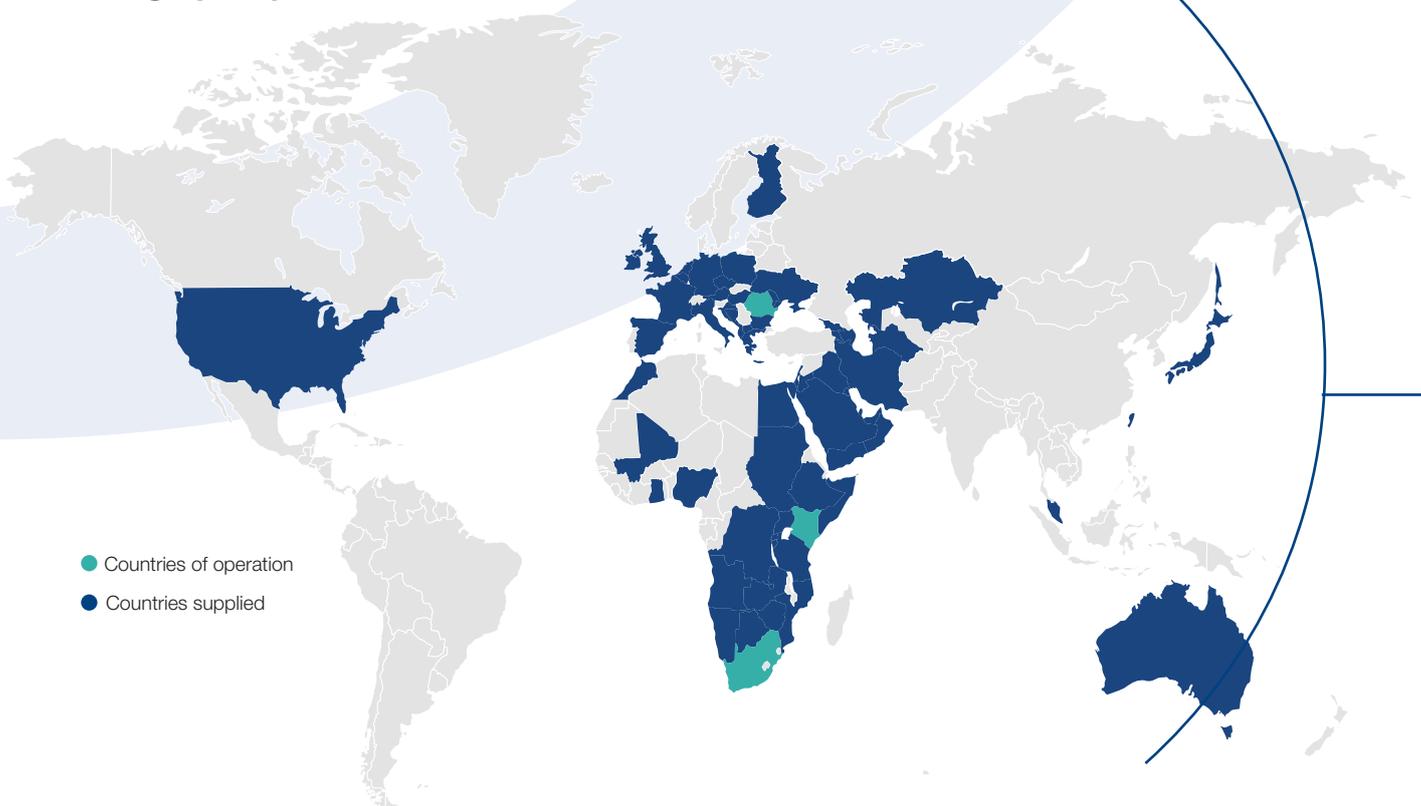
Collaborate for success

Innovate for the future

Quality and excellence

Metair’s operating model mandates the subsidiary executive teams to manage their own day-to-day operations. Metair executives exercise strategic control. The governance framework and strategic objectives guide the subsidiary boards.

### Geographic presence



● Countries of operation

● Countries supplied



### AUTOMOTIVE COMPONENT MANUFACTURING

(SELLS DIRECTLY TO OEMS)

**Products manufactured include:**

- shock absorbers
- lights
- radiators
- air-conditioners
- suspension parts
- wiring harnesses
- plastic assemblies
- automotive batteries

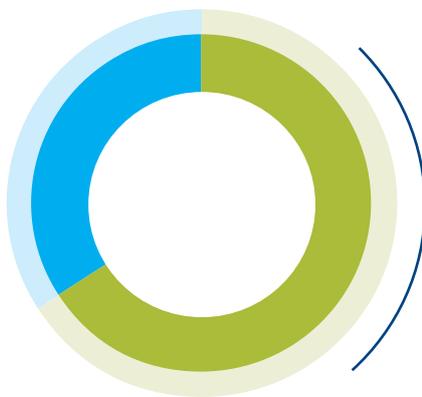


### AFTERMARKET, RETAIL AND DISTRIBUTION OF PRODUCTS

(NON-OEM CUSTOMERS)

Sells automotive batteries and more than 17 316 auto parts, spares and car accessories through AutoZone's 213 retail stores and eight QSV wholesale branches. Includes 160 First Battery Centre outlets. Also sells automotive components manufactured by Metair into the aftermarket.

Revenue by segment



● Automotive components 66%  
● Aftermarket 34%

Revenue by country



● Romania 14%  
● South Africa 86%

# Who we are and where we operate continued



**First Battery** - Metair Ownership: **100%**  
**Products:** Automotive batteries, charging systems and Battery Centre franchise  
**Location:** Benoni, East London, Cape Town and Durban, South Africa

## **ROMBAT**

Member of Metair Group

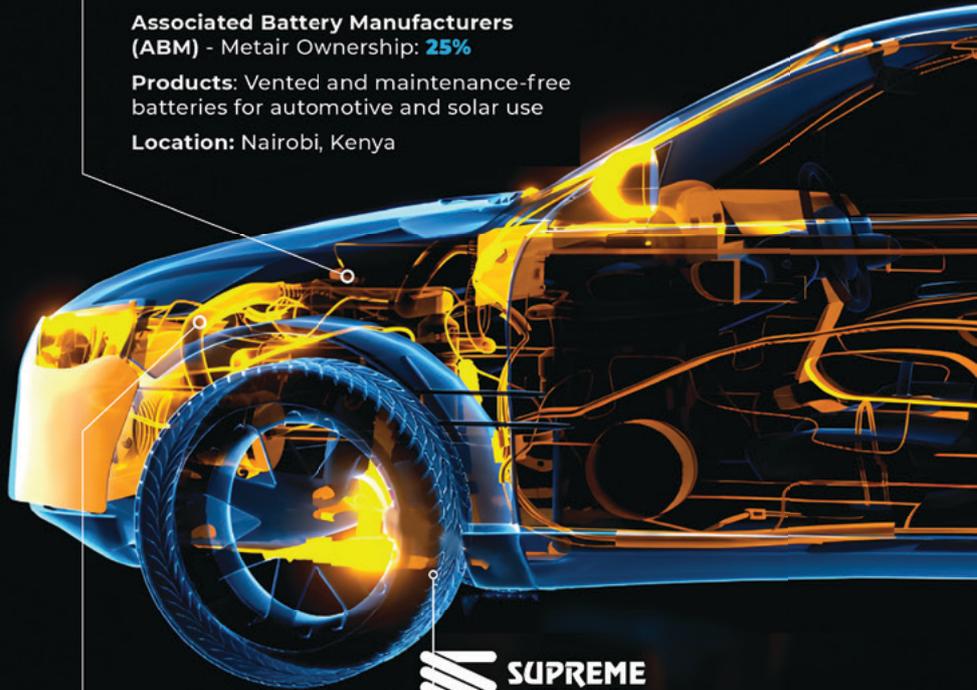
**Rombat** - Metair Ownership: **99.4%**  
**Products:** Batteries, solar systems, backup systems, standby systems  
**Location:** Bistrița, Romania



**Associated Battery Manufacturers (ABM)** - Metair Ownership: **25%**  
**Products:** Vented and maintenance-free batteries for automotive and solar use  
**Location:** Nairobi, Kenya



**Autozone** - Metair Ownership: **100%**  
**Products:** Leading distributor of auto parts, spares and car accessories  
**Location:** South Africa, Namibia, Swaziland and Botswana



**Supreme Spring** - Metair Ownership: **100%**  
**Products:** Coil springs, leaf springs, stabiliser bars and torsion bars  
**Location:** Nigel, South Africa

## **SMITHS**

MANUFACTURING (PTY) LTD

**Smiths Manufacturing** - Metair Ownership: **75%**  
**Products:** HVAC and climate control, wiper/washer systems, radiators, reserve tanks, compressors, engine control units, hoses and cooling modules  
**Location:** New Germany, South Africa

# METAIR

INVESTMENTS LIMITED

automotive | retail

## HESTO

**Hesto Harnesses** - Metair Ownership: **74.9%**

**Products:** Wiring harnesses, instrument cluster/combination meters & moulded parts

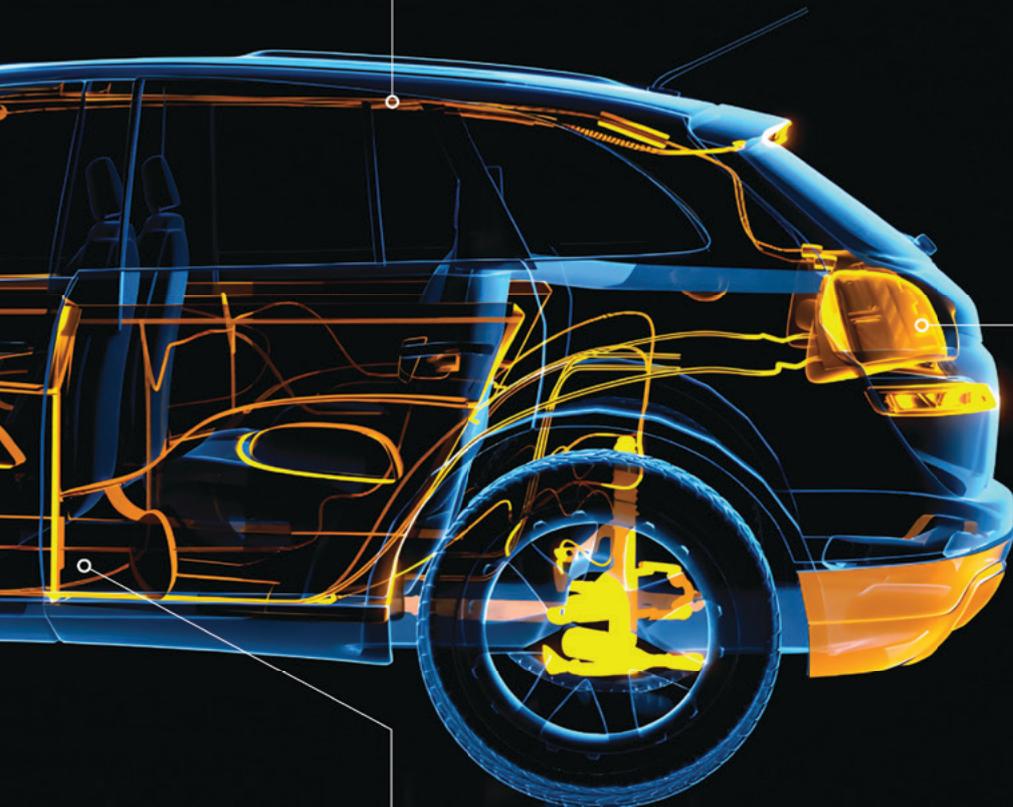
**Location:** KwaDukuza, South Africa



**Unitrade** - Metair Ownership: **100%**

**Products:** Automotive wire and PVC insulated copper

**Location:** KwaDukuza, South Africa



**Lumotech** - Metair Ownership: **100%**

**Products:** Headlights, tail lights, reflectors and plastic injection mouldings

**Location:** Kariega, South Africa



**Automould** - Metair Ownership: **100%**

**Products:** Plastic injection moulding, chrome plating, body colour painting and assembly for various parts

**Location:** New Germany & Pretoria, South Africa

# Our material operations and financial contribution

(assuming Hesto consolidated from 1 January 2025)



## AUTOMOTIVE COMPONENT MANUFACTURING VERTICAL

### Hesto



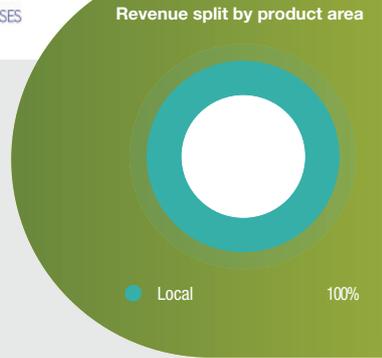
**Products**

Wiring harnesses, instrument cluster/combination meters, moulded parts

**Location**

KwaDukuza, South Africa

Revenue split by product area



GROUP REVENUE CONTRIBUTION

**27%**

### Smiths Manufacturing



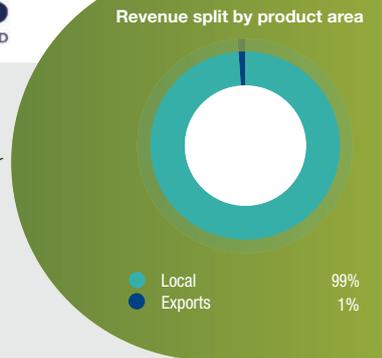
**Products**

Heating, ventilation, and air conditioning (HVAC) and climate control systems, air cleaners, wiper and washer systems, radiators, reserve tanks, charge air coolers, compressors, engine control units, air conditioning pipes and hoses, cooling modules, radiator fan shrouds and condensers

**Location**

New Germany, South Africa

Revenue split by product area



GROUP REVENUE CONTRIBUTION

**13%**

### Lumotech



**Products**

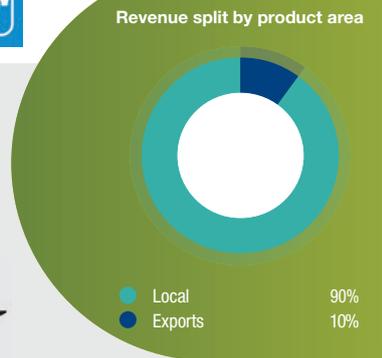
Headlights, taillights, reflectors, and plastic injection mouldings

**Location**

Kariega, South Africa



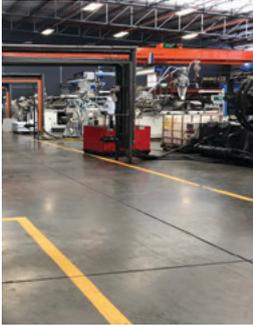
Revenue split by product area



GROUP REVENUE CONTRIBUTION

**12%**

## Automould



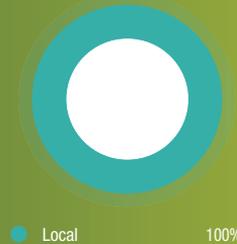
### Products

Plastic injection moulding, chrome plating, body colour painting and assemblies, interior and exterior trim, instrument panel assemblies, 2K moulding technology, side injection technology, engine components and cooling systems, plastic bins, crates and storage solutions

### Locations

New Germany, Westmead and Pretoria, South Africa

Revenue split by product area



GROUP REVENUE CONTRIBUTION

6%

## Supreme Spring



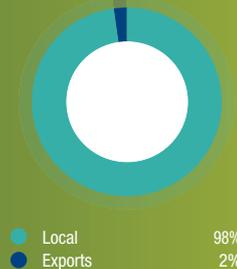
### Products

Coil springs, leaf springs, stabiliser bars, torsion bars

### Locations

Boksburg and Nigel, South Africa

Revenue split by product area



GROUP REVENUE CONTRIBUTION

6%

## Unitrade



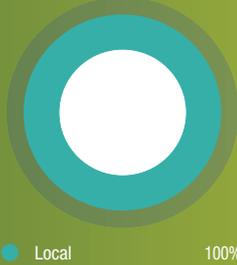
### Products

Automotive wire, PVC insulated copper

### Location

KwaDukuza, South Africa

Revenue split by product area



GROUP REVENUE CONTRIBUTION

1%

# Material operations and market segments continued



## AFTERMARKET, RETAIL AND DISTRIBUTION VERTICAL

### AutoZone (Acquired December 2024)

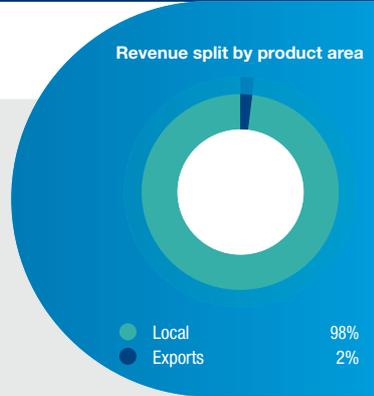


**Products**

Wholesale and retail distributor of automotive replacement components

**Location**

213 retail stores and eight QSV wholesale branches across South Africa



GROUP REVENUE CONTRIBUTION

**6%**

### Alfred Teves Brake Systems

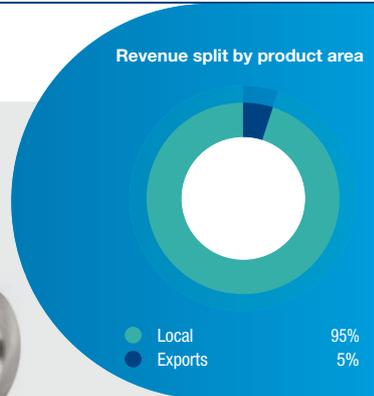


**Products**

Brake pads, brake discs, brake shoes, hydraulics and other braking components

**Locations**

Boksburg and Nigel, South Africa



GROUP REVENUE CONTRIBUTION

**1%**

### QSV

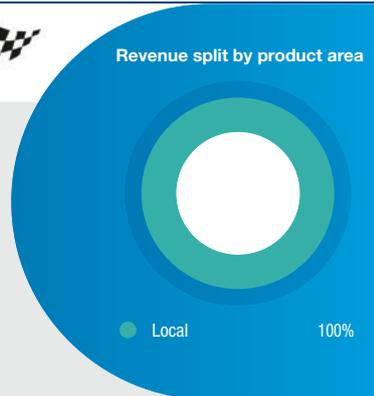


**Products**

Service parts, oils, auto electrical batteries, additives and chemicals, suspension, engine, accessories and tools, tyres/mags

**Locations**

Bloemfontein, Cape Town, Durban, Gqeberha, Johannesburg, Nelspruit, Polokwane, Pretoria



GROUP REVENUE CONTRIBUTION

**4%**

## Move Workshops



### Products

Auto electrical components, oils, automotive additives and chemicals, suspension parts, service parts, engine parts, tyres, automotive accessories, tools, jacks, audio, batteries

### Locations

231 independent workshops nationally

Revenue split by product area



GROUP REVENUE CONTRIBUTION

0%

## Rombat



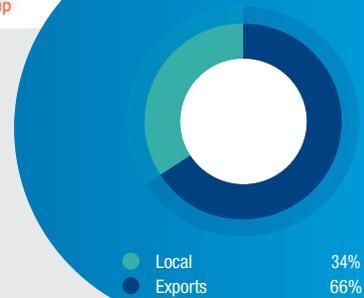
### Products

Automotive batteries, battery distribution networks

### Locations

Bistrita and Copsa Mica, Romania

Revenue split by product area



GROUP REVENUE CONTRIBUTION

14%

## First Battery



### Products

Automotive batteries, solar systems, back-up systems, standby systems, charging systems, Battery Centre franchise

### Locations

East London, Cape Town, Durban and Benoni, South Africa

Revenue split by product area



GROUP REVENUE CONTRIBUTION

10%

## Associated Battery Manufacturers (ABM)



### Products

Automotive and solar batteries

### Location

Kenya



INCOME FROM ASSOCIATE

R24.6 MILLION

# How Metair creates value

Metair manages and controls businesses in the mobility sector to deliver quality and cost-competitive products, leveraging its manufacturing, retail and distribution expertise to supply original-equipment and aftermarket products primarily across Africa. Through its integrated business model, Metair drives value creation by combining operational excellence, logistics and distribution, and technology-driven innovation to meet demand from OEMs, independent aftermarket retailers and end-consumers across the continent. Our business model is built around the concept of custodianship, embedding ESG considerations such as green manufacturing, the circular economy and broad social benefit.

## Stakeholders

Shareholders, investors and funders

### Capital inputs



#### Financial capital

Derived from internally generated cash flows, disciplined capital allocation and access to debt facilities to fund operations, sustain manufacturing capacity, invest in growth initiatives and maintain a resilient balance sheet.

- **R556 million** capex
- **R3.8 billion** in remuneration paid to employees
- **R3.9 billion** in net debt
- **R5.1 billion** in gross debt

Suppliers



#### Manufactured capital

Metair's specialised manufacturing plants, tooling, production equipment, distribution centres, IT and logistics infrastructure supports the production and delivery of automotive components and aftermarket products across its markets.

- **R3.6 billion** in property, plant and equipment
- **213** AutoZone retail stores, **eight** QSV wholesale branches and **four** regional distribution centres across South Africa
- **160** First Battery Centres across South Africa

Employees, trade unions



#### Human capital

Our skilled engineers, technicians, artisans and operational, commercial and administrative teams, whose experience, technical competence and commitment to safety, operational excellence, custodianship and quality underpin consistent operational performance.

- **13 116** employees
- **29.9 million** person-hours worked
- **R48.7 million** invested in employee skills development
- **1 768** learnerships and internships

Technology partners, leadership and employees



#### Intellectual capital

Metair's brands, proprietary product designs, engineering know-how, licensing rights and agreements, manufacturing processes and quality systems. Metair's technology partners provide access to essential intellectual property and experience to meet the needs of OEM customers.

- **R15.0 million** invested in research and development

All stakeholders



#### Social and relationship capital

Metair's business is based on trust and mutually beneficial relationships with its stakeholders. Strong relationships with technology partners, OEMs, aftermarket partners, suppliers, regulators, employees, customers and the communities around our operations secure market access, manage risk and sustain our licence to operate.



#### Natural capital

The land on which our facilities stand, the air around us and key inputs such as water, raw materials and energy. Lead, which we use to make batteries, can have a significant environmental and social impact if not managed responsibly.

- **111.1 GWh** of electricity consumed
- **360 800 m<sup>3</sup>** of water consumed

#### Manufacturing inputs

- |             |            |           |               |          |
|-------------|------------|-----------|---------------|----------|
| • Steel     | • Lead     | • Rubber  | • Chemicals   | • Water  |
| • Aluminium | • Polymers | • Tooling | • Gas         | • Labour |
| • Copper    | • Alloys   | • Parts   | • Electricity |          |

\* Continuing operations only.



### Automotive components outputs

- Brake systems
- Shock absorbers
- Lighting

ISO 50001

ISO 9001

ISO 18001

ISO/IATF 16949

ISO 14001

### VALUE ADDING BUSINESS ACTIVITIES

Retail

Distribute



### Aftermarket

- Brake systems and brake pads
- Shock absorbers
- Lighting
- Radiators
- Air conditioners

- Radiators
- Air conditioners
- Suspension parts
- Wiring harnesses
- Plastic parts
- Lead-acid auto batteries

Manufacture

Automotive components in Africa

Assembly

- Suspension parts
- Plastic parts
- Lead-acid auto batteries
- Instrument clusters
- HVAC systems

## Capital outputs



### Financial capital

- **R1 696 million** EBITDA



### Manufactured capital

- **R613 million** depreciation and amortisation



### Human capital

- Group LTIFR increased to **0.35**
- Absenteeism increased to **2.5%**
- **96%** HDSA staff (SA operations)
- **53%** female representation



### Intellectual capital

- Improved technical skills and experience in the group
- Talent mapping and succession planning to develop the next generation of leadership and technical expertise



### Social and relationship capital

- **R8.1 million** invested in CSI projects
- Consolidated group B-BBEE Level 1 achieved
- Relationship with TWIMS<sup>1</sup> to develop green manufacturing capabilities



### Natural capital

- 2025 carbon footprint **235 882 tCO<sub>2</sub>e**
- **5 305** tonnes of non-hazardous waste recycled
- **48 000** tonnes of lead recycled

<sup>1</sup> Toyota Wessels Institute for Manufacturing Studies is a non-profit institution established to strengthen Africa's manufacturing leadership and capabilities.

## Capital trade-offs in 2025



In executing Metair's strategy, executive management carefully considers the inevitable trade-offs between risks and opportunities, the interests of different stakeholder groups and the six capitals. Significant capital trade-offs during 2025 included:

Restructurings during the year, which included the closure of ATE's manufacturing line, First Battery's industrial division, the Dynamic UK operation and Automould's East London plant, as well as headcount reductions across the group, reducing manufactured and human capital. The restructurings aim to simplify the group, strengthen internal alignment, reduce overhead and sharpen management focus, all improving financial and operational resilience.

With the intense focus on sustaining free cash flows, capital expenditure was reviewed and, where necessary, deferred, reducing short-term investment in manufactured capital to sustain financial capital.

# Our strategy

The board steers and sets the group’s strategic direction and oversees the group’s strategy formulation. The executive directors formulate the strategy with the board and are responsible for implementing the board-approved strategy and policies in the day-to-day operations of the group. The strategy is updated annually, and reviewed and approved by the board.

The 2025 ‘reset and growth’ strategy was approved by the board in December 2024 and followed on from the ‘Fix and Stabilise’ focus that aimed to address the urgent priorities facing the group in 2024 to reset the foundation from which Metair can move forward.

The challenges facing the group emphasised the need to develop a more resilient portfolio, which includes unlocking the strong potential in the aftermarket business following the acquisition of AutoZone in December 2024.

The 2025 strategy identified initiatives in the Automotive Component Manufacturing and Aftermarket segments to establish operational, financial and governance disciplines and identify potential growth pathways. Progress in these initiatives, strategic enablers and the additional strategic priorities identified during 2025 is shown below:

 <b>Automotive Component Manufacturing segment</b>	<b>Manufacturing excellence</b>	Value stream mapping completed and efficiency initiatives implemented. <span style="float:right">✓</span> Clarity of accountability established. <span style="float:right">✓</span> Improved automation of finance, HR and COO reports. <span style="float:right">Ongoing</span>
	<b>New vehicle parts</b>	Analysis of additional parts and ranges (including new energy vehicles (NEVs)) completed. <span style="float:right">✓</span>
	<b>New partners New customers</b>	Engagements with partners and potential new customers ongoing. <span style="float:right">Ongoing</span>
	<b>Integrate and identify synergies</b>	Investigation of synergies and integration opportunities. <span style="float:right">Ongoing</span>
 <b>Aftermarket segment</b>	<b>Reposition ATE as purely aftermarket</b>	ATE factory closed and ATE merged into AutoZone to focus on trading in the retail environment. <span style="float:right">✓</span>
	<b>Segment First Battery and Rombat between manufacturing and aftermarket</b>	Segmentation of First Battery, with a focus on supplying into the Aftermarket sales strategy. <span style="float:right">Ongoing</span> Decisions on Rombat are on hold, pending the response to the EU Competition Commission decision (page 29). <span style="float:right">X</span>
	<b>Capitalise on ABM as a footprint into Africa</b>	Investigations on how best to leverage ABM’s position. <span style="float:right">Ongoing</span>
	<b>Explore further acquisitions</b>	All potential acquisitions are on hold due to the group’s current financial position. <span style="float:right">X</span>
	<b>Expand partner aftermarket offerings</b>	Discussions between AutoZone and strategic partners. <span style="float:right">Ongoing</span>
<b>Strategic enablers</b>	<b>Human resources (Refer 2025 Sustainability Report) </b>	HR strategy concluded, rollout of common payroll completed and rollout of HR management information system in progress. <span style="float:right">Ongoing</span> People restructuring to align with volume outlook. HR shared services structure developed and recruitment of key roles commenced. <span style="float:right">Ongoing</span>
	<b>IT (Refer to page 69) </b>	Risk identification and analyses of ERP systems across operations and the head office were completed, together with a comparison of the current architectural landscape. IT strategy completed. <span style="float:right">✓</span> IT shared services structure developed and resourced. Improvements to cyber security risks being implemented. <span style="float:right">✓</span>

Strategic enablers

Further key initiatives in 2025

<b>Sustainability</b> (Refer 2025 Sustainability Report) 	Metair sustainability policy, strategy and approach completed.	✓
	Climate resilience plans defined.	✓
	Decision regarding developing a net-zero pathway made.	✓
	Sustainability system embedded.	✓
	Risk governance and control matrices for non-financial reporting completed.	✓
<b>Governance, risk and compliance</b> (Refer to pages 40 and 52) 	Corporate governance and enterprise risk frameworks developed.	✓
	Corporate structure to manage strategy developed.	✓
	Monthly compliance risk report and quarterly legal reports developed and implemented.	✓
	Regulatory universe review completed.	✓
<b>Debt restructuring</b> (Refer to page 46)	Debt plan finalised.	✓
<b>Stakeholder engagement</b> (Refer to page 38) 	Stakeholder engagement policy and plan developed.	✓
	Investor relations annual engagement plan mapped.	✓
	Detailed stakeholder engagement matrix compiled.	✓
<b>Executive KPIs</b> (Refer to page 87) 	2025 KPIs agreed for group executive directors that align with the reset and growth strategy.	✓
<b>EBITDA covenants</b>	SA Obligor EBITDA requirements for September and December met and Hesto Obligor covenants at September and December.	✓
	Initiatives to ensure 2026 EBITDA requirements are met.	Ongoing
<b>Sustainability-linked loans</b>	Sustainability consultant appointed to investigate replacement of a portion of debt with loans linked to sustainability KPIs. Review is ongoing.	Ongoing
<b>Group treasury</b>	Metair group treasury function established to optimise cash flow forecasts and realisation.	✓
<b>Shared services</b>	Implementing shared services models for SA Obligor other than Smiths to drive standardisation, reduce complexity and improve efficiencies across identified clusters in IT, finance, HR and company secretarial.	Ongoing
	Baseline costs established to track benefits.	✓
<b>Scope 2 and 3 emission reductions</b>	Established electricity use baselines for all subsidiaries, developed a preferential pathway for Scope 2 emission reduction initiatives and identified three potential sites as well as service providers for solar PV, inverter and/or battery and energy storage solutions.	✓
	Designed a new framework and engaged with a service provider to enhance Scope 3 data collection and reporting.	✓
<b>Africa growth strategy</b>	Developed an African growth strategy development plan.	✓
	Data collection and verification completed.	✓
	Target markets and potential identified.	✓
	Sales approach per country agreed.	✓
	In-country visits to establish key players.	Ongoing
<b>Subsidiary reorganisations</b>	Closed Automould's East London Plant.	✓
	Closed First Battery's industrial battery business.	✓
	International structure reorganised.	✓
	Dynamic UK business closed.	✓
	First Battery aftermarket retail and distribution infrastructure integrated into Metair Aftermarket Parts and Retail.	Ongoing

# Our strategy continued

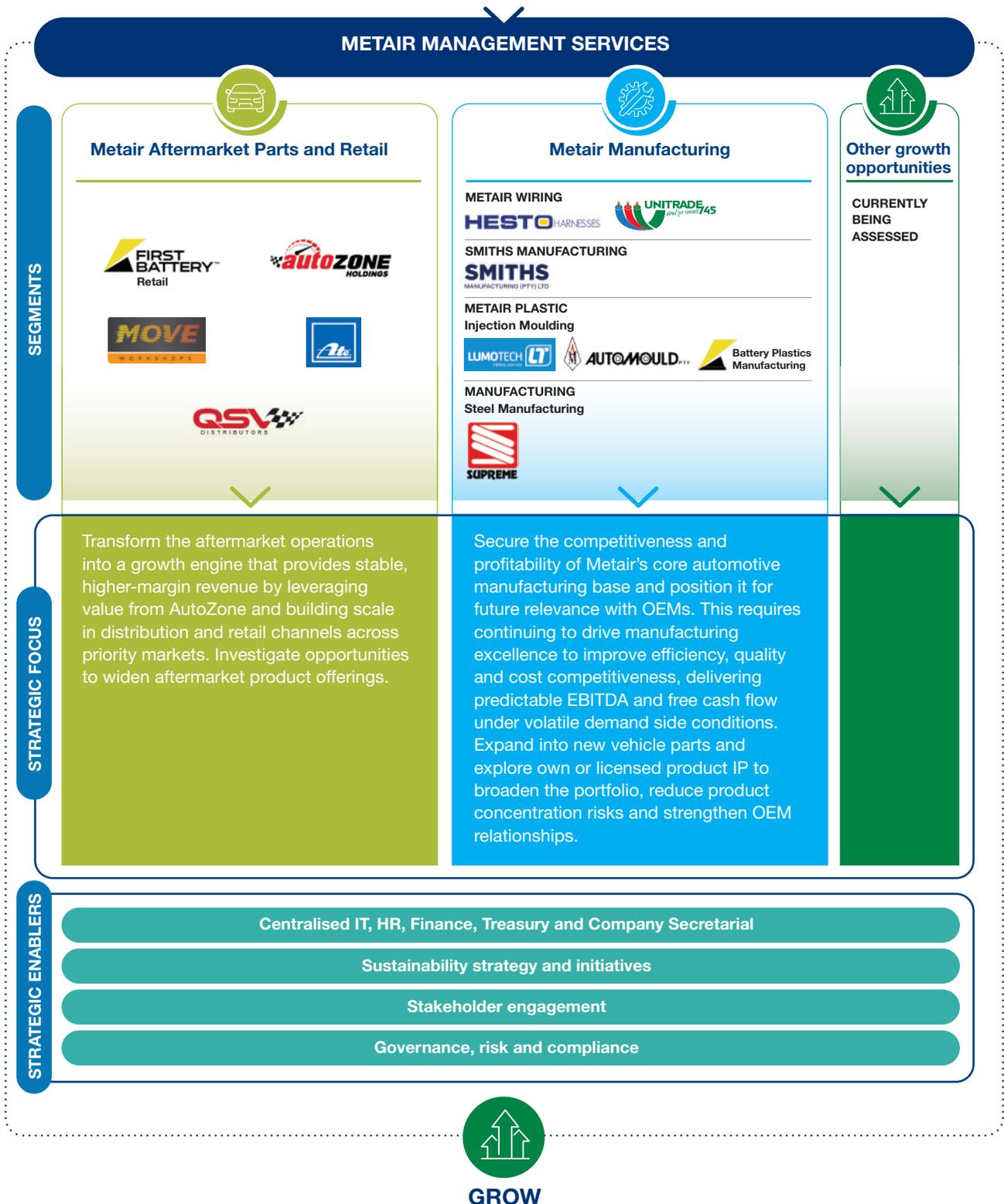
Management regularly reviews and refreshes the strategy to ensure that it remains relevant in the context of changes in the automotive industry and the board is comfortable with the group's strategic direction and management's focus areas.

Following the notable progress achieved in 2025 in the 'Reset' phase, management developed a revised operating structure and strategic direction to shift the group into its next growth phase. This approach was reviewed and approved by the board in December 2025.

## A KEY SUSTAINABLE AFRICAN MOBILITY PLAYER

### OUR VISION:

Generating value for our stakeholders by contributing to a sustainable future of mobility in Africa



**Key strategic initiatives for 2026:**

- Embed Finance, HR and IT shared services and track benefit realisation.
- Optimise the Metair Aftermarket Parts and Retail vertical.
- Bed down the operating model with the split of Battery manufacturing and Battery Retail.
- Finalise Injection Moulding division consolidation.
- Explore opportunities for centralisation of activities in procurement, engineering and commercial (OEM).
- Finalise Rombat way forward.
- Confirm next steps on the Africa Growth Strategy.
- Finalise bank negotiations and ensure EBITDA covenants continue to be met.
- Conclude on power purchase agreements at three identified sites with the preferred bidder and investigate sites where roofs need to be strengthened to support installations.
- Continue with people restructuring initiatives.

# Metair's value proposition



**Diverse operations**

Diverse businesses supplying a broad range of automotive parts across the vehicle parts spectrum and down the value chain through the Aftermarket Parts and Retail division.

**Contribution of manufacturing industry to South African economy**

The South African automotive industry is characterised by its significant production capacity, contributing substantially to the country's GDP and manufacturing output. The automotive sector is a catalyst for economic development and is supported via a significant Government incentive programme.

**Trusted by blue-chip clients**

Reliable supplier to a diversified portfolio of long-standing, blue-chip customers. Partners have demonstrated commitment to Metair over the years through: Ford ramp-up complexities, floods at Toyota's KwaZulu-Natal (KZN) facility, KZN riots and Toyota EU engine issues.

**Optimised operational footprint**

Enhanced risk profile following the exit of Mutlu Akü, strong competitive positioning and business right-sizing.

**Strong financial performance**

Stable margin business with robust cash generation capabilities, with the volatility of Türkiye removed. Performance recovery and consolidation at Hesto and acquisition of AutoZone bringing higher margin earnings downstream.

**Proven leadership team**

Led by an experienced, knowledgeable and highly respected management team. Team capacitated at head office, driving operational best-practice with KPI alignment.

**Leadership in the Aftermarket sector and Metair's 'Right-to-Win'**

Enhancing Metair's market position within the automotive aftermarket industry by playing throughout the value chain. This enables the African Mobility growth vector.



# Leadership and reporting

The independent non-executive directors comprise a diverse range of relevant industry, investment and financial skills. The subsidiary managing directors have extensive experience in the automotive retail and manufacturing industries. Appointments to the team over the past two years have added capacity and expertise in key areas to support the successful execution of the Growth Strategy. Metair's leadership body combines entrenched company knowledge, long industry experience, fresh perspectives and new energy.

■ Committee Chair  
 ■ Executive director  
 ■ Non-executive director  
 ■ Exco  
 ■ Cosec, COO and Metair executive

○ Years of service  
 AC Audit committee  
 RNC Remuneration and nominations committee  
 IC Investment committee  
 SEC Social and ethics committee  
 ORT Operations, Risk and Technology Committee\*

## Independent Non-executive Directors

### TN Mgoduso <sup>(69)</sup> CHAIR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

**Appointed to the board: 2016**

**Nationality:** South African

**Qualification:** MA (Clinical Psychology)

**Other directorships:** Zimplats, Jojose Investments and Differential Capital (Pty) Limited

**Over 21 years' experience in automotive and logistics leadership, 7 years in investments and over 10 years in health services.**

Ms Mgoduso started her career as a clinical psychologist, during which time she lectured at universities and practiced both in South Africa and abroad. She served as group HR executive at Transnet SOC Ltd and then as Chief Executive Officer of Freight Dynamics. She later joined Imperial Logistics as Group Transformation Executive. She left Imperial Logistics to serve as Managing Director of Ayavuna Women's Investments. After her time at Ayavuna, she spent time in strategic consulting and infrastructural development and HR. She is currently a Trustee of Ayavuna Trust and a board member at Zimplats, where she chairs the remuneration committee. She is the chairperson of Jojose Investments, a family business. She chairs the remuneration committee at the South African Competition Commission.



10  
RNC

### MH Muell <sup>(65)</sup> INDEPENDENT NON-EXECUTIVE DIRECTOR

**Appointed to the board: 2019**

**Nationality:** German

**Qualification:** Diplom-Betriebswirt (BA)(equivalent to a BCom)

**Other directorships:** Stracienta Africa (Pty) Limited and Scientrix Holdings Limited

**Over 31 years' experience in the automotive industry**

Mr Muell has over 30 years' experience in the motor industry and is the co-founder and CEO of Scientrix Holdings Limited (Scientrix). Prior to Scientrix, Mr Muell was the President and CEO of Mercedes-Benz Argentina and held various other executive positions within the Daimler Group in Germany, Turkey, South Africa, Mexico and Argentina. He has multinational and broad cross functional management experience in the fields of finance and controlling, logistics, procurement, strategic planning, sustainability and stakeholder management.



7  
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SEC

### AK Sithebe <sup>(43)</sup> INDEPENDENT NON-EXECUTIVE DIRECTOR

**Appointed to the board: 2021**

**Nationality:** South African

**Qualification:** BCom Acc (Hons), CA(SA), MBA

**Other directorships:** Dis-Chem Pharmacies Limited

**More than 20 years' experience in financial services and 15 years in investments (industrial sector).**

Ms Sithebe is a private equity practitioner with extensive experience in M&A and corporate finance garnered from a wide range of businesses primarily in the industrials value chain. She began her career with EY where she trained to qualify as a CA(SA) after which she established an accounting and audit practice named Kamva Advisory & Associates Inc. between 2008 to 2011. Ms Sithebe later went on to join the Industrial Development Corporation of South Africa (IDC) where she was a Senior Dealmaker. Ms Sithebe thereafter held the role of Principal at African Phoenix Investments Limited which was a JSE-Listed mid-market focused private equity investment firm. Ms Sithebe is currently Managing Director of Kamva Investments, an investment holding entity with a focus on unlisted investments and M&A advisory. Ms Sithebe also serves on the board of Dis-Chem Pharmacies Limited. Ms Sithebe holds a BCom.Acc (RAU) with Honours (UNISA) and an MBA from GIBS.



5  
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### NL Mkhondo <sup>(41)</sup> INDEPENDENT NON-EXECUTIVE DIRECTOR

**Appointed to the board: 2019**

**Nationality:** South African

**Qualification:** BAcc, CA(SA), MBA

**Other directorships:** PPC Limited and Value Capital Partners

**Over 15 years' experience in corporate finance, mergers and acquisitions and investments**

Ms Mkhondo is the CEO of Value Capital Partners Pty Limited (VCP). Prior to joining VCP in 2017, Ms Mkhondo was a seasoned investment banking and corporate finance professional, having spent time at Goldman Sachs International Plc and Anglo-American Plc (both based in the United Kingdom) where she was responsible for mergers and acquisition execution, investment evaluation and strategic long-term financial planning. During her time at Goldman Sachs and Anglo American, Ms Mkhondo executed cross-border transactions in the consumer/retail, healthcare, real estate and metals and mining sectors across the United Kingdom, Africa and the Americas. Ms Mkhondo is a Chartered Accountant (SA) by profession, having begun her career in the audit and advisory financial institutions services team at Deloitte & Touche, in Johannesburg. In addition, Ms Mkhondo has a Masters of Business Administration from the London Business School, where she was a Mo Ibrahim Scholar.



5  
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\* The audit and risk committee was changed during 2025 to "Audit Committee" and the risk function was allocated to the new "Operations, Risk and Technology Committee" in June 2025.



3  
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**N Ketwa\*** <sup>(55)</sup>  
**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Appointed to the board: 2023**

**Nationality:** South African

**Qualification:** BAcc, CA(SA), Certificate in Sustainability Leadership and Corporate Governance

**Other directorships:** Alexander Forbes Group Holdings Limited, Exxaro Resources Limited, MTN SA and Daimler Trucks

**More than 15 years in mining and energy, as well as ten years' experience in financial services and automotive.**

Ms Ketwa has over 29 years of professional services and business experience, while her non-executive director experience is 18 years. She serves on boards that include Alexander Forbes Group Holdings Limited, Exxaro Resources Limited, MTN SA (Pty) LTD and Daimler Trucks (Pty) Ltd. She also has experience chairing committees such as audit and risk, social and ethics and remuneration. Ms Ketwa has served in numerous executive roles including her current role as CEO of Indyebo (Pty) Ltd, and was previously the Chief Operating Officer of Nedbank Group Internal Audit, as well as a Partner in other audit firms.

\* Ms Ketwa, formerly Ms Medupe.



5  
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**PH Giliam** <sup>(70)</sup>  
**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Appointed to the board: 2021**

**Nationality:** South African

**Qualification:** BEng (Hons)

**Other directorships:** None

**More than 30 years' experience in the international automotive industry.**

Mr Giliam holds a BEng Honours degree in Automotive, Project Management and Fracture Mechanics, and a Bachelor Degree in Mechanical Engineering, both from the University of Pretoria. He has a wealth of experience in the automotive industry, gained through various senior roles, including, inter alia, several international roles as Director and Vice President in the BMW Group, Project Director at Jaguar Land Rover U.K, and Plant Coordinator at the Metalsa South Africa Stamping Plants. Mr Giliam's last executive role was Managing Director of Robertson and Caine Proprietary Limited, the Cape Town based luxury catamaran manufacturing company.



1  
IC

**G Ashford** <sup>(58)</sup>  
**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Appointed to the board: 2025**

**Nationality:** British

**Qualification:** BA Hons European Business Studies, Diplome Universitaire En Carriers Juridiques

**Other directorships:** Institute of the Motor Industry in the UK and Drivvn, a SAAS supplier to the automotive industry

**Over 30 years' experience in the development of brands and retail networks. 18 years' experience in automotive brand and network development.**

Mr Ashford has 18 years' experience as a member of the Inchcape Plc Global Executive. Inchcape is the world's largest Automotive distribution and retail business. He led many of Inchcape's business units including European Retail, Belgium and Luxembourg, Australasia and APAC, Inchcape's most profitable region. He also led the development of Inchcape's Accelerate strategy in his role as Chief Transformation Officer. Mr Ashford has deep knowledge of the global automotive market and strong relations with automotive OEMs. Prior to joining Inchcape, he held senior roles with Yum restaurants. Mr Ashford is currently a non-executive director of the Institute of the Motor Industry in the UK and Drivvn, a SAAS supplier to the automotive industry.

**Executive Directors**



2  
SEC

**PS O'Flaherty** <sup>(63)</sup>  
**CHIEF EXECUTIVE OFFICER**

**Appointed to the board: 2024**

**Nationality:** South African

**Qualification:** BCom, B.Acc, CA(SA)

**Other directorships:** None

**Over 25 years' experience in the infrastructure, manufacturing, energy and banking industries.**

Mr O'Flaherty began his career at PricewaterhouseCoopers Inc. in 1986, having served as an audit partner for six years in the Energy and Mining sector. Since 2001, he has served in both CFO and CEO roles in JSE listed companies (Group Five Limited and ArcelorMittal South Africa Limited), the public sector (Eskom Holdings Limited) and in large multinational private companies. Mr O'Flaherty has a remarkable track record across multiple emerging markets coupled with in-depth experience in turnarounds, restructurings, mergers and acquisitions, and programme and project management. Prior to joining Ernst & Young Inc., he had overall responsibility for the \$1bn separation of ABSA Bank Limited from Barclays Plc. Mr O'Flaherty is a commercially focused leader and has gained extensive experience across the manufacturing, mining, infrastructure, energy, trading, and financial services industries. He has also served as a non-executive director of JSE listed companies.



1  
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**A Walker** <sup>(50)</sup>  
**CHIEF FINANCIAL OFFICER**

**Appointed to the board: 2025**

**Nationality:** South African

**Qualification:** B. Com, B. Acc, CA(SA)

**Other directorships:** None

**Over 21 years' experience in private equity and corporate finance.**

Mr Walker has extensive private equity and corporate finance experience. After working for Deloitte in both Johannesburg and London, in 2004 he joined Anglo American Corporate Finance where he was involved in several high-profile transactions. In 2007, he joined the Brait Investment Team where he represented Brait on the boards of both UK and SA based portfolio companies. Since 2018, he has been investing and partnering with several SA based entrepreneurs across a range of industries.

# Leadership and reporting continued

■ Committee Chair 
 ■ Executive director 
 ■ Non-executive director 
 ■ Exco 
 ■ Cossec, COO and Metair executive

## Metair Exco

 <p><b>SM Vermaak</b> <sup>(60)</sup>  <b>COMPANY SECRETARY</b>                  Appointed to Metair: 1998                  Qualification: BCom (Fin M) AIRMSA                  27 years' experience in company secretarial and the automotive industry, all with Metair</p>	 <p><b>J Mouton</b> <sup>(65)</sup>  <b>CHIEF OPERATING OFFICER: MANUFACTURING</b>                  Appointed to Metair: 2023                  Qualification: BMW Management Development Programmes                  46 years' experience in the automotive and logistics industries</p>
 <p><b>G Braun</b> <sup>(52)</sup>  <b>CHIEF OPERATING OFFICER: AFTERMARKET PARTS AND RETAIL</b>                  Appointed to Metair: 2026                  Qualification: MBA                  25 years' experience in the automotive industry</p>	 <p><b>L Otto</b> <sup>(47)</sup>  <b>HR EXECUTIVE</b>                  Appointed to Metair: 2024                  Qualification: BA Humanities, Advanced Management Diploma                  23 years' experience in human resources management in the retail and automotive industries</p>

### BOARD TENURE



### AGE GROUP



### RACE AND GENDER



### INDEPENDENCE



## Other key group management

 <p><b>S Govender</b> <sup>(47)</sup>  <b>GROUP LEGAL EXECUTIVE</b>                  Appointed to Metair: 2025                  Qualification: LLB, Admitted Advocate                  24 years' experience in legal forensic and commercial roles</p>	 <p><b>G Slow</b> <sup>(60)</sup>  <b>GROUP CHIEF INFORMATION OFFICER</b>                  Appointed to Metair: 2025 (AutoZone 2010)                  Qualification: BCom Information Systems                  30 years' experience in information technology and business systems in automotive and retail environments</p>	 <p><b>S Mokgala</b> <sup>(42)</sup>  <b>GROUP DATA AND DIGITISATION EXECUTIVE</b>                  Appointed to Metair: 2025 (AutoZone 2021)                  Qualification: BEng, MScEng, CGEIT                  More than 20 years' experience leading enterprise-wide digital transformation, systems integration and technology governance across automotive, logistics, ICT and Retail</p>
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## Subsidiary MDs

The subsidiary managing directors have significant experience in the automotive and manufacturing industries, with an average tenure at Metair of 10 years. The team is a powerful mix of entrenched company knowledge and new skills. Detailed CVs of our leadership team are available on our website.



**Automould**

**B Latter** <sup>(55)</sup>

**Qualification:** BCom – Business Finance and Business Administration

**28 years' experience in the automotive industry**

**18 years in Metair group**



**Hesto**

**AG Holmes** <sup>(54)</sup>

**Qualification:** MA (Hons) Cantab, Mechanical Engineering

**30 years' experience in the automotive industry**

**Joined Metair group in 2024**



**Lumotech**

**JVG du Plessis** <sup>(49)</sup>

**Qualification:** IT Systems Architecture, MBA

**25 years' experience in the automotive industry**

**15 years in Metair group**



**Smiths Manufacturing**

**S Konar** <sup>(58)</sup>

**Qualification:** BCom (Hons), MBA

**39 years' experience in the automotive industry**

**39 years in Metair group**



**Supreme Spring**

**D Harris** <sup>(50)</sup>

**Qualification:** BEng (Hons), Mechanical Engineering

**25 years' experience in the automotive industry**

**12 years in Metair group**



**Unitrade**

**YS Chinapen** <sup>(39)</sup>

**Qualification:** BCom, Management Development Programme

**17 years' experience in the automotive industry**

**17 years in Metair group**



**First Battery Manufacturing**

**C van Aswegen** <sup>(62)</sup>

**Qualification:** QCC

**32 years' experience in battery manufacturing**



**AutoZone**

**J Smith** <sup>(53)</sup>

**Qualification:** NDip Production Management

**35 years' experience in automotive and retail**



**Rombat**

**AR Ioanes** <sup>(51)</sup>

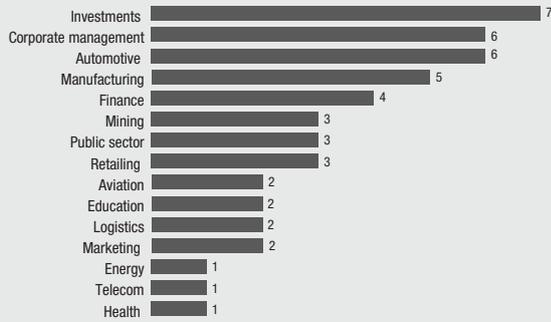
**Qualification:** Company Management, Master's in Management of Business Development, MBA

**7 years' experience in the automotive industry, 26 years in manufacturing**

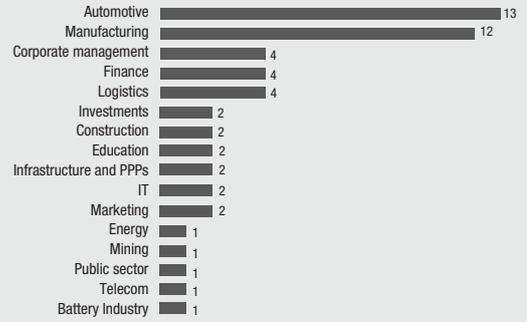
**5 years in Metair group**

# Leadership and reporting continued

## NON-EXECUTIVE DIRECTORS' EXPERIENCE



## EXECUTIVE TEAM AND SUBSIDIARY MD EXPERIENCE



## OPERATIONS TEAM\*



\* COO, Metair executive and subsidiary MDs

## Reporting

Metair's various functions and committees provide regular reports to the board. Monthly reports are submitted to the CEO from all functions and discussed at monthly Metair exco meetings.

The board ensures the proper management, measuring and monitoring of the group's performance through quarterly board meetings. Non-executive board members are also appointed to subsidiary boards. Independent board members meet at least once a year to discuss matters without executive management being present. Non-executive directors can request documentation from or set up meetings with management as required.

Financial reporting, including quarterly, half-yearly and full-year results as well as budgets and forecasts, is done through the audit committee and directly to the board at each meeting. At the annual managing director conference, budgets and five-year forecasts are presented by subsidiaries to the board for approval at a subsequent board meeting.

Formal reporting at quarterly board meetings includes the following reports:

- CEO report
- CFO report, after review by the audit committee
- HR executive report, after review by the remuneration and nominations committee
- COO report, after review by the operations, risk and technology committee
- Sustainability report, after review by the social and ethics committee
- Risk report, after review by the operations, risk and technology committee
- Commercial and legal risk report, after review by the operations, risk and technology committee
- IT report, after review by the operations, risk and technology committee

Integrated reporting is done annually to all stakeholders. The integrated report is published on the company's website, printed in hard copy and is used by management as a guide to improve on targets for the coming year. From 2025, the group published a standalone sustainability report, which includes an annual climate change report.



03

## OPERATING CONTEXT

## CEO report



'Disciplined execution during the year further stabilised the group, embedding operational and financial rigour, and laying a robust foundation for the next phase of Metair's journey.'

PS O'FLAHERTY, CEO

Throughout 2025, the group focused on addressing the tactical factors identified at the start of 2024 to reset Metair and establish a robust foundation from which to take the group forward. OEM volumes remain below industry targets and prior forecasts, putting pressure on our manufacturing operations, which performed well under the circumstances. This was in no small part due to the operational and financial disciplines entrenched over the last two years.

## 2025 Focus Areas

- Stabilise leadership ●
- Achieve planned project profitability at Hesto ●
- Derisk value from Mutlu Akü ●
- Address high debt levels ●
- Resolve EU competition concerns in Romania ●

● Completed    ● In progress

The leadership appointments during this time have capacitated leadership and management structures and enabled the move to a strategic control model with increased oversight, clarity and accountability at the subsidiaries. Further appointments this year included the CFO, a chief information officer and a data and digitisation executive to enhance the shared services initiative and drive our focus on cybersecurity.

The appointment of a group legal executive to oversee compliance has enhanced monitoring of the group's regulatory universe and improved risk reporting. A new head for the restructured Metair Aftermarket Parts and Retail segment was appointed effective February 2026.

The turnaround at Hesto is evident in the improved revenue and operating profit reported, despite customer volume fluctuations. Hesto was fully consolidated into the group's financial statements from April 2025, reducing complexity and improving clarity for investors and funders.

The final account for the sale of Mutlu Akü, effective December 2024, was agreed and settled in the first quarter of 2025.

## ADDRESSING HIGH DEBT LEVELS

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. We successfully concluded a debt restructuring in the first half of 2025 to align the group's repayment profile with expected earnings growth and cash flows over the repayment period.

Leadership is focused on cash forecasting, free cash flow generation, EBITDA protection and working capital as well as capital expenditure management to ensure ongoing compliance with Metair's debt covenants and to deleverage the group's debt position. During the period, the financial team was strengthened, we created a centralised treasury function and implemented a cash sweep programme to increase control of group cash. While good progress has been made this year in creating a sustainable platform, deleveraging the balance sheet will remain a key priority in 2026.

## EUROPEAN COMPETITION COMMISSION'S FINE (EU FINE)

Rombat and Metair received a Statement of Objections in November 2023 from the European Commission regarding potential anti-trust violations by manufacturers including Rombat between 2004 and 2017. In December 2025, it was announced that Rombat is one of several European battery manufacturers fined by the European Commission for contravening EU competition law. Rombat was fined €20.2 million and the Commission further determined that Metair and its Dutch subsidiary, Metair International Holding Cooperatief UA, are jointly and severally liable for €11.6 million of the fine, based on the EU law of parental liability, which assumes that, as sole shareholder, they must have exercised decisive influence over Rombat since its acquisition on 14 March 2012.

The Commission has agreed that the fine may be paid over a period of 51 months. Metair refutes the decision regarding the legal presumption that it exercised decisive influence over Rombat in this matter, as the key decisions regarding the alleged contravention had already been firmly established by the time Metair acquired Rombat in 2012, and were not identified during the due diligence process carried out by external advisors.

The fine is likely to have serious financial implications for Rombat's business operations. The Metair board and Rombat are considering the Commission's findings which will include an assessment of all legal options, including the extent to which the fine may be enforceable against Metair. In addition, the board will evaluate the impact of the obligations of the South African obligor debt package concluded by Metair. Rombat continues to drive its current operations according to the strategy agreed with Metair, and remains committed to its business objectives.

## ENSURING RESILIENCE THROUGH VOLUME FLUCTUATIONS

OEM passenger and LCV production increased by 1.5% to 602 302 in 2025 despite stronger exports, which rose 6%. Local OEM sales and local aftermarket trading market conditions remained challenging during 2025 as persistent uncertainty in local and global markets continued to weigh on business confidence and consumer sentiment. Production increased by 1.5% to 602 302 in 2025 due to stronger exports up by 5.92%. However, for both local OEMs local sales and local aftermarket trading, market conditions remained challenging during 2025 as persistent uncertainty in both local and global markets continued to weigh on business confidence and consumer sentiment. Local OEM sales and local aftermarket trading market conditions remained challenging during 2025 as persistent uncertainty in local and global markets continued to weigh on business confidence and consumer sentiment. We engaged regularly with OEM customers throughout the year to stay abreast of revisions to forecast volumes. One of our key customers is optimising its manufacturing operations to market demand conditions and working closely with all affected parties as the changes become clearer over time. Internal forecast volumes for 2026 have been adjusted to ensure that the cost base supports organisational resilience, should volumes be adjusted further.

Management continued to focus on the areas within its control, notably operational execution and ongoing customer support. Measures were implemented to restructure, right-size and close certain operations, thereby increasing the group's agility to adjust for market shifts and volume fluctuations. Manufacturing and production processes have been optimised to enhance project management and realise operational improvements. These interventions have delivered a pleasing improvement in margins.

The diversification strategy adopted of growing the Aftermarket Sector is ongoing. Bedding down AutoZone and QSV as the business emerges from business rescue is tracking approximately six to nine months behind plan, but we remain confident in the turnaround and our ability to deliver on our plans for the business. AutoZone is expected to start contributing positively to group earnings in the year ahead.

## OPERATIONAL AND FINANCIAL DISCIPLINES SUPPORTED GOOD RESULTS IN DIFFICULT CONDITIONS

The group performed well, despite the challenging operating conditions and the many strategic interventions rolled out across the operations. Group revenue from continuing operations increased by 57% to R17.9 billion from R11.4 billion represented for discontinued operations in 2024. Excluding the effects of the EU fine, earnings before interest and taxation (EBIT before capital items) increased to R1 087 million (2024: R546 million) at a margin of 6.1% (2024: 4.8%).

In reviewing these results against those of the prior year, readers should note the impact of the sale of Mutlu Akü last year, the change in reporting segments and the consolidation of Hesto from April 2025. These impacts and the group's financial results are discussed in detail in the CFO report on   page 44.

## CEO report continued

### SETTING THE FOUNDATION FOR FUTURE BALANCE AND GROWTH

The group established the Metair Aftermarket Parts and Retail Division (AFM) at the end of 2025. The division consists of four distinct and separate verticals being AutoZone, ATE, First Battery and QSV. The divisionalisation approach enhances strategic clarity, operational efficiency and financial transparency, enabling us to better serve distinct markets and customer segments. It also allows us to maintain brand and channel independence, which are key elements of our agile operating model as we advance our strategic ambitions.

Gerhard Braun, a highly experienced operator in the aftermarket parts and retail sector, was appointed as COO of AFM with effect from February 2026. This role will be responsible for driving operational excellence while ensuring that each brand retains its distinct value proposition and continues to serve its customer base effectively.

The Africa Growth Strategy moved forward during the year, with potential markets identified and country visits conducted to assess opportunities and identify the best approaches to access markets in the short- and medium-term. We are assessing other potential growth areas, including expanding the OEM customer base, extending parts and product ranges, and investigating opportunities in established and new business partnerships.

### RESTRUCTURING AND RIGHT-SIZING TO SUPPORT SUSTAINABILITY

The group embedded its strategic enablers and various support functions across operations are being consolidated into shared-service structures for HR, IT, finance and company secretarial. These initiatives are driving standardisation, reducing complexity and improving efficiencies with significant cost savings. In the year ahead, we will investigate the benefits of implementing a shared service model in other areas, potentially including procurement, OEM commercial relations and specific engineering competencies.

The HR strategy includes an ongoing commitment to right-size the workforce to align headcount with production requirements and rebalance production and support staff, improving efficiencies and reducing the fixed cost base so that operations can more easily flex with volume changes. We held a leadership alignment session to shape a shared sense of direction that culminated in the signing of a Leadership Charter that sets leadership responsibilities as well as operational excellence standards and accountability.

Environmental and social responsibility remain important priorities for Metair. Accordingly, we are exploring the feasibility of sustainability-linked loans and are well-advanced in the process of establishing power purchase agreements to increase off-balance sheet sources of renewable energy to significantly reduce operating costs and carbon emissions.

### APPRECIATION

Wolfgang Ropertz reached retirement age during the year and retired at the end of December. Wolf joined Metair in 1988 and held various roles in Metair subsidiaries over the years. He played a significant role in the turnaround of Hesto and served as joint COO for the last two years. Anesh Jogia resigned from the group at the end of June, having been with Metair for more than 11 years, the last two years as group CFO. On behalf of the group, I thank them both for their exceptional contributions in their time with Metair and wish them well in their future endeavours.

I welcome Alastair Walker, who stepped into the CFO role from July 2025.

### OUTLOOK

In the context of the significant increase in imports of cheap vehicles from India and China into South Africa and Europe, and the weak South African economy, the short-term outlook for OEM volumes is expected to remain subdued. We will continue to focus on our tactical priorities and the areas of the business within our direct control, while growing in areas that improve balance in earnings. Increasing revenues and realising cost reductions are the highest priorities for the group until debt is returned to more sustainable levels.

With much of the cost saving opportunities being realised at operational level and through the shared services initiatives, procurement savings using group spend leverage represents a focus area for further efficiencies. We will continue to optimise the revised operating model, and run our right-sized operations efficiently while ensuring that we remain flexible to adjust rapidly to any changes to volume forecasts. We are also gearing up to support one of our major customers with a new vehicle launch early in 2026.

Returning AutoZone to profitability, realising aftermarket synergies and exploiting growth opportunities in the aftermarket and Africa will be priorities.

We close 2025 heartened by the good progress during the year and fully cognisant of the challenges we face in the year ahead. We are confident that delivering on our priorities will move Metair forward towards its vision as a key sustainable African mobility player generating long-term value for all stakeholders.



**PS O'Flaherty**

Chief executive officer



# The automotive and aftermarket industries

## THE SOUTH AFRICAN AUTOMOTIVE INDUSTRY

The automotive industry is a major industrial sector that includes a wide range of products, including catalytic converters, metals, plastics and electronics. Most of the value added is attributable to the production of the many parts, components and materials that go into making a modern vehicle. OEM producers have a high level of control over the supply chain, which includes thousands of upstream companies.

The South African automotive industry makes a significant contribution to the economy, generating 5.2% of GDP in 2024, and is the country’s largest manufacturing sector at 22.6% of output. Exports of vehicles and automotive components to 155 international markets reached R268.8 billion in 2024, representing 14.7% of South African export revenue. The major light vehicle manufacturers invested R7.3 billion in advanced technology and state-of-the-art equipment in 2024, linked to the production of new-generation models.

The automotive manufacturing sector is also a significant employer, providing approximately 115 000 direct jobs with multiplier effects increasing this figure to 498 000 jobs across the formal economy.

## GOVERNMENT SUPPORT THROUGH THE AUTOMOTIVE MASTERPLAN

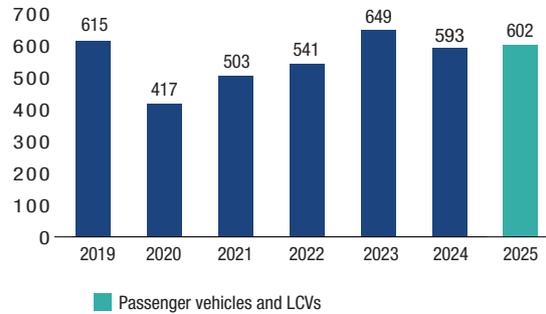
The South African government supports the automotive industry through automotive and industrial programmes, including the South African Automotive Masterplan (SAAM) 2035 and the Automotive Production and Development Programme (APDP). Phase II of the APDP provides support and certainty to OEM manufacturers to 2035 and SAAM sets an ambitious annual vehicle production goal of 1.4 million vehicles in 2035 from recent levels of 500 000 to 600 000. As OEMs shift their focus to NEVs in their home countries, South Africa remains a favoured manufacturing base for internal combustion engine (ICE) models and variants.

South Africa’s electric vehicle (EV) policy, outlined in the 2023 White Paper, aims to transition the automotive industry towards New Energy Vehicles (NEVs) by focusing on domestic manufacturing, export growth, and localising battery production. The policy supports a “just transition” to protect existing jobs while promoting adoption, including a 150% tax incentive for investment in EV production starting 1 March 2026.

## SOUTH AFRICAN MOTOR VEHICLE PRODUCTION

OEM production is driven by vehicle demand in domestic and export markets, which is linked to consumer and business confidence, and economic growth. Around two-thirds of South African vehicle production is exported from South Africa, with Europe being the main destination.

SA motor vehicle production ('000)



Although the SAAM vision for 2020 set a production goal of 735 000 in 2020, actual production fell well short. This was due to a variety of challenges, including COVID in 2020, the lack of economic growth and competitiveness in South Africa, and the global move of engine technologies from internal combustion engines to electric vehicles. In 2021 and 2022, production was severely affected by floods and riots in KwaZulu-Natal. In 2023, production recovered well and set a new record. However, 2024 saw a 5% decrease in overall production, primarily due to engine certification challenges that affected Toyota.

	2021	2022	2023	2024	2025
Toyota	128 223	115 327	175 311	119 987	<b>133 633</b>
Ford	87 174	92 166	130 963	130 799	<b>124 849</b>
VW	129 119	134 864	140 324	167 085	<b>160 362</b>
MBSA	47 336	87 023	88 056	67 241	<b>57 541</b>
BMW	61 580	61 823	64 233	53 700	<b>79 520</b>
Nissan	22 747	24 800	22 207	13 592	<b>11 127</b>
Isuzu	20 417	21 884	25 348	22 882	<b>26 699</b>
Other	6 747	2 681	2 789	18 224	<b>8 571</b>
<b>Total</b>	<b>503 343</b>	<b>540 568</b>	<b>649 231</b>	<b>593 510</b>	<b>602 302</b>

Production increased by 1.5% to 602 302 in 2025, despite a 6% increase in exports. Local OEM production experienced challenging market conditions as persistent uncertainty in local and global markets continued to weigh on business confidence and consumer sentiment. In addition, local OEMs have seen a significant influx of imported vehicles affecting sales of locally produced vehicles. Local vehicle sales increased by 15.7% to 597 014 in 2025 (2024: 515 976) but growth was driven by the 30% increase in sales of imported vehicles.

However, South Africa has lost its place as Africa’s largest vehicle producer to Morocco, with Morocco’s production increasing by almost 80% to one million vehicles in 2025. Growth was driven by government incentives and export-oriented policies that have attracted significant investment from major global OEMs. Morocco is also positioning itself for the NEV transition, having started producing EVs in 2021.

The South African automotive industry requires urgent interventions to support local production. However, the industry is still awaiting the official mid-term review of the SAAM 2035, including APDP II, for clarity on government’s plans regarding support for NEV vehicles. The review was

scheduled for 2026, but the domestic automotive industry requested that this be brought forward to 2025. To date, the review has not been released. The SAAM 2035 objectives were developed in 2018, before the EU and UK announced bans on fossil-fuelled ICE vehicles from 2035.

Although the EU recently made moves to soften the ban on ICEs, it is imperative that South Africa acts decisively to attract investments in the EV space and ensure that the local industry remains internationally competitive as the automotive sector evolves.

Other countries in Africa, including Morocco, Egypt, Kenya, Rwanda and Zimbabwe, have already adopted programmes to either incentivise local production of EVs or to stimulate demand in their domestic markets.

The African Growth and Opportunity Act (AGOA) has historically given South Africa's automotive industry duty-free access to the US market, supporting vehicle and parts exports, which comprised 64% of South Africa's AGOA trade in 2024. Recent US policy shifts have undercut those benefits, with sweeping tariff increases including a 25% tariff specifically on vehicles and parts, as well as broader 30% duties on many South African exports. These tariffs apply even where AGOA previously provided preferences, sharply reducing South African vehicle exports to the US and squeezing competitiveness. While the US Congress has moved toward extending AGOA's duty-free provisions, uncertainty remains and the impact of US tariffs continues to threaten export volumes, jobs and industrial investment in South Africa's automotive value chain.

## METAIR'S POSITION IN THE AUTOMOTIVE INDUSTRY

Metair supplies automotive components and batteries to OEMs operating in South Africa, with Toyota and Ford being its biggest customers through their Hilux and Ranger bakkies. The group is well-positioned to participate in industry growth, given the APDP's emphasis on B-BBEE and increased localisation of component production.

Toyota and Ford are introducing new models and facelifts in the next two to five years, with some limited introduction of NEV technology. Metair has a proven history of successful automotive technology partnerships with leading global companies, which is positive for continued participation in future trends.

Although the new US tariff regime created significant uncertainty around international trade, it has had little direct impact on volumes. The US accounts for 6.5% of South African vehicle exports and our major OEM customers do not export to the US. We remain concerned about the broader impact of tariffs on the South African and European markets, which could affect future demand for vehicles should they negatively affect economic growth.

Given its highly technical and competitive nature, rapid rate of change and global integration, participating in the automotive supply chain is complex and challenging. Cost, quality and delivery are key attributes in supporting customers, sustaining the wider industry and remaining competitive.

## COMPLEXITIES IN SOUTH AFRICAN AUTOMOTIVE MANUFACTURING

Manufacturing in South Africa faces numerous challenges, including the uncertain political, social, policy and labour environments, supply interruptions in energy, water and

raw materials and the constraints of failing rail and port infrastructure.

The local automotive manufacturing industry has to overcome these challenges to effectively compete with international counterparts and attract long-term OEM investment.

This year, Supreme Springs also had to secure alternative sources of steel following the closure of Arcelor Mittal's long steel business in South Africa, and the potential shortage of future gas supply could affect the foundries in Supreme Springs and First Battery.

Automotive components are designed and supplied for specific customer models that may be produced for five to ten years. Contracts with OEMs therefore run over many years, offering stability and relative certainty of income. However, planning, tooling, equipment and training to prepare for the launch of a new model or facelifts to existing models require significant investment at the start of the project. In addition, economic returns are realised only once production stabilises and planned production volumes are achieved, with the risk that customer production volumes do not meet the forecast always resting with the supplier. Variations to specifications or other requirements during projects need to be priced appropriately to protect project margins.

The significant increase in imports of Chinese and Indian vehicles into Europe and South Africa has resulted in adjustments to the production outlook for our major customers. Metair has accordingly adopted conservative estimates for future production levels to ensure that projects remain economically viable over their full term.

## THE AUTOMOTIVE AFTERMARKET OPPORTUNITY

There are over 13 million registered vehicles in South Africa and an estimated 30 million vehicles in the rest of sub-Saharan Africa, which represents the potential market size for aftermarket spares and replacement batteries to maintain these vehicles. Most of these vehicles are ageing, requiring more regular replacement of parts.

While Metair had a presence in the aftermarket, the acquisition of AutoZone in 2024 presents a significant opportunity to accelerate the group's diversification strategy. AutoZone is the core of Metair's Aftermarket Parts and Retail platform, with 213 retail branches supporting a base of 228 suppliers, contributing to a range of over 12 000 parts. In addition to South Africa, AutoZone franchises have a presence in Namibia, eSwatini and Botswana.

QSV, the wholesale component of AutoZone, has eight national branches and 250 customers across workshops, fitment centres and independent spares outlets, serviced through 75 000 stock keeping units (SKUs) covering services, engines, auto-electrical parts, tools, accessories, oils and chemicals.

Move offers a strategic platform and future-orientated partnership that adds value to our network and contributes to the transformation of SMEs in the automotive sector. Move connects members to suppliers and offers one account, immediate access to a rebate structure and a streamlined payment process.

First Battery Retail has 160 First Battery Centres in all large cities and many towns across sub-Saharan Africa, carrying a full range of car, truck, leisure, start/stop-ready batteries and motorcycle batteries.

# Africa as a growth opportunity

Africa is home to 1.4 billion people, around 18% of the global total. Population growth in Africa is faster than the global average due to high birth rates, falling infant mortality and rising life expectancy. The United Nations projects that by 2050, Africa’s population will reach close to 2.5 billion, a quarter of the world’s population, with combined business and consumer spending reaching \$16.12 trillion.

Africa’s population is younger than the global average and the proportion of younger people will increase over the next few decades, with positive implications for the workforce pool on the continent. Together with increasing urbanisation, the wealth of untapped natural resources and development capacity, Africa has a potential demographic dividend coming from a strongly growing middle class.

The rapidly growing population and burgeoning middle class are forecast to drive demand for transportation, with the current motorisation rate of 49 vehicles per 1 000 inhabitants in Africa well below the global average of 209.

Despite the potential size of the market, Africa makes up a little over 1% of global vehicle sales. Up to 85% of vehicle sales in most sub-Saharan countries consist of

used vehicles imported from developed countries, driven by affordability issues and permissive regulation.

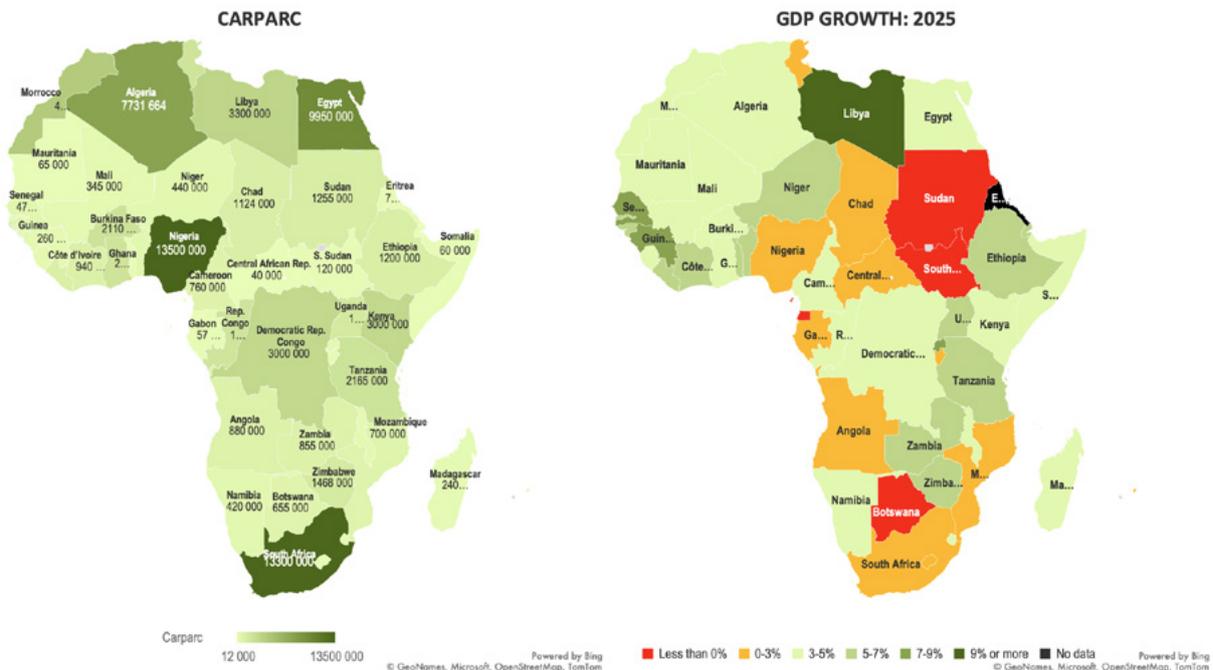
Africa accounts for only 1.2% of global vehicle production, with South Africa and Morocco the main contributors, driven by supportive policies that limit imports, incentivise investment and promote exports to developed markets that add scale to production. Full assembly from complete knock down is only done at scale in South Africa, Morocco and Egypt. All other vehicle assembly in Africa is low value-add semi knock down (SKD) kit with limited local content.

Regional collaborations such as the African Continental Free Trade Area could create the scale necessary to expand the market and attract regional and foreign investment to the automotive industry.

South Africa is well-positioned to grow exports of vehicles and components into Africa in the medium term as country-specific and regional policy develops. It has the potential to become a hub to support the development of automotive industries in countries by supplying fully built vehicles, SKD kits (as it does to various African countries already) and components as localisation increases.

## METAIR’S AFRICA GROWTH STRATEGY

The Africa growth strategy subcommittee comprises internal resources, with support from external advisers and drives Metair’s assessment of opportunities on the continent. During the year, we collected and assessed country GDP, growth rates, external country risk assessments and car parc data to identify potential target markets.



We then developed proposed sales approaches for each potential market, focused on aftermarket potential while monitoring OEM manufacturing developments. Country visits commenced to map market structures and key participants, identify potential partners and define the most effective entry strategy. A number of opportunities were identified, although it was noted that competition is generally already well established, with smaller markets offering wholesale/export sales potential for Metair’s broader product offering.

Focus areas in 2026 will include resourcing an export sales structure, appointing local distribution partners in priority markets for aftermarket products, leveraging ABM’s existing footprint in East Africa and completing exploratory visits in the remaining high-potential markets.



# Material matters

At the start of 2024, Metair identified five priority tactical areas which management had to address to stabilise and reset the business. Good progress has been made over the past two years to address these material matters, which represent the factors with the greatest potential impact on the group's ability to create value. The disposal of Mutlu Akü in December 2024, turnaround at Hesto and leadership appointments addressed three of the five identified priorities. Progress on the other matters is discussed in the section that follows.

During the year, Metair also conducted a double-materiality exercise to identify its most material ESG matters, which inform the contents of the 2025 Sustainability Report (available on our website).

1

## HIGH DEBT LEVELS (ONGOING FROM 2024)

Metair's debt reached R3.9 billion at 31 December 2025 following substantial investments in 2022 and 2023 to support new customer model launches, a decline in profitability at Hesto and Mutlu Akü and reduced production by major customers in 2024 that constrained cash flows and the group's ability to pay down debt. In March 2025, Metair and its funders developed a capital restructuring plan that matches the repayment profile with expected earnings growth and cash flows over five years. However, the high debt burden requires close attention to ensure that covenants are met, and constrains the group's ability to invest in new growth opportunities and strategic acquisitions.

### RESPONSE

Management closely monitors debt levels, liquidity and covenants. We have implemented effective cash management and cost controls, delayed non-critical capital expenditures and engaged customers for flexible support on capital investments for new models.  

  More information on pages 46 and 47

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## COMPETITION CONCERNS IN ROMANIA (ONGOING FROM 2024)

Rombat and Metair received a Statement of Objections in November 2023 from the European Commission regarding potential anti-trust violations by manufacturers, including Rombat, between 2004 and 2017. In December 2025, the Commission announced that it had levied a fine of €20.2 million and was holding Metair and its Dutch subsidiary jointly and severally liable for €11.6 million of the fine.

### RESPONSE

Metair refutes the Commission's decision and is considering the Commission's findings, which will include an assessment of all legal options.

  More information on page 29

## 3

## UNLOCKING GROWTH OPPORTUNITIES (NEW MATTER)

Following a period of consolidation and focus on resetting Metair, we need to identify and realise opportunities to drive growth and create sustainable long-term value for stakeholders.

## RESPONSE

The new strategy is focused on growth, with the aftermarket operations identified as an engine of stable and higher-margin revenue. AutoZone provides an opportunity to build scale in distribution and retail channels across priority markets. The turnaround plan post business rescue is approximately six months behind the target, but we are confident of full recovery.

Other growth vectors include widening aftermarket offerings, expanding the customer base and partners, extending into new OEM vehicle parts and exploring own or licensed product IP. The Africa Growth Strategy is another area showing promise for future growth, with the ability to capitalise on ABM's footprint in East Africa and opportunities in other key markets being investigated.

 More information on pages 18 and 21

## 2024 material matters resolved in 2025:

-  **Derisking Mutlu Akü** – Mutlu Akü was sold in December 2024.
-  **Leadership instability** – appointments and promotions in 2024 and 2025 have stabilised and strengthened executive leadership, enhanced senior capacity and embedded the head office role of strategic control.
-  **Project profitability at Hesto** – following interventions, Hesto revenue and profit have recovered, despite customer volume fluctuations.

# Stakeholders

The board is accountable to all stakeholders for the company’s performance. Metair adopts a proactive and inclusive approach to stakeholder engagement that balances the needs, interests and expectations of material stakeholders with the interests of the company. Regular engagements improve the company’s understanding of its social partners’ interests and helps to build trust, manage expectations, alert stakeholders to industry developments and align with government priorities.

Initiative-taking and meaningful stakeholder engagement can also reduce potential conflict and allow multiple parties to achieve long-lasting outcomes and results.

Our approach to stakeholder engagements is guided by the:

- Stakeholder policy
- Detailed stakeholder identification matrix
- Stakeholder plan for group and subsidiaries
- Investor relations plan

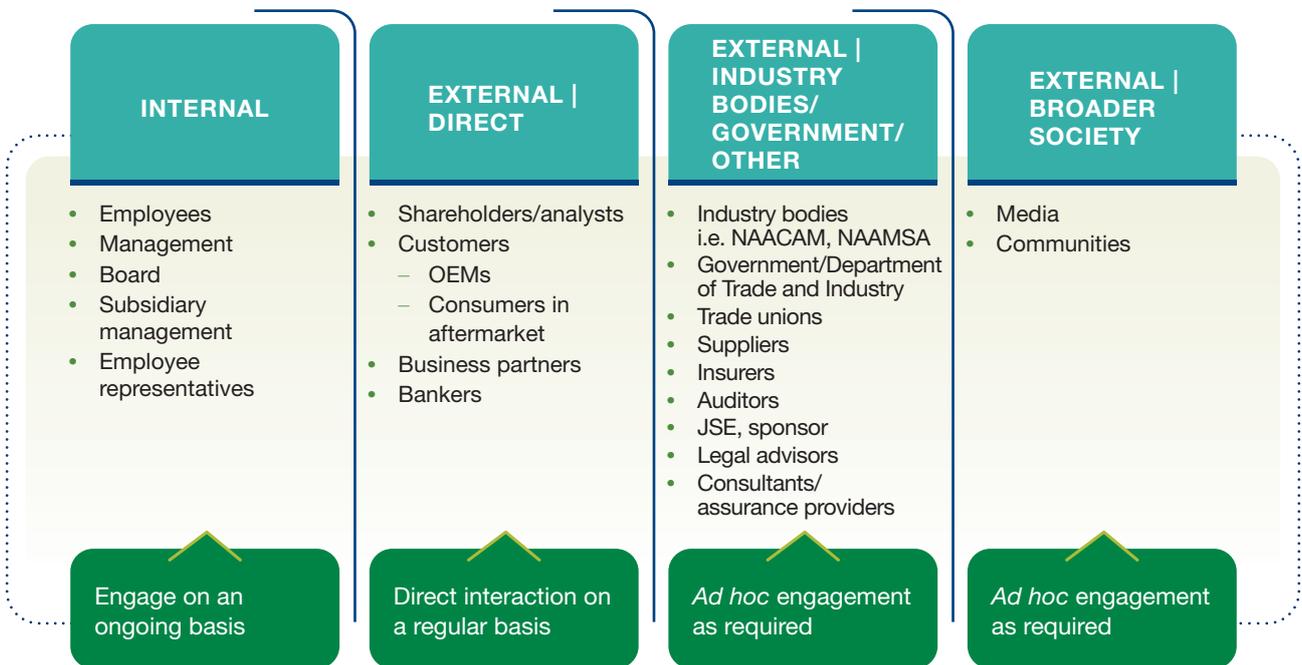
In line with the recommendations of King IV™, the board adopts a stakeholder-inclusive approach that balances the

needs, interests and expectations of material stakeholders with the interests of the company.

Metair believes that investing in a broader set of stakeholder considerations has a significant positive impact on total enterprise value, access to capital and the talent market for Metair. This forms part of Metair’s long-term value approach to building a growth strategy.

The stakeholder engagement policy and plan identify key stakeholders and outline how best to engage with them, supported by stakeholder engagement risks, objectives and KPIs. Details of stakeholder engagements are reported to the board at its quarterly meetings.

## KEY STAKEHOLDER GROUPS



Specific engagements with key stakeholder groups during the year included:

<p>The Metair chair and the chairs of the board subcommittees engaged with shareholders during the governance roadshow in April 2025 to understand their concerns and expectations. A similar roadshow is planned for 2026.</p>	<p>In May 2025, Metair hosted a site visit to AutoZone and First Battery in Gauteng, attended by 15 shareholders, analysts and board members.</p>	<p>In October 2025, Metair held an investor day in Cape Town, at which the Managing Directors presented their operations to more than 50 investors, analysts and bankers.</p>
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More information about stakeholder concerns and Metair’s response is available in the 2025 Sustainability Report.



# Risk management

Metair has embedded a risk management process that is aligned with the COSO Framework (Committee of Sponsoring Organizations of the Treadway Commission) throughout its subsidiaries. This ensures that the various pillars of risk management are effectively addressed and that roles and responsibilities for this process are understood and exercised effectively within the organisation.

Risks and opportunities that arise from this process remain the responsibility of the board, with reporting and monitoring activities being delegated to the operations, risk and technology committee and the audit committee. The enterprise risk management framework is in operation and available on the company’s website [www.metair.co.za](http://www.metair.co.za).

## RISK REPORTING STRUCTURE

The risk reporting structure is shown below. Risk management is integrated into daily activities and key decision-making processes. Monthly and quarterly group risk reports are created and shared with the Metair exco, the operations, risk and technology committee, the audit committee and the board in accordance with King IV™ reporting standards.



## RISK IDENTIFICATION AND VALUATION

Our risk management activities include a rigorous review and interrogation of the micro and macro environment of business factors that impact our operational landscape. These risks and opportunities are categorised into financial, operational and strategic risks, with sustainability-linked risks being classified in either of the three categories.

Management defines applicable risks and, where possible, these are quantified and reported as financial risks. These risks are measured against Metair’s defined risk appetite and tolerance levels that are linked to budgeted EBITDA and debt gearing levels.

Risk appetite and tolerance levels are reviewed quarterly by Metair exco and approved by the operations, risk and

technology committee and the board. Risks are monitored against financial parameters, with detailed reviews of controls that reduce the risk to manageable residual levels. Risks and opportunities that are assessed during these processes are evaluated by the risk officer and reported to Metair exco, the operations, risk and technology committee, the audit committee and ultimately, the board.

## RISK MANAGEMENT

To enhance the control environment, Metair initiated a project in 2024 to document financial reporting internal controls, IT general controls and sustainability reporting controls by means of risk and control matrices (RACMs) across all operations.

These matrices were developed to improve our understanding of the financial and sustainability reporting risk and control landscape and to define the IT general controls in the enterprise resource planning (ERP) systems that underpin our operations. The matrices were audited by assurance providers for both design and operational effectiveness to ensure that reliance can be placed on defined controls.

Opportunities for process improvement and effective risk management identified through this project are being reviewed by management.

This project has paved the way for effective combined assurance.

### FINANCIAL RISK REGISTER

Financial risks are monitored on an ongoing basis by management, in line with the defined risk appetite and tolerance levels. These risks are reported to the operational risk and technology committee quarterly with detailed action plans.

The group’s top financial risks are shown below:

Risk	Mitigation	Impact
<p>Volume instability for OEM and tough aftermarket conditions.</p> <p><b>Existing risk originator:</b> Automotive components and aftermarket segments</p>	<p>Continuous communication with customers to limit the impact of soft market conditions.</p> <p>Strategic diversification strategies. Flexibility and agility in factories to cater for volume swings. Continue with aftermarket growth.</p>	High Risk
<p>The poor state of South African ports hinders import and export transactions.</p> <p><b>Existing risk originator:</b> Automotive components manufacturing segment</p>	<p>Increase stock holdings.</p> <p>Weekly meetings with agencies to track stock items.</p>	Medium Risk
<p>Susceptibility of IT/OT systems to cyber breaches, lack of information integrity, technological integrity and use of supporting systems that do not meet business requirements. Breach of IT firewall/IT system failure/cyber security.</p> <p><b>Existing risk originator:</b> All subsidiaries</p>	<p>The IT strategy has been defined.</p> <p>The ICS project is advancing steadily, developing a strong cybersecurity governance framework.</p>	Medium Risk

### OPERATIONAL RISK REGISTER

Continuous engagements between the subsidiaries and the COOs review operational risks arising from the manufacturing and operating environments that have impacts that cannot be quantified in Rand values.

The top operational risk is shown below:

Risk	Mitigation	Impact
<p>Labour force crisis with professional qualifications/technical skills specific to certain specialities (automation, maintenance, etc.) and skills retention.</p> <p><b>Existing risk originator:</b> All subsidiaries</p> <p><b>Control effectiveness:</b> Unsatisfactory</p>	<p>Creating a database of CVs on domains.</p> <p>Employee training.</p> <p>Participation in the MerSeta project for skills.</p>	High Risk

# Risk management continued

## STRATEGIC RISK REGISTER

Metair's top strategic risk is shown below:

	Risk	Mitigation	Impact
	<p>The South African automotive sector is not growing as expected, and OEMs are under pressure.</p> <p><b>New risk originator:</b> All subsidiaries</p> <p><b>Control effectiveness:</b> Unsatisfactory</p>	<p>Successful implementation of the aftermarket parts and retail diversification strategy.</p>	<p><b>High Risk</b></p>

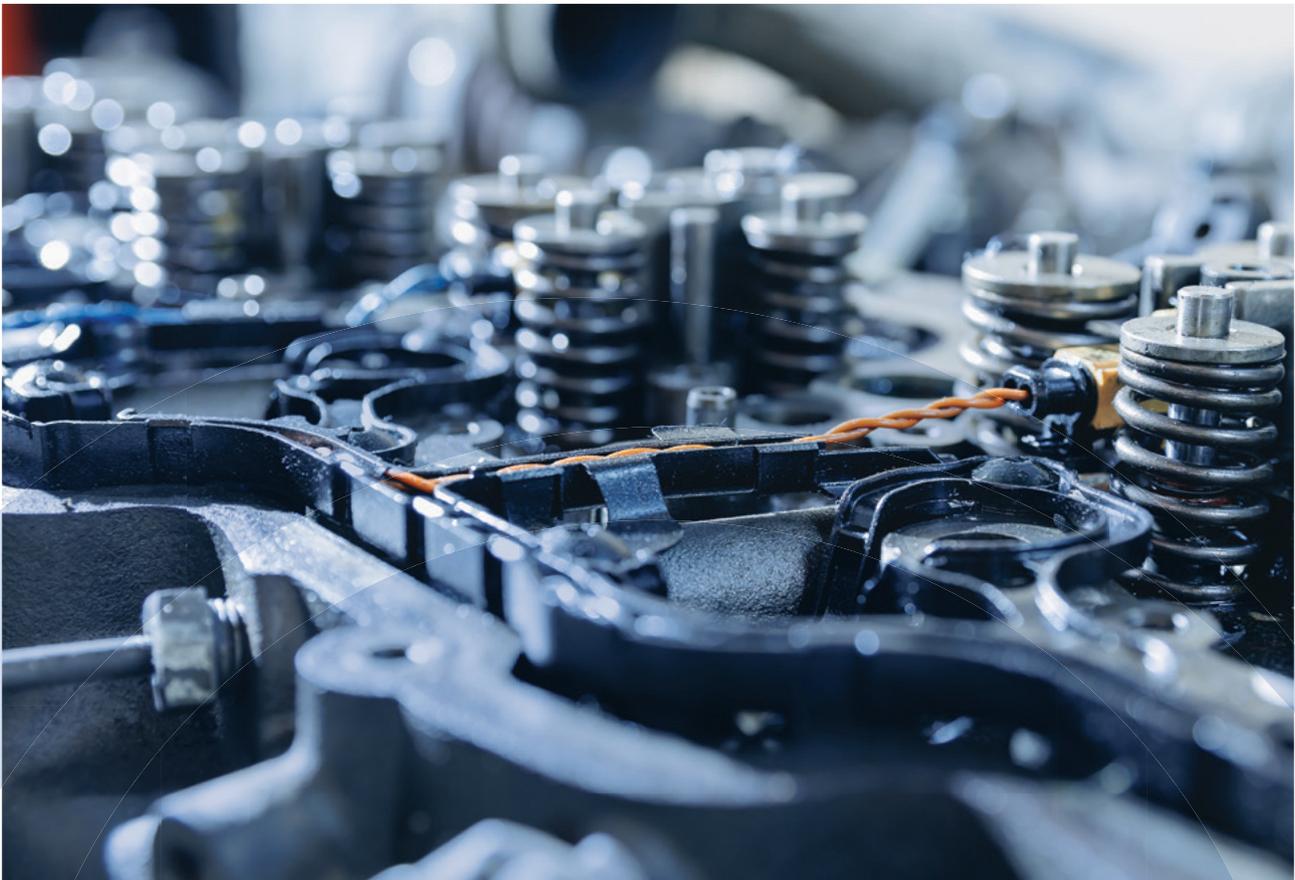
## IT STRATEGY

The IT strategy focuses on risk management, cybersecurity and standardising policies across subsidiaries and the group. It includes four strategic goals that consolidate the future-state vision for Metair to successfully realise a future-fit IT environment:

- a) Enhanced risk management and security
- b) Enhanced efficiency and productivity
- c) Cost management and optimisation
- d) Sustainability and growth

In 2024, we conducted an IT risk analysis to identify and categorise key risks across subsidiary sites against seven value chain categories. The risk analysis followed risk assessments, architectural analysis and IT General Controls (ITGC) reviews at head office and across operating sites.

Gaps and risks identified by the risk analysis were used to develop strategic initiatives to bridge the gap between the current environment and a future-fit IT landscape. These initiatives comprise improvements to IT governance, risk and compliance, including frameworks, policies and procedures, including ITGC reviews as well as improvements in cybersecurity and third-party risk management.





04

## PERFORMANCE

## CFO's report



A WALKER, CFO

'The group demonstrated robust financial performance, bolstered by the successful conclusion of the debt restructure.'

**This report provides a high-level overview of the financial performance and position of the group for 2025. The full annual financial statements contained in the separate Annual Financial Statements provide more detailed information for the year under review.**

## OVERVIEW

In the current challenging and uncertain markets, the group continues to focus on the areas within its control, entrenching continuous operational improvement and efficient project management as well as flexing production and costs to increase resilience, enhance margins and improve returns on invested capital. Specific focus areas during the year included manufacturing excellence in supplying to OEM customers and bedding down AutoZone to facilitate the planned growth in the aftermarket segment. To increase agility, the Group also restructured, right-sized and closed certain operations, allowing the group to adapt dynamically to market shifts and volume fluctuations. Among these was the industrial division of First Battery where the importing and selling of invertors and standby battery systems has proved uneconomical, as well as the closure of Dynamic Batteries in the UK as part of our strategy to focus on the African market.

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

- Following a strategic realignment at the end of 2024, including the sale of Mutlu Akü (Mutlu) and the acquisition of AutoZone (acquired 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 twelve months reported.

- The accounting for Hesto as a subsidiary resulted in the recognition of a significant once-off net capital loss of R306 million in the first half of the year, primarily arising from the recognition of Hesto's identifiable assets and liabilities at their respective fair values, partially offset by a gain on bargain purchase. 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 Akü transaction in Türkiye was successfully finalised at the end of the previous 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 €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 refutes the Commission's decision to apply the legal presumption that Metair exercised decisive influence over Rombat in this matter.

## OVERALL RESULTS

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

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

Total basic earnings per share (EPS) improves to 31 cents per share if the Rombat fine is excluded from the continuing operations calculation. EPS (including discontinued operations) reflected a much reduced loss per share of 232 cents (2024 loss: 2 146 cents), whereas EPS from continuing operations reflected a loss per share of 181 cents (2024 profit: 155 cents\*\*).

## RESULTS FROM CONTINUING OPERATIONS\*\*

Relatively stable customer production volumes at Metair's primary OEM customers, together with efficiency initiatives, supported improved operating performance across most of the group's manufacturing subsidiaries, which was further supplemented by cost savings at the corporate level. The inclusion of Hesto for nine months was partially offset by losses from AutoZone, which 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 EU fine on Rombat, EBIT<sup>1</sup> increased by 99% to R1 087 million (2024: R546 million\*\*), as a result of wide-ranging recovery initiatives, stronger volumes and the inclusion of Hesto. The EBIT margin improved to 6.1% (2024: 4.8%\*). EBITDA<sup>2</sup> increased by 99% to R1 696 million (2024: R852 million\*\*). Including the effects of the EU fine, EBIT 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 loss after tax from continuing operations amounted to R294 million (2024 profit: R312 million\*\*), primarily due to the once-off net capital loss on the accounting for Hesto as a subsidiary, losses from AutoZone and a higher net interest expense and the Rombat fine. The effective tax rate excluding the EU fine and non-taxable capital items is 28% (2024: 31.7%).

A summary of the results reflecting the impact of the EU fine on continued operations EBIT, HEPS and EPS:

	Continued operations		
	2025		2024
	Including EU fine	Excluding EU fine	Including EU fine
EBIT (R million)	674	1 087	546
HEPS (cents)	(21)	191	105
EPS (cents)	(181)	31	155

<sup>1</sup> Earnings before interest and tax, calculated as operating profit before interest and taxation from continuing operations but excluding the impact of capital items (impairment of non-financial assets, and profit/loss on disposals and acquisitions) and equity-accounted earnings.

<sup>2</sup> Earnings before interest, taxation, depreciation and amortisation, calculated as profit before interest, taxation plus depreciation, amortisation from continuing operations, and excludes the impact of capital items (impairments, and profit/loss on disposals and acquisitions) and equity-accounted earnings.

\* The loss in 2025 is due primarily to 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 EU fine of R413 million.

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

## CFO's report continued

### DISCONTINUED OPERATIONS

In the current year, the Group resolved to close two business operations:

- The industrial division of First Battery where importing and selling inverters and standby battery systems proved uneconomical, and
- Dynamic Batteries based in the United Kingdom, which was closed as part of our strategy to focus on the African market.

First Battery's industrial division's loss amounted to R57 million (2024: R44 million) and Dynamic Batteries loss amounted to R39 million (2024: R2 million).

### SEGMENTAL RESULTS

#### OEM direct component manufacturing

South African OEM production volumes of passenger vehicles and LCVs increased by 1.5% to 602 302 vehicles in 2025.

Revenue from the OEM segment (including Hesto) 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 comparative 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 remains 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, arising from 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 (AFM)

Revenue from the AFM segment grew by 42% to R6 092 million (2024: R4 295 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 normalised 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 volume-driven performance, with margins increasing to 5.0% (2024: 1.8%) excluding the impact of the EU fine.

First Battery sold c. 1.52 million batteries in 2025 (2024: 1.54 million). Profitability was impacted by a slowdown in the retail channel and an unfavourable product mix to OEM customers, partially offset by strong growth in the African export region. Going forward the manufacturing activities and OEM sales of First Battery will be reported under the OEM segment with the aftermarket activities reported under the AFM segment. This split was implemented at operational and management levels from 1 January 2026.

At Rombat in Romania, sales volumes increased by 3% to 2.89 million batteries (2024: 2.81 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 2025, 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 905 million (2024: R2 706 million). The increase in net debt is driven primarily by the consolidation of Hesto's net debt of R1 464 million on 1 April 2025, offset by the improvement in cash to R1.2 billion from R808 million in 2024.

Cash generated by operations (before interest and taxes paid) 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.

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 EU fine.

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

## 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.

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 the covenants of the SA Obligor (including minimum EBITDA requirements) and 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.

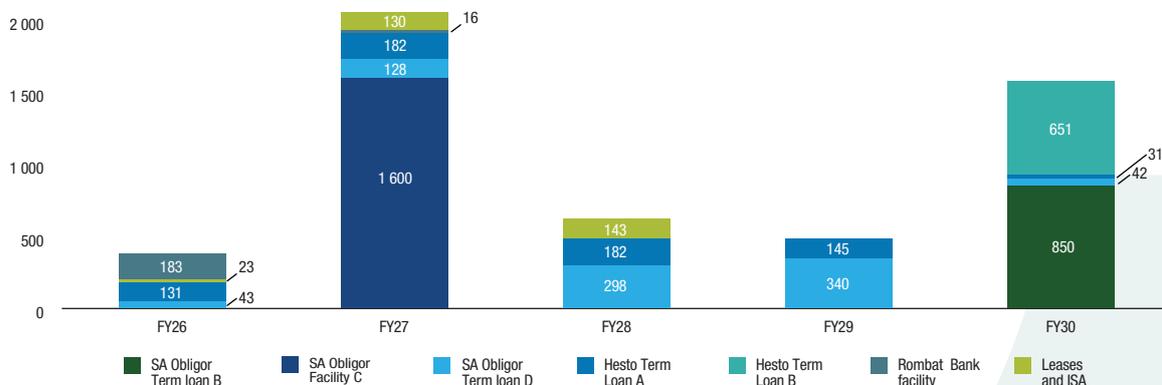
The SA Obligor has implemented a cash sweep programme, which has yielded positive results and increased control of group cash. In addition, various capital conservation measures, including delaying non-critical capital expenditures and engaging customers for flexible support on capital investments for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

Refer to notes 15 and 20 in the financial statements for more information on borrowings and covenants.

The board determined that there is no material uncertainty or significant doubt about the group's ability to continue as a going concern and sufficient access to facilities is available for ongoing operational requirements as allowed by the lenders.

Unutilised credit facilities of the group at year-end amounted to R712 million (2024: R880 million) in South Africa and R312 million (2024: R255 million) internationally.

### DEBT MATURITY (R'MILLION)



### CAPITAL ALLOCATION

Metair's primary financial return criteria when allocating capital to operating assets (maintenance and new business) are:

- return on invested capital (ROIC);
- return on assets;
- internal rate of return, NPV and payback; and
- cash generation to support the ability to pay down future debt obligations, without constricting growth capital.

ROIC targets (investment thresholds) are in place at group and individual business units. Investment returns are required to exceed the cost of capital within three years of investment. This compares to a Group weighted average cost of capital of 14.5%.

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

For 2026, the capital expenditure request 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 capital required is catered for within the lines provided by the three distinct funding structures. All capital is closely monitored on a case by case basis.

# CFO's report continued

## 2026 CAPITAL ALLOCATION REQUEST

(R million)	Maintenance and general	Efficiency and expansion efficiency	Total
Automotive component manufacturing segment	237	452	689
Aftermarket parts and retail segment	51	97	148
<b>Total allocation</b>	<b>288</b>	<b>549</b>	<b>837</b>

### INTANGIBLE ASSETS (INCLUDING GOODWILL)

Intangible assets increased from R28 million in 2024 to R587 million (refer note 8 of the AFS) due to the inclusion of Hesto.

### DIVIDEND

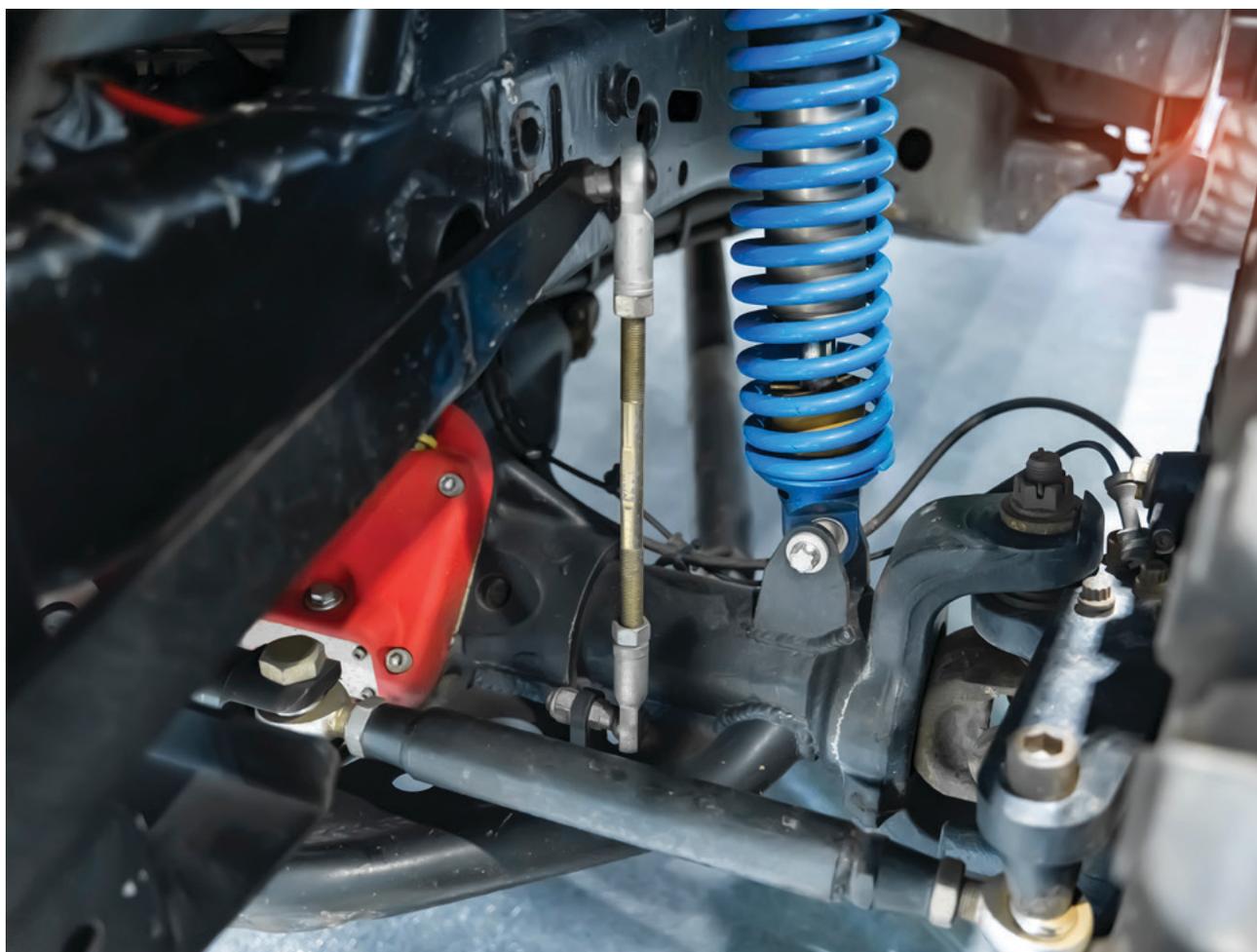
While Metair's dividend policy is to pay dividends that are covered by earnings (dividend cover) between two and four times, the company's current financial position does not support the declaration of dividends for the 2025 financial year.

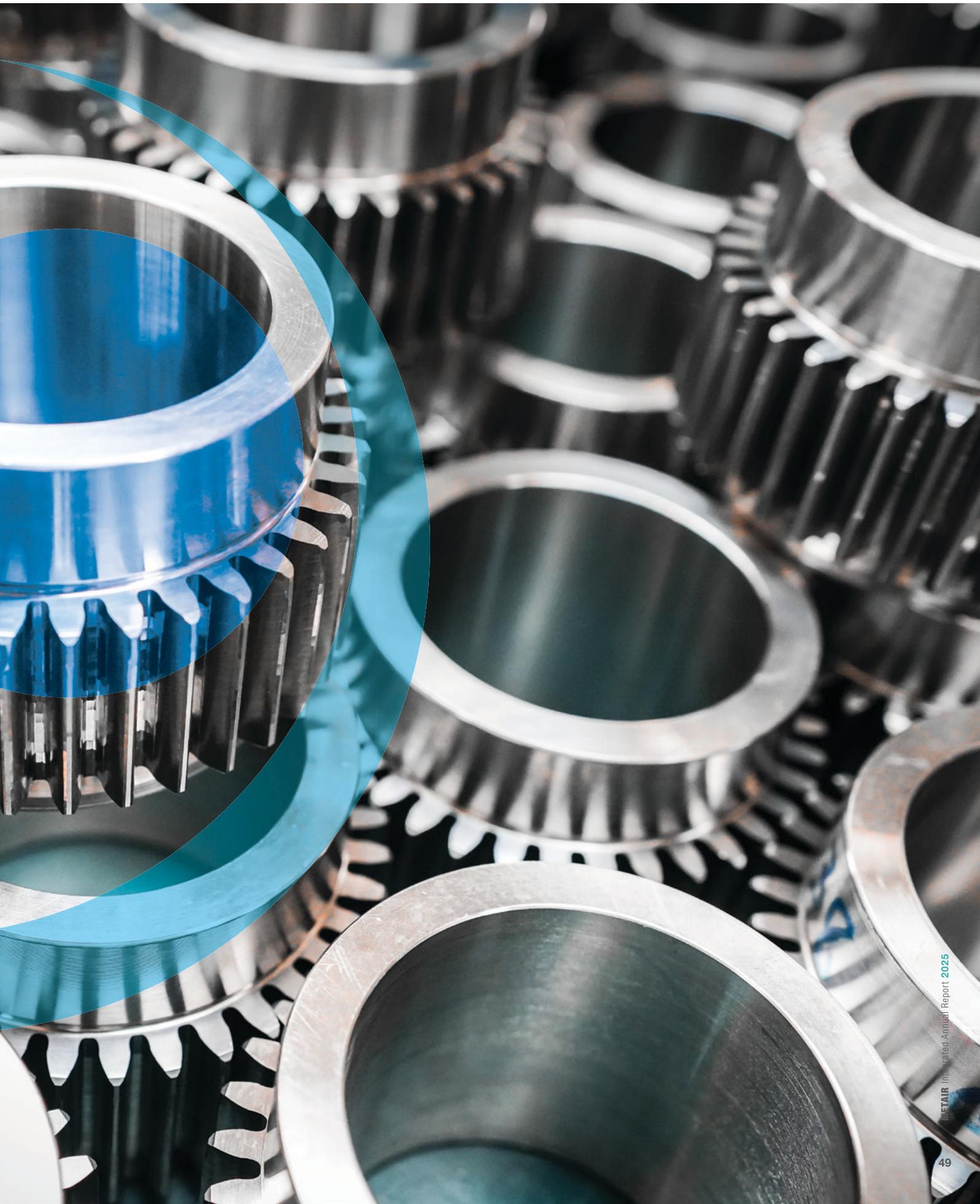
### LOOKING AHEAD

In the year ahead, our financial focus remains on growing revenues and realising cost efficiencies to support earnings and free cash flow generation. Ensuring that we continue to meet our covenants is an ongoing priority and we will be planning for the debt repayments that fall due in 2027. We will also emphasise reducing working capital and improving ROIC across the group.



**A Walker**  
Chief Financial Officer





# Financial performance

	2025 R'000	2024 R'000	2023 R'000	2022 R'000	2021 R'000
Revenue	17 868 275	11 376 129	12 055 648	9 088 453	8 714 013
(Loss)/profit before taxation	(126 116)	454 419	204 731	115 801	390 401
Impairment charges/(reversals)	6 988	80 766	180 923	(4 247)	10 903
Interest expense	611 966	344 731	303 546	171 598	106 402
Preference dividend	–	65 617	65 569	47 466	41 658
(Loss)/profit attributable to ordinary shareholders	(451 915)	(4 164 431)	95 535	(40 385)	674 791
Total equity	2 260 949	2 797 040	5 532 876	5 197 495	3 874 354
Interest-bearing debt	5 116 806	3 514 740	3 397 618	3 557 367	2 289 422
Property, plant and equipment	3 571 425	2 703 344	4 078 258	3 770 774	2 636 978
Current assets	7 046 274	5 567 421	7 241 801	7 491 543	5 536 218
Total assets	12 580 989	9 678 983	13 109 273	12 832 400	9 075 419
Number of shares in issue	198 986	198 986	198 986	198 986	198 986
Weighted average number of shares in issue	194 567	194 094	193 770	193 483	192 715
Net asset value per share (cents)*	1 135	1 388	2 790	2 615	1 946
Basic (loss)/earnings per share (cents)	(232)	(2 146)	49	(21)	350
Headline (loss)/earnings per share (cents)	(67)	(203)	135	(17)	354
Dividend per share (cents) declared and paid	Nil	Nil	Nil	90	75
Dividend cover (times) (calculated on headline earnings on prior year)	N/A	N/A	N/A	3.9	2.0
Net profit/(loss) as a % of average total shareholders' funds (ROE)	(0.2)	(1.1)	1	(1)	6
Total shareholders' funds as a % of total assets	17.5	27.9	42.2	39.7	42.7
Interest cover (times)	1	2	2	3	5
Staff complement	13 818***	13 395**	5 234	4 998	4 684

\* Calculated on ordinary shareholders equity and number of shares in issue excluding treasury shares.

\*\* Prior years restated to include Hesto and AutoZone (2024).

\*\*\* Including Rombat.

# ESG performance summary



This year, Metair produced its first standalone sustainability report which provides additional information about the group's sustainability approach and performance, in line with evolving reporting requirements. In addition, Rombat issued its report in compliance with EU CSRD requirements.

Metair made significant progress in 2025 towards maturing its sustainability strategy in support of the reset and growth strategy. This included a process to re-establish and prioritise the group's most material ESG-related matters, aligning ESG KPI reporting with this priority, documenting the key controls in place for ESG KPI reporting, identifying gaps in reporting to the requirements of IFRS S1 and S2 and commencing our decarbonisation journey.

## HIGHLIGHTS 2025 (SOUTH AFRICAN OPERATIONS):

### Climate and energy



- Climate resilience plans and financial **assessments were updated** for all subsidiaries.
- Meaningful progress was made towards concluding **rooftop solar power purchase agreements** which will reduce energy costs and Scope 2 carbon emissions.
- We are negotiating **sustainability-linked loans** that will recognise continued improvement in our sustainability performance through reduced funding costs.
- **Scope 1 and 2 emissions** per person hour worked **decreased by 5.4%** year on year.
- We designed a **standard operating procedure to report Scope 3 emissions**.
- **Electricity consumption** per person hour worked **decreased by 6.9%** compared to our target of a 2% reduction.
- **Retained a B CDP score**, placing Metair above the average for its peers.

### Health and safety



- **No work-related fatalities in 2025.**
- **LTIFR increased** from 0.11 in 2024 to 0.35 in 2025, but remains below our benchmark of 1.0.
- The number of active cases of elevated lead under management at First Battery **decreased to 74** in 2025 (2024: 80). No lost time was reported due to lead exposure.
- **Rolled out a new employee wellness programme**, providing support for physical, social, career, financial, mental and emotional wellbeing.

### Corporate social investment



- Support for corporate **social investment initiatives was R8.1 million** for the year (2024: R11.3 million).

### Water and waste



- **We implemented water efficiency measures**, including rainwater harvesting, process water recycling, ongoing leak monitoring, optimising effluent plants and installing reverse osmosis plants at some operations.
- **Water consumption** per person hour worked **increased by 12.2%** year on year compared to our target of a 2% reduction.
- Ongoing focus on reducing scrap in manufacturing processes. **Average scrap** as a percentage of raw materials purchased **decreased to 2.5%** in 2025 (2024: 3.5%).
- Total **non-hazardous waste to landfill decreased to 2 182 tonnes** (2024: 2 528 tonnes).

### Human capital



- Ongoing **restructurings to optimise headcount** and improve operational resilience.
- **Implementing a shared-service model** to unlock efficiencies and entrench group standards and practices.
- **Culture interventions** included an ethics risk assessment and a culture change workshop with Managing Directors of all subsidiaries, which is being cascaded down into operations.
- **A leadership alignment session** with exco and all business Managing Directors, during which a Leadership Charter was developed and signed by all senior leaders.
- The group **invested R48.7 million in skills development initiatives** (2024: R34.6 million).
- **728 bursaries and 83 apprenticeships** supported (2024: 331 bursaries and 44 apprenticeships).
- **HDSA** in top and senior management decreased to 44% and 62% respectively (2024: 53% and 67% respectively).
- The group **maintained its Level 1 B-BBEE score** (2024: Level 1).

05

# GOVERNANCE

## GOVERNANCE OVERVIEW

The board of Metair Investments Limited remains committed to the principles of ethical leadership, accountability, transparency and effective control, recognising governance as a critical enabler of sustainable value creation over the long term.

2025 was characterised by heightened governance intensity. The board was required to engage more frequently and more deeply than in prior years, reflecting a combination of strategic, financial and organisational matters that needed timely oversight and considered judgement. In response, the board exercised its responsibilities with a strong focus on stewardship, risk awareness and stakeholder confidence.

The board held 12 meetings during 2025, an increase from eight meetings in 2024. The increased cadence of board and special meetings during the year reflected the nature of matters under consideration rather than any deviation from established governance processes. Governance structures, delegation frameworks and committee oversight mechanisms were actively utilised to ensure that material decisions were informed, robustly interrogated and aligned to the group’s strategic objectives.

Throughout the year, the board remained mindful of its responsibility to balance short-term pressures with long-term sustainability, ensuring that decisions taken during 2025 supported the resilience, integrity and future positioning of the group.

Metair’s application of the King IV™ Report on Corporate Governance™ for South Africa, 2016 (King IV™) principles and the adoption of the various recommendations set out in King IV™ are outlined in the King IV™ application register which is available on <https://www.metair.co.za/wp-content/uploads/2025/Metair-King-KingIV-Register-2025.pdf>

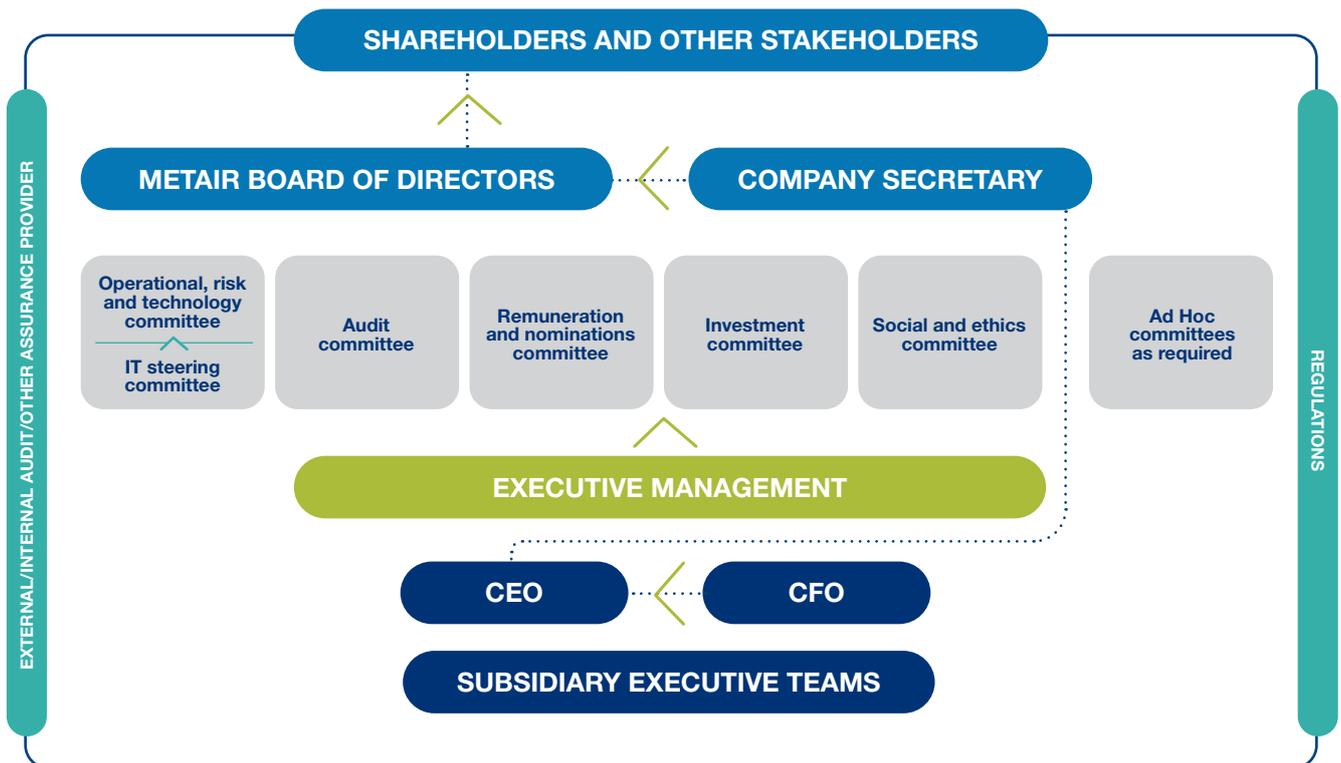
The board’s duties and responsibilities are derived from:

- The Companies Act, 71 of 2008 (the Companies Act)
- JSE Listings Requirements (JSE Listings Requirements)
- The company’s memorandum of incorporation
- South African common law

## GOVERNANCE MODEL

The group’s governance model provides the framework through which authority, accountability and oversight are exercised across the organisation. It is designed to support effective decision-making, appropriate delegation and clear reporting lines, while maintaining the board’s ultimate accountability for the governance of the group.

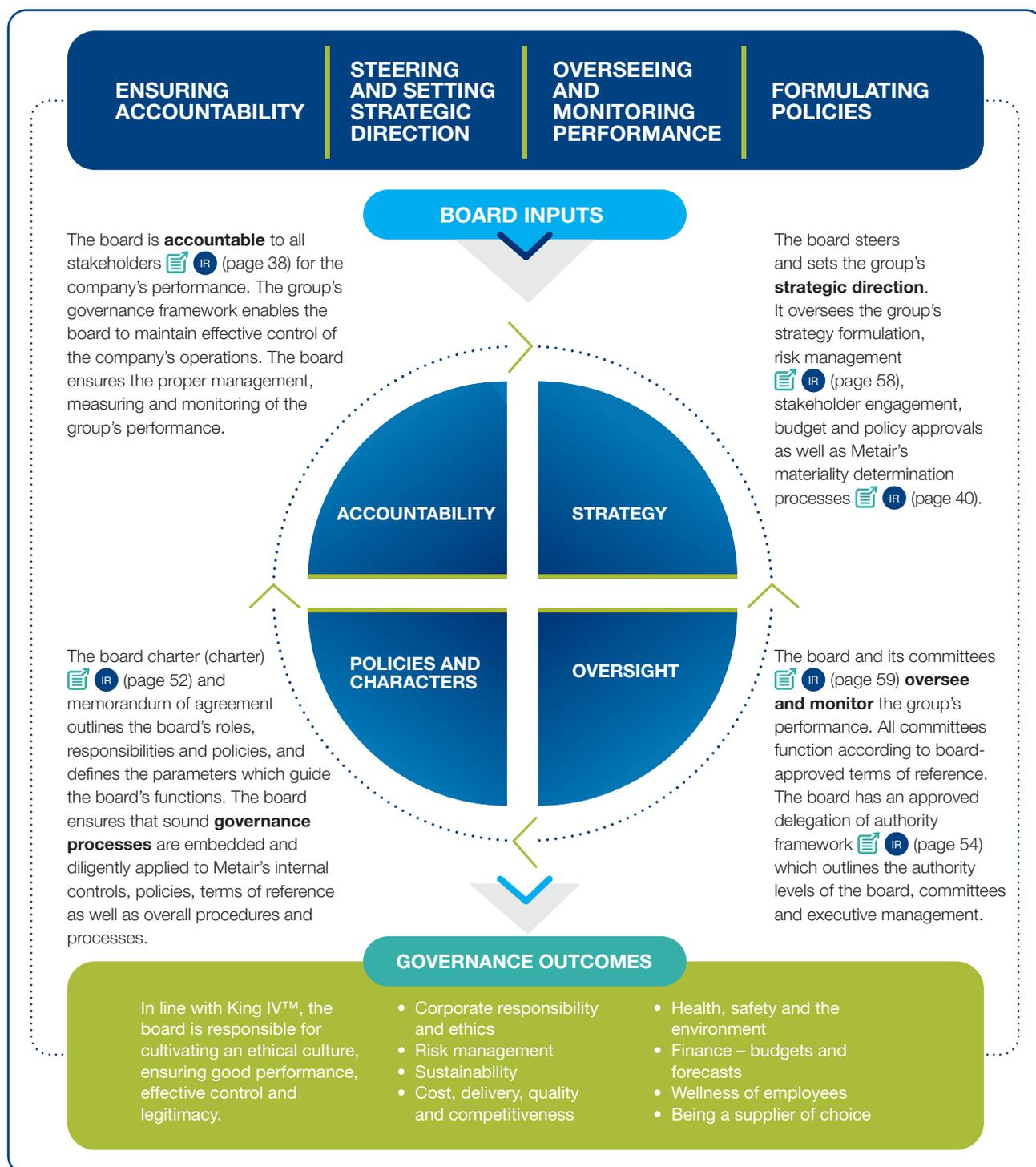
The board sits at the apex of the governance model and is responsible for setting strategic direction, overseeing performance, ensuring ethical leadership and maintaining effective control. The board is supported by a number of formally constituted committees, each operating under an approved mandate that defines its role, authority and responsibilities.



Executive management is responsible for the execution of strategy and the day-to-day management of the group, operating within the parameters set by the board and the delegation of authority framework. Management provides regular, structured reporting to the board and its committees, enabling informed oversight and constructive challenge.

The governance model is underpinned by policies, frameworks and assurance mechanisms that promote consistency, accountability and compliance across the group.

The board is collectively responsible for its primary governance roles:



## Governance continued

### DELEGATED AUTHORITY

Metair's governance model reinforces the board's role as the primary custodian of corporate governance and ensures that the group is effectively governed. Metair's delegation of authority outlines the authority levels of the board, committees and executive management. The delegation of authority enables the board to retain effective control and well-informed oversight of the company.

The board is the custodian of good corporate governance in the group and is supported by five board sub-committees.

### EFFECTIVE CONTROL

Effective control means ensuring the correct structure and composition of the board and requisite committees and ensuring that reporting structures are adhered to. This includes appointing board and committee members with the relevant knowledge, skills, experience, diversity and independence to discharge their governance role and responsibilities effectively and objectively. It also includes the approval of the board and committee charters and terms of reference to govern it.

More information about the directors is shown on  page 22.

As at 31 December 2025, the board comprised nine directors. In terms of the memorandum of incorporation (MOI), the board shall consist of a minimum of five directors and a maximum of 15 directors, depending on the proper constitution of the board and all committees. No employees apart from the executive directors are deemed to be prescribed officers.

Management responsibility and board oversight responsibilities and accountability requirements are maintained and enabled through the group governance framework.

The board operates within a policy of clear division of responsibilities to ensure balance of power and authority. The board is led by an independent non-executive chair. The leadership structure distinctly separates the roles of the chair and the CEO. This structure, together with the board charter, ensures that the appropriate balance of power and authority is in place and that no single person has unfettered decision-making powers.

### KEY BOARD DECISIONS AND GOVERNANCE FOCUS IN 2025

During 2025, the board considered and approved a range of material matters that were central to the stewardship of the group. These decisions were taken within the context of the group's strategic objectives, financial position and risk profile, and were informed by detailed analysis, management input and committee recommendations where applicable.

**In 2025 the board's key decisions and resolutions were:****20 January 2025**

Considered options for Rombat. Reviewed EU Competition Commission matter and parent liability considerations.

**7 February 2025**

Considered strategic and funding matters for the group.

**25 February 2025**

Reviewed and approved the revised group funding structure.

**25 March 2025**

Approved annual financial statements for 2024. Reviewed 2024 performance and considered 2025 strategic priorities.

**30 June 2025**

Mr Jogia ceased to be a director of Metair.

**1 July 2025**

Appointed Mr A Walker to the board.

**22 July 2025**

Reviewed mid-year performance and strategic matters.

**9 September 2025**

Approved interim results for H1 2025. Reviewed operational performance across subsidiaries and capital allocation matters.

**10 October 2025**

Appointed Mr G Ashford as independent non-executive director. Noted resignation of Mr B Mawasha as independent non-executive director.

**4 December 2025**

Considered possible fine to be issued by the EU Competition Commission with regard to Rombat S.A in December and approved management's approach to the matter.

**15 December 2025**

Noted the SENS announcement as published on 15 December 2025 regarding the ruling of the EU Competition Commission and the imposition of a fine on Rombat S.A.

**Key decision areas during the year included:****Strategic and capital matters**

The board devoted significant attention to matters relating to strategy, capital allocation and investment oversight. The board considered options for the Rombat EU Competition Commission matter including parent liability considerations.

**Financial oversight and funding**

The board exercised close oversight over the group's financial position, funding arrangements and liquidity considerations. The board monitored the balance sheet and debt restructuring process, including covenant levels. Capital expenditure remained below forecast and approved budget levels, reflecting active board oversight of capital allocation and expenditure discipline. Decisions were taken with due regard to prevailing market conditions and the need to maintain financial resilience. Covenant levels at year end were achieved.

**Organisational and governance matters**

The board considered matters relating to leadership stability, governance structures and oversight effectiveness. The board oversaw changes to board composition, including the appointment of Mr G Ashford and Mr A Walker and the resignations of Mr B Mawasha and Mr A Jogia. The board established a separate operations, risk and technology committee with effect from 10 June 2025 and consequently constituted a stand-alone audit committee (previously the audit and risk committee). In doing so, the board remained focused on ensuring continuity, accountability and appropriate succession planning.

**Risk and assurance risk**

Considerations were integral to board deliberations during 2025. The board ensured that material risks were appropriately identified, assessed and managed, drawing on committee oversight and assurance mechanisms to support decision-making. Excluding the Competition Commission risk, the group's top financial risks did not exceed the board-approved risk tolerance.

In addition to the above key decisions, the board approved the 2025 capital expenditure budget and the annual insurance renewal, reflecting a reduction in insurance costs. The board also approved the completion of certain strategic transactions.

# Governance continued

## DIVERSITY

The board recognises that diversity contributes to improved decision-making, broader perspectives and enhanced governance outcomes. Diversity considerations include, among others, gender, race, skills, experience and background.

Metair has a formally approved policy to encourage broader diversity at board level, dealing with the promotion of the diversity attributes of gender, race, culture, age, field of knowledge, skills and experience and which is available on the company’s website at <https://www.metair.co.za/wp-content/uploads/2025/04/Metair-Group-Human-Rights-Policy.pdf>. The policy addresses the historical gender and racial imbalances at board level when appointing new directors. The policy prescribes that the board should comprise one-third female board members and one-third black (as defined in the B-BBEE Act, No. 53 of 2003) board members, wherever possible.

As at 2025 year-end, the board reflected 50% Black female representation, a level that exceeds prevailing international benchmarks and exceeds average diversity policy targets. The board considers this a strength and remains committed to maintaining an appropriate balance of diversity as part of its succession planning and board renewal processes.

The diversity of age, culture, gender, knowledge, skills, experience, education and independence of the board ensures that the board is appropriately equipped to navigate Metair’s operating context. The board considers the composition of its gender and racial diversity targets when new directors are appointed and is satisfied that the composition of the board is aligned to the broader diversity policy.

## ETHICS AND CODE OF CONDUCT

The board exercises oversight of ethics and integrity through approved policies, regular reporting and independent mechanisms. Metair’s code of ethics (the code) is available on [www.metair.co.za](http://www.metair.co.za). The code guides Metair to operate with unity, harmony, equality and respect for human dignity. The code aims to guide all stakeholders to act and conduct themselves with integrity. This assists in mitigating unethical conduct, fraud and corruption. The code encourages all employees to be exemplary custodians in their areas of responsibility, wherever they go.

During the year:

- The code of ethics was reviewed and updated. The code guides Metair to operate with unity, harmony, equality and respect for human dignity. The code aims to guide all stakeholders to act and conduct themselves with integrity. This assists in mitigating unethical conduct, fraud and corruption. The code encourages all employees to be exemplary custodians in their areas of responsibility, wherever they go.

- The code has been rolled out to all subsidiaries and is applicable to all employees (including contractors and temporary employees). The code is included in employee appointment letters and all employees undergo an induction process to familiarise themselves with the code.
- Training, awareness programmes and ethics initiatives were held during the year to enhance the company’s ethics management.
- An ethics culture survey was conducted, with 1 634 participants and an overall culture score of 64%.

Metair has an independent anonymous whistleblowing programme managed through Deloitte’s fraud tipoff line that operates 24 hours a day, 365 days a year. Whistleblowing awareness takes place through various communiques and reminders which are sent to all employees in the group during the year.

All employees across the group are encouraged to report any unethical transgressions or conduct without fear of being victimised. The Protected Disclosures Act No. 26 of 2000 ensures that those individuals who speak up against unethical or illegal behaviour will be protected. All tipoffs received are investigated and resolved within a reasonable time. Feedback is provided to the whistle-blower on actions taken and outcomes of the report. No issues of fraud and/or corruption were identified during the year.

69 tip-offs reported during 2025, all of which were investigated and addressed in accordance with established processes. The increased number of reports is due to the addition of AutoZone.

## WHISTLEBLOWING STATISTICS:

Reports/Tipoffs Received	2025	2024	2023	2022	2021
	69	51	44	36	30

Culture-related matters were monitored through committee oversight.

## CONFLICTS OF INTEREST

Board members are required to regularly declare any shareholding and any interest they might have in transactions with the group. Metair board members are also required to declare any conflict of interest in respect of any matters on the agenda at board or committee meetings.

No material or unresolved conflicts of interest were identified during the year and directors complied with ongoing declarations of interest requirements. No board members were identified as politically exposed persons in 2025.

## HUMAN RIGHTS

The board recognises the importance of respecting human rights in the conduct of the company's activities and in its relationships with employees, customers, suppliers and communities. Oversight of matters relating to ethical conduct, labour practices and responsible corporate citizenship, including human rights considerations, is exercised through the social and ethics committee and supported by the company's code of ethics, policies and reporting mechanisms.

The social and ethics committee oversees human rights. This entails monitoring that the company's activities are in accordance with the human rights provisions in Romania, as well as with the Constitution of the Republic of South Africa (including the Bill of Rights), any relevant legislation, other legal requirements or prevailing codes of best practice, and the company's own code of ethics and policies. The company supports and respects the protection of internationally proclaimed human rights. The company is not complicit in human rights abuses.

During 2025, the committee considered human rights at a governance level, including alignment with applicable laws, standards and policies, and was satisfied that appropriate oversight mechanisms were in place.

## CORPORATE SOCIAL INVESTMENT (CSI) AND COMMUNITY IMPACT

The board, supported by the social and ethics committee and management, recognises the group's social and moral commitments to society. Metair's approach to corporate social responsibility is based on the concept of custodianship and is reinforced by the code, which entrenches the group's corporate citizenship and ethical leadership policies. The board is committed to responsible corporate citizenship. The group contributes to the attainment of the UN SDGs.

The board oversaw the group's CSI and community engagement activities. These initiatives are aimed at contributing positively to the communities in which the group operates and aligning social investment with broader corporate citizenship objectives.

During 2025, the committee reviewed CSI activities and considered their alignment with the group's values and stakeholder expectations. CSI projects are discussed in the sustainability report.

## LABOUR AND EMPLOYMENT PRACTICES

The board exercised oversight of labour and employment practices through its governance structures, including consideration of matters relating to fair labour practices and workplace conduct. Reports and information relating to employment practices were considered at committee level, and the board was satisfied that the oversight arrangements in place supported responsible employment practices during the year.

The board recognises that fair and responsible labour and employment practices contribute to an ethical culture and responsible corporate citizenship, consistent with the outcomes-based principles of King IV™, and aligned with the objectives of the United Nations Sustainable Development Goal 8, which promotes decent work and inclusive economic growth.

## DEALING IN SECURITIES AND INSIDER TRADING

Metair adheres to the Insider Trading Act No. 135 of 1998, which prohibits individuals from trading in any shares/ securities when in possession of non-public material information. No employee, officer or director may trade directly or indirectly in the shares of the company during a closed period or a prohibited period. Closed periods are imposed from 1 January and 1 July of each year until the publication of the respective financial results. Where appropriate, a prohibited period is also imposed on certain employees during periods when they are in possession of undisclosed price-sensitive information.

The group also discloses all director dealings in securities in accordance with the JSE Listings Requirements. Metair executive directors participated in the Metair Investments Limited 2009 Share Plan during the year. Refer to the Remuneration Report for more information on the share plan.

## Governance continued

### BOARD INDEPENDENCE

The board comprises executive directors and independent non-executive directors. All non-executive directors, except Ms Mkhondo, are assessed by the board to be independent, having regard to applicable independence criteria and the substance of their relationships and conduct.

The board confirmed the independence of the non-executive directors. None of the Metair non-executive directors have served on the Metair board for nine years or longer, barring Ms Mgoduso who was appointed on 1 March 2016 and has thus served for more than nine years. Based on an annual assessment, the board concluded that the director exercises objective judgement and that there is no interest, position or association or relationship which, when judged from the perspective of a reasonable and informed third party, is likely to influence unduly or cause bias in decision making and Ms Mgoduso will therefore continue to serve as independent non-executive director.

The board is satisfied that its composition enables it to exercise objective judgement and effective oversight over management and the group's affairs. Independence is considered not only in form but in practice, with directors expected to demonstrate independence of thought and constructive challenge.

### RISK GOVERNANCE, ASSURANCE AND PROFESSIONAL ADVICE

The board is responsible for the governance of risk and ensures that risk considerations are integrated into decision-making. Risk oversight is supported through management controls, committee oversight and assurance processes.

A combined assurance approach is applied, incorporating management assurance, oversight by specialist functions and independent external assurance where appropriate. No material internal control failures were escalated to the board during 2025. To enhance the control environment, Metair initiated a project to document all internal control financial reporting, IT general controls and sustainability reporting RACMs across all our operations.

The development of these matrices is aimed at understanding our financial and sustainability reporting risk and control landscape and defining the IT general controls within the ERP systems that underpin our operations.

These matrices were audited by assurance providers for both design and operational effectiveness to ensure that reliance can be placed on defined controls.

Opportunities for process improvement and effective risk management identified through this project are being reviewed by management. This project has paved the way for effective combined assurance.

Metair has mechanisms in place to obtain independent professional advice on matters within the scope of any director's duties at the company's cost.

Where required, the board and its committees obtained independent professional advice to support informed decision-making, in accordance with approved governance frameworks, including legal, remuneration and assurance inputs.

### BOARD MEETINGS AND ATTENDANCE

The board met regularly during the year, including additional special and ad hoc meetings convened where matters required focused oversight. The board held 12 meetings during 2025, an increase from 8 meetings in 2024, reflecting the heightened governance requirements of the year.

Board and sub-committee calendars and workplans are compiled annually in advance with all meeting dates to ensure alignment with all board members. Board and committee self-evaluations are performed annually, and external facilitated evaluations are undertaken on an *ad hoc* basis as required.

A formal executive management committee (exco) is in place whereby the risks and performance of the group and subsidiaries are formally reviewed and assessed. The members of the exco consist of: CEO, CFO, COO, HR executive and the company secretary. The exco is supported by a monthly performance review with the MDs of each subsidiary by the CEO and the exco. In addition, monthly subsidiary executive meetings are in place to discuss the performance of each subsidiary. Various exco members attend these meetings.

Director attendance at board and committee meetings during the year (including the changes which took place during the year) are shown in the table below:

	Board	Audit committee	Social and ethics committee	Remuneration and nominations committee	Investment committee	Operations, Risk and Technology committee	Overall attendance <sup>#</sup>
<b>Number of meetings</b>	12	5	4	7	6	2	100%
TN Mgoduso	12			7			100%
B Mawasha*	10 <sup>A</sup>	4				1	95%
PS O'Flaherty	12		4				100%
G Ashford****	2				2	0 <sup>A</sup>	100%
A Jogia**	6				3		100%
NL Mkhondo	12			7	6		100%
MH Muell	12	1	4	7		2	100%
N Ketwa*****	9 <sup>A</sup>	5			6		87%
AK Sithebe	12	5	4			2	100%
PH Giliam	11 <sup>A</sup>			7	6	2	96%
A Walker***	6				3		100%
<b>Overall director attendance<sup>#</sup></b>	96%	100%	100%	100%	100%	88%	

<sup>#</sup> Attendance percentage calculated on board attendance during the tenure of appointment. Executive directors are invited to attend all committee meetings.

<sup>A</sup> Apologies tendered

\* Mr B Mawasha resigned effective 10 October 2025

\*\* Mr A Jogia resigned effective 30 June 2025

\*\*\* Mr A Walker was appointed on 1 July 2025

\*\*\*\* Mr G Ashford was appointed effective 10 October 2025

\*\*\*\*\* Ms N Medupe changed her surname to Ketwa during the year.

## BOARD COMMITTEES

The board has established committees to assist it in discharging its responsibilities and to enhance the effectiveness of governance and oversight. Each committee operates in terms of a formal mandate approved by the board, which sets out its authority, responsibilities and reporting obligations. Committee mandates are reviewed periodically to ensure continued alignment with legislative requirements, governance standards and the needs of the group.

All committees function according to their board-approved terms of reference or charters which are available on the company's website at [www.metair.co.za](http://www.metair.co.za). The terms of reference or charters are reviewed annually and effectively delegated in respect of certain of the board's responsibilities. The board monitors these responsibilities to ensure effective oversight and control of the group's operations.

The board retains ultimate responsibility for matters delegated to committees. Committees make recommendations to the board and report to the board after each meeting on matters within their respective mandates.

All committees confirmed that they are satisfied that they appropriately fulfilled their responsibilities in line with their terms of reference or charters during 2025. The chairpersons of all committees reported to the board after each meeting.

The committees are appropriately constituted to promote independent judgement and to assist with the balance of power. The board appoints the members of the committees and ensures the correct composition except for the audit committee members, who are nominated by the board and elected by shareholders. Executive directors, management and external advisors attend committee meetings by invitation except for the social and ethics committee where the CEO is a member and the investment committee where the CFO is a member.

Committee membership is structured to ensure an appropriate balance of skills, experience and independence. Executive management attends committee meetings by invitation, where appropriate, to provide information and support informed decision-making.

The composition of the committees in the sections that follow are as at 31 December 2025.

## Governance continued

### AUDIT COMMITTEE

The audit committee is constituted as a statutory committee of Metair in respect of its statutory duties in terms of section 94(7) of the Companies Act, the JSE Listings Requirements and in line with the recommendations of King IV™ as a committee of the board in respect of all other duties assigned to it by the board, including those normally performed by an audit committee.

The audit committee assists the board in fulfilling its responsibilities relating to financial reporting, internal control, risk management and assurance. The committee operates in terms of a formal mandate and discharges its duties in accordance with applicable statutory requirements and governance standards.

The committee has an independent role and is accountable to the board and shareholders. The primary objective of the committee is to assist the board to fulfil its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, the risk management process, combined assurance and the group's process for monitoring compliance with laws, regulations and the code of conduct.

**The committee's responsibilities include, *inter alia*:**

- Overseeing the integrity of the group's financial reporting
- Reviewing the effectiveness of internal financial controls
- Considering the adequacy and effectiveness of assurance arrangements
- Overseeing the relationship with the external auditor and internal audit

The committee also sets the policy for the provision of non-audit services. Non-audit services are reviewed and approved at each audit committee meeting.

The committee does not assume the functions of management, which remain the responsibility of the executive directors, officers and other members of senior management.

The committee provides an independent forum through which financial, risk and assurance matters are reviewed and challenged before being submitted to the board for consideration and approval.

The committee reports to the board after each meeting and provides the board with assurance regarding the integrity of financial reporting and the effectiveness of controls. The committee engages with management, internal audit and the external auditor as part of its oversight role.

The board relies on the committee's work in satisfying itself that appropriate systems of control, assurance and risk oversight are in place and operating effectively.

The audit committee report, as required in terms of section 94(7)(f) of the Companies Act, is set out in the annual financial statements.

### COMMITTEE COMPOSITION AND TENURE

Member	Role	Appointment date	Tenure
<b>N Ketwa</b>	Chairperson	13 June 2023	Less than three years
<b>AK Sithebe</b>	Member	1 Jan 2021	More than five years
<b>MH Muell</b>	Member	10 October 2025	Less than three years

Committee member tenure is based on appointment dates.

Attendees by invitation	Changes during the year	Number of meetings
CEO	Mr B Mawasha resigned from the board and committee effective 10 October 2025.	The committee held four meetings during 2025 (2024: six meetings).
CFO		
External audit representatives (Ernst & Young)		
Internal audit representatives (KPMG Services)		

## 2025 FEEDBACK ON FOCUS AREAS

During 2025, the committee reviewed interim and annual financial information prior to submission to the board and was satisfied with the quality, completeness and integrity of financial disclosures. The committee reviewed and recommended approval of the annual financial statements for 2024 and the interim results for H1 2025.

The committee continued to oversee the effectiveness of internal financial controls and assurance arrangements, considering reports from management, internal audit and the external auditor. Risk management remained integral to the committee's work, with key risks and mitigation measures reviewed and escalated to the board where appropriate.

The committee monitored the group's principal financial risk exposures during the year and noted that aggregate risk levels exceeded the board-approved risk tolerance. A regulatory matter relating to the European Union Competition Commission represented the most significant portion of the exposure, while other material risks included volatility in original equipment manufacturer volumes and adverse manufacturing variances within a battery business. These matters were subject to ongoing oversight and escalation to the board where appropriate.

The committee reviewed internal control findings from KPMG, which identified "Requires Improvement" matters. These findings were logged for tracking and remediation.

The committee monitored the cybersecurity maturity assessment, which revealed group-wide scores of one to two out of five, below the target of three. A prioritised remediation plan is being tracked.

The committee exercised oversight over the balance sheet and debt restructuring process, including covenant levels, and monitored the group's financial resilience and liquidity position throughout the year.

The committee tracked the closure of internal audit findings, with particular focus on six remaining findings from a 2021 audit at First Battery, which are targeted for closure by December 2025. The 2025 internal audit plan was largely in progress or complete.

## 2026 FOCUS AREAS

- Enhanced oversight of financial resilience and liquidity
- Ongoing evaluation of assurance effectiveness
- Maintain focus on financial reporting and other internal control risks
- Elevate AutoZone control environment to Metair standards

## Governance continued

### REMUNERATION AND NOMINATIONS COMMITTEE

The remuneration and nominations committee operates and reports in accordance with principle 14 of King IV™ and includes reporting on executive and non-executive director compensation. The committee also oversees the appointment of executive and non-executive directors to the board, ensures succession planning at board level, reviews the structure, size and composition of the board and its committees, and evaluates the performance of the board, its committees, its chair and its individual members.

The remuneration and nominations committee assists the board in fulfilling its responsibilities relating to remuneration governance, board composition, succession planning and leadership continuity.

#### The committee's responsibilities include:

- Overseeing remuneration policy and implementation
- Ensuring alignment between remuneration outcomes and performance
- Considering board and executive succession planning
- Reviewing board composition and skills requirements

The committee makes recommendations to the board on remuneration matters and nominations, and reports to the board after each meeting. The board considers these recommendations in the context of its overall governance responsibilities and stakeholder expectations.

For more details refer to the remuneration report. The report includes a background statement, remuneration policy and implementation report.

### COMMITTEE COMPOSITION AND TENURE

Member	Role	Appointment date	Tenure
NL Mkhondo	Chairperson	2 August 2022	Three to five years
TN Mgoduso	Member	1 March 2016	More than nine years *
MH Muell	Member	17 February 2020	More than five years
PH Giliam	Member	2 August 2022	Three to five years

Committee member tenure is based on board appointment dates.

\* Ms Mgoduso was appointed on 1 March 2016 and has thus served for more than nine years. She will continue to serve in an independent capacity as the board concluded in an annual assessment that she exercises objective judgement and that there is no interest, position or association or relationship which, when judged from the perspective of a reasonable and informed third party, is likely to influence her unduly or cause bias in decision making.

Attendees by invitation	Changes during the year	Number of meetings
CEO	There were no changes to committee membership during 2025.	The committee held five meetings during 2025, compared to eight meetings in 2024.
CFO		
HR executive		

## 2025 FEEDBACK ON FOCUS AREAS

During 2025, the committee exercised oversight of remuneration outcomes, including consideration of advisory voting outcomes at the annual general meeting. At the AGM held on 7 May 2025 (2025 AGM), shareholders cast non-binding advisory votes on the remuneration policy (86.66% support) and remuneration implementation report (83.60% support).

The voting outcomes at the 2025 AGM did not necessitate formal shareholder engagement in terms of King IV™ and the JSE Listings Requirements. However, shareholder engagement remains an important element of the committee's ongoing responsibilities and is critical to ensuring alignment between remuneration outcomes and Metair's long-term performance and strategy. The committee continues to engage proactively with shareholders to understand their perspectives, address concerns at an early stage and promote transparency, with the objective of reinforcing stakeholder confidence and trust.

Board composition and succession planning were considered during the year, with oversight of changes to board membership and leadership structures to ensure continuity and effective governance. The committee oversaw:

- The appointment of Mr G Ashford as independent non-executive director effective 10 October 2025
- The appointment of Mr A Walker to the board effective 1 July 2025
- The resignation of Mr B Mawasha as independent non-executive director effective 10 October 2025
- The resignation of Mr A Jorgia as CFO and executive director effective 30 June 2025
- The committee reviewed board composition and skills requirements and was satisfied that the board retained an appropriate balance of skills, experience and independence following these changes
- The committee continued its work on reviewing the complete remuneration philosophy, strategy, short- and long-term incentives. This work remained in progress at year-end
- The committee continued to focus on capacitating Metair head office and monitoring HR strategy implementation. Leadership capacity and capability requirements were reviewed as part of succession planning activities

## 2026 FOCUS AREAS

- Enhance shareholder engagement on remuneration matters
- Continued focus on board and executive succession planning
- Focus on leadership capacity and capability
- Finalise the complete remuneration philosophy, strategy, short- and long-term incentives
- Drive succession planning across the group

## Governance continued

### INVESTMENT COMMITTEE

The investment committee analyses investment opportunities presented by executive management. Once the opportunities are approved by the committee, they are submitted to the board for final approval.

The investment committee assists the board in overseeing capital allocation, investments, acquisitions, disposals and other strategic transactions. The committee operates in terms of an approved mandate and provides an additional layer of oversight in respect of material investment and funding decisions.

The committee aims to optimise capital allocation in a manner which sustainably creates and optimises stakeholder value. The committee weighs and evaluates capital proposals required for operational capital, strategic capital and shareholder capital, and includes the review of overall capital levels, individual capital projects, investment and divestment opportunities, as well as financing proposals by applying specific, detailed investment criteria.

The committee also focuses on post investment review documents to track performance on previously approved investments.

The committee considers investment and funding proposals and makes recommendations to the board. The board retains ultimate authority for approving material transactions and capital allocation decisions.

The committee does not assume the functions of management, which remain the responsibility of the executive directors and other members of senior management. In the execution of their duties, committee members must apply the standards of conduct of directors as set out in section 76 of the Companies Act, and directors' personal financial interests as set out in section 75 of the Companies Act.

### COMMITTEE COMPOSITION AND TENURE

Member	Role	Appointment date	Tenure
<b>G Ashford</b>	Chairperson	10 October 2025	Less than three years
<b>N Ketwa</b>	Member	13 September 2023	Less than three years
<b>NL Mkhondo</b>	Member	28 June 2019	Five to nine years
<b>PH Giliam</b>	Member	1 May 2022	Three to five years
<b>A Walker</b>	Member	1 July 2025	Less than three years

Attendees by invitation	Changes during the year	Number of meetings
CEO	<ul style="list-style-type: none"> <li>Mr B Mawasha resigned from the board and committee effective 10 October 2025.</li> <li>Mr G Ashford was appointed to the board and committee effective 10 October 2025 and assumed the role of chairperson of the committee.</li> <li>Mr A Walker was appointed to the committee effective 1 July 2025.</li> </ul>	The committee held four meetings during 2025. This compares to eight meetings in 2024.
Metair COOs		

## 2025 FEEDBACK ON FOCUS AREAS

During 2025, the committee reviewed capital allocation and business case proposals, considering EBITDA, funding implications and execution risk before making recommendations to the board. The committee provided oversight of de-risking opportunities for the group and supported the company restructure initiatives presented by management.

One of the main focuses of the committee was free cash flow and EBITDA performance in the group. The committee also monitored the volume impact on the group.

The committee considered options for Rombat, EU Competition Commission matters, parent liability issues and warranty provisions.

The committee monitored current projects as well as post-investment performance of approved investments and tracked capital deployment against business cases.

The committee reviewed balance sheet and debt restructuring matters, including covenant levels and compliance, and considered funding arrangements and liquidity throughout the year.

The committee approved the 2026 capex budget.

## 2026 FOCUS AREAS

- Monitoring performance of approved investments
- Continued oversight of transaction and funding risk
- Review opportunistic value-adding options as and when they become available to the group
- Continue to oversee the balance sheet and debt restructuring process
- Continue to review de-risking opportunities for the group

## Governance continued

### SOCIAL AND ETHICS COMMITTEE

The social and ethics committee is a statutory committee which is constituted in terms of section 72(4) and (5) of the Companies Act with the duties as per regulation 43(5) of the Companies Regulations. The committee ensures that Metair operates as a responsible citizen and conducts its business in an ethical and properly governed manner.

The social and ethics committee assists the board in overseeing the group's ethical conduct, corporate citizenship, social and economic development, labour and employment practices and stakeholder relationships.

The committee operates in terms of a formal mandate aligned with statutory requirements and governance best practice.

The committee oversees and monitors the group's ethics, quality, human capital, procurement, CSI initiatives and stakeholder relationships. The committee aims to ensure that the internal audit function assesses the ethical culture of the company as well as the adequacy and effectiveness of the group's ethics programme.

The committee reports to the board on matters within its mandate and escalates issues requiring board attention. The board relies on the committee to provide oversight of ethical and social matters that may impact the group's reputation and sustainability.

### COMMITTEE COMPOSITION AND TENURE

Member	Role	Appointment date	Tenure
<b>MH Muell</b>	Chairperson	3 May 2019	Five to nine years
<b>AK Sithebe</b>	Member	29 January 2021	Five to nine years
<b>PS O'Flaherty</b>	Member	1 February 2024	Less than three years

Committee member tenure is based on board appointment dates.

Attendees by invitation	Changes during the year	Number of meetings
Subsidiary Managing Directors	No changes were made to committee membership during 2025.	The committee held four meetings during 2025. This compares to five meetings in 2024.
Metair COOs		
Company secretary (as required)		

## 2025 FEEDBACK ON FOCUS AREAS

During 2025, the committees reviewed matters relating to ethical conduct and social responsibility and was satisfied that appropriate governance processes were in place. Corporate social investment initiatives were considered, and matters requiring board awareness were escalated accordingly.

The committee reviewed the double materiality assessment report, data management framework, findings on the net-zero strategy report, climate risk management and ESG risk management report and IFRS S1 and S2 readiness reports to set the way forward on the Metair sustainability strategy and journey.

The committee reviewed and updated the code of ethics and all other policies relating to the committee during the year. Training and awareness programmes were conducted across the group to enhance ethics management.

The committee monitored the results of the ethics culture survey, which was conducted with 1 634 participants achieving an overall culture score of 64%. The committee was satisfied that the survey provided valuable insights into the ethical culture across the group.

The committee monitored whistleblowing statistics as referred to earlier in the report.

The committee considered human rights at a governance level, monitoring alignment with applicable laws, standards and policies in both Romania and South Africa. The committee was satisfied that appropriate oversight mechanisms were in place and that the company supports and respects internationally proclaimed human rights. The committee confirmed that the company is not complicit in human rights abuses.

The committee reviewed the group stakeholder engagements, corporate social investment activities and community engagement initiatives, considering their alignment with the group's values and stakeholder expectations. The committee monitored the group's contributions to the attainment of the UN SDGs.

The committee exercised oversight of labour and employment practices, including employee wellbeing, fair labour practices and workplace conduct. The group's health and wellness approach was presented. The committee was satisfied that oversight arrangements supported responsible employment practices during the year.

Sustainability RACMs were rolled out and implemented during the year, and gaps identified on assessment will be addressed and audited going forward. Climate change resilience plans for all subsidiaries were discussed.

The committee monitored progress on the sustainability strategy and key strategic initiatives.

## 2026 FOCUS AREAS

Based on matters considered during 2025, the committee identified the following focus areas for 2026:

- Continued oversight of ethical conduct and adherence to the code of ethics
- Ongoing monitoring of social and ethics matters within the committee's statutory remit
- Alignment of climate change resilience plans
- Scope 3 framework
- IFRS S1 and S2 reporting
- Monitor remediation of ESG RACM control gaps
- Enhance sustainability risk reporting
- Aligning AutoZone to Metair's reporting standards

## Governance continued

### OPERATIONS, RISK AND TECHNOLOGY COMMITTEE

The operations, risk and technology committee was established by the board during 2025 to assist the board in discharging its responsibilities for the governance of technology and information as well as the operational risks faced by Metair by developing and approving policies and procedures relating to technology, information and operational risk governance, as well as reporting thereon.

This committee is responsible for the management and oversight of operational and technology (including IT and OT) risks within Metair, particularly focusing on Metair's most urgent risks and opportunities. As such, the responsibility for the maintenance of the ERM framework belongs to this committee.

The committee reports into the audit committee on any operational or technology risks which require the audit committee's attention or action.

The committee operates as a board-established governance structure with delegated oversight responsibilities and does not assume management's operational execution role. The committee provides board-level oversight of operational and technology matters, supported by management-level committees including the IT steering committee, which is chaired by the CEO and handles operational IT decisions.

#### COMMITTEE COMPOSITION AND TENURE

Member	Role	Appointment date	Tenure
<b>AK Sithebe</b>	Chairperson	10 June 2025	Less than one year
<b>PH Giliam</b>	Member	10 June 2025	Less than one year
<b>M Muell</b>	Member	10 June 2025	Less than one year
<b>G Ashford</b>	Member	10 October 2025	Less than one year

Committee member tenure is based on board appointment dates.

Standing invitees	Changes during the year	Number of meetings
CEO	The committee was established during 2025 as a new board committee. Mr G Ashford was added to the committee following his appointment to the board on 10 October 2025.	The committee held two meetings during 2025.
CFO		
Chief Information Officer		
Chief Data and Digitalisation Officer		
Group Legal Executive		
Group Risk Manager		
Internal audit representatives		

#### RELATIONSHIP WITH THE IT/OT STEERING COMMITTEE

The IT/OT steering committee is a management-level committee chaired by the CEO. The committee is responsible for operational IT decision-making, including the consideration and approval of IT capital expenditure within defined management authority levels. The committee reports to the operations, risk and technology committee, which provides board-level oversight of technology and operational matters. IT capital expenditure exceeding management authority thresholds is subject to operations, risk and technology committee approval.

## 2025 FEEDBACK ON FOCUS AREAS

The committee was established on 10 June 2025, and formally constituted the committee, membership and standing invitees, adopted the terms of reference, confirmed the annual work plan and reviewed the delegation of authority at its first meeting.

The committee reviewed the operational performance of the group, group risk and the ESG RACM assessment, which identified 164 key control gaps across 15 material ESG topics. The group legal report was also presented and discussed.

The committee also focuses on IT and OT and reviewed the IT steering committee report and related policies. The contracts management policy was also reviewed and approved.

The committee reviewed the capital expenditure monitoring report and agreed that the report should be submitted semi-annually.

## IT/OT DELEGATION OF AUTHORITY

The operations, risk and technology committee approved and recommended to the board the IT delegation of authority framework, establishing clear governance thresholds.

The operations, risk and technology committee's work supported timely board awareness of operational and technology-related matters and reinforced governance oversight during periods requiring closer monitoring. The operations, risk and technology committee noted the substantial work and depth of discussion.

## 2026 FOCUS AREAS

Based on matters considered during 2025, the committee identified the following 2026 focus areas:

- **Continued oversight of operational performance and execution risk:** Ongoing monitoring of operational delivery against strategic objectives, with particular attention to execution risks requiring governance oversight.
- **Enhanced focus on operational risk management:** Continued oversight of material operational risks, including effectiveness of management mitigation actions and escalation processes.
- **Technology enablement and resilience:** Oversight of technology initiatives and system resilience supporting operational continuity and performance. Monitor implementation of cybersecurity remediation plan and achievement of target maturity levels.
- **Integration with board and committee oversight:** Strengthening interface between the committee, the board and other relevant committees to ensure coherent oversight of operational, risk and technology matters. Refine role in annual internal audit plan generation.
- **Capital expenditure monitoring:** Mid-year review of capital expenditure progress against the budget approved in December.
- **Policy implementation monitoring:** Track subsidiary compliance with 15 approved IT security policies during remediation period.

## Governance continued

### IT/OT STEERING COMMITTEE

The ITOTSC is a management-level committee that reports to the operations, risk and technology committee. The ITOTSC is chaired by the CEO and is responsible for operational execution of the group IT strategy and oversight of technology initiatives across all subsidiaries.

The committee's key responsibilities include development and implementation of group IT strategy, approval of limited IT capital expenditure, oversight of IT projects across the group, monitoring of IT performance metrics, review of IT policies and standards, coordination of IT services, management of cybersecurity initiatives and oversight of IT vendor relationships.

The ITOTSC operates as a management execution committee. Board-level governance oversight of technology matters remains with the operations, risk and technology committee.

#### COMMITTEE COMPOSITION AND TENURE

The committee composition was reconstituted during 2025 to align with the new IT organisational structure and shared services model. Membership includes subsidiary IT leaders, key technology stakeholders from operating entities and group IT function representatives.

All members of the ITOTSC were appointed on 3 December 2025 and therefore have a tenure of less than one year.

#### COMMITTEE COMPOSITION AND TENURE

Member	Role
<b>PS O'Flaherty</b>	Chairperson
<b>G Slow</b>	Member
<b>AJ Walker</b>	Member
<b>S Mokgala</b>	Member
<b>S Banda</b>	Member
<b>A Swanepoel (Lumotech)</b>	Member
<b>J Mouton</b>	Member
<b>C Janse van Vuuren (First Battery)</b>	Member
<b>M van Elden (Smiths Manufacturing)</b>	Member
<b>J Smith (Supreme Spring)</b>	Member
<b>M du Plessis (Hesto)</b>	Member

The ITOTSC reports to the operations, risk and technology committee. The governance framework provides clear approval authority thresholds.

## 2025 FOCUS AREAS

- **IT strategy implementation**

The committee oversaw execution of the group multi-year IT strategy focused on standardisation and simplification. This included consolidation of 219 IT policies across the group into five core group-level policies, development of 21 security operating procedures to establish minimum standards, and implementation of standardised IT governance frameworks.

- **Cybersecurity enhancement**

A comprehensive cybersecurity maturity assessment was completed, revealing current maturity levels of one to two on a five-point scale against a target of three. A prioritised remediation plan was developed and implementation commenced. Vulnerability management software was deployed to regularly scan approximately 8 500 IT assets and 3 500 operational technology assets. Design work commenced for a potential internal security operating entity.

- **IT shared services transformation**

Three shared IT service structures were created under CIO leadership:

- Aftermarket division shared service (First Battery, AutoZone, ATE, Move and head office)
- Manufacturing shared service (Lumotech, Automould, Hesto, Unitrade and Supreme Spring)
- Smith Manufacturing solutions (maintained separately due to Denso partnership arrangements)

This consolidation aims to achieve economies of scale, improve service consistency and enhance IT capability across the group.

- **Standardisation and governance**

A standardised payroll system was fully implemented across the group. The committee recommended 20 new IT and security policies to the operations, risk and technology committee for board approval, including 15 group IT Security Policies covering information security, security awareness and training, vulnerability management, asset management, incident management, third-party risk management, privacy and data protection, network security, mobile devices, security logging and monitoring, cloud security, configuration and hardening, threat intelligence and anti-malware. The committee also developed a group Artificial Intelligence acceptable use policy to balance productivity enablement with risk management.

## 2025 ACHIEVEMENTS

The ITSC delivered several important outcomes during the year:

- Cybersecurity posture significantly strengthened through comprehensive assessment and remediation
- IT organisational structure transformed through the creation of three shared service centres
- Comprehensive IT policy framework established with 15 new security policies
- Standardised payroll system implemented across the group
- IT capital expenditure approval framework implemented with clear governance thresholds
- Vulnerability management capability deployed across 12 000+ IT and OT assets
- Leadership transition completed successfully with reconstituted ITSC structure

## Governance continued

### BOARD LEADERSHIP, COMPOSITION AND INDEPENDENCE

The board of Metair Investments Limited is led by an independent non-executive chair, who is responsible for providing leadership to the board, facilitating effective decision-making and ensuring that the board discharges its responsibilities in an ethical, informed and effective manner.

The company's MOI and board charter outline the board's roles, responsibilities and policies and defines the parameters which guide the board's functions. In addition, board duties and responsibilities are derived from the Companies Act, JSE Listings Requirements and South African Common Law. Proper committee charters ensure that the various types of decisions are effectively governed and pass through the correct channels before they are presented to the board for approval where needed. Authority levels are in place that govern group and subsidiary decisions to be taken.

The roles of the chair and the CEO are clearly separated. This separation, together with the board charter, supports a balance of power and authority, ensuring that no individual has unfettered decision-making authority. The board operates within a clear division of responsibilities to ensure balance of power and authority. The board is led by an independent non-executive chair. The chair is responsible for governance leadership and board effectiveness, while the CEO is responsible for the execution of strategy and the operational management of the group.

Management responsibility and board oversight responsibilities and accountability requirements are maintained and enabled through the group governance framework. No employees, apart from the executive directors, are deemed to be prescribed officers.

### INDUCTION, TRAINING AND DEVELOPMENT

The board recognises the importance of ensuring that directors are appropriately inducted and supported to discharge their responsibilities effectively.

New directors undergo a formal induction process, which includes briefings on:

- The group's strategy, operations and organisational structure
- Key risks and governance frameworks
- The roles and responsibilities of directors

Ongoing training and development is provided to directors to ensure that they remain informed of relevant developments in governance, regulation and industry practice. During 2025, board development activities focused on governance effectiveness, strategic oversight and financial stewardship.

### EXECUTIVE LEADERSHIP AND GOVERNANCE SUPPORT

#### Chief Executive Officer

The CEO is responsible for the execution of the group's strategy and the day-to-day management of the business. He is accountable to the board for performance, implementation of strategic objectives and operational outcomes.

The board engages regularly with the CEO, providing oversight, guidance and constructive challenge, while respecting management's responsibility for operational execution.

#### Group company secretary

Ms SM Vermaak has been the company secretary since 2001. The company secretary fulfils the duties set out in section 88 of the Companies Act and is also responsible for ensuring compliance with the JSE Listings Requirements.

All board members have unfettered access to the company secretary, which assists them in performing their duties and responsibilities.

Metair's board conducts an annual evaluation of the company secretary. Based on the 2025 evaluation, the board is satisfied that the company secretary has the appropriate level of competence, qualifications and experience to perform her duties. The company secretary reports to the board via the chair on all statutory duties and functions performed in connection with the board.

All other duties and administrative matters are reported to the CEO and/or CFO. Ms Vermaak is not a director of the company and while she has direct access to the chair, the board is satisfied that an arm's-length relationship has been maintained between the board and the company secretary.

The board approves the appointment, including the employment contract and remuneration, of the company secretary as recommended by the remuneration and nominations committee. The board also has the primary responsibility for the removal of the company secretary should it be required.

#### Sponsor

Metair Investments Limited is required, in terms of the JSE Listings Requirements, to appoint and retain a sponsor for so long as it has securities listed on the Main board of the JSE.

The sponsor's role is to provide guidance and support to the company in relation to its responsibilities and obligations as a JSE-listed entity, including compliance with the JSE Listings Requirements, SENS announcements, corporate actions and dealings with the JSE.

The company's JSE sponsor for the year under review was One Capital Sponsor Services (Pty) Ltd (One Capital).

The sponsor performs an independent oversight and guidance function, separate from the board and its committees. The company engages with its sponsor in relation to matters requiring sponsor review or involvement in accordance with the JSE Listings Requirements. The sponsor provides guidance on regulatory compliance matters, reviews circulars and transaction documentation, and advises on corporate governance and JSE Listings Requirements obligations.

The board and management maintain regular engagement with the sponsor to ensure that sponsor-related matters are escalated appropriately and that the company meets its ongoing obligations as a JSE-listed entity. The sponsor has unrestricted access to management and the board, and is kept informed of material developments affecting the company.

## APPLICATION OF KING IV™

### Financial year ended 31 December 2025

The board recognises the importance of sound corporate governance in supporting sustainable value creation and effective oversight. During the financial year ended 31 December 2025, the company applied the principles and recommended practices set out in the King IV™ Report on Corporate Governance for South Africa, 2016 (King IV™).

The board is satisfied that the governance framework, structures and processes implemented during 2025 were aligned with the outcomes-based philosophy of King IV™ and supported ethical leadership, effective control, and responsible corporate citizenship. Governance practices were applied in a manner that is appropriate to the nature, complexity and circumstances of the group.

The board has adopted a principle-based application of King IV™, focusing on the achievement of the governance outcomes articulated in the Code rather than mechanical compliance with individual recommended practices. Where appropriate, the board exercised judgement in determining how best to apply King IV™ in a manner that supports the group's strategy, risk profile and stakeholder expectations.

The governance disclosures contained in this integrated annual report demonstrate how the principles of King IV™ were applied during 2025 and how the board discharged its responsibilities relating to leadership, strategy, risk, performance and assurance. The board believes that the application of King IV™ during the year contributed to improved governance effectiveness and enhanced stakeholder confidence.

## Compliance management

The Board is committed to ensuring that Metair and its subsidiaries consistently comply with all applicable laws, regulations and governance practices in the jurisdictions in which it operates. The board confirms that Metair is operating in compliance with King IV™, the Companies Act, the JSE Listings Requirements and non-binding rules, codes and standards where applicable, as well as in conformity with its MOI.

The operations, risk and technology committee and the social and ethics committee oversee the group's risk and compliance function. The company secretary and the JSE Sponsor, One Capital, are responsible for assisting the board in monitoring compliance with relevant legislation, including the JSE Listings Requirements.

Metair has also appointed a legal and commercial manager overseeing the group's commercial contracts and risks. Feedback on this is included in the risk report submitted to the operations, risk and technology committee.

A compliance strategy and framework (CSF) has been developed and is reviewed annually by the social and ethics committee and approved by the board. The CSF sets out the group's alignment with Principle 13 of the King IV™ Code. It is supported by a detailed regulatory universe analysis of all the applicable regulations affecting the group. Custodians are appointed to monitor compliance with applicable regulations under the review and supervision of the group legal and commercial manager.

# Audit committee report

The audit committee is constituted as a statutory committee of Metair Investments Limited in respect of its statutory duties in terms of section 94(7) of the Act and as a committee of the board in respect of all other duties assigned to it by the board. The committee has complied with its legal and regulatory responsibilities for the 2025 financial year.

## COMPOSITION

The committee comprises three independent non-executive directors. The governance of risk forms part of the audit committee's duties. All members of the committee are suitably skilled and experienced. The chair of the board is not eligible to be the chair or a member of the audit committee.

### Names and qualifications of committee members

**Ms N Ketwa (Chairperson)** Bachelor of Accountancy, CA(SA), Postgraduate diploma in Accountancy, Certificate in Sustainability Leadership and Corporate Governance

**Mr MH Muell** Diplom-Betriebswirt (BA) from Berufsakademie Stuttgart, Germany, equivalent to a Bachelor of Commerce

**Ms AK Sithebe** BCom Accounting (Honours), CA(SA), MBA

## TERMS OF REFERENCE

The committee has adopted formal terms of reference approved by the board. These terms of reference are reviewed on an annual basis and updated where necessary. During the past year, the committee has executed its duties in accordance with the terms of reference.

The terms of reference can be found on the company's website: <https://www.metair.co.za/esg/reports/>

## INTERNAL AUDIT TERMS OF REFERENCE

The committee has considered and approved the internal audit terms of reference.

## MEETINGS

Four meetings were held during the year. All members attended all meetings.

## STATUTORY DUTIES

The role of the committee is set out in the audit committee terms of reference which can be found on the company's website.

The following statutory duties were executed by the committee in terms of the Companies Act:

- Approved the external auditor's fees, as per note 3 of the annual financial statements, and their terms of engagement.

- All non-audit services provided by EY were reviewed and approved.
- Meetings were held with EY after the audit committee meetings, without executive management present, and no matters of concern were raised.
- No reportable irregularities were noted by EY.
- Reviewed the annual financial statements, IAR and the interim report during the year with the external auditors present before recommending these to the board for approval.
- Ensured that the JSE's reporting back on proactive monitoring of financial statements in 2025 (2025 report) and documents set out in Annexure 3 of the 2025 report, and where necessary those of previous periods, was assessed and appropriate action taken where necessary to respond to the findings as highlighted in the JSE's report when preparing the annual financial statements.
- Reviewed all trading statements before recommending them to the board for approval.
- EY Inc. reappointed for the 2025 financial year.

## RISK MANAGEMENT

The board has assigned oversight of the risk management function to the audit committee. The operations, risk and technology committee has responsibility for maintaining the ERM framework (ERMF) and reports to the audit committee on any operational or technology risks which require the audit committee's attention or action.

The committee ensured that appropriate financial reporting procedures exist and are operating, which included consideration of all entities included in the consolidated group IFRS financial statements, to ensure that the committee has access to all the financial information of Metair to allow the company to effectively prepare and report on its financial statements.

The committee satisfied itself that the process and procedures followed in terms of identifying, managing and reporting on risk are adequate and that the following areas have been appropriately addressed:

- Financial reporting risks
- Internal financial controls
- Fraud risk relating to financial reporting
- IT risk as it relates to financial reporting

The committee's terms of reference and ERMF are in place.

## COMBINED ASSURANCE

As required by King IV™, assurance was broadened to cover all sources of assurance, including external assurance, internal audit, management oversight and regulatory inspections. The combined assurance model has been updated to enhance the three lines of defence to differentiate the level of risk ownership and independence of assurance efforts by providers.

The second line of defence was enhanced during the year by the introduction of the following group initiative:

- Enhancing Metair's risk and control identification within the subsidiary financial processes beyond the control self-assessments to include RACMs across our subsidiaries for the following processes: record to report, procure to pay, order to cash, customer tooling, hire to retire, plant to market, direct tax, indirect tax and acquire to retire. This is further enhanced by an IT general control assessment for Metair's key ERP systems.

The committee's role is to review the effective establishment and operation of combined assurance within the group. To this end, the company established a combined assurance model which was re-approved by the board during the year.

The committee is satisfied with the combined assurance model as a platform for ensuring an effective and efficient assurance model within the group.

## INTERNAL FINANCIAL CONTROLS

To determine the effectiveness of management systems and internal controls during the year, the committee reviewed the internal and external audit scope, plans and the resultant findings to determine the effectiveness of management systems and internal controls. Assurance was received from management, internal and external audit and, based on this combined assurance, the committee is satisfied that the internal controls of the group are adequate and that there was no material breakdown in internal controls.

## REGULATORY COMPLIANCE

The group complied with all relevant laws and regulations, and considers adherence to non-binding rules, codes and standards. Compliance forms an integral part of the company's risk management process.

## EXTERNAL AUDIT

The audit committee satisfied itself that the external auditor, EY, and its audit partner, complied with the suitability criteria for appointment as required in terms of paragraph 5.7(h)(iii) read with paragraphs 6.36 to 6.38 of the JSE Listings Requirements.

Following an effectiveness review the committee has no concerns regarding the external auditor's performance or independence.

EY has been recommended to the board and shareholders for re-appointment. EY has been the company's lead auditors since 2022 and Ms LH Sidubi was appointed as designated audit partner in April 2025. Refer to note 3 of the annual financial statements for audit fees paid. The committee has reviewed and assessed the external auditor and designated individual audit partner in terms of the JSE Listings Requirements and confirms the suitability of their re-appointment at the AGM.

The committee confirms that it has ensured that the re-appointment of EY as the external auditor, and Ms LH Sidubi as the designated individual audit partner, is presented and included as a resolution for approval at the 2026 AGM of Metair pursuant to section 61(8) of the Companies Act and paragraph 5.7(h)(iv) of the JSE Listing Requirements.

All non-audit services were reviewed and approved by the committee and the independence of the auditors confirmed.

The key audit matter considered and addressed by the committee was the Hesto change in control transaction.

## INTERNAL AUDIT

The committee is responsible for overseeing the internal audit. The committee:

- Approved the re-appointment of KPMG as internal auditor.
- Approved the internal audit plan.
- Ensured that KPMG is subject to an independent quality review, as and when the committee determines appropriate, at least every five years.
- Ensured that the company has established appropriate financial reporting procedures and that those procedures are operating. This includes consideration of all entities included in the consolidated group IFRS financial statements, for access to all the financial information of the company to allow for the effective preparing and reporting on the financial statements of the company.

Following an effectiveness review the committee has no concerns regarding the internal auditor's performance or independence and were satisfied with the performance of the head of internal audit (chief audit executive (CAE)).

The CAE has access to the chair of the committee to ensure independence and has confirmed that internal audit conforms to a recognised industry code of ethics.

According to the Institute of Internal Auditors' (IIA) International Professional Practices Framework (IPPF) and Code of Ethics, KPMG is required to complete an external quality assessment review (EQAR) performed by an independent reviewer at least every five years.

During November and December 2024, an EQAR over the KPMG internal audit practices was performed by Prelude Consulting. The review was performed on a representative sample of KPMG's clients, which included Metair. The review concluded that KPMG Generally Conforms with the IPPF, which includes the Definition of Internal Auditing, Code of Ethics, Core Principles, and the Standards.

## Audit committee report continued

External quality assurance is further provided through KPMG's international quality performance and compliance programme, which comprises an annual quality performance programme and risk compliance programme as well as other global review activities to monitor compliance. The KPMG internal quality assurance framework consists of managing compliance of independence policies and practices, building quality assurance into operational procedures, supervision and quality assurance throughout the engagement life cycle and quality assurance reviews. An annual in-flight review and internal quality performance review was performed on the Metair engagement and the engagement director, which were rated as satisfactory.

The internal audit service is subject to constant internal quality assurance and peer reviews. The primary responsibility for the ongoing, high-level quality assurance of all work conducted by the team is that of the engagement director. This responsibility includes ensuring that:

- The terms and conditions of the service level agreement are adhered to – both in letter and in spirit.
- The strategic and annual internal audit plans are risk based and provide the level of coverage and assurance required by management and the audit committee.
- Individual projects are appropriately staffed at director and manager level.
- The scope of the project is appropriately determined and communicated.
- The reporting deadlines and standards are consistently met.
- Internal quality assurance is performed by the manager and director on the assignment to ensure that the deliverable is of an exceptional standard, meets the requirements of the scope letter and the approved internal audit plan.
- The director and manager's responsibilities include monitoring that the turnaround time for issuing reports is met.
- The committee has a good working relationship with KPMG.

### CHIEF FINANCIAL OFFICER REVIEW

The committee has satisfied itself of the competence, qualifications and experience of the CFO, Mr A Walker, and confirms his suitability in terms of the JSE Listings Requirements.

### INTEGRATED ANNUAL REPORT

The committee has reviewed the annual financial statements of Metair Investments Limited and the group for the year ended 31 December 2025 and, based on the information provided to the committee, considers that the group complies in all material respects with the requirements of the Companies Act and IFRS. The committee has reviewed the IAR, and the committee recommends the report to the board for approval.

#### Ms N Ketwa

*Audit committee chair*

10 March 2026

# Social and ethics committee report

The board established a social and ethics committee with effect from 30 April 2012.

The social and ethics committee is constituted as a statutory committee of Metair Investments Limited in respect of

its statutory duties in terms of the Companies Act and as a committee of the board in respect of all other duties assigned to it by the board. The committee assists the board in providing effective leadership and being a good corporate citizen. The committee has complied with its statutory duties and other duties assigned to it by the board for the 2025 financial year.

## COMPOSITION

As at 31 December 2025, the committee comprised two independent non-executive directors, namely Mr MH Muell (chair) and Ms A Sithebe, as well as one executive director, Mr PS O'Flaherty.

Names and qualifications of committee members

### Names and qualifications of committee members

<b>Mr MH Muell (Chair)</b>	Diplom-Betriebswirt (BA) from Berufsakademie Stuttgart, Germany, equivalent to a Bachelor of Commerce
<b>Ms AK Sithebe</b>	BCom Accounting (Honours), CA(SA), MBA
<b>Mr PS O'Flaherty</b>	BCom, B. Acc, CA(SA)

## TERMS OF REFERENCE

The committee has adopted a formal charter approved by the board. The charter is reviewed on an annual basis and updated where necessary. During the past year, the committee has executed its duties in accordance with the terms of reference. The charter can be found on the company's website, <https://www.metair.co.za/esg/reports/>

The committee has an independent role and makes recommendations to the board for its consideration.

The specific functions of the committee are to:

- Ensure that the company adopts an enterprise-wide social responsibility and ethics management process.
- Approve the sustainability strategy and related policies and activities to support it.
- Review the annual sustainability report.
- Monitor the company's activities, having regard to the Constitution (including the Bill of Rights), any relevant legislation, other legal requirements or prevailing codes of best practice, the company's own code of conduct and policies, regarding matters relating to:
  - ethics.
  - social and economic development.

- Ensure good and responsible corporate citizenship in terms of:
  - the environment, health and public safety, pollution, waste disposal and protection of biodiversity.
  - stakeholder and consumer relationships, including the company's advertising, public relations and compliance with consumer protection laws.
  - labour and employment.
- Draw matters within its mandate to the attention of the board.
- Report, through one of its members, to the shareholders at the company's AGM on matters within its mandate.
- Ensure that the internal audit function assesses the ethical culture of the company as well as the adequacy and effectiveness of the ethics programme of the company.

## MEETINGS

Four meetings were held during the year, and these were attended by all members.

The committee confirms that it has fulfilled its mandate in terms of the Companies Regulations, 2011 and that there are no material instances of non-compliance which require disclosure.

The group did not incur any material penalties, fines or convictions during the year, other than the decision by the EU Commission relating to Rombat (refer page 29).

### MH Muell

*Social and ethics committee chairman*

10 March 2026

## 06

# REMUNERATION REPORT

## BACKGROUND STATEMENT

Metair's commitment to a remuneration philosophy and approach that rewards performance while delivering sustainable value for shareholders remains a core strategic priority. The group's remuneration framework is aligned with all applicable remuneration governance codes, legislative requirements and best-practice principles across the jurisdictions in which it operates. Oversight, application, disclosure and continuous enhancement of remuneration practices are the responsibility of the remuneration and nominations committee (the committee).

The committee recognises the critical role remuneration plays in supporting long-term sustainability and value creation. Continued emphasis is placed on embedding foundational remuneration principles, including robust performance management systems that are closely aligned with strategic delivery and value outcomes. Building on progress made in prior years, these principles remained firmly embedded during 2025, reinforcing a culture of accountability, performance and disciplined execution across the group.

The sustained focus on aligned key performance indicators (KPIs), coupled with enhanced tracking and reporting mechanisms, further improved transparency and performance oversight during the period under review. This enabled earlier identification of risks and opportunities and supported timely management intervention where required. As a result, alignment across the group has continued to strengthen, ensuring that executive performance outcomes are directly aligned with the group's strategic objectives and reflected appropriately in remuneration outcomes.

Metair's remuneration approach remains aligned with the principles underpinning the group's corporate governance philosophy, including fairness, justice, transparency, responsibility and accountability. The group recognises its employees as fundamental to the execution of its strategy and to value creation across all operations. The ability to deliver manufacturing excellence, expand retail channels, meet stringent customer quality standards and maintain cost competitiveness is dependent on attracting, developing and retaining suitably skilled, experienced, engaged and motivated employees.

Metair's long-standing capability in this regard is reflected in its 78-year history of financial sustainability and operational resilience. The group remains committed to fostering an inclusive and equitable workplace.

The attraction, development and retention of top talent, particularly black senior and emerging talent, continues to be a strategic priority for sustainable growth and innovation. This commitment is embedded within the remuneration policy and reinforced through the group's emerging talent and succession management philosophy. The objective is not only to retain critical skills and leadership capability, but also to cultivate a high-performance culture that actively engages employees and supports long-term value creation.

This remuneration report aims to provide stakeholders with a transparent and comprehensive view of how remuneration is governed, structured, implemented and monitored within Metair.

Given the sensitivity and complexity of remuneration matters, the group relies on fit-for-purpose market benchmarking methodologies to inform decision-making. These tools are regularly evaluated against local market conditions to ensure that market- and jurisdiction-specific remuneration dynamics and regulatory considerations are appropriately addressed. In line with the group's strategic focus on its South African operations, remuneration benchmarking continues to be conducted using Remchannel, following the transition from Willis Towers Watson in prior years. Remchannel is recognised as a credible and widely used source of executive remuneration benchmarking data in South Africa.

The committee exercises direct oversight over all employees graded level 14 and above in accordance with the Willis Towers Watson grading system, and, in certain defined circumstances, level 13 employees. These employees are classified as executive management. This oversight applies across the company and all its subsidiaries. The group chief executive officer and group chief financial officer are designated prescribed officers in terms of the Companies Act.

The committee is satisfied that the independent remuneration benchmarking process conducted through Bowmans, supported by Remchannel data, remains objective, independent and appropriate for the purposes of informed and responsible remuneration decision-making.

## Shareholder voting

In terms of section 61(8)(a)(v) of the Companies Act, No. 71 of 2008 (Companies Act), the remuneration implementation report must be presented annually to shareholders at the annual general meeting (AGM).

Metair proactively engages with its shareholders on material matters relating to the group's remuneration policy and its implementation. This engagement forms part of the group's broader commitment to transparent governance and constructive stakeholder relationships.

In the event that 25% or more of the votes exercised by shareholders are cast against the remuneration policy and/or the remuneration implementation report, the group, through the committee, undertakes, in good faith, to take reasonable steps to:

- engage with relevant dissenting shareholders to understand the reasons for their votes;
- consider and address any legitimate and reasonable concerns or objections raised; and
- respond appropriately, which may include amending the remuneration policy, providing enhanced disclosure or clarification, and/or refining remuneration governance frameworks and processes.

Where applicable, Metair will disclose the identity of the parties with whom engagement took place, the manner and form of such engagement undertaken to ascertain the reasons for dissenting votes, and the actions taken in response to legitimate and reasonable concerns raised. In the 2024 AGM, the remuneration policy received 91.18% support and 8.82% opposition, while the implementation report achieved 64.84% support and 35.16% opposition. A governance roadshow was conducted in 2024 to address investor concerns.

At the AGM held on 7 May 2025, Metair presented its remuneration policy and remuneration implementation report for separate non-binding advisory votes, in compliance with the JSE Listings Requirements and King IV principles. Shareholders strongly endorsed the remuneration policy, with 86.66% voting in favour and 13.34% against, indicating broad confidence in the framework governing executive pay. The remuneration implementation report received 83.60% support and 16.40% opposition, suggesting that while the application of the policy was generally accepted, some shareholders expressed concerns about specific aspects of its execution. Although both resolutions passed comfortably, the level of dissent – particularly on implementation – signals the need for continued engagement and transparency. The board has committed to addressing these concerns by engaging with shareholders, reviewing performance metrics and incentive structures, and enhancing disclosure in future reports. These actions reinforce Metair's commitment to sound governance and alignment with shareholder expectations, ensuring remuneration practices remain fair, responsible and supportive of long-term value creation.

Historically, shareholder opposition to remuneration has often been driven by concerns relating to equity-based awards and the dilutionary impact of shares issued to executives. Without constructive engagement, such concerns may result in entrenched dissent rather than leading to outcomes that advance long-term sustainability and value creation.

Metair, through its remuneration and nominations committee and aligned governance structures, is committed to maintaining remuneration policies and practices that are appropriate, responsible and aligned with the interests of all stakeholders. Executive management remuneration outcomes are subject to defined performance criteria, capped where appropriate and supported by malus and clawback provisions. The group will continue to engage proactively and constructively with shareholders on material remuneration matters in order to promote transparency, trust and sustainable value creation.

### Non-binding advisory votes

At the AGM held on 7 May 2025, 86.66% (2024: 91.18%) of shareholders voted in favour of the 2025 remuneration policy and 83.60% (2024: 64.84%) were in support of the implementation report. The feedback below was obtained from shareholders relating to the implementation report vote.

The results of the non-binding advisory voting on the 2025 remuneration policy and implementation report as well as the measures taken in response based on King IV™ and the Listings Requirements will be disclosed in the 2026 integrated annual report.

A copy of the AGM minutes is available on the company's website.

	Shares voted	For	Against
<b>Ordinary resolution number 11:</b>			
Endorsement of the company's remuneration policy	86.18%	86.66%	13.34%
<b>Ordinary resolution number 12:</b>			
Endorsement of the company's implementation report	86.18%	83.60%	16.40%
<b>Special resolution number 1:</b>			
Approval of non-executive directors' remuneration	86.18%	94.32%	5.68%

## Remuneration report continued

Shareholder feedback	Metair's response
Concerns regarding the method of performance shares settlement, which include treasury shares being used for settlement where there is no definite commitment to buy shares back in the market, which could potentially lead to a dilution of shareholder interest.	The issue has been addressed in amendments to the shareplan that is proposed for approval to shareholders in the upcoming annual general meeting.
Performance targets need to be disclosed prospectively.	We are unable to disclose prospective performance targets as a result of commercially sensitive forecast information. We will endeavour to improve retrospective reporting to enhance transparency.

### Main areas of responsibility

The committee approves and oversees the implementation of a remuneration policy that supports Metair's strategic and value creation objectives. The committee ensures that the group has transparent, competitive, fair and responsible remuneration practices which promote the achievement of the group's strategy in the short, medium and long term. The committee oversees and approves the remuneration of executive management as defined.

The remuneration policy is reviewed annually to ensure that it aligns with shareholders' interests and remains relevant to Metair's prevailing market conditions and the group's operational position as well as alignment to strategic interests.

Seven meetings were held during the year and were attended by all members of the committee. Please refer to page 59 for more details on meeting attendance.

The number of additional meetings over and above the norm were limited. The quorum for transacting business as per the committee terms of reference is two members. The chairperson reported to the board after each meeting.

During the year, the committee reviewed the human resource operating model and implementation plan focused on improving the quality of HR practices across the group. The foundational HR strategic objectives approved in 2024 remained a priority focus:

- Leadership capability and capacity
- Employee engagement
- Enhanced productivity
- HR structure and governance

In alignment with the approved HR strategic plan, execution initiatives have commenced to drive progress against the strategic objectives. Key actions undertaken during the year include the approval and commencement of the HR shared services offering for the South African subsidiaries and implementation of a single source HR management information system (HRMIS) across South African subsidiaries. The following policies were updated, revised and recommended to the board for approval, aimed at strengthening organisational efficiency and governance:

- Metair organisational design policy
- Metair leadership policy
- Metair leadership reward policy
- Metair performance management policy
- Metair talent and succession policy
- Metair skills development policy
- Metair employee wellbeing policy

- Metair employee relations policy
- Metair short-term incentive policy
- Metair malus and clawback policy
- Metair human rights policy

The committee was satisfied that it achieved its stated objectives during the period under review. The committee is satisfied that Metair's remuneration policy is suitable to support the achievement of the group's objectives and to attract, retain and motivate employees.

The committee notes that management has successfully implemented a series of strategic cost optimisation initiatives during the year. These actions included targeted restructuring within three subsidiaries and a focused effort to enhance staffing efficiency across the group.

As a result, salary costs as a percentage of revenue have decreased, supported by a 6.3% reduction in overall headcount, primarily through streamlining indirect roles.

The restructuring also enabled the group to eliminate non-core positions and simplify executive management structures where appropriate, fostering greater agility and responsiveness. These measures were undertaken to strengthen the group's foundation, enhance operational resilience and position the business to better navigate market dynamics while driving sustainable growth.

The committee functions in terms of a charter which is approved and reconfirmed by the board annually.

A copy of the charter is available on the company's website, <https://www.metair.co.za/wp-content/uploads/2025/04/Metair-Remuneration-and-Nominations-Committee-Charter.pdf>

The committee also performs an annual self-evaluation of its effectiveness. The results of the 2025 self-evaluation confirmed that the committee is functioning well, and no major concerns were noted.

The committee's focus on continued improvement continues, with particular focus on leadership succession and capability.

The external and internal factors that influenced the company's remuneration are:

#### External

- Macroeconomic conditions
- Industry trends
- Inflation
- Cost of living
- Labour market
- Labour unions and collective bargaining agreements
- Legislation
- Society

#### Internal

- The company strategy
- Company and subsidiary performance
- Job evaluations
- Performance appraisals
- Individual employee performance
- Critical and scarce skill retention
- Affordability

#### Key decisions and focus areas in 2025

Noting the significant progress against the strategy the board extended the contracts of Mr. P O'Flaherty as CEO and Mr. J Mouton (COO) for an additional two-year period to the end of 2028. Following the resignation of the CFO, the board appointed Mr. A Walker to the role with effect from 1 July 2025.

In response to evolving strategic priorities and performance requirements, the board undertook a comprehensive review of leadership capability and organisational structure during

the year, including leadership assessments. This resulted in targeted changes to senior leadership to ensure the group is appropriately positioned to execute its strategy and drive sustainable value creation.

The following senior leadership changes are noted:

- Mr. D Harris succeeded Mr. M Barley (retired) as the MD of Supreme Springs;
- Mr. B Latter succeeded Mr. B Ally as the MD of Automould;
- Mr W Ropertz retired as COO of Metair;
- Mr R Bezuidenhout resigned as MD of First Battery;
- Mr D de Graaf resigned as MD of AutoZone; and
- Mr A Jogia succeeded by Mr A Walker as CFO.

In addition to the above, restructuring within the aftermarket division saw the formation of Metair Aftermarket Parts and Retail. Gerhard Braun was appointed as the head of the Metair Aftermarket Parts and Retail division and joined the group in February 2026.

As part of its strategic repositioning under the reset and growth agenda, Metair has progressively transitioned from a predominantly passive investment holding structure to a model characterised by increased strategic involvement and enhanced control. This evolution enables the group to drive operational excellence, strengthen accountability and ensure closer alignment across its portfolio of businesses.

- The group CEO and executive committee (exco) were mandated to stabilise the group and to execute the strategic initiatives required to position Metair for sustainable future growth. During the year under review, the CEO and exco successfully concluded a number of key initiatives, reflecting disciplined execution against this mandate. These initiatives included: Implementing the group's reset and growth strategy, together with a clearly defined execution plan to support delivery and accountability.
- Establishing two business verticals to enable the group's future operating model and support its long-term strategic vision.
- Delivery of key strategic enablers identified in the prior year, including:
  - operationalising the group's IT strategy and execution plan;
  - finalising and executing the group's debt restructuring plan;
  - introducing and implementing a formal sustainability strategy;
  - enhancing stakeholder engagement frameworks and practices;
  - entrenching an improved governance, risk and compliance approach; and
  - executing the group's HR strategy and supporting implementation plan.

## Remuneration report continued

Collectively, these initiatives strengthened organisational stability, enhanced execution capability and positioned the group to pursue sustainable growth aligned with its strategic objectives.

The key decisions taken by, and focus areas for, the committee over and above the issues noted above, were as follows:

- Approving and tracking progress against the group HR Strategy.
- Reviewing the remuneration policy and implementation report annually for presentation at the AGM for separate non-binding advisory votes.
- Reviewing remuneration packages for executive management as well as short- and long-term incentives annually to ensure these are fair and appropriate for the long-term sustainability of the group.
- Reviewing and approving succession planning within senior leadership to ensure strategic objectives are achieved.
- Monitoring improvements to performance appraisals and assessments to enhance talent management development and career path planning.
- Driving the principles of an inclusive workplace through active monitoring of employment equity reports and implementing the amendments to the Employment Equity Amendment Act No. 4 of 2022, in line with the Metair masterplan and our intent to foster a culturally diverse workforce.
- Measuring key executive performance against key performance indicators (KPIs) and strategic objectives on the enhanced performance management system for executive management.

For more information and other roles and responsibilities, refer to the committee charter on the company's website, <https://www.metair.co.za/wp-content/uploads/2025/04/Metair-Remuneration-and-Nominations-Committee-Charter.pdf>

### Human capital and succession planning

The Metair remuneration and nominations committee addresses succession planning at board and board committee level, as well as all other executive appointments. The identification, incubation and development of talent remains a business imperative that is fundamental to the group human capital strategy. During 2025 the top executives were taken through a battery of psychometric assessments intended to assist with the identification of existing and emerging leadership strengths, highlight development opportunities, assess bench strength for succession planning, inform talent retention and acquisition strategies, and enable data-driven restructuring and integration decisions. These results were presented to the committee in August 2025. The leadership development strategy was initiated in 2025 and provides a vehicle for development of the leadership cohort.

The remuneration and nominations committee's three-tier approach to succession planning is as follows:

- Identify internal future talent.
- Identify and profile external candidates in the market to calibrate external talent with internal stars.
- Adopt a group-wide talent mobility policy, creating career paths for individuals to leverage the group.
- The group's HR function is actively focused on the following strategic objectives:
  - Implementing the HR service delivery model, which is structured around a hub and spoke model with centralised high-volume processing.
  - Implementing a single instance payroll and Human Resources Management Information System across all South African subsidiaries and consolidation of payroll functions into a shared service.
  - Entrenching the Metair leadership charter and associated leadership culture initiatives.
  - Entrenching succession planning aligned to the new group structure.
  - Developing identified talent.
  - Ongoing employee wellness and engagement programmes.

### Employment contracts

Employment contracts with group executive directors are reviewed and reconfirmed on an annual basis, and service contracts are in place for all non-executive directors. Employment and service contracts are the main vehicle to execute the clawback requirements for malus, value destruction and gross negligence. Application remains untested both at Metair and more broadly in the market. The company will aim to, as a minimum, embed the right to full clawback through the relevant legal channels with standard burden of proof requirements in such an event.

In terms of Metair's memorandum of incorporation, an executive director may, subject to the provisions of the Companies Act, No. 71 of 2008 and the JSE Limited Listings Requirements, be appointed as such by contract for such period as the board may determine but not exceeding seven years. Executive directors shall not be subject to retirement by rotation or be considered in determining the rotation by retirement of directors during the period of any such contract, provided that the number of executive directors so appointed shall always be less than half of the number of directors in office.

An executive director shall be eligible for reappointment at the expiry of any period of their appointment. Subject to the terms of their contract, they shall be subject to the same provisions of removal as the other directors and if they cease to hold the office of director from any cause, they shall *ipso facto* cease to be an executive director.

**Performance management and performance appraisals**

The enhanced and simplified performance management process aligns with remuneration practices intended to drive outputs and deliver on the strategic objectives of the group. The process is operational and executed through a scorecard developed for executive management that considers market and best practices and takes threshold, on-target and stretch targets into account as well as financial metrics linked to value drivers. The performance management process has been implemented and cascaded through the subsidiaries.

The committee reviewed the performance management scorecards for all executive management. The CEO performance scorecard review was conducted by the chairman of the board.

The CEO conducted performance reviews for direct reports with input into the CFO performance appraisal provided by the audit committee chair.

The results of the performance appraisals of subsidiary leadership are moderated by the Metair exco, the committee and all chairs, and are considered when salary increases and incentive participation are determined.

Strengthening the group’s performance management culture remains a key priority for 2026. The progress made in 2025, with the successful entrenchment of the performance management process, has provided greater visibility across the group and improved alignment towards common objectives. These efforts have already contributed to enhanced operational efficiencies and are intended to further drive sustainable financial returns.

**METAIR’S PERFORMANCE MANAGEMENT FRAMEWORK DELIVERS ON THE FOLLOWING HUMAN CAPITAL OBJECTIVES:**



## Remuneration report continued

The following key performance areas were identified around which key performance indicators were designed for 2025:

- Financial (profitability, asset efficiency and cash generation)
- Operational indicators relating to manufacturing efficiencies and quality measures
- Growth
- ESG and sustainability

### Employment equity (EE)

Metair is committed to creating a diverse and transformed workforce, placing significant emphasis on attracting, developing and retaining equity talent. This is supported and overseen by the remuneration and nominations committee. This aims to not only address employment equity, inclusion and diversity at Metair, but also to support unemployed black talent to build potential career paths at Metair.

Management control on the B-BBEE scorecard remains an area of focus and the group has put specific plans in place to effectively improve the scores in this regard. The management control score was impacted by a change in shareholding against the previous year.

In Romania, the focus remains on gender diversity representation, especially at executive and board level.

Targets relating to diversity and inclusion are incorporated into the performance criteria of the long-term incentive plan to drive alignment and to reinforce the importance of transformation.

### REMUNERATION POLICY

The use of performance measures supports positive outcomes across the economic, social and environmental context in which the company operates and/or all the capitals that it uses or impacts.

The remuneration policy forms the basis of the group's remuneration model and strategy. The remuneration policy has been approved by the board and demonstrates the application of the company's ethical standards and processes around remuneration, as well as its approach to recognising and rewarding employees. There were no deviations from the policy during the year.

Metair is mindful of the sensitivities around remuneration, and as such, is committed to applying a fair, consistent, transparent and professional approach to all its pay practices.

The remuneration model and strategy are aligned to the group's strategic direction and business-specific value drivers. The dynamics of the market and the context in which the group operates are important considerations in crafting the remuneration strategy and model.

The policy is consequently designed with the following principles in mind:

- Driving business performance
- Promoting an ethical culture and responsible corporate citizenship
- Aligning with stakeholders' requirements and expectations
- Attracting, retaining and motivating qualified, skilled employees
- Enhancing transparency
- Applying fair and responsible remuneration practices that are consistently applied
- Ensuring fair minimum wages
- Driving a high-performance culture
- Affordability
- Overall sustainability of the company including financial and ESG indicators
- Compliance with applicable legislation

### Remuneration strategy

Metair recognises that the group's reward strategy has a direct impact on operational performance, group culture, employee behaviour and, with correct alignment, on the achievement of the group's sustainable balanced strategy. Metair aims to reward its employees in a way that reflects the dynamics of the market and the context in which the company operates. All components of the group's reward strategy, including guaranteed pay, variable pay and performance management, are aligned to the strategic direction and business-specific value drivers of Metair and its subsidiaries.

The remuneration policy was developed from an understanding of all stakeholders' requirements, guided by an approach that set the framework for the policy and delivered a comprehensively designed remuneration structure.

This remuneration structure formulates the implementation and resulting financial remuneration. The remuneration policy, which articulates and gives effect to the company's direction of fair, responsible and transparent remuneration, has been approved by the board, and demonstrates the application of the company's ethical standards and processes.

The main roles and responsibilities of the committee relating to the remuneration policy are as follows:

- Discharge the responsibilities of the board relating to all compensation, including share-based compensation for executive management.
- Establish and administer the agreed group executive remuneration policy with the broad objectives of:
  - aligning executive remuneration with the group strategy, company performance and shareholder interests;
  - aligning the remuneration policy to promote the achievement of strategic objectives within the company's risk appetite;
  - setting remuneration standards which attract, retain and motivate a competent executive management team;
  - evaluating compensation of executive management, including approving salary, share-based and other incentive-based awards; and
  - ensuring that executive remuneration is fair and responsible in the context of overall employee remuneration to promote positive outcomes, an ethical culture and responsible corporate citizenship.
- Ensure that the remuneration policy describes all elements of remuneration that are offered in the company.
- Consider the remuneration policy, set strategic objectives for remuneration management within the company's operations and ensure that it gives effect in its direction to fair, responsible and transparent remuneration.
- Support the board in overseeing that the implementation and execution of the remuneration policy achieve the stated objectives.
- Submit the remuneration policy to the board for approval.
- Ensure that the remuneration policy records the measures that the board commits to take if either the remuneration policy or the implementation report, or both, have been voted against by 25% or more of the voting rights exercised by shareholders at the AGM of the company.
- Engage with shareholders to address objections and concerns relating to the remuneration policy as and when required.

## Benchmarking

Metair uses Remchannel to provide the analysis data for salary benchmarking as it is a recognised and authoritative source of market remuneration data in South Africa. Drawing on comprehensive, industry-wide insights, this approach ensures that our remuneration practices remain competitive, equitable and aligned with prevailing market conditions. Benchmarking through Remchannel supports our commitment to sound governance, talent retention and informed decision-making, balancing employee expectations with sustainable business performance. The versatility of the Remchannel survey supports the group's focus on South African operations, with participation from over 540 organisations, including 85% of the top 100 companies nationally. The live database now holds more than one million validated data points, including more than 20 000 executive-level benchmarks. As one of the most recognised and reputable sources of executive and total remuneration benchmarking in South Africa, Remchannel provides Metair with a comprehensive and credible dataset. This enables us to maintain competitive, equitable and market-aligned remuneration practices, reinforcing our commitment to sound governance, talent retention and long-term business performance.

Metair benchmarks the remuneration of executive directors and management annually against the national median for most roles, and against manufacturing and retail for specialist roles where applicable, as the targeted remuneration level to ensure sustainability. A detailed survey on pay-lines, job grading, competitiveness and executive salaries was performed in June 2024 using both qualitative and quantitative comparatives through a partnership with Bowmans.

Both Willis Towers Watson LMO EXSYS global grading systems and Patterson Grading systems were used to evaluate the senior leadership of the group.

The benchmark data is used to validate senior management pay in the group. Pay-line reports are used to review competitiveness by race, gender and global grade. Age analysis reports assist the committee in identifying trends such as future retirements to ensure proper succession planning. Income gap analyses are used to monitor employee categories relative to one another.

The committee aims to ensure an appropriate balance between guaranteed and variable remuneration as well as noting the objective of both short-term performance and long-term shareholder value creation. The committee considers each remuneration element relative to the benchmark and considers performance as well as skill retention when determining executive remuneration.

# Remuneration report continued

Metair’s remuneration philosophy is to remunerate against the national median, while remaining cognisant of employee performance, length of service and retention. This approach ensures fair and equitable remuneration and responsible remuneration practices. The executive leadership team is measured against the benchmarked national median on an annual basis to identify retention risk. Any adjustment to align against these benchmarks is undertaken through the committee. Stakeholders are therefore assured that the benchmark information provided can be utilised to inform peer comparison as it is representative of the market.

## Non-executive director remuneration

Metair has service contracts in place for all non-executive directors which outline, inter alia, their roles, responsibilities and fees. Non-executive directors are paid a fixed fee for their services but are entitled to claim for travel and other expenses incurred in performing their duties.

Non-executive directors do not participate in the short-term incentive programme (STIP) or long-term incentive programme (LTIP).

Metair’s non-executive directors’ fees have been aligned to an all-inclusive fee structure and approved by the board and by shareholders at the AGM, in compliance with section 66(9) of the Companies Act. Fees are exclusive of VAT. Non-executive directors are required to send an invoice (inclusive of VAT where applicable) to Metair and the VAT must be paid over to SARS. The company pays an additional 15% on top of the approved director fees, which cannot be claimed as a deduction or reclaimed for VAT.

## Executive director employment contracts and policies

All executive directors have permanent employment contracts in place except for the CEO who has a fixed-term contract, which was extended by a further two years to the end of 2028 during the year. Addendums to service contracts are updated in terms of newly approved remuneration and any other changes that the committee requires. Executive director contracts do not contain termination packages or excessive notice periods.

## Metair’s approach and elements for the executive management remuneration

The committee reviews remuneration on an annual basis and decides on the total remuneration composition. The committee also reviews targets to ensure that they are relevant, fair, competitive, aligned to the strategy and have the potential to optimise shareholder value.

The principles applied to guaranteed pay and short-term incentives form part of the budgeted expenses of the business. Any incentive payment is subject to a self-funding requirement to ensure that targeted earnings attributable to shareholders are grossed up by the incentive payment amount and earned above target before pay-out as well

as noting the objective of both short-term performance and long-term stakeholder value creation. The committee considers each element of remuneration relative to the benchmark and considers performance as well as retention of skills when considering executive remuneration.

### Stakeholder groups and what they may potentially consider

Investors/shareholders	Employees/trade unions
<ul style="list-style-type: none"> <li>Total shareholders return performance vs market</li> <li>Dividend payments</li> <li>Organisational reputation</li> </ul>	<ul style="list-style-type: none"> <li>Redundancies and restructuring</li> <li>Salary review</li> <li>Fixed pay and CEO pay ratio</li> <li>Gender/race gap</li> <li>Working conditions</li> </ul>
Customers	Suppliers/technology partners
<ul style="list-style-type: none"> <li>Financial performance</li> <li>ESG performance</li> </ul>	<ul style="list-style-type: none"> <li>Environmental impact</li> <li>Net zero emissions</li> </ul>
Community impact	
<ul style="list-style-type: none"> <li>Social cohesion</li> <li>Skills development</li> <li>Economic growth</li> </ul>	

Variable pay in the group consists of two elements – the STIP and the LTIP. A retention element is included where deemed appropriate to the long-term interests of the group.

Total annual remuneration in the group consists of three pay elements:

- Guaranteed pay
- Capped short-term incentive
- Capped long-term incentive

### Guaranteed pay

- All Metair employees are eligible for guaranteed pay on a monthly or weekly basis depending on the employment contract.
- The guaranteed pay structure for the group is based on cost to company (CTC), where all employee costs are accounted for as remuneration.
- Guaranteed pay comprises base salary and the group’s contribution towards health and retirement benefits, medical aid or any other benefits required by the employment contract. Metair determines guaranteed pay by evaluating, understanding, comparing, measuring and grading every position in the group. The committee compares the position relative to the market to attract and retain talent. The magnitude of pay against the median can be influenced over time by employee performance, retention and years of service.

## Short-term incentive

The on-target STIP allocation is set out below:

Metair	CEO	CFO
Total of CTC (on-target)	100%	100%

The KPIs for the 2025 STIP for the group executive directors as reported previously were as follows:

		Metric	CEO %	CFO %	2025 achieved %
<b>Financial (55%)</b>		Group EBITDA (excl. Rombat)	22.5	22.5	103
		Group FCF (excl. Rombat)	22.5	22.5	117
		Covenants maintained	10	10	100
<b>Strategic (30%)</b>	<b>Strategic</b>	Continued debt restructuring: Further advancement towards capital structure			
		Sustainability	6	20	100
		Leadership succession and cultural change: Qualitative in nature, but demonstrable proof of succession plans at MD and exco level, and culture change interventions	6		100
	<b>Growth</b>	Implement shared services (HR/Finance and IT): Full implementation of plan with measured benefits	6	5	100
		AutoZone bedding down: • EBITDA achievement • Free cash flow optimisation	6	5	–
		Fact-based Africa growth strategy: Approved growth strategy	6		100
<b>ESG (15%)</b>		B-BBEE score (maintain Level 2)	5	5	100
		LTIFR (maintain group average <1)	5	5	100
		Full analysis of carbon footprint and short-term measures to reduce Scope 1 and 2 and approved framework to address Scope 3	5	5	100
<b>Total</b>			<b>100</b>	<b>100</b>	<b>99</b>

## Remuneration report continued

The agreed 2026 KPIs for the group executive directors are as follows:

	Metric	CEO	CFO	
<b>Financial (50%) (Excluding Rombat)</b>	<b>Profitability</b>	Profit before Interest & Tax (PBIT vs budget after HEPS adjustment) – overall	10.00	10.00
		EBITDA (before capital items and IFRS16) Operational EBITDA	10.00	10.00
	<b>Cash generation</b>	Operating Margin % (PBIT pre Capital)	7.50	7.50
		Free cash flow (R000s)	7.50	7.50
	<b>Asset efficiency</b>	ROIC SA Obligor	7.50	7.50
ROIC Hesto		7.50	7.50	
<b>Strategic (30%)</b>	<b>Sustainable capital structure</b>	Optimise sustainable capital restructure		20.00
	<b>Growth</b>	Drive revenue accretion in Metair Aftermarket Parts & Retail	10.00	
	<b>Operational Efficiency and Cost optimisation</b>	Shared services – Drive measurable cost reduction of 10% in shared service functions	5.00	5.00
		Executable plan for centralisation of procurement, commercial and engineering across Manufacturing	5.00	5.00
	<b>Human capital sustainability</b>	Leadership Strategy Operationalised: Implement Leadership 360 assessments for top 80. Supporting Development plans completed for top 80 Leadership. Culture entrenchment plan implemented	5.00	
Succession/Group Talent Mobility strategy: Cascade of Group succession plan to Grade 12 and 13 (D level). Equity talent identified as long term succession to support 5 year plan for Metair		5.00		
<b>ESG (15%) (Excluding Rombat)</b>	B-BBEE score (maintain Level 2)	7.50	7.50	
	LTIFR (maintain group average <1)	7.50	7.50	
<b>Leadership (5%)</b>	Effectiveness of leadership culture and employee engagement	5.00	5.00	
<b>Total</b>		<b>100.00</b>	<b>100.00</b>	

Incorporating the leadership pillar into the group scorecard reinforces Metair's commitment to building strong leadership capability and enhancing employee engagement across the organisation as a key driver of cultural transformation.

For financial and strategic KPIs, a threshold/entry level of 90% has been set, with a stretch limited to 120% for overperformance for the CFO and 150% for the CEO. No thresholds are set for the ESG and leadership pillars due to the nature of the measures. These KPIs will be assessed as either "met" or "not met".

### Long-term incentive

Metair's LTIP was designed by an independent third party with high integrity as well as local and international recognition. Similarly to the STIP, it is based on the CTC of the participant to ensure fairness, even-handedness and to have an automatic built-in protection against overinflated rewards.

The aim of the LTIP is to attract, retain and extend the services of executive management of Metair.

However, where required, the LTIP can be expanded to include certain high-potential and/or mission-critical subsidiary executives/individuals with scarce and critical skills or key employees, even if they are not executives. All candidates recommended for inclusion in the scheme must be approved by the committee before being submitted to the board for final sign-off.

Metair's LTIP is highly skewed towards performance, retention and shareholder alignment as the system awards annual performance shares to participants.

Treasury shares are legacy shares purchased in prior years and held in stock to be used specifically for the vesting of the shares of the scheme. Once depleted, the company will purchase shares in the market to ensure minimal dilution of shareholder interests. Total treasury shares as at 31 December 2025 amounted approximately to four million Metair ordinary shares.

LTIP shares have a three-year waiting period before vesting and therefore have a three-year retention period.

Role	LTIP award %
Group CEO	100%
Group CFO	50%
Metair management	25%
Metair junior executives	20%
Subsidiary CEOs	45%
Subsidiary senior executives	30%
Subsidiary junior executive	20%

A maximum multiplier of two times will be applied when all performance criteria are met. This will cap the CFO participation at 100% of CTC and the CEO at 200%.

Metair’s return measurements for vesting are based on return on invested capital (ROIC), specific HEPS growth targets, cash conversion rates and ESG targets. HEPS will be measured on the growth above CPI over a rolling three-to five-year period.

Executive KPIs (including CEO) have been consistent for the three years of LTIPs awarded (2023, 2024, 2025) but not yet vested:

Description	Performance share award criteria
ROIC targets	40%
HEPS growth	30%
Cash conversion target	20%
ESG targets	10%

**a. ROIC**

For 2025 awards, the targets are:

- ROIC upper target = 2024 ROIC +10% – 2 times (calculated on a 3-year average).
- ROIC target = 2024 ROIC +8% – 0.5 to <2 times (calculated on a 3-year average).
- ROIC lower threshold = 100% of WACC as at 31 December 2024 on average over three years – 0.5 times.

For the 2023 and 2024 awards the targets are:

- ROIC upper target = WACC +3% – 0.5 to 2 times.
- ROIC lower threshold = 100% of WACC – 0.5 times.

**b. HEPS**

- Minimum HEPS growth of annual official CPI for South Africa compounded over three years.
- Targeted HEPS growth of annual official CPI for South Africa + 4% compounded over three years.

**Participation threshold and multipliers**

1. At minimum HEPS growth – 0.5 times.
2. HEPS growth from three-year average CPI to three-year average CPI + 4% – 0.5 to 2 times (straight-line).
3. Above target HEPS growth – limited to 2 times.

**c. Cash conversion target:**

- Minimum cash conversion of 70% of EBITDA over the measurement period.
- Targeted cash conversion of 100% of EBITDA over the measurement period.

**Participation threshold and multipliers**

1. Above target cash conversion – limited to 2 times.
2. Cash conversion between 70% and 100% – 0.5 to 2.0 times.
3. At minimum cash conversion rate – 0.5 times.

**d. ESG targets**

These are amended each year.

*Environmental*

- Reduction in carbon emissions on per person hour worked (consolidated) – 6% reduction over three years compared to base of prior year.
- Reduction of water consumption per person hour worked (consolidated) – 6% reduction over three years compared to base of prior year.

*Social*

- Safety: LTIFR<1.

*Governance*

- Maintain B-BBEE level 1 rating for Metair group.

*No minimum thresholds are in place and no stretch – KPIs must be “met” or “not met”.*

*Amendments to the existing long-term incentive plan will be proposed to shareholders for approval at the upcoming AGM of Metair.*

**Retention shares**

No retention shares have been issued to any of the executive management and there are no outstanding retention awards at present.

# Implementation report

## JOB GRADING

Metair relies on objective international job grading systems, currently Willis Towers Watson Global Grading System, to maintain consistency and fairness in evaluating job roles and providing a standardised way to compare positions and grades across subsidiaries and industries, creating greater stakeholder clarity and consistency. The 21 graded positions within the group are supported by comparative grading through Remchannel which supports benchmarking of salaries.

Grading for the top positions at Metair resulted in the CEO position graded at 21 points and the group CFO at 18 points. These rankings allow stakeholders to make peer comparisons and evaluate the correctness and fairness (equal work for equal pay) of the group's remuneration practices, and also ensure that pay is capped at the relevant graded level.

The grading and associated job titles are summarised in the table below:

Global grade	Patterson alignment	Industry benchmark position	Equivalent Metair positions
21	F4	Group CEO	Metair CEO
18,19	F2	Group level CFO	Metair CFO
	F1	COOs	Metair COOs
	E4	Company levels MDs	Large company MDs
17,16,15	E1 – E3	Company level MDs, directors, senior managers, senior specialised professionals at group and company level	Small company MDs, directors, senior exco members, senior specialists, Metair group HR executive, Metair CIO, Metair chief data and digitisation executive, finance executive and Metair company secretary
14,13	D3 – D5	Specialised professionals at group and company level	Subsidiary executives and general managers
12	D2	Managers, and professionally qualified	Junior executive committee members, managers, Metair group finance manager
11,10	D1 and C Upper	Junior managers, engineers, accountants	Managers, engineers, accountants, functional managers
9,8,7	C Lower	Team leaders, line managers	Company team leaders, junior staff and clerks, technicians
6,5,4	B Band	Indirect workers, production support staff	Company quality controllers, logistics staff, administrative staff
3,2,1	A Band	Unionised and non-union workers	Direct labour, operators

With the inclusion of AutoZone into Metair group and the move to a central HRMIS and payroll, Metair is transitioning to Patterson job grading, and therefore aligned Patterson gradings have been included in the above table for reference purposes. The alignment has been validated by Bowmans.

## INCOME GAP ANALYSIS

The income gap analysis depicts employee/band ratios relative to each other. In 2025, the average guaranteed package for top management (global grades 15 and above) was 7.14 (2024: 7.20) times higher than the average guaranteed package for clerical/administration and semi-skilled employees (global grades 4 to 7). The trend has moved in a positive direction in terms of income gap.

The table below illustrates the wage gap ratio applicable to each category of employees from 2017 to 2025 aligned to occupational levels.

The table below illustrates the wage gap between CEO and the occupational levels across the organisation. Metair monitors the CEO pay ratio at all levels to identify disparities in pay and inform strategies to address pay equity within the group.

Employee category	2017	2018	2019	2021	2023	2024	2025
Top management (Global grades 15 and above) to clerical/administration/semi-skilled (Global grades 4–7)	8.78	8.74	8.45	7.77	7.46	7.20	7.14
Professionally qualified and subject matter expert/middle management (Global grades 12–14) to clerical/administration/semi-skilled (Global grades 4–7)	4.09	4.08	4.01	3.9	3.46	3.67	6.17
Professionally qualified and subject matter expert/middle management (Global grades 12–14) to skilled technical and academically qualified and junior management (Global grades G 8–11)	2.19	2.18	2.2	2.16	1.98	2.54	2.49
Skilled technical and academically qualified and junior management (Global grades 8–11) to clerical/administration/semi-skilled (Global grades 4–7)	1.87	1.87	1.83	1.81	1.75	1.81	2.48

The inclusion of AutoZone has influenced the overall wage gap, as employees within AutoZone Retail operations are compensated in accordance with the prescribed wage framework applicable to the Wholesale and Retail Sector under Sectoral Determination 9, while the remainder of the group is regulated by the Metal and Engineering Industries Bargaining Council (MEIBC) Main Agreement. Consequently, minimum hourly pay rates applicable to these roles differ from those applied across the rest of the group. AutoZone employees currently represent 9.15% of Metair's total workforce.

Employee category	2017	2018	2019	2021	2023	2024	2025
CEO (GG 21) to CFO (GG18)	1.63	1.63	1.7	1.27	1.27	1.67	1.54
CEO (GG 21) to top management (GG 15 and above, excluding CEO and CFO)	3.8	3.73	3.81	2.82	2.85	2.81	2.79
CEO (GG 21) to professionally qualified and subject matter expert/middle management (GG 12–14)	7.42	7.26	7.29	5.62	5.75	6.04	5.98
CEO (GG 21) to skilled technical and academically qualified and junior management (GG 8–11)	16.21	15.83	16.01	12.1	11.37	13.11	14.49
CEO (GG 21) to clerical/administration/semi-skilled (GG 4–7)	30.3	29.63	29.25	21.9	19.9	19.98	29.46*

\* The above income gap ratio reflects the inclusion of AutoZone. The wages of retail employees are lower than the historical elementary and semi-skilled grouping and therefore the wage gap has increased in the semi-skilled and skilled categories.

# Implementation report continued

In line with emerging disclosure requirements and the JSE’s Sustainability Guidance, Metair reports on wage and gender pay gaps for its South African operations. Metair calculated the wage gap ratio (WGR) for all South African employees who were employed for the full 2025 financial year (i.e., excluding individuals who joined or left during the period). Among these “current employees”, the overall WGR was 9.38 (2024: 11.1), indicating that the average total cost to company (TCC) – comprising all wages, benefits and bonuses – of the top 5% of earners was 9.38 times higher than that of the bottom 5%. This ratio has remained largely consistent over the past three years, despite the inclusion of AutoZone. The change reported for the 2025 year is a direct result of the streamlining of organisational structures and the rationalisation of management layers to improve agility and decision-making.

Similarly, Metair has adopted the JSE’s 2022 Sustainability Disclosure Guidance recommendations to report a gender pay gap ratio (GPGR). For 2025, the GPGR was calculated at 0.42, indicating that the average compensation for female employees was 42% of that of male employees (2024: 0.73, 2023: 0.61). This ratio has been influenced by the inclusion of AutoZone employees in the assessment. The outcome is broadly comparable to benchmarks reported by UK and EU oil companies, which reflect ratios ranging from 0.51 to 0.91, with lower ratios typically observed in companies facing employment constraints similar to those of Metair. In Metair’s operations, legal and regulatory requirements continue to prohibit women from performing work in environments with potential blood lead exposure, significantly limiting the roles available to female employees within our battery manufacturing businesses, where women represent more than 70% of the workforce. Additionally, Metair’s workforce composition influences the GPGR in operations such as Hesto, where women represent more than 70% of the largest workforce in the group, thus reducing the average compensation per female compared to the average for male employees who are more significantly represented within the higher skill level positions.

Metair is committed to ensuring fair, balanced compensation for all employees while supporting increased female representation in senior and technical roles.

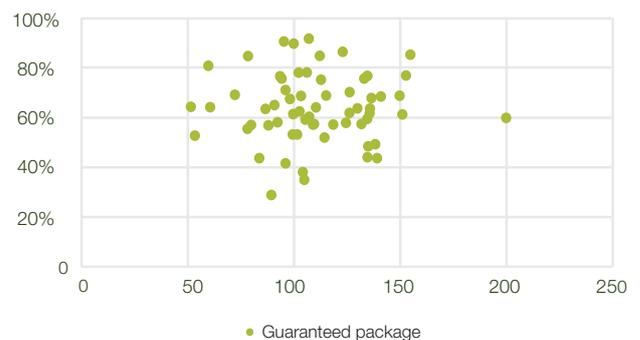
The group remains committed to advancing pay equity through focused succession planning and skills development, and ongoing monitoring of the WGR and GPGR, supported by workforce composition and progress against diversity and inclusion objectives.

## Market position cap

The second element of Metair’s approach is to ensure that employees are remunerated fairly and in line with the market. Metair conducts an annual review on benchmarks for the senior leadership team. As is customary, Metair plots remuneration against a pay grade position relative to the industry in which the group operates on an annual basis.

The results of the executive management benchmarking indicate a compa-ratio of 106.1% (2024: 107.9%) against the median for manufacturing companies and 116% against national benchmarks. Senior leadership (grade 14 and above) remains positioned within 3% of the median, in line with Metair’s remuneration strategy. A standard deviation of 24.1 in the comparator group was observed, reflecting the diversity of roles and market variances within the sample.

These benchmarking outcomes affirm that Metair’s remuneration practices remain competitive and aligned with our stated philosophy of fair and market-related pay. The ongoing structural alignment of remuneration with the revised operating model will further enhance internal equity and consistency across the group and is scheduled for completion in the second quarter of 2026, strengthening Metair’s commitment to transparent, responsible and strategically aligned reward practices.



## PAY STRUCTURE

Benchmarking plays a critical role in determining the pay for executive management and the executive directors.

Total pay to the executive directors during 2025 is reflected below:

Position	Guaranteed pay (R)	Short-term incentive 2025 (R)	Long-term incentive Vesting to prior year (R)	Subsistence allowance (R)	Other payments to employee (R)	Total (R)
Paul O'Flaherty – CEO	7 475 106	7 243 976	–	–	83 000	14 802 081
Anesh Jogia – CFO*	2 214 845	–	43 332	–	1 218 316***	3 476 492
Alastair Walker – CFO**	2 376 000	2 364 490	–	–	–	4 740 490

\* A Jogia resigned effective 30 June 2025.

\*\* A Walker commenced 1 July 2025.

\*\*\* Includes all statutory payments due to Mr Jogia on exit.

### 2024

#### Guaranteed pay

Position	Guaranteed CTC (R)	Short-term incentive 2024 (R)	Long-term incentive Vesting to prior year (R)	Acting allowance (R)	Subsistence (R)	Leave pay (R)	Total (R)
Paul O'Flaherty – CEO**	6 978 691*	3 894 503	–	–	–	–	10 873 194
Anesh Jogia – CFO	4 999 729*	2 403 465	37 772	150 000	4 735	1 446 313	9 042 014

\* Includes directors' fees paid in the Netherlands. These ceased in June 2025 due to the offshore restructuring.

\*\* Mr. O'Flaherty's earnings above reflect 11 months as he commenced in February 2024.

## GUARANTEED PAY

### 2025

In determining the 2025 salary increases, the committee considered Metair's operational performance, prevailing economic conditions, inflationary trends and employee affordability pressures. The goal was to balance competitiveness with financial sustainability, ensuring that adjustments remain fair, responsible and supportive of talent retention. This approach reflects the committee's commitment to maintaining equitable reward practices while safeguarding the long-term resilience of the group. For 2025, market surveys and published remuneration reports indicate an average increase of 5% for executive remuneration (2024: 6%, 2023: 7%). Annual performance assessments are used to reduce base increases.

The table below (guaranteed pay) shows group CEO and CFO remuneration.

Position	Current earnings (R)	Lower quartile (R)	Median (R)	Upper quartile (R)	Lower quartile	Median	Upper quartile
P O'Flaherty – CEO	7 475 106	8 378 052	10 295 667	11 980 425	89.22%	72.60%	62.39%
A Walker – CFO	4 750 000	5 435 405	6 233 452	6 939 698	87.39%	76.20%	68.45%

## Implementation report continued

### LONG-TERM INCENTIVE

The table below indicates the percentage of CTC that was used to calculate the number of performance shares awarded to the CEO and CFO for the 2025 awards, vesting in 2028. The percentage of CTC allocation is applied on an annual basis.

#### Performance shares

Position	% of CTC	Deemed value (R)	No. of shares	At deemed share value R/c
Paul O'Flaherty – CEO	100%	7 350 000	1 039 604	7.07
Alastair Walker – CFO	50%	2 375 000	392 562	6.05

#### Details of awards 2025, vesting in 2028:

##### Performance shares

Paul O'Flaherty – CEO	1 039 604
<i>Allocation date</i>	1 April 2025
<i>Vesting date</i>	1 April 2028
Alastair Walker – CFO	392 562
<i>Allocation date</i>	18 August 2025
<i>Vesting date</i>	18 August 2028

#### Awards vested in 2025

Position	% of CTC	Performance shares		
		Deemed value (R)	No. of shares	At deemed share value R/c
Anesh Jogia – CFO	0.87%	R43 332	6 129	7.07

#### Awards not yet vested

Details of awards that have not yet vested, including awards made in 2025, are shown in the table below:

Position	Type of awards	Grant date	Maturity Date	Grant price	Number of awards	Fair value at grant date	Fair value as at 31 December 2025	Market value as at 31 December 2025
Paul O'Flaherty	Performance shares	03-Apr-24	05-Apr-27	R0.00	608 657	R11.33	R6 896 084	R2 738 957
		01-Apr-25	01-Apr-28	R0.00	1 039 604	R6.77	R7 038 119	R4 678 218
Paul O'Flaherty	Performance shares				1 648 261		R13 934 203	R7 417 175
Alastair Walker	Performance shares	18-Aug-25	18-Aug-28	R0.00	392 562	R6.38	R2 504 545	R1 766 529
<b>Total</b>					<b>2 040 823</b>		<b>R16 438 748</b>	<b>R9 183 704</b>

Fair value is based on the higher of the intrinsic value or the originally determined value in terms of IFRS 2. The intrinsic value is based on the market value of the Metair share of R4.50 on 31 December 2025 and assumes that all performance criteria were met.

For more details regarding CEO and CFO emoluments, refer to note 3 in the annual financial statements. The long-term incentive structure is further detailed in note 26 of the annual financial statements.

**Personal holdings of executives as at 31 December 2025**

	Unvested	Vested
Paul O'Flaherty – CEO	1 648 261	Nil
Alastair Walker – CFO	392 562	Nil

The minimum level of prescribed holding for the CEO is 2 times CTC and CFO 1 times CTC. The executives are given 5 years to build up to the minimum levels.

**TOTAL ANNUAL REMUNERATION**

Total annual remuneration for Messrs O'Flaherty, Jogia and Walker is reconciled to the annual financial statements in the table below:

**2025**

Position	Guaranteed pay (R)	Short-term incentive 2025 (R)	Long-term incentive Vesting to prior year (R)	Other payments to employee (R)	Total (R)	Short-term incentive 2024 paid in 2025 (R)	Short-term incentive 2025 paid in 2026 (R)	Recon to AFS Total as per AFS (R)
Paul O'Flaherty – CEO	7 475 106	7 243 976	–	83 000***	14 802 801	3 894 503	(7 243 976)	11 452 609
Anesh Jogia – CFO*	2 214 845	–	43 332	1 218 316****	3 476 492	2 403 465	–	5 879 957
Alastair Walker – CFO**	2 376 000	2 364 490	–	–	4 740 490	–	(2 364 490)	2 376 000
	11 942 503	9 608 466	43 332	1 275 245	23 019 064	6 297 968	(9 608 466)	19 708 566

\* A Jogia resigned effective 30 June 2025.

\*\* A Walker commenced 1 July 2025.

\*\*\* Includes directors' fees paid in the Netherlands until end June 2025 when the structure was dissolved.

\*\*\*\* Includes all statutory payments due to Mr Jogia on exit.

The guaranteed remuneration for Metair's other exco members for the year 2025 is as follows.

EXCO	Guaranteed pay (R)	Short-term incentive 2025 paid in 2026 (R)	Other* (R)	Total (R)
Metair group exco (excluding CEO and CFO)	15 128 290	8 370 080	5 795 606	29 293 975

\* Includes once off payments made to the retiring COO.

The guaranteed remuneration for Metair's other exco members for the year 2024 is as follows.

EXCO	Guaranteed pay (R)	Short-term incentive 2024 paid in 2025 (R)	Total (R)
Metair group exco (excluding CEO and CFO)	13 643 243	5 228 423	18 871 669

## Implementation report continued

### NON-EXECUTIVE DIRECTORS' REMUNERATION

In 2025 Metair transitioned the non-executive directors (NEDs) from a per-meeting fee basis to an all-inclusive fee basis for the board and its subcommittees. This was undertaken to simplify the remuneration process and provide a clear and upfront understanding of compensation without the need for additional calculations or adjustments based on meeting attendance or other variables. The fees are paid in equal instalments quarterly.

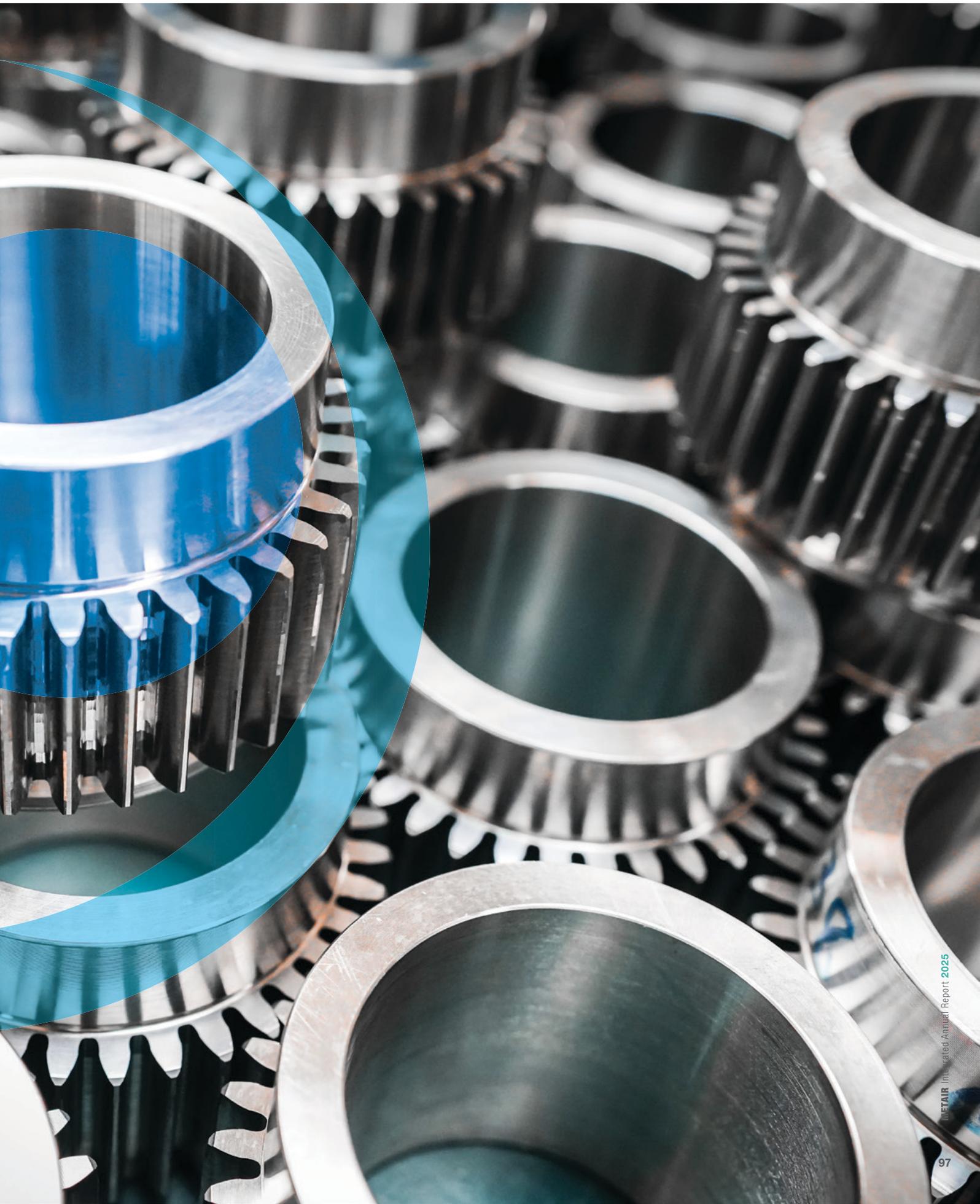
The structure has also fostered predictability, allowing Metair to more accurately budget as total NED remuneration is known in advance. A provision for special board or subcommittee meeting attendance outside of the planned schedule is approved should an extraordinary circumstance require the NEDs to devote significantly more time to the committees' duties than anticipated. These fees are at a discounted rate and approved by the board chairman and the remuneration and nominations committee chairman. The proposal for NED fees will be presented for approval by shareholders at the AGM scheduled for 7 May 2026. Directors' fees proposed for 2026 are exclusive of VAT and are as follows:

Role	Annual fees (R)
Board chairperson*	1 567 500
Non-executive directors**	466 733
Audit and risk committee chairperson	308 275
Audit and risk committee member	156 750
Remuneration and nominations committee chairperson	209 000
Remuneration and nominations committee member	117 040
Social and ethics committee chairperson	209 000
Social and ethics committee member	117 040
Investment committee chairperson**	261 250
Investment committee member	117 040
Operations, risk and technology committee chair	261 250
Operations, risk and technology committee member**	117 040
<b>Subsidiary board fees 1 January 2026 to 31 December 2026:</b>	<b>Annual fees</b>
Board member	117 040

Refer to note 3 in the annual financial statements for details on actual non-executive director emoluments.

\* The board chairperson fee is all inclusive and therefore no additional committee fees will be paid.

\*\* The exchange rate for the UK-based director is fixed annually, and therefore, slight variances from the fees approved at the AGM may arise from foreign exchange differences.



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## SUPPLEMENTARY INFORMATION

### Appendix I – Shareholder analysis

Company: Metair Investments Limited  
 Register date: 2 January 2026  
 Issued share capital: 198 985 886

Shareholder spread	No of shareholdings	%	No of shares	%
1–1 000 shares	6 556	86.39	477 440	0.24
1 001–10 000 shares	622	8.20	2 220 837	1.12
10 001–100 000 shares	257	3.39	8 719 495	4.38
100 001–1 000 000 shares	108	1.42	38 903 561	19.55
1 000 001 shares and over	46	0.61	148 664 553	74.71
<b>Totals</b>	<b>7 589</b>	<b>100.00</b>	<b>198 985 886</b>	<b>100.00</b>

Distribution of shareholders	No of shareholdings	%	No of shares	%
Banks/Brokers	28	0.37	22 462 374	11.29
Close corporations	17	0.22	117 820	0.06
Endowment funds	13	0.17	1 694 097	0.85
Government	0	0.01	48 652	0.00
Individuals	6 858	90.38	9 946 165	5.00
Insurance companies	13	0.17	7 051 839	3.54
Investment companies	0	0.00	0	0.00
Mutual funds	62	0.82	79 069 771	39.75
Other corporations	17	0.22	20 305	0.01
Own holdings	1	0.01	4 028 396	2.02
Private companies	77	1.01	8 164 905	4.10
Public companies	2	0.03	930	0.00
Retirement funds	395	5.21	61 312 962	30.82
Trusts	105	1.38	5 067 670	2.55
<b>Totals</b>	<b>7 588</b>	<b>100.00</b>	<b>198 985 886</b>	<b>100.00</b>

Public/non-public shareholders	No of shareholdings	%	No of shares	%
Non-public shareholders	2	0.03	43 103 514	21.66
Directors and associates of the company	1	0.01	39 075 118	19.64
Treasury stock	1	0.01	4 028 396	2.02
Public shareholders	7 587	99.97	155 882 372	78.34
<b>Totals</b>	<b>7 589</b>	<b>100.00</b>	<b>198 985 886</b>	<b>100.00</b>

<b>Beneficial shareholders holding 3% or more</b>	<b>No of shares</b>	<b>%</b>
Coronation Fund Managers	24 812 523	12.47
Foord	14 561 072	7.32
Value Capital Partners H4 QI Hedge Fund	11 595 864	5.83
Eskom Pension & Provident Fund	9 308 397	4.68
Camissa Asset Management	8 900 121	4.47
Old Mutual	8 621 441	4.33
Mines Pension Fund	6 963 034	3.50
Transnet Pension Fund	6 104 432	3.07
<b>Totals</b>	<b>90 866 884</b>	<b>45.66</b>

<b>Institutional shareholders holding 3% or more</b>	<b>No of shares</b>	<b>%</b>
Coronation Fund Managers	42 966 181	21.59
Value Capital Partners	39 075 118	19.64
Camissa Asset Management	33 303 142	16.74
Foord Asset Management	20 577 917	10.34
Ninety One	9 804 836	4.93
<b>Totals</b>	<b>145 727 194</b>	<b>73.23</b>

**Breakdown of non-public holdings**

<b>Directors</b>	<b>No of Shares</b>	<b>%</b>
Mkhondo N (indirect non-beneficial)	39 075 118	19.64
VCP Portfolio	39 075 118	19.64
<b>Totals</b>	<b>39 075 118</b>	<b>19.64</b>

<b>Treasury Stock</b>	<b>No of Shares</b>	<b>%</b>
Business Venture Investments No.1 217	4 028 396	2.02
<b>Totals</b>	<b>4 028 396</b>	<b>2.02</b>

<b>Holdings of more than 10%</b>	<b>No of Shares</b>	<b>%</b>
<b>Totals</b>	<b>0</b>	<b>0.00</b>

## Appendix I – Shareholder analysis continued

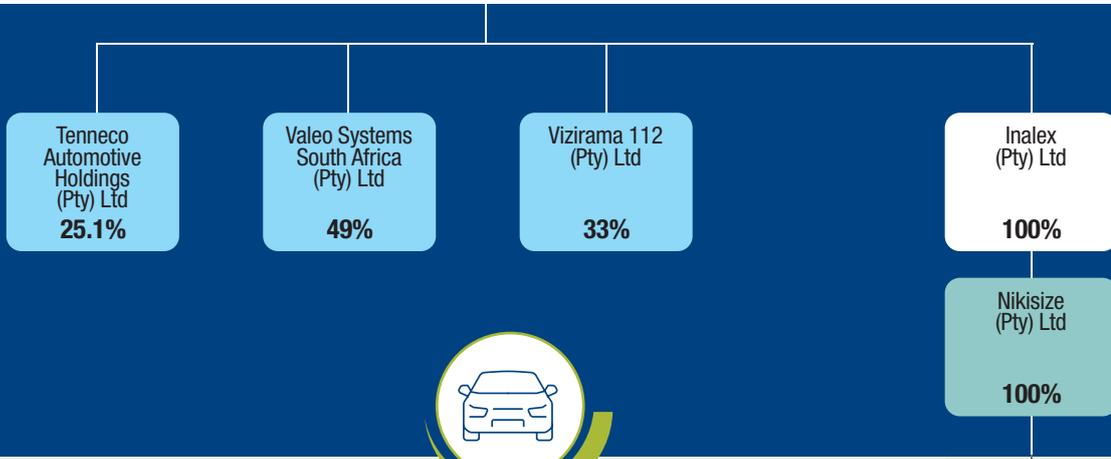
### Breakdown of beneficial shareholders holding 3% or more

Beneficial Shareholders Holding 3% or more	No of Shares	%	
<b>Coronation Fund Managers</b>	<b>24 812 523</b>	<b>12.47</b>	
Coronation Balanced Plus Fund	10 113 966	5.08	
Coronation Special Opportunities Portfolio	4 397 265	2.21	
Coronation Worldwide Houseview Equity Portfolio S1	3 516 556	1.77	
Coronation Equity Fund	1 939 327	0.97	
Coronation Smaller Companies Fund	1 701 877	0.86	
Coronation Houseview Equity Portfolio	1 073 571	0.54	
Coronation SA Equity Fund	1 019 137	0.51	
Coronation Managed Portfolio S2	748 258	0.38	
Coronation Market Plus Fund	223 539	0.11	
Coronation Multi-Strategy Arbitrage Hedge Fund S3	64 157	0.03	
Coronation Domestic Houseview Portfolio	14 868	0.01	
Coronation Managed Portfolio S3	2	0.00	
<b>Foord</b>	<b>14 561 072</b>	<b>7.32</b>	
Foord Balanced Fund	8 251 379	4.15	
Foord Equity Fund	6 211 183	3.12	
Foord Domestic Balanced Fund	98 510	0.05	
<b>Value Capital Partners</b>	<b>11 595 864</b>	<b>5.83</b>	
Value Active PFP H4 QI Hedge Fund	11 595 864	5.83	
<b>Eskom Pension &amp; Provident Fund</b>	<b>9 308 397</b>	<b>4.68</b>	
Eskom Pension & Provident Fund	Value Capital Partners	5 908 563	2.97
Eskom Pension & Provident Fund	Camissa Asset Management	2 162 311	1.09
Eskom Pension & Provident Fund	Excelsia Capital	908 905	0.46
Eskom Pension & Provident Fund	Coronation Fund Managers	210 492	0.11
Eskom Pension & Provident Fund	Mianzo Asset Management	118 126	0.06

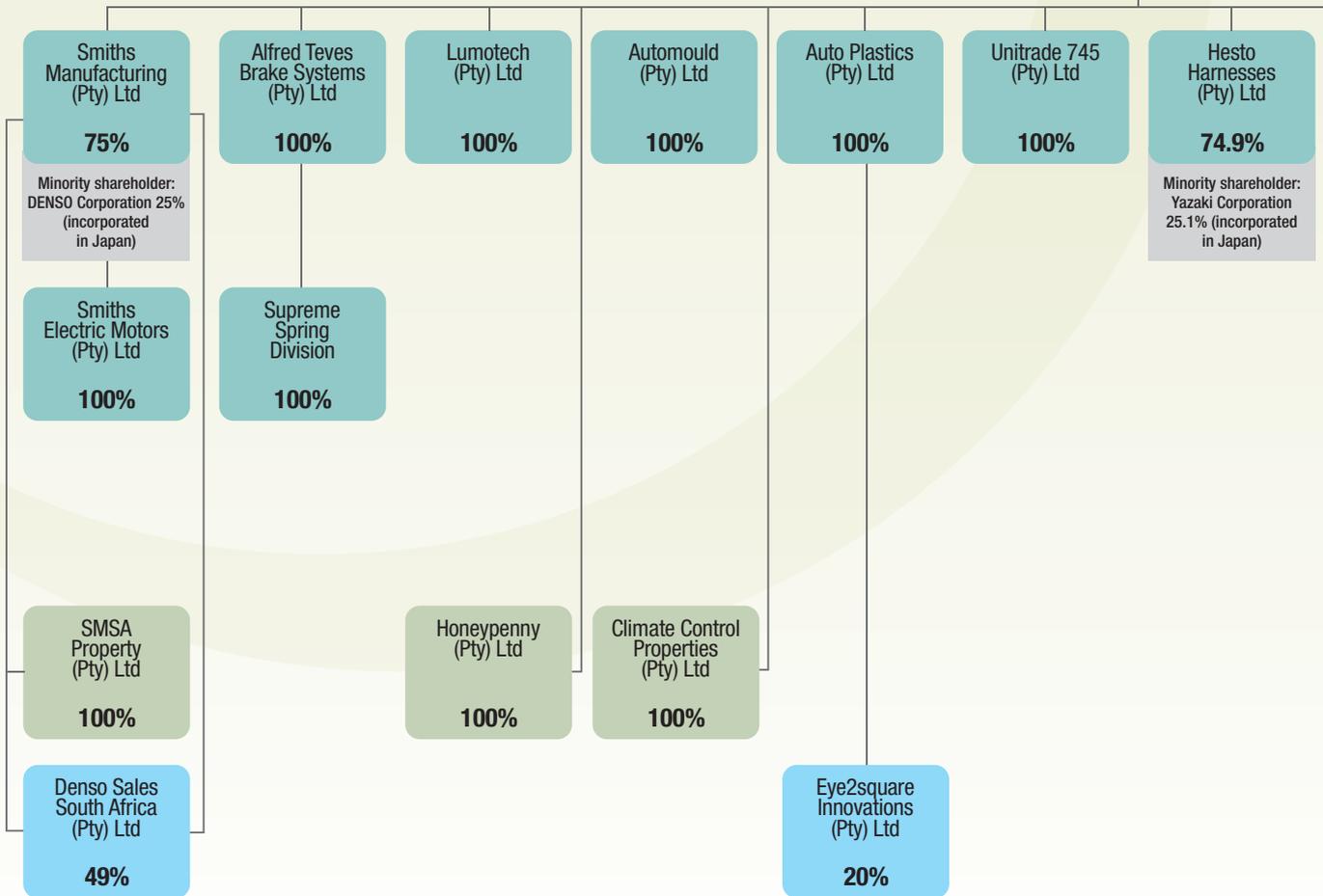
**Breakdown of beneficial shareholders holding 3% or more**

<b>Beneficial Shareholders Holding 3% or more</b>		<b>No of Shares</b>	<b>%</b>
<b>Camissa Asset Management</b>		<b>8 900 121</b>	<b>4.47</b>
Camissa Islamic Equity Fund		1 616 199	0.81
Camissa Balanced Fund		1 525 533	0.77
Camissa Islamic Balanced Fund		1 505 425	0.76
Camissa Alpha Equity Fund		1 428 817	0.72
Camissa SA Equity Fund		1 352 642	0.68
Camissa SA Balanced Fund		1 095 572	0.55
Camissa Stable Fund		272 276	0.14
Camissa Protector Fund		103 657	0.05
<b>Old Mutual</b>		<b>8 621 441</b>	<b>4.33</b>
Old Mutual Life Assurance Company SA		4 589 104	2.31
Old Mutual Multi-Managers Satellite Equity Fund No. 2		2 456 423	1.23
Old Mutual Albaraka Balanced Fund		1 403 100	0.71
Old Mutual Albaraka Equity Fund		172 814	0.09
<b>Transnet Pension Fund</b>		<b>6 104 432</b>	<b>3.07</b>
Transnet Retirement Fund	Value Capital Partners	4 005 007	2.01
Transnet Retirement Fund	Camissa Asset Management	709 936	0.36
Transnet Pension Fund	Camissa Asset Management	512 898	0.26
Transnet Retirement Fund	Coronation Fund Managers	470 608	0.24
Transnet Retirement Fund	Excelsia Capital	396 135	0.20
Transnet Retirement Fund	Mianzo Asset Management	7 009	0.00
Transnet Pension Fund	Coronation Fund Managers	2 839	0.00
<b>Totals</b>		<b>83 903 850</b>	<b>42.17</b>

# Appendix II – Group structure



## AUTOMOTIVE COMPONENTS MANUFACTURING VERTICAL

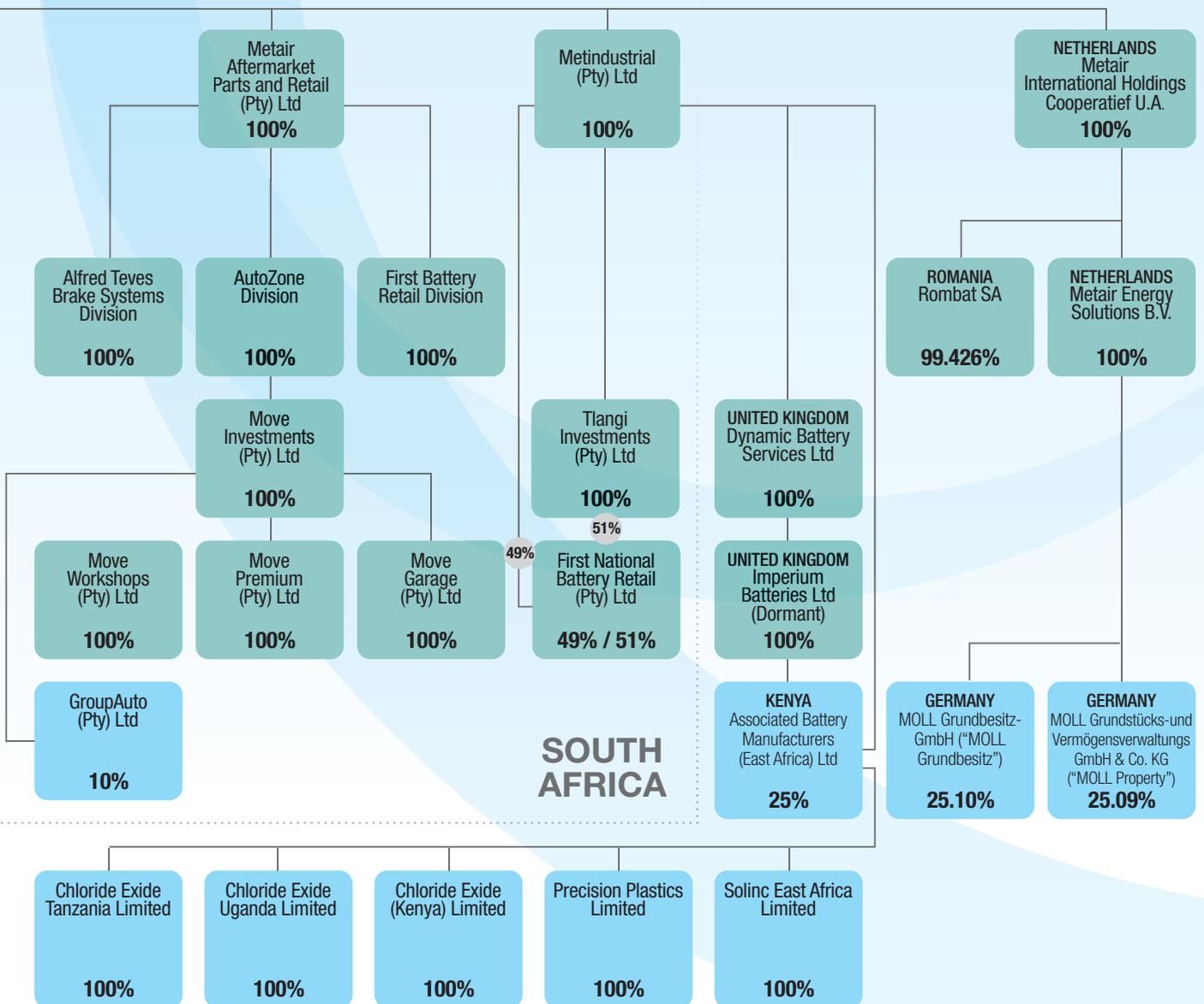




- Subsidiaries
- Indirect subsidiaries
- Property companies
- Associates



**AFTERMARKET AND DISTRIBUTION VERTICAL**



08

# SUMMARISED ANNUAL FINANCIAL STATEMENTS

## 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 Summarised 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

<b>SUMMARISED CONSOLIDATED INCOME STATEMENT</b>	<b>31 December 2025 R'000 Audited</b>	<b>31 December 2024 R'000 Audited Represented<sup>#</sup></b>
<b>Continuing operations</b>		
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)
<b>(Loss)/profit before taxation</b>	<b>(126 116)</b>	<b>454 419</b>
Taxation	(168 089)	(142 748)
<b>(Loss)/profit from continuing operations for the period</b>	<b>(294 205)</b>	<b>311 671</b>
Discontinued operations	(98 883)	(4 466 148)
<b>(Loss) for the period</b>	<b>(393 088)</b>	<b>(4 154 477)</b>
Attributable to equity holders:		
Continuing operations	(353 032)	301 717
Discontinued operations	(98 883)	(4 466 148)
	<b>(451 915)</b>	<b>(4 164 431)</b>
Attributable to non-controlling interest holders:		
Continuing operations	58 827	9 956
	<b>58 827</b>	<b>9 956</b>
	<b>(393 088)</b>	<b>(4 154 477)</b>
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
	<b>(312 035)</b>	<b>(98 519)</b>
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)

<sup>#</sup> 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 annual financial statements continued

<b>SUMMARISED CONSOLIDATED INCOME STATEMENT</b>	<b>31 December 2025 R'000 Audited</b>	<b>31 December 2024 R'000 Audited Represented<sup>#</sup></b>
<b>Disaggregation of revenue from contracts with customers</b>		
<b>Primary geographical markets</b>		
South Africa	15 409 561	8 978 307
Romania	2 458 714	2 397 822
	<b>17 868 275</b>	11 376 129
<b>Major product and service lines</b>		
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	
	<b>17 868 275</b>	11 376 129
<b>Timing of revenue recognition</b>		
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
	<b>17 868 275</b>	11 376 129
<b>Earnings per share</b>		
Basic (loss) per share (cents)	<b>(232)</b>	(2 146)
Headline (loss) per share (cents)	<b>(67)</b>	(203)
Headline earnings/(loss) per share (cents) (normalised) <sup>##</sup>	<b>145</b>	(203)
<b>Earnings per share from continuing operations</b>		
Basic (loss)/earnings per share (cents)	<b>(181)</b>	155
Headline (loss)/earnings per share (cents)	<b>(21)</b>	105
Headline earnings per share (cents) (normalised) <sup>##</sup>	<b>191</b>	105
<b>Diluted earnings per share from continuing operations</b>		
Diluted (loss)/earnings per share (cents)	<b>(179)</b>	153
Diluted headline (loss)/earnings per share (cents)	<b>(21)</b>	103
Diluted headline earnings per share (cents) (normalised) <sup>##</sup>	<b>189</b>	103
<b>Number of shares in issue ('000)</b>	<b>198 986</b>	198 986
Number of shares in issue excluding treasury shares ('000)	<b>194 957</b>	194 157
Weighted average number of shares in issue ('000)	<b>194 567</b>	194 094
Adjustment for dilutive shares ('000)	<b>2 252</b>	2 617
Number of shares used for diluted earnings calculation ('000)	<b>196 819</b>	196 711

<sup>#</sup> 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.

<sup>##</sup> Headline earnings exclude the impact of the Rombat fine.

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

<sup>#</sup> 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 annual financial statements continued

	31 December 2025 R'000 Audited	31 December 2024 R'000 Audited <sup>#</sup>
<b>SUMMARISED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME</b>		
(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
<b>Total comprehensive loss for the period</b>	<b>(429 995)</b>	<b>(2 744 285)</b>
Attributable to equity holders:		
Continuing operations	(389 399)	79 811
Discontinued operations	(98 802)	(2 833 927)
	<b>(488 201)</b>	<b>(2 754 116)</b>
Attributable to non-controlling interest holders:		
Continuing operations	58 206	9 831
	<b>(429 995)</b>	<b>(2 744 285)</b>

<sup>#</sup> 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.

<b>SUMMARISED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY</b>	<b>31 December 2025 R'000 Audited</b>	<b>31 December 2024 R'000 Audited</b>
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
<b>Total comprehensive loss for the period</b>	<b>(429 995)</b>	<b>(2 744 285)</b>
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 <sup>#</sup>		(34 079)
Foreign currency translation, including the effect of hyperinflation		(1 066)
Acquisition of subsidiary <sup>##</sup>	(119 810)	
Disposal of operation	(6 426)	
Disposal of operation – Release of change of ownership reserve		26 281
<b>Balance at end of the period</b>	<b>2 260 949</b>	<b>2 797 040</b>

<sup>#</sup> 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.

<sup>##</sup> 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 annual financial statements continued

<b>SUMMARISED CONSOLIDATED BALANCE SHEET</b>	<b>31 December 2025 R'000 Audited</b>	<b>31 December 2024 R'000 Audited</b>
<b>ASSETS</b>		
<b>Non-current assets</b>	<b>5 534 715</b>	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
<b>Current assets</b>	<b>7 046 274</b>	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	
<b>Total assets</b>	<b>12 580 989</b>	9 678 983
<b>EQUITY AND LIABILITIES</b>		
<b>Capital and reserves</b>		
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
<b>Ordinary shareholders' equity</b>	<b>2 213 046</b>	2 693 909
Non-controlling interests	47 903	103 131
<b>Total equity</b>	<b>2 260 949</b>	2 797 040
<b>Non-current liabilities</b>	<b>6 448 998</b>	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
<b>Current liabilities</b>	<b>3 871 042</b>	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
<b>Total liabilities</b>	<b>10 320 040</b>	6 881 943
<b>Total equity and liabilities</b>	<b>12 580 989</b>	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

<b>SUMMARISED CONSOLIDATED STATEMENT OF CASH FLOWS</b>	<b>31 December 2025 R'000 Audited</b>	<b>31 December 2024 R'000 Audited</b>
<b>Operating activities</b>		
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
<b>Investing activities</b>		
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)
<b>Financing activities</b>		
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
<i>* Reconciliation of operating profit:</i>		
<i>Operating profit from continuing operations</i>	362 040	644 553
<i>Operating profit from discontinued operations</i>	(108 640)	(4 284 796)
<b>Total</b>	<b>253 400</b>	<b>(3 640 243)</b>

\*\* 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 annual financial statements continued

	31 December 2025			
	R'000			
	Audited			
SUMMARISED CONSOLIDATED SEGMENT REVIEW <sup>1</sup>	GROUP	OEM segment	AFM segment	HEAD OFFICE AND CONSOLIDATION
<b>REVENUE</b>				
Local	17 182 586	13 064 352	4 118 234	
Export	2 265 172	246 614	2 018 558	
Total segmental revenue <sup>2</sup>	19 447 758	13 310 966	6 136 792	
Managed associate	(1 042 277)	(1 042 277)		
<b>Total revenue after adjusting for managed associate</b>	<b>18 405 481</b>	<b>12 268 689</b>	<b>6 136 792</b>	
Intergroup sales	(537 206)	(492 053)	(45 153)	
<b>REVENUE</b>	<b>17 868 275</b>	<b>11 776 636</b>	<b>6 091 639</b>	
<b>COST OF SALES</b>				
Operations	(15 915 339)	(11 110 913)	(4 804 426)	
Managed associate	900 329	900 329		
<b>COST OF SALES</b>	<b>(15 015 010)</b>	<b>(10 210 584)</b>	<b>(4 804 426)</b>	
<b>PROFIT BEFORE INTEREST AND TAX (PBIT)</b>				
Operating segments	1 229 998	979 017	250 981	
Restructuring costs	(7 368)	(2 697)	(4 671)	
Total segmental PBIT <sup>2</sup>	1 222 630	976 320	246 310	
Managed associate	(53 489)	(53 489)		
Other reconciling items <sup>3</sup>	(65 867)			(65 867)
Amortisation and depreciation arising from business combinations	(16 608)			(16 608)
<b>PBIT before capital items</b>	<b>1 086 666</b>	<b>922 831</b>	<b>246 310</b>	<b>(82 475)</b>
Capital Items	(312 035)	5 990	(8 341)	(309 684)
Exceptional items	(412 591)		(412 591)	
<b>PBIT</b>	<b>362 040</b>	<b>928 821</b>	<b>(174 622)</b>	<b>(392 159)</b>
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)
<i>Other major costs included in profit before interest and tax:</i>				
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

<sup>1</sup> 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.

<sup>2</sup> 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.

<sup>3</sup> 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	–
<b>Net fair value loss recognised on acquisition date</b>	<b>(355 950)</b>

#### 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)
<b>Net assets acquired</b>	<b>(577 608)</b>	<b>131 521</b>	<b>(446 087)</b>
Share-based payment reserve			(9 064)
Non-controlling interest <sup>1</sup>			114 243
Net assets attributed to the group			(340 908)
<b>Consideration</b>			
<b>Fair value of previously held interest</b>			
Fair value of associate (negative fair value)			355 950
<b>Gain on elimination of shareholder loan</b>			13 561
Loan receivable (post-ECL) from Hesto			(1 171 962)
Loan payable to Metair*			1 185 523
<b>Settlement of pre-existing relationship between Metair and Hesto</b>			
Settlement of financial guarantee provided to Hesto			21 732
<b>Goodwill recognised/(Gain on bargain purchase)**</b>			<b>(50 335)</b>

<sup>1</sup> 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 annual 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

# Appendix 1

## PRO FORMA FINANCIAL INFORMATION

### Basis of preparation

The group has chosen to present adjusted EBITDA and adjusted EBIT, normalised HEPS and normalised EPS, which are all considered to be *pro forma* financial information in terms of the JSE Listings Requirements. The *Pro Forma* Financial Information has been compiled by the directors to illustrate the measures management believe to be useful to shareholders.

The *pro forma* financial information:

- has been prepared for illustrative purposes only, and because of its nature, may not fairly represent the group's financial position, changes in equity, results of operations or cash flows; and
- is presented in accordance with the JSE Listings Requirements and the SAICA Guide on *Pro Forma* Financial Information, where applicable.

The directors of the company are responsible for the *pro forma* financial information. All reported figures have been extracted from the audited annual financial statements. Ernst & Young Inc. have issued an Independent Auditor's Report on the compilation of the *pro forma* financial information which follows on pages 119 to 120.

#### (i) Adjusted EBIT and adjusted EBITDA measures from continuing operations

R'million	Note <sup>3</sup>	2025	2024 <sup>4</sup>
Operating profit as reported		362	645
Capital items	3	312	(99)
Operating profit before capital items		674	546
Exceptional item – Rombat fine		413	–
Operating profit before capital items and exceptional items		1 087	546
Adjusted EBIT <sup>1</sup>		674	546
Depreciation and amortisation	3	609	306
Adjusted EBITDA <sup>2</sup>		1 283	852
Exceptional item – Rombat fine		413	–
Adjusted EBITDA before exceptional items		1 696	852

<sup>1</sup> Earnings before interest and taxation, calculated as operating profit before interest, taxation and share of associate earnings but before capital items and exceptional items (Rombat fine).

<sup>2</sup> Earnings before interest, taxation, depreciation and amortisation, calculated as group operating profit and equity-accounted earnings plus depreciation, amortisation, impairments and capital items.

<sup>3</sup> Reconciling notes to the annual financial statements.

<sup>4</sup> 2024 financial results have been represented for the disclosure of First Battery Industrial and Dynamic Batteries UK as discontinued operations.

## Appendix 1 continued

### (ii) Normalised EPS and normalised HEPS

R'million	Note <sup>1</sup>	2025	2024 <sup>2</sup>
Earnings per share	5	(232)	(203)
Earnings per share from continuing operations	5	(181)	105
Earnings per share from discontinued operations		(51)	(308)
Headline earnings per share	5	(67)	(203)
Headline earnings per share from continuing operations	5	(21)	105
Headline earnings per share from discontinued operations		(46)	(308)
Exceptional items – Rombat fine		413	–
Weighted average number of shares	5	194 567	194 094
Earnings per share on exceptional item		212	–
Normalised – Earnings per share (excluding exceptional items)		145	(203)
Normalised – Earnings per share from continuing operations (excluding exceptional items)		31	105
Earnings per share from discontinued operations		114	(308)
Normalised – Headline earnings per share (excluding exceptional items)		145	(203)
Normalised – Headline earnings per share from continuing operations (excluding exceptional items)		191	105
Headline earnings per share from discontinued operations		(46)	(308)

<sup>1</sup> Reconciling notes to the annual financial statements.

<sup>2</sup> 2024 financial results have been represented for the disclosure of First Battery Industrial and Dynamic Batteries UK as discontinued operations.

# Appendix 2

## **Independent Auditor's Assurance Report on the Compilation of the *Non-IFRS* Financial Information included in the Integrated Annual Report for the period ended 31 December 2025**

To the Directors of Metair Investments Limited

Report on the Assurance Engagement on the Compilation of Non-IFRS financial information that will be covered by this report included in the Integrated Annual Report for the Period Ended 31 December 2025.

We have completed our assurance engagement to report on the compilation of *Non-IFRS* financial information of Metair Investments Limited and its subsidiaries (collectively the "**Group**"), by the directors.

The *Non-IFRS* financial information, as set out on pages 117 to 118 of the Integrated Annual Report for the period ended 31 December 2025, consists of adjusted EBIT, adjusted EBITDA, normalised EPS, and normalised HEPS for the year ended 31 December 2025 (the "**Non-IFRS Financial Information**"). The applicable criteria on the basis of which the directors have compiled the *Non-IFRS* Financial Information are specified in the JSE Limited ("**JSE**") Listings Requirements and described in the basis of preparation paragraphs on page 117 of the Integrated Annual Report for the period ended 31 December 2025.

The *Non-IFRS* Financial Information has been compiled by the directors to illustrate the measures are considered to be pro forma financial information in terms of the Listings Requirements. As part of this process, information about the Group's financial performance has been extracted by the directors from the Group's annual financial statements, on which an auditor's report was issued on 10 March 2026.

### *Directors' Responsibility for the Non-IFRS Financial Information*

The directors are responsible for compiling the *Non-IFRS* Financial Information on the basis of the applicable criteria specified in the JSE Listings Requirements, described in the basis of preparation paragraphs on page 117 of the Integrated Annual Report for the period ended 31 December 2025.

### *Our Independence and Quality Management*

We have complied with the independence and other ethical requirements of the *Code of Professional Conduct for Registered Auditors* issued by the Independent Regulatory Board for Auditors (IRBA Code), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour. 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)*.

The firm applies International Standard on Quality Management 1 (ISQM 1) *Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements* which requires the firm to design, implement and operate a system of quality management, including documented policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### *Auditor's Responsibility*

Our responsibility is to express an opinion about whether the *Non-IFRS* Financial Information has been compiled, in all material respects, by the directors on the basis specified in the JSE Listings Requirements and described in the basis of preparation paragraphs on page 117 of the Integrated Annual Report for the period ended 31 December 2025, based on our procedures performed.

## Appendix 2 continued

We conducted our engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, which is applicable to an engagement of this nature, issued by the International Auditing and Assurance Standards Board. This standard requires that we comply with ethical requirements and plan and perform our procedures to obtain reasonable assurance about whether the *Non-IFRS* Financial Information has been compiled, in all material respects, on the basis specified in the JSE Listings Requirements.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the *Non-IFRS* Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the *Non-IFRS* Financial Information.

The purpose of the *Non-IFRS* Financial Information is to illustrate how the unadjusted financial information of the entity has been impacted by the adjustments made as described in the basis of preparation. Accordingly, we do not provide any assurance that the actual outcome of the adjustments made would have been as presented.

A reasonable assurance engagement to report on whether the *Non-IFRS* Financial Information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the *Non-IFRS* Financial Information provides a reasonable basis for presenting the significant effects directly attributable to the adjustment made, and to obtain sufficient appropriate evidence about whether:

- The related *Non-IFRS* adjustments give appropriate effect to those criteria; and
- The *Non-IFRS* Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

Our procedures selected depend on our judgement, having regard to our understanding of the nature of the Group, and the adjustments made in respect of which the *Non-IFRS* Financial Information has been compiled, and other relevant engagement circumstances.

Our engagement also involves evaluating the overall presentation of the *Non-IFRS* Financial Information.

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

### *Opinion*

In our opinion, the *Non-IFRS* Financial Information, has been compiled, in all material respects, on the basis specified in the JSE Listings Requirements, described in the basis of preparation paragraphs on page 117 of the Integrated Annual Report for the period ended 31 December 2025.

*Ernst & Young Inc.*

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Ernst & Young Inc.  
Director: Lerato Sidubi CA(SA)  
Registered Auditor  
Johannesburg  
10 March 2026

## Notice of AGM

### METAIR INVESTMENTS LIMITED

(Incorporated in the Republic of South Africa)  
(Registration number: 1948/031013/06)  
JSE and A2X Share Code: MTA  
ISIN: ZAE000090692

(“Metair” or the “company” or the “group”)

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“AGM”) of shareholders of **Metair Investments Limited** will be held remotely through an electronic interactive platform hosted by The Meeting Specialist (Pty) Ltd (“TMS”), as permitted in terms of clause 16.5 of Metair’s memorandum of incorporation (“MOI”), the Listings Requirements of the JSE Limited (“JSE”) (“JSE Listings Requirements”) and section 63(2)(a) of the Companies Act, No. 71 of 2008, as amended (“Companies Act”) as follows:

**Date:** Monday, 4 May 2026

**Time:** 14h00 (South African Standard Time)

**Venue:** Electronic interactive platform, subject to any cancellation, postponement or adjournment for the purpose of transacting the business set out below.

### IMPORTANT DATES AND TIMES

Event	Date
Record date to receive the notice of AGM	Friday, 6 March 2026
Posting of the notice of AGM, on or about	Monday, 16 March 2026
Last day to trade to be eligible to vote	Tuesday, 21 April 2026
Record date to vote	Friday, 24 April 2026
AGM date	Monday, 4 May 2026
Results of AGM published on SENS, on or about	Tuesday, 5 May 2026

### AGENDA

#### 1. Presentation of the annual financial statements and relevant company reports

To present:

- the audited annual financial statements, which include the directors’ report and the audit committee report, for the year ended 31 December 2025, as approved by the board of directors of the company (“directors”), (“board”) in terms of section 30(3) of the Companies Act, incorporating the auditor’s report;

- the report by the social and ethics committee on the matters within its mandate; and
- the report by the remuneration committee on the matters within its mandate.

#### 2. Resolutions

To consider, and, if deemed fit pass, with or without modification, the ordinary and special resolutions set out in this notice.

### ORDINARY BUSINESS

#### Ordinary resolutions numbers 1 and 2

In compliance with paragraph 5.6 of the JSE Listings Requirements, the board has performed a fit and proper assessment of the directors standing for re-election, and is satisfied with the outcome thereof.

#### Re-election of directors retiring by rotation

Resolved that the following directors, who retire by rotation in accordance with the company’s MOI and, being eligible, have offered themselves for re-election, be and are each hereby re-elected as a director of the company:

- Ordinary resolution number 1:** Re-election of Ms T.N. Mgoduso – Chairperson and independent non-executive director
- Ordinary resolution number 2:** Re-election of Ms A.K. Sithebe – Independent non-executive director

Brief *curricula vitae* of the above directors standing for re-election are included on page 22 of the integrated annual report of which this notice forms part.

#### Ordinary resolutions numbers 3 and 4

In compliance with paragraph 5.6 of the JSE Listings Requirements, the board has performed a fit and proper assessment of the directors whose appointment is being confirmed, and is satisfied with the outcome thereof.

#### Confirmation of appointment of directors

Resolved that the appointments of the following directors to the board, be and are each hereby confirmed:

- Ordinary resolution number 3:** Confirmation of the appointment of Mr A.J. Walker (the chief financial officer of the company), as an executive director of the company with effect from 1 July 2025
- Ordinary resolution number 4:** Confirmation of the appointment of Mr G. Ashford as an independent non-executive director of the company with effect from 10 October 2025

Brief *curricula vitae* of the above directors whose appointments are subject to confirmation are included on page 23 of the integrated annual report of which this notice forms part.

## Notice of AGM continued

### Ordinary resolution number 5

#### Appointment of audit committee members

Resolved that the following members of the audit committee be and are hereby elected in accordance with the provisions of section 94(2), read with section 61(8)(c)(ii), of the Companies Act and the King IV Report on Corporate Governance for South Africa, 2016 (“King IV”) for the period commencing on the date of their election and enduring until the next AGM of the company.

Resolved that the nominees (each of whom are independent non-executive directors of the company) to the audit committee, as proposed by the board, be and are hereby elected:

- **Ordinary resolution number 5.1:** Election of Ms N. Ketwa – Chairperson and member
- **Ordinary resolution number 5.2:** Election of Mr M.H. Muell – Member
- **Ordinary resolution number 5.3:** Election of Ms A.K. Sithebe – Member (subject to the passing of ordinary resolution number 2)

Brief *curricula vitae* of the directors standing for election are included on pages 22 to 23 of the integrated annual report of which this notice forms part.

### Ordinary resolution number 6

#### Re-appointment of External Auditors

Resolved that Ernst & Young Inc. with the designated audit partner being Ms L.H. Sidubi, be re-appointed as the company’s independent external auditors for the ensuing year until the conclusion of the next AGM of the company as recommended by the audit committee.

The audit committee and the board are satisfied that Ernst & Young Inc. (and Ms L.H. Sidubi) are independent and suitable for re-appointment, having considered and applied the provisions of sections 90(2) and 94(8) of the Companies Act and paragraph 5.7(h)(iii) read with paragraphs 6.36 to 6.38 of the JSE Listings Requirements.

### Ordinary resolution number 7

#### Appointment of social and ethics committee members

Resolved that the following members of the social and ethics committee be and are hereby elected in accordance with the provisions of section 61(8)(c)(iii) read with section 72(9A) of the Companies Act and King IV for the period commencing on the date of their election and enduring until the next AGM of the company.

Resolved that the nominees to the social and ethics committee, as proposed by the board, be and are hereby elected:

- **Ordinary resolution 7.1:** Election of Mr M.H. Muell – Chairperson and member (independent non-executive director)
- **Ordinary resolution 7.2:** Election of Mr P.S. O’Flaherty – Member (executive director)
- **Ordinary resolution 7.3:** Election of Ms A.K. Sithebe – Member (independent non-executive director) (subject to the passing of ordinary resolution number 2)

Brief *curricula vitae* of the directors standing for election are included on pages 22 to 23 of the integrated annual report of which this notice forms part.

### Ordinary resolution number 8

#### General authority to repurchase shares

Resolved, as an ordinary resolution in terms of the JSE Listings Requirements, that the company and each of its subsidiaries be and are hereby authorised, by way of a general authority, to acquire the company’s issued shares, upon such terms, conditions and in such amounts as the board may from time to time determine. Any acquisition of shares by the company or any of its subsidiaries pursuant to such authority is hereby approved, subject in each case to compliance with the Companies Act, the JSE Listings Requirements and the provisions of the company’s or the relevant subsidiary’s memorandum of incorporation, as applicable, and subject further to the following terms and conditions:

- (i) this general authority shall be valid until the company’s next annual general meeting, or for 15 months from the date of the authority, whichever period is shorter;
- (ii) repurchases may not be made at a price greater than 10% above the weighted average of the market value of the securities for the five business days immediately preceding the date of the repurchase;
- (iii) the repurchase must be made through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the company and any counterparty (reported trades are prohibited). The company may only appoint one agent to make any repurchases;
- (iv) repurchases shall not, in the aggregate, in any one financial year exceed 5% of the company’s issued share capital (as at the beginning of the financial year) of that class, excluding treasury shares;
- (v) acquisitions by the subsidiaries of the company, may not result in a subsidiary, together with all other subsidiaries of the company, holding more than 10% of the relevant class of the issued share capital of the company from time to time; and

(vi) the company and/or its subsidiaries may not repurchase shares during a prohibited period as defined in the JSE Listings Requirements unless a repurchase programme is in place. The company must instruct only one independent agent, which makes its investment decisions in relation to the repurchase, prior to the commencement of the prohibited period to execute the repurchase programme. The repurchase programme must be submitted to the JSE prior to the commencement of the prohibited period and must include the details required in terms of paragraph 7.89 of the JSE Listings Requirements.

The intention of the board is that the repurchase of the company's securities will be effected within the parameters laid down by this resolution as well as by the Companies Act, the JSE Listings Requirements and the board, as and when the directors of the company deem such repurchases to be appropriate, having regard for prevailing market and business conditions.

The directors will ensure that the requisite prior resolution of the board has been taken authorising such repurchases, confirming that the company and its subsidiaries engaged in such repurchases have passed the solvency and liquidity test envisaged in section 4 of the Companies Act and confirming that, since such tests were performed, there have been no material changes to the financial position of the Metair group.

An announcement will be published as soon as the company has cumulatively repurchased 3% of the initial number (being the number of that class of shares in issue at the time that the general authority was granted) of the relevant class of securities and for each 3% in aggregate of the initial number of that class acquired thereafter, containing the details as required by paragraph 7.90 of the JSE Listings Requirements;

The directors shall not make any repurchases under this general authority unless they are of the opinion that, after considering the effect of the maximum number of shares to be repurchased and for a period of 12 months after the date of the notice of the AGM:

- a. the company and the Metair group will be able, in the ordinary course of business, to pay their debts;
- b. the assets of the company and the Metair group will be in excess of the liabilities of the company and the Metair group, the assets and liabilities being recognised and measured in accordance with the accounting policies used in the latest audited annual financial statements;
- c. the share capital and reserves of the company and the Metair group are adequate for the ordinary business purposes of the company and the Metair group; and
- d. the working capital of the company and the Metair group will be adequate for ordinary business purposes.

The effect of this ordinary resolution number 8 and the reason therefore is to renew the general authority given to the directors at the previous AGM, in terms of the Companies Act, the MOI and the JSE Listings Requirements for the acquisition by the company and/or its subsidiaries of the company's securities, which authority may be used at the directors' discretion during the course of the period authorised.

Having considered the effect of the maximum number of shares that may be repurchased pursuant to this general authority, and subject to the board approving the terms of each repurchase programme, a resolution has been passed by the board authorising the repurchase and confirming that the company and the Metair group have passed the solvency and liquidity test contemplated in section 4 of the Companies Act. Since the test was performed, there have been no material changes to the financial position of the Metair group.

## ADDITIONAL DISCLOSURE

In terms of the JSE Listings Requirements, the following disclosures are required with reference to the general authority to repurchase its own securities by the company and/or its subsidiaries set out in ordinary resolution number 8, some of which are set out in the integrated annual report of which this notice forms part.

Major shareholders of the company – refer to page 98 of the integrated annual report.

Share capital – refer to page 98 of the integrated annual report as well as page 80 of the separate annual financial statements.

## DIRECTORS' RESPONSIBILITY STATEMENT

The directors, whose names are given on pages 22 to 23 of the integrated annual report, collectively and individually, accept full responsibility for the accuracy of the information pertaining to the above ordinary resolution number 8 and certify that to the best of their knowledge and belief there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the aforementioned special resolution contains all the information required by law and the JSE Listings Requirements.

## MATERIAL CHANGE

Other than the facts and developments reported on in the integrated annual report, there have been no material changes in the financial or trading position of the Metair group since the financial year end on 31 December 2025 to the date of posting of the integrated annual report.

## Ordinary resolution number 9

### Approval of amendments of the rules of the Metair Investments Limited 2009 Share Plan

Resolved that the amendments to the rules of the Metair Investments Limited 2009 Share Plan, which upon implementation will be renamed the Metair Investments Limited Conditional Share Plan 2026, (the "Plan"), as set out in annexure "A" to this notice, be and are hereby approved.

The remuneration committee, with the assistance of independent external advisers, has undertaken a comprehensive review of the Plan, having regard to prevailing market practice, the company's strategic objectives and shareholder feedback received in relation to the company's incentive structure. Following this

## Notice of AGM continued

review, the remuneration committee recommended the proposed amendments to the board, and the board has accordingly approved the proposed amendments for submission to Metair shareholders for approval.

An electronic copy of the Plan, incorporating the proposed amendments, will be available on the company's website at [https://www.metair.co.za/Investors/Metair\\_Share\\_Plan.pdf](https://www.metair.co.za/Investors/Metair_Share_Plan.pdf), and a printed copy will also be available for inspection at the registered office of the company during normal business hours on any business day from the date of publication of this notice until the date of the AGM.

### Non-binding advisory resolution number 10

#### Endorsement of the remuneration policy (Non-binding advisory vote)

Resolved as a non-binding advisory resolution that the company's remuneration policy, as set out in the remuneration report contained in the integrated annual report (refer to page 84 of the integrated annual report) be and is hereby approved through a non-binding advisory vote.

### Non-binding advisory resolution number 11

#### Endorsement of the remuneration implementation report (Non-binding advisory vote)

Resolved as a non-binding advisory resolution that the company's remuneration implementation report, as set out in the remuneration report contained in the integrated annual report (refer to page 90 of the integrated annual report) be and is hereby approved through a non-binding advisory vote.

The reason for the above resolutions (resolutions 10 and 11) being proposed through a separate non-binding advisory vote is because of it being recommended practice in terms of King IV and a requirement of the JSE Listings Requirements, which is in line with sound corporate governance.

The non-binding resolutions are of an advisory nature only and failure to pass these resolutions will therefore not have any legal or other consequences relating to existing arrangements. However, the board will take the outcome of the votes into consideration when considering future implementation of the company's remuneration report.

Shareholders are reminded that in terms of King IV™ and the JSE Listings Requirements, should 25% or more of the voting rights exercised be against one or both of these non-binding advisory resolutions, the company undertakes to engage with such dissenting shareholders as to the reasons therefore, and undertakes to make recommendations based on the feedback received.

## SPECIAL BUSINESS

### Special resolution number 1

#### Approval of non-executive director remuneration

Resolved as a special resolution in terms of section 66(9) of the Companies Act, that the remuneration of the non-executive directors of the company serving on the board and/or the board of directors of any of its subsidiaries with effect from 1 January 2026 onwards (refer to page 96 of the integrated annual report) be and is hereby approved.

The reason for and effect of special resolution number 1 is to approve, to the extent required, the remuneration for non-executive directors for the period commencing 1 January 2026 onwards.

### Special resolution number 2

#### Provision of financial assistance in terms of section 44 of the Companies Act

Resolved as a special resolution in accordance with section 44 of the Companies Act, that the board be and is hereby authorised, by way of a general authority, at any time and from time to time during the period of two years commencing on the date of passing of this special resolution, to provide any direct or indirect financial assistance to any related or inter-related companies in which Metair, directly or indirectly, holds a controlling equity interest (50% plus one share) for the purpose of or in connection with the subscription of any option, or any securities, issued or to be issued by Metair or any related or inter-related companies in which Metair, directly or indirectly, holds a controlling equity interest (50% plus one share) or for the purchase of any securities in Metair or any related or inter-related companies in which Metair, directly or indirectly, holds a controlling equity interest (50% plus one share), (but subject to the provisions of the MOI and section 44 of the Companies Act) in such amount and in any form (including, but not limited to, by way of loan (on an interest-free or a market-related interest basis), guarantee, the provision of security or otherwise) whether in the normal course of business or of a transactional nature, subject thereto that the board will, before making such financial assistance available, satisfy itself that:

- (i) immediately after providing the financial assistance, Metair will satisfy the solvency and liquidity test as prescribed in section 4 of the Companies Act; and
- (ii) the terms under which the financial assistance is proposed to be given are fair and reasonable to Metair.

The effect of special resolution number 2 and the reason therefore is that such special resolution is required in terms of section 44 of the Companies Act to grant the directors the authority to allow Metair to provide financial assistance by way of loan, guarantee, the provision of security or otherwise, to any related or inter-related company in which Metair, directly or indirectly, holds a controlling interest for

the purpose of or in connection with the subscription of any option, or any securities, issued or to be issued by Metair or any related or inter-related company which Metair, directly or indirectly, holds a controlling interest, or for the purchase of any securities in Metair or any related or inter-related company in which Metair, directly or indirectly, holds a controlling interest.

Furthermore, this special resolution specifically makes provision for Metair to provide financial assistance in respect of the issuance of preference shares by members of the Metair Group, as part of the group's tax efficient funding strategy. The special resolution does not authorise Metair to provide financial assistance to a director or prescribed officer of Metair.

### Special resolution number 3

#### Provision of financial assistance in terms of section 45 of the Companies Act

Resolved as a special resolution in accordance with section 45 of the Companies Act, that the board be and is hereby authorised, by way of a general authority, at any time and from time to time during the period of two years commencing on the date of passing of this special resolution, to provide any direct or indirect financial assistance limited to related and inter-related companies which Metair, directly or indirectly, holds a controlling equity interest (50% plus one share), (but subject to the provisions of the MOI and section 45(1) of the Companies Act) in such amount and in any form including, but not limited to, by way of loan (on an interest-free or a market-related interest basis), guarantee, the provision of security or otherwise) to any of its present or future subsidiaries and/or any juristic person that the company directly or indirectly controls from time to time (collectively hereinafter referred to as the Metair group) and being on such terms and conditions as the board in its discretion deems fit, for any purpose whether in the normal course of business of the Metair group or of a transactional nature, subject thereto that the board will, before making such financial assistance available, satisfy itself that:

- (i) immediately after providing the financial assistance, the company will satisfy the solvency and liquidity test as prescribed in section 4 of the Companies Act; and
- (ii) the terms under which the financial assistance is proposed to be given are fair and reasonable to the company.

The effect of special resolution number 3 and the reason therefore is that such special resolution is required in terms of section 45 of the Companies Act to grant the directors the authority to allow the company to provide financial assistance by way of loan, guarantee, the provision of security or otherwise, to any company which is related or inter-related to the company or any other juristic person that the company directly or indirectly controls.

This special resolution does not authorise Metair to provide financial assistance to a director or prescribed officer of the company.

## PERCENTAGE OF VOTING RIGHTS REQUIRED FOR RESOLUTIONS

### Ordinary resolutions 1–8

The percentage of voting rights that will be required for the adoption of each of ordinary resolutions 1–8 is 50% plus one of the voting rights exercised on the resolution by shareholders present or represented by proxy at the AGM in order to be adopted.

### Ordinary resolution 9

The percentage of voting rights that will be required for the adoption of ordinary resolution number 9 is 75% of the voting rights exercised on the resolution by shareholders present or represented by proxy at the AGM in order to be adopted.

### Special resolutions

The percentage of voting rights that will be required for the adoption of each special resolution is at least 75% of the voting rights exercised on the resolution by shareholders present or represented by proxy at the AGM in order to be adopted.

## ELECTRONIC PARTICIPATION

Shareholders may participate electronically in the AGM as contemplated in section 63(2) of the Companies Act and the company's MOI. TMS will assist shareholders with the requirements for electronic attendance, participation in, and/or voting at the AGM. Shareholders who wish to electronically attend, participate in and/or vote at the AGM are required to contact TMS at proxy@tmsmeetings.co.za or on +27 84 433 4836; +27 81 711 4255; or +27 61 440 0654 as soon as possible, and in any event by no later than 14h00 on Wednesday, 29 April 2026. Shareholdings participating in this manner may still appoint a proxy to vote on their behalf at the AGM. Access by means of electronic communication will be at the expense of the individual shareholders.

## Notice of AGM continued

### PROXIES

A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend, speak and vote on their behalf.

In terms of section 63(1) of the Companies Act, any person attending or participating in the AGM must present reasonably satisfactory identification and the person presiding at the meeting must be reasonably satisfied that the right of any person to participate in and vote (whether as shareholder or as proxy for a shareholder) has been reasonably verified.

Duly completed proxy forms must be received by the company at its registered office or by The Meeting Specialist (Pty) Ltd (JSE Building, One Exchange Square, Gwen Lane, Sandown, 2196 or at PO Box 62043, Marshalltown, 2107 or via email at proxy@tmsmeetings.co.za) by no later than 14h00 on Wednesday, 29 April 2026. Any forms of proxy not lodged at this time must be handed or submitted electronically, via email to proxy@tmsmeetings.co.za, to the chairperson of the AGM immediately prior to the AGM. A shareholder is entitled to attend and vote at the AGM or may appoint one or more proxies (who need not be a shareholder(s) of the company) of his/her own choice to attend, speak, and, on a poll, vote in his/her stead at the AGM.

The attention of shareholders is directed to the additional notes contained in the form of proxy.

By order of the Board



**SM Vermaak**

*Metair Company Secretary*

**Registered office**

Metair Investments Limited  
111 Mimetes Road  
Denver  
Johannesburg  
Gauteng  
2094

**Date of notice:** 10 March 2026

# Annexure A

## Explanatory note for ordinary resolution number 9: Amendment of the rules of the Metair Conditional Share Plan

Unless otherwise defined herein, capitalised terms in the explanatory note below shall bear the same meanings as ascribed thereto in the Amended Plan Rules, which are available on the company's website at

<https://www.metair.co.za>.

In line with local and global best practice, the Company intends to adopt amendments to the rules of the Metair Investments Limited 2009 Share Plan (hereafter referred to as the **Conditional Share Plan 2026**) as approved by the board (the **Amended Plan Rules**), to continue to incentivise, motivate and retain participating employees. Capitalised terms have the meanings ascribed to them in the Amended Plan Rules.

The Amended Plan Rules introduce the following key amendments requiring shareholder approval in terms of Schedule 9 of the JSE Listings Requirements:

1. **Introduction of Dividend Equivalents at the discretion of the Remco:** If the Company declares a Dividend, the Participant may be entitled to a cash payment of equivalent value (net of tax). This is called a "Dividend Equivalent". Dividend Equivalents may be paid in respect of Performance Shares that have Vested, shortly after the Vesting Date. No Dividend Equivalent is payable in respect of forfeited Shares. Dividend Equivalents in respect of Restricted Shares will be paid to Participants during the Vesting Period (as they are declared by the Company).
2. **Clarification of the Settlement methodology:** Currently, Awards are settled using treasury shares held by Business Venture Investments No 1217 (Pty) Limited. Once all treasury shares have been depleted, the intention is to settle all Awards by purchasing shares in the market (which is not currently permitted by the Conditional Share Plan 2026).
3. **Updating Award names to provide additional clarity and flexibility:** The existing rules provide for "bonus shares" and "share appreciation rights". Neither share appreciation rights nor bonus shares as described in the existing rules are in use currently, and therefore these have been removed. The Amended Plan Rules provide for two categories of conditional Awards: (i) Restricted Shares and (ii) Performance Shares, both of which have an Employment Condition and Performance Conditions. However, the Restricted Shares can be used to (i) make "sign-on" Awards to new employees (to compensate them for any long-term incentives that they may have forfeited by terminating their employment with their previous employers) and (ii) to make Awards to existing employees at or below Executive level for retention purposes.

4. **No Fault Terminations:** The treatment of Participants in the case of a No Fault Termination has been aligned to best practice. The Amended Plan Rules now provide for accelerated vesting in full if a Participant dies before the Vesting Date. This is in line with current market practice and will streamline the administration of these Awards. For all other No Fault Terminations, the Vesting Date is not accelerated (i.e. Awards do not vest on the date of termination of employment). Vesting takes place on the original Vesting Date and Awards are pro-rated for the portion of the Employment Period served. Performance Conditions are tested on the Vesting Date. This amendment encourages responsible behaviour and continued commitment for Employees nearing Retirement, as their Awards will continue to be affected by performance after their termination.
5. **Malus and Clawback:** Existing rights and obligations under the Metair Malus and Clawback Policy which have previously applied to the 2009 Plan Rules have now been referenced in the Amended Plan Rules to provide clarity and consistency of application ensuring that Participants are aware of their application to the Awards. No changes to the rights and obligations under the existing Malus and Clawback Policy have been made.

Other administrative amendments (which do not require Metair shareholder approval in terms of Schedule 9 of the JSE Listings Requirements) have also been introduced to delete redundant provisions, ensure the smooth operation of the Conditional Share Plan 2026 and to bring the provisions in line with current market practice.

Extracts from the Amended Plan Rules pertaining to 1–4 above as compared to the 2009 Plan Rules (where applicable), are set out below:

1. **Introduction of Dividend Equivalents at the discretion of Remco** – Introduction of the definition of "Dividend Equivalents" in Rule 2.1.21 and provisions governing Dividend Equivalents in Rule 12 of the Amended Plan Rules.

### Rule 2.1.21: Insertion of the new definition of "Dividend Equivalent" to provide as follows:

"**Dividend Equivalent** means, in respect of an Award, a cash payment equivalent in value to the Dividends declared by the Company as determined in clause 12;"

### Rule 12: Adoption of new governing provisions relating to "Dividend Equivalents" which provide as follows:

## 12. "DIVIDEND EQUIVALENTS"

- 12.1. The Remco may, in its sole and absolute discretion, direct the Settlement of a Dividend Equivalent, in cash and net of Tax.

## Annexure A continued

12.2. Dividend Equivalents will only be paid in respect of Performance Shares to the extent that the underlying Shares vest. Dividend Equivalents in respect of Restricted Shares will be paid to Participants during the Vesting Period. No Dividend Equivalent is payable in respect of forfeited Shares.

12.3. The Dividend Equivalent will take the form of a cash payment equivalent in value to the Dividends declared by the Company between the Award Date and the Vesting Date, net of Employees' Tax withheld by the Employer Company, and paid via payroll to the Participant."

### 2. **Clarification of Settlement methodology – Amendments to Rule 14 of the 2009 Plan Rules related to settlement of Performance Shares reflected in Rule 15 of the Amended Plan Rules.**

**Rule 14 of the 2009 Plan Rules provide as follows:**

#### 14. "SETTLEMENT OF PERFORMANCE SHARES

14.1. The Board shall meet before the Vesting Date in respect of an Award in order to assess the extent to which the Performance Criteria imposed by the Board have been achieved.

14.2. Although the extent to which the Performance Shares under an Award may be Settled to a Participant shall be conditional on, *inter alia*, the Board's assessment of the achievement of the Performance Criteria, the Board may in its sole and absolute discretion waive or amend such Performance Criteria if it is of the view that there are exceptional circumstances which would justify such a waiver or amendment, and such waiver or amendment shall not materially disadvantage and/or materially prejudice the existing rights (whether conditional or otherwise) of any Participant in and to the Performance Shares.

14.3. As soon as possible after the Vesting Date in respect of an Award, if and to the extent the Board has determined that the Performance Criteria imposed on the Award have been achieved, and subject to 14.4 and 28, the number of Performance Shares available to be Settled to a Participant under the Award determined in accordance with this 14 and/or 16 (if applicable) shall be Settled to the Participant.

14.4. Notwithstanding 14.3, the Participant shall pay, in such manner as the Board may from time to time prescribe, any such additional amount which the Board may notify the Participant of, in respect of any deduction on account of Tax as may be required by Applicable Laws which may arise on the Settlement of Performance Shares to him."

**Rule 15 of the Amended Plan Rules: Adoption of the following new provisions relating to "Settlement" which clarify the methodology to be used under the Conditional Share Plan 2026:**

#### 15. "SETTLEMENT OF AWARDS

15.1. Subject to clause 23.1, as soon as reasonably practicable after vesting of the Award, the Company or relevant Employer Company shall procure the Settlement of the required number of Shares to the Participant.

15.2. Any one of the following Settlement methods may be used, as directed by the Remco; provided that the primary method of Settlement under the Plan will be market purchase, once all available treasury shares have been depleted:

15.2.1. **Market purchase:** the Company or relevant Employer Company will incur an expense by making a cash contribution to any third party equal in value to the required number of Shares on the Vesting Date in Settlement of the Award on the basis that the third party will acquire the required number of Shares on the market and effect Settlement to the Participant; or

15.2.2. **Treasury Shares:** the relevant Employer Company by which the Participant is employed will incur an expense by acquiring Shares from the Treasury Company and effecting Settlement to the Participant.

15.3. As a fall-back provision only, the Remco may direct that the Award (or part thereof) is Settled in cash on the Settlement Date. An amount equal in value to the Market Value of the required number of Shares on the Vesting Date (less any applicable Tax) may be paid to the Participant. It is recorded that cash settlement is not intended to be a principal mode of Settlement and is envisaged to be a fall-back provision to address regulatory constraints or unusual circumstances."

**3. Updating Award names to provide additional clarity and flexibility: Removal of provisions relating to “share appreciation rights” and “bonus shares” in Parts 3 and 5 of the 2009 Plan Rules. Explanation of uses for “Restricted Shares” in Preamble and introduction of definition of “Restricted Shares” in Rule 2.1.53 of the Amended Plan Rules**

**Preamble:**

- 1.1 “This Plan will provide Participants with the opportunity to share in the success of the Company and provide alignment between the Participants and shareholders, as:
- 1.1.1 an incentive to Participants to deliver the Group’s business strategy over the long-term; and/or
- 1.1.2 a retention mechanism; and/or
- 1.1.3 a tool to attract prospective employees.
- 1.2 In furtherance of this object, the purpose of the Plan is to provide selected Employees of the Employer Companies, including executive directors, with the opportunity of receiving Shares in the Company through the Award of:
- 1.2.1 Performance Shares, which are delivered annually and are subject to the Performance Conditions and the Employment Condition; and
- 1.2.2 Restricted Shares, which are subject to the Employment Condition and will be subject to the Performance Conditions.
- 1.3 Restricted Shares may be Awarded as:
- 1.3.1 retention Shares, which may be Awarded to key employees at or below executive level, based on specified award criteria determined by Remco for retention and incentivisation purposes; and
- 1.3.2 sign-on Shares, for new Employees, usually to compensate them for awards from their previous employer which were forfeited on their resignation from that employer;
- 1.4 It is recorded that the Board will direct that Awards under the Plan be Settled primarily through the purchase of Shares on the market. Initial Settlement will take place using existing treasury shares until these have been fully exhausted.”

**Rule 2.1.53: Insertion of the new definition of “Restricted Shares” as follows:**

“**Restricted Shares** means the conditional right to receive a Share on the Vesting Date, subject to the fulfilment of the Employment Condition and the Performance Condition;”

**Removal of all provisions relating to “share appreciation rights” and “bonus shares” as these instruments are no longer used.**

**4. No Fault terminations: Amendments to Rule 15 of the 2009 Plan Rules related to termination of employment under the Performance Share method, reflected in Rule 20 of the Amended Plan Rules.**

**Rule 15 of the 2009 Plan Rules provide as follows:**

**15. “TERMINATION OF EMPLOYMENT**

- 15.1. Subject to 9, and unless the Board determines otherwise, if a Participant ceases to be employed by the Group by reason of a No Fault Termination prior to the Vesting of his Performance Shares, the Performance Shares available to be Settled to him under an Award in terms of 16 shall be Settled to him with effect from the Date of Termination of Employment.
- 15.2. Any Award in respect of which the Board shall determine that no Settlement shall occur, shall be deemed to have been cancelled.
- 15.3. Subject to 9, and unless the Board determines otherwise, if a Participant ceases to be employed by the Group by reason of a Fault Termination, his Award shall be deemed to have been cancelled. If the Board determines that an Award shall not be cancelled, the Performance Shares available to be Settled to the Participant shall be Settled in terms of 15.1.”

**Rule 20: Amendment of “Termination of Employment” provisions in Rules 20.1.1 and 20.2 of the Amended Plan Rules to provide as follows:**

“No Fault Terminations (excluding death)

- 20.1.1 If a Participant ceases to be employed by reason of a No Fault Termination prior to the applicable Vesting Date, a portion of the Award will vest on the original Vesting Date based on the *pro rata* achievement of the Employment Condition and extent to which the Performance Condition(s) (where applicable) have been satisfied on the Vesting Date.

Death

- 20.2 If a Participant ceases to be employed by reason of their death prior to the applicable Vesting Date, their Award will vest in full on the Date of Termination of Employment.”

## Annexure A continued

- 5. Malus and Clawback – Inclusion of the definitions of “Clawback”, “Clawback Amount”, “Malus” and “Malus and Clawback Policy”, in Rules 2.1.14, 2.1.15, 2.1.39 and 2.1.40 and administrative provisions surrounding the implementation of those provisions in Rules 16 and 17 of the Amended Plan Rules**

**Rule 2.1.14: Insertion of the new definition of “Clawback” to provide as follows:**

“**Clawback** means the recoupment of all or a portion of the Clawback Amount from a Participant upon the discovery of a Trigger Event in accordance with clause 17, read with the Malus and Clawback Policy;”

**Rule 2.1.15: Insertion of the new definition of “Clawback Amount” to provide as follows:**

“**Clawback Amount** means an amount determined by the Remco based on the Rand value of an Award made to a Participant;”

**Rule 2.1.39: Insertion of the new definition of “Malus” to provide as follows:**

“**Malus** means the reduction of all or a portion of unvested Awards in accordance with clause 16 and the Malus and Clawback Policy; “

**Rule 2.1.40: Insertion of the new definition of “Malus and Clawback Policy” to provide as follows:**

“**Malus and Clawback Policy** means the Group’s policy on Malus and Clawback as amended from time to time, which gives the Board the discretion to apply Malus and/or Clawback;”

**Rule 16: Inclusion of governing provisions relating to “Malus” which clarify the application of the provisions in the existing Malus and Clawback Policy:**

### 16. “REDUCTION OR FORFEITURE (MALUS)”

16.1 Prior to the Settlement Date, the Remco may exercise its discretion to determine that an Award is subject to reduction or forfeiture (in whole or in part) as a result of the occurrence of a Trigger Event in accordance with the Malus and Clawback Policy.

16.2 The Remco may postpone the Settlement Date of an Award if, at the Vesting Date, there is an ongoing investigation or other procedure being conducted to determine whether the Malus provisions apply in respect of a Participant, or the Remco decides that further investigation is warranted. In such event, the Vesting Date will be deemed to be the date upon which the investigation or procedure has been completed and the Remco has determined that the Award will not be forfeited in whole or in part.”

**Rule 17: Inclusion of governing provisions relating to “Clawback” which clarify the application of the provisions in the existing Malus and Clawback Policy:**

### 17. “CLAWBACK”

17.1 Where there is reasonable evidence that a Clawback Trigger Event occurred prior to the Vesting Date, but was only discovered within a period of 3 (three) years after the Vesting Date (the **Clawback Period**), the Board may exercise its discretion to require a Participant to repay the Clawback Amount (or a portion thereof) in terms of the provisions of the Malus and Clawback Policy.

17.2 For the avoidance of doubt, where there is reasonable evidence that a Trigger Event occurred prior to the Vesting Date, and was discovered prior to the Vesting Date, the Remco may exercise its discretion to apply Malus in accordance with clause 16.

17.3 The Remco may extend the Clawback Period if, upon the expiry of the Clawback Period, there is an ongoing investigation or other procedure being carried on to determine whether the Clawback provisions apply in respect of a Participant, or the Remco decides that further investigation is warranted. In such event, the Clawback Period will be extended until the investigation or procedure has been completed and the Remco has made a final determination.”

# Proxy form

## METAIR INVESTMENTS LIMITED

(Incorporated in the Republic of South Africa)  
(Registration Number 1948/031013/06)  
JSE and A2X share code: MTA  
ISIN: ZAE000090692  
(\*Metair' or the 'company' or the 'group')

## IMPORTANT NOTE CONCERNING THIS FORM OF PROXY

This form of proxy is only for the use by those shareholders of Metair who have not yet dematerialised their shares in Metair or who have dematerialised their shares in Metair, and such dematerialised shares are recorded in the electronic sub-register of Metair Investments Limited in the shareholder's own name ("entitled shareholders").

If either of the above situations is not applicable to you, you must not use this form. In such event, you must notify your duly appointed Central Securities Depository Participant ("CSDP") or broker, as the case may be, in the manner stipulated in the agreement governing your relationship with your CSDP or broker, of your instructions as regards voting your shares at the annual general meeting.

A shareholder may be entitled to attend and vote at the meeting or may appoint one or more proxies of his/her own choice to attend, speak, and, on a poll, vote in his/her stead at the annual general meeting of the company to be held electronically at 14h00 (South African Standard Time) on Monday, 4 May 2026. A proxy need not be a shareholder of the company.

I, \_\_\_\_\_

(name in block letters)

Of (address) \_\_\_\_\_

being holder/s of \_\_\_\_\_ ordinary shares in the company, do hereby appoint:

1. \_\_\_\_\_ or failing him/her,
2. \_\_\_\_\_ or failing him/her,
3. the chairperson of the annual general meeting as my/our proxy to attend, speak and, on a poll, vote on my/our behalf at the annual general meeting which will be held for the purpose of considering and, if deemed fit, passing, with or without modification, the ordinary and special resolutions to be proposed thereat and at any adjournment thereof, and to vote for or against the resolutions or abstain from voting, in accordance with the following instructions:

## VOTING INSTRUCTION:

Please indicate with an "X" in the appropriate spaces how votes are to be cast	In Favour	Against	Abstain
Presentation of annual financial statements and relevant company reports			
Non-voting Agenda Item			
<b>Ordinary business:</b>			
<b>Re-election of the directors retiring by rotation in terms of Metair's MOI:</b>			
Ordinary resolution number 1 – Re-election of Ms T.N. Mgoduso as a director of Metair			
Ordinary resolution number 2 – Re-election of Ms A.K. Sithebe as a director of Metair			
<b>Confirmation of appointment of directors:</b>			
Ordinary resolution number 3 – Confirmation of appointment of Mr A.L. Walker as an executive director (CFO) of the company			
Ordinary resolution number 4 – Confirmation of appointment of Mr G. Ashford as an independent non-executive director of the company			
Ordinary resolution number 5 – Election of audit committee members:			
Ordinary resolution number 5.1 – Election of Ms N. Ketwa as a member and chairperson of the audit committee			
Ordinary resolution number 5.2 – Election of Mr M.H. Muell as a member of the audit committee			
Ordinary resolution number 5.3 – Election of Ms A.K. Sithebe as a member of the audit committee			
Ordinary resolution number 6 – Re-appointment of Ernst and Young Inc. as auditors of Metair for the financial year ending 31 December 2026 and until the conclusion of the next annual general meeting.			
Ordinary resolution number 7 – Election of social and ethics committee members:			
Ordinary resolution number 7.1 – Election of Mr M.H. Muell as a member and chairperson of the social and ethics committee			
Ordinary resolution number 7.2 – Election of Mr P.S. O'Flaherty as a member of the social and ethics committee			
Ordinary resolution number 7.3 – Election of Ms A.K. Sithebe as a member of the social and ethics committee			
Ordinary resolution number 8 – General authority to repurchase the company's securities			
Ordinary resolution number 9 – Amendments to the Metair Investments Limited 2009 Share Plan			
Non-binding advisory resolution number 10 – Endorsement of the company's remuneration policy			
Non-binding advisory resolution number 11 – Endorsement of the company's implementation report			
<b>Special business:</b>			
Special resolution number 1 – Approval of non-executive directors' remuneration			
Special resolution number 2 – Provision of financial assistance in terms of section 44 of the Companies Act			
Special resolution number 3 – Provision of financial assistance in terms of section 45 of the Companies Act			

Signed at: \_\_\_\_\_ on \_\_\_\_\_ 2026

Signature: \_\_\_\_\_

Assisted by me (where applicable): \_\_\_\_\_

This form of proxy should be lodged with or posted to the registered office of the company (111 Mimetes Road, Denver, Johannesburg, Gauteng, 2094) or lodged with, posted or emailed to The Meeting Specialist (Pty) Ltd (JSE Building, One Exchange Square, Gwen Lane, Sandown, 2196 or at PO Box 62043, Marshalltown, 2107 or via email at proxy@tmsmeetings.co.za) by no later than Wednesday, 29 April 2026 at 14h00 (South African Standard Time) or handed or submitted electronically, via email to proxy@tmsmeetings.co.za, to the chairperson of the annual general meeting before the appointed proxy exercises any of the relevant shareholder rights at the annual general meeting.

# Notes to the form of proxy

An entitled shareholder may insert the name of a proxy or the names of two alternative proxies of the entitled shareholder's choice in the space(s) provided, with or without deleting "the chairperson of the general meeting" but any such deletion must be initialled by the entitled shareholder. The person whose name stands first on the form of proxy and who is present at the general meeting will be entitled to act as proxy to the exclusion of those whose names follow.

Please insert an "X" in the relevant spaces according to how you wish your votes to be cast. However, if you wish to cast your votes in respect of a lesser number of shares than you own in the company, insert the number of ordinary shares held in respect of which you desire to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she deems fit in respect of all the entitled shareholder's votes exercisable thereat. An entitled shareholder or his/her proxy is not obliged to use all the votes exercisable by the entitled shareholder or by his/her proxy, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the entitled shareholder or by his/her proxy.

The completion and lodging of this form of proxy will not preclude the relevant entitled shareholder from attending the annual general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.

Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity must be attached to this form of proxy unless previously recorded by the company's Transfer Secretaries or waived by the chairperson of the annual general meeting.

Any alteration or correction made to this form of proxy must be initialled by the signatory(ies).

A minor must be assisted by his/her parent or guardian unless the relevant documents establishing his/her legal capacity are produced or have been registered by the Transfer Secretaries of the company.

The chairperson of the annual general meeting may reject or accept a form of proxy which is completed and/or received, other than in accordance with these instructions and notes, provided that he/she is satisfied as to the manner in which the entitled shareholder concerned wishes to vote

## SUMMARY OF RIGHTS CONTAINED IN SECTION 58 OF THE COMPANIES ACT, NO 71 OF 2008, AS AMENDED ("COMPANIES ACT")

In terms of section 58 of the Companies Act:

- a shareholder of a company may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a shareholder) as a proxy to

participate in, and speak and vote at, a shareholders' meeting on behalf of such shareholder;

- irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder's rights as a shareholder;
- any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise; if an appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by:
  - (i) cancelling it in writing, or making a later inconsistent appointment of a proxy; and
  - (ii) delivering a copy of the revocation instrument to the proxy and to the relevant company;
- a proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise;
- if the instrument appointing a proxy has been delivered by a shareholder to a company, then, for so long as that appointment remains in effect, any notice that is required in terms of the Companies Act or such company's Memorandum of Incorporation to be delivered to a shareholder must be delivered by such company to:
  - the relevant shareholder; or
  - the proxy or proxies, if the relevant shareholder has:
    - (i) directed such company to do so, in writing; and
    - (ii) paid any reasonable fee charged by such company for doing so;
- if a company issues an invitation to its shareholders to appoint 1 (one) or more persons named by the company as a proxy, or supplies a form of proxy instrument:
  - the invitation must be sent to every shareholder entitled to notice of the meeting at which the proxy is intended to be exercised;
  - the invitation or form of proxy instrument supplied by the company must:
    - bear a reasonably prominent summary of the rights established in section 58 of the Companies Act;
    - contain adequate blank space, immediately preceding the name(s) of any person(s) named in it, to enable a shareholder to write the name and, if desired, an alternative name of a proxy chosen by the shareholder; and
    - provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour of or against any resolution(s) to be put at the meeting, or is to abstain from voting;
  - the company must not require that the proxy appointment be made irrevocable; and
  - the proxy appointment remains valid only until the end of the meeting at which it was intended to be used.

# Shareholders' diary

Financial year-end December  
Annual general meeting May

## REPORTS AND PROFIT STATEMENTS

Interim report August  
Annual report and annual financial statements March

## ORDINARY DIVIDENDS

Declared March  
Payment April

Shareholders are reminded to notify the Transfer Secretaries of any change in address.

# Corporate information

## METAIR INVESTMENTS LIMITED

JSE and A2X Share Code: MTA  
ISIN: ZAE000090692  
Registration Number: 1948/031013/06  
LEI No: 378900C0933C7C909172

## SPONSOR

One Capital Sponsor Services Proprietary Limited  
17 Fricker Road  
Illovo, 2196  
Johannesburg  
South Africa  
Telephone: +27 11 550 5000

## AUDITORS

Ernst and Young Inc.

## BUSINESS ADDRESS AND REGISTERED OFFICE

Metair Investments Limited  
111 Mimetes Road  
Denver  
Johannesburg  
2011

## SHARE TRANSFER SECRETARIES

Computershare Investor Services Proprietary Limited  
Rosebank Towers  
15 Biermann Avenue  
Rosebank  
Johannesburg  
2196

## BUSINESS POSTAL ADDRESS

PostNet Suite 231  
Private Bag X31  
Saxonwold  
Gauteng  
2132

## SHARE TRANSFER SECRETARIES POSTAL ADDRESS

Private Bag X9000  
Saxonwold  
2132  
South Africa  
Telephone: +27 11 370 5000  
Website: [www.computershare.com](http://www.computershare.com)

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

## GROUP COMPANY SECRETARY

Sanet Vermaak  
Email: [Sanet@metair.co.za](mailto:Sanet@metair.co.za)  
Telephone: +27 10 786 0800  
Website [www.metair.co.za](http://www.metair.co.za)

# METAIR

INVESTMENTS LIMITED

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