PrimeTime Property Holdings Limited
(Registration number BW00000877365)
Consolidated and Separate Financial Statements
for the year ended 31 August 2025

General Information

Country of incorporation and domicile	Botswana
Nature of business and principal activities	The Group and Company are engaged in property investment.
Directors	Paul Masie — Chair Alexander Lees Kelly Joanna Claire Jones Nigel Pattison Dixon-Warren Massimo Marinelli Mmoloki Turnie Morolong Ingutu Zaloumis
Postal address	P.O Box 1395 Gaborone Botswana
Business address and registered office	Plot 79961 Office 1 Setlhoa Corner Gaborone Botswana
Auditors	Ernst & Young 2nd Floor, Plot 22 Khama Crescent PO Box 41015 Gaborone, Botswana
Secretary	Unopa Tutu Njadingwe
Transfer Secretaries	Central Securities Depository Company of Botswana Proprietary Limited Plot 70667 Fairscape precinct Gaborone
Debenture Trust Trustee	J Hinchliffe Unit 6, Plot 129, Kgale Mews P.O Box 2378 Gaborone
Presentation and functional currency	Botswana Pula (P)
Financial Year	01 September 2024 to 31 August 2025

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The reports and statements set out below comprise the consolidated and separate financial statements presented to the shareholder:

Directors' Responsibilities and Approval of the Consolidated and Separate Financial Statements

The Board of directors (“the Board”) is responsible for the preparation and fair presentation of the consolidated and separate financial statements ("financial statements") of PrimeTime Property Holdings Limited ("the Company”) and its subsidiaries ("the Group"). This comprises the consolidated and separate statements of financial position as at 31 August 2025, the consolidated and separate statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and material accounting policies and other explanatory information. This is in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") and the requirements of the Companies Act of Botswana (CAP 42:01).

The Board is required by the Companies Act of Botswana (CAP 42:01), to maintain adequate accounting records and is responsible for the content and integrity of the financial statements and other information contained in this report.

The Board's responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of these financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. The Board's responsibility also includes making adequate accounting judgements and maintaining an effective system of risk management and the preparation of the supplementary schedules included in these consolidated and separate financial statements.

The financial statements are based on appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The Board acknowledges it is ultimately responsible for the system of internal financial controls established by the Group and places considerable importance on maintaining a strong control environment. To enable the Board to meet these responsibilities, it sets standards for internal control aimed at reducing the risk of error or loss cost-effectively. The standards include the proper delegation of responsibilities in a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the Group and all employees are required to maintain the highest ethical standards in ensuring the Group's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the Group is on identifying, assessing, managing and monitoring all known forms of risk across the Group. While operating risks cannot be fully eliminated, the Group endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The Board has assessed the ability of the Group to continue as a going concern and has no reason to believe the businesses will not be a going concern in the year ahead.

The independent auditor is responsible for independently auditing and reporting on the group's consolidated and separate financial statements. The consolidated and separate financial statements have been examined by the group's independent auditor and their report is presented on pages 7 to 11.

The consolidated and separate financial statements set out on pages 12 to 97, which have been prepared on the going concern basis, were approved by the board of directors on 28 November 2025 and were signed on their behalf by:

Paul Masie **Director**	**Nigel Pattison Dixon-Warren** **Director**

Directors' Report

The directors have pleasure in submitting to the Linked unitholders their report and the audited financial statements of PrimeTime Property Holdings Limited ("Company") and its subsidiaries (the "Group") for the year ended 31 August 2025.

1. Country of incorporation and domicile

PrimeTime Property Holdings Limited is incorporated and domiciled in Botswana with the date of incorporation being 29 August 2007.

2. Nature of business

The Group is focused on investing in and managing commercial real estate across Botswana, Zambia and South Africa and derives its revenue primarily from the rental of investment properties. The company is domiciled in Botswana and listed on the Botswana Stock Exchange (BSE). The Company's registration number is BW00000877365.

The annual financial statements of the Group include the results of PrimeTime Property Holdings Limited and its wholly owned subsidiaries. These include:

1. **PrimeTime Property Holdings Limited (Zambia branch)**: Representing branch operations in Zambia.

2. **PrimeTime Property Zambia Limited (Zambia subsidiary)**: A wholly owned subsidiary of PrimeTime Property Holdings (Mauritius) Limited incorporated in Zambia.

3. **PrimeTime Property Holdings (Mauritius) Limited**: Incorporated in Mauritius this subsidiary comprises its operations in Mauritius and South Africa through its South African branch. The Company wholly owns PrimeTime Property Zambia Limited (Zambia subsidiary).

Collectively, these entities and their results are consolidated and referred to as "the Group" in the financial statements. There have been no changes to the nature of the Group's business from the previous year.

There have been no material changes to the nature of the group's business from the prior year.

2.1. Incorporation of Consolidated entity – Hour Securities SPV (Proprietary) Limited

During the financial year, Hour Securities SPV (Proprietary) Limited (“Hour”) was incorporated in Botswana as a special purpose vehicle (“SPV”) to support the Group’s financing arrangements. Hour is owned by the PrimeTime Finance Security Owner Trust (Trust No. TUHGB-000064-24), whose trustees are Kopanang Thekiso and Stephen Pezarro.

Although Hour is not owned by the Group, management has determined that the Group controls Hour in accordance with *IFRS 10 – Consolidated Financial Statements*. The Group controls Hour through the contractual financing structure, is exposed to variable returns arising from the utilisation of the Medium-Term Facilities Agreement and revolving credit facility, and has the ability to affect those returns through its rights under the Counter-Indemnity Agreement.

Accordingly, Hour is consolidated into the Group financial statements.

Hour was established to issue guarantees on behalf of PrimeTime Property Holdings Limited (“PPH”) under the following facilities arranged by Standard Bank of South Africa Limited (as Facilities Agent):

- BWP 181,230,000 Medium-Term Facilities Agreement; and

- BWP 40,000,000 revolving credit facility.

In connection with this structure, PPH entered into a Counter-Indemnity Agreement with Hour, under which PPH indemnifies Hour for any claims, losses or liabilities arising from guarantees issued under the facilities.

Hour operates as a multi-jurisdictional and multi-currency financing vehicle to accommodate lender participation across the Group’s regional markets, with Stanbic Bank Botswana currently participating as the initial lender. The entity remains operationally dormant unless a breach arises in terms of the Medium-Term Facilities Agreement.

Transactions and balances between PPH and Hour are eliminated on consolidation..

Borrowings supported through Hour are disclosed in Note 26 - Borrowings, as these facilities are secured over Group assets and form an integral part of the Group’s financing structure.

Directors' Report

3. Board of directors

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

Directors	Designation	Nationality
Paul Masie	Non-executive Independent	Motswana
Alexander Lees Kelly	Executive	South African
Nigel Pattison Dixon-Warren	Non-executive Independent	Motswana
Massimo Marinelli	Non-executive Independent	Italian
Mmoloki Turnie Morolong	Executive	Motswana
Ingutu Zaloumis	Non-executive Independent	Zambian
Joanna Claire Jones	Non-executive non-independent	British

Directors' holdings in linked units

The number of linked units held directly and indirectly by directors at year-end is as follows:

	2025		2024	
Director	**Held directly**	**Held indirectly**	**Held directly**	**Held indirectly**
J Jones and family	40,019	-	40,019	-
A L Kelly and family	462,132	42,956,380	462,132	42,956,380
M T Morolong and family	97,630	-	97,630	-
P Masie and family	17,138	-	17,138	-
	616,919	**42,956,380**	**616,919**	**42,956,380**

4. Financial statements

The consolidated and separate financial statements have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board. The accounting policies have been applied consistently compared to the previous year.

The statements of financial position set out the financial position of the Company and Group as at 31 August 2025 and the statements of profit or loss and other comprehensive income, statements of cash flows and statements of changes in equity reflect the operating results and cashflows for the year ended on that date.

5. Stated capital and debentures

At 31 August 2025 the stated capital of the Company comprised 264,321,718 ordinary shares (2024: 264,321,718 ordinary shares), with a nominal value of P15,351,725 (2024: P 15,351,725), which are linked to 264,321,718 (2024: 264,321,718) variable rate unsecured debentures with a nominal value of P355,690,573 (2024: P 355,690,573).

Each linked unit comprises an ordinary share and one variable rate unsecured debenture, which are indivisible. The 264,321,718 linked units are listed on the BSE.

Refer to notes 23 and 25 of the consolidated and separate financial statements for detail of the movement in authorised and issued share capital.

6. Administration and management

The management of the Company's properties is provided by its related entity, Time A & PM Proprietary Limited with no change from the previous year.

7. Linked units distribution policy

Distributions to linked unitholders are primarily issued as debenture interest. The following distributions were made/proposed during the year.

Directors' Report

7. Linked units distribution policy (continued)

Debenture interest (thebe) per linked unit	**2025**	**2024**
Interim paid 25 April 2025 (31 March 2024)	2.67	3.07
Interim paid (29 August 2024)	-	4.21
Total interim declared and paid for the year	2.67	7.28
Total interim declared and paid for the year	**2.67**	**7.28**

8. Going concern

The consolidated and separate financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business. See note 36 for details.

9. Events after the reporting period

Subsequent to year end, the Group obtained all requisite regulatory approvals for the disposal of the investment properties classified as held for sale at 31 August 2025. The sale process is now in its final implementation phase, and the assets will be derecognised once transfer is completed in accordance with the relevant contractual terms.

The same subsequent event is also disclosed under *Events After the Reporting Date* in Note 37.1 and Note 22 Investment Properties Held for Sale.

10. Corporate Action and Withdrawal of Offer

RDC Properties Limited announced a firm intention on 5 July 2024 to acquire all the issued linked units of PrimeTime Property Holdings Limited in accordance with the Botswana Stock Exchange Listings Requirements. In response, the Board constituted an Independent Board of non-executive directors to provide independent oversight and ensure that the offer was evaluated objectively and in the best interests of unitholders.

Supported by professional advisors, the Independent Board undertook a detailed assessment of the offer and recommended that unitholders should not accept it. The corporate action was concluded on 5 August 2025, when RDC Properties Limited withdrew its offer after failing to achieve the minimum threshold for unitholder participation.

Costs associated with the advisory, governance, and regulatory processes relating to the corporate action have been recognised in the current year and are disclosed under operating expenses in Note 5.

The withdrawal brought closure to the matter, with no further obligations remaining for the Group.

11. Independent Property Valuations

The Group’s investment properties are independently valued each year to determine fair value in accordance with IAS 40. During the year, the Board appointed Knight Frank Botswana (Proprietary) Limited as the Group’s independent property valuer, succeeding Riberry Botswana (Proprietary) Limited, who had undertaken the valuations in prior years.

The change formed part of the Group’s periodic rotation process to maintain independence and ensure continued alignment with prevailing market valuation practices. The Board is satisfied that the new valuer possesses the requisite professional qualifications, experience, and objectivity to perform the valuations.

Building a better working world

Firm of Chartered Accountants
2nd Floor
Plot 22, Khama Crescent
PO Box 41015
Gaborone, Botswana

Tel: +267 397 4078 / 365 4000
Fax: +267 397 4079
Email: eybotswana@za.ey.com
Partnership registered in Botswana
www.ey.com

Independent Auditor's Report
To the Shareholders of PrimeTime Property Holdings Limited
Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the Consolidated and Separate Financial Statements of PrimeTime Property Holdings Limited ('the Company') and its subsidiaries ('the Group') set out on pages 12 to 97, which comprise of the Consolidated and Separate Statements of Financial Position as at 31 August 2025, and the Consolidated and Separate Statements of Profit or Loss and Other Comprehensive Income, the Consolidated and Separate Statements of Changes in Equity and the Consolidated and Separate Statements of Cash Flows for the year then ended, and the Notes to the Consolidated and Separate Financial Statements, including material accounting information.

In our opinion, the Consolidated and Separate Financial Statements give a true and fair view of the consolidated and separate financial position of the Group and Company as at 31 August 2025, and of its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards) and the requirements of the Companies Act (CAP 42:01).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of our report. We are independent of the Group and Company in accordance with the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code) together with the ethical requirements that are relevant to our audit of the Consolidated and Separate Financial Statements in Botswana, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the Consolidated and Separate Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated and Separate Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated and Separate Financial Statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated and Separate Financial Statements.

The Key Audit Matters applies equally to the audit of the Consolidated and Separate Financial Statements.

Key Audit Matter	How the matter was addressed in the audit
Valuation of Investment Properties The Group's investment property portfolios comprise of office, retail and industrial use properties located in Botswana, South Africa and Zambia. The Group's investment property portfolios are valued at BWP 1.829 billion (2024: BWP1.788 billion) and the Company's investment portfolio is valued at BWP1.231 billion (2024: P1.193 billion) as at 31 August 2025. The fair values of these investment property portfolios are determined by management using the direct capitalisation or discounted cash flow methods, depending on the nature and location of the respective investment properties. The direct capitalisation method involves the application of a capitalisation rate to the net operating income of each investment property. The discounted cash flow method estimates the value of an income-producing investment property based on the future cash flows which include considerations for vacancies, rental income changes and cost changes. The future cash flows are discounted using a discount rate. Estimating the capitalisation rate applied to the net operating income or net cash flows to determine the fair value of the investment properties is subjective in nature and involves significant assumptions distinctive to each geographical region including a risk-free rate adjusted for interest rates, inflation rates and a risk factor determined based on the anticipated future growth prospects, vacancy rates, tenant quality, nature and location of each property. The fair values derived from the direct capitalisation and discounted cash flow methods are then compared to transaction prices realised from the sale of similar properties in the same geographical area. The Group and Company use external independent valuation specialists to value their investment properties annually. The estimation of these inputs is further complicated by uncertain economic and market conditions in each geographical region reflected in volatility observed in inflation and interest rates.	Our procedures included, amongst others: ► We obtained an understanding of the valuation process and methodology used to determine the fair values of the investment properties through discussions with the independent valuation specialists and management. ► We evaluated the external valuation specialists' competence, capabilities and objectivity with reference to their qualifications and industry experience. ► With the support of our internal valuation specialists, we: - Assessed the valuation methods used by the external independent valuation specialists and considered if these methods are in line with International Valuation Standards ("IVS") and valuation practise. Our assessment included assessing if the methodology adheres to the fundamental concepts and principles of valuation outlined in the IVS, including fairness, transparency and consistency. We further evaluated if the methodology considers relevant market evidence in order to adhere to IVS market requirements for gathering, analysing, and applying market data in the valuation process. - Evaluated the transaction prices realised from the sale of similar properties, used to support the fair values of investment properties, by comparing the external source of these transaction prices to publicly available information. - Independently recomputed capitalisation and discount rates for each property by assessing the economic market conditions in Zambia, South Africa and Botswana including vacancy rates, rental growth rates, risk-free rates, interest rates and inflation rates. We also considered the risks specific to each geographic region, to obtain an understanding of how these risks can impact property values. We compared our calculated capitalisation rates to the rates used by the external independent valuation specialists for reasonableness. - Evaluated the mathematical accuracy of the valuation method by recalculating the net operating income or net cash flows and applying the capitalisation rate to the net operating income or net cash flows for each property to determine the fair value per property. ► We assessed the appropriateness of the disclosures included in the Consolidated and

We have identified the valuation of the Group and Company's investment property portfolios to be a key audit matter due to the valuation method being inherently judgmental, the subjective inputs applied in determining the capitalisation and discount rate for each property across different regions and the significance of the investment property portfolios to the Group and Company's total assets. The disclosures associated with the valuation of the Group and Company's investment properties, including the fair value adjustments, are set out in the Consolidated and Separate Financial Statements in the following notes: • Note 1.3 - Critical judgements and sources of estimation uncertainty: Fair value of investment property • Note 1.4 - Material Accounting Policies: Investment property • Note 6 – Fair value adjustment • Note 13 – Investment property • Note 13 – Details of valuation • Note 15 – Fair value information	Separate Financial Statements relating to investment properties and fair value adjustments against the requirements of IAS 40 – *Investment property* and IFRS 13 – *Fair value measurement*.

Other Information

The directors are responsible for the other information. The other information comprises the other information included in the 97-page document titled "PrimeTime Property Holdings Limited (Registration number BW00000877365) Consolidated and Separate Financial Statements for the year ended 31 August 2025" which includes the General Information, the Directors' Report and the Directors' Responsibilities and Approval of the Consolidated and Separate Financial Statements, which we obtained prior to the date of this report, and the Annual Report, which is expected to be made available to us after that date. Other information does not include the Consolidated and Separate Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated and Separate Financial Statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the Consolidated and Separate Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated and Separate Financial Statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The directors are responsible for the preparation and fair presentation of the Consolidated and Separate Financial Statements in accordance with IFRS Accounting Standards and the requirements of the Companies Act (CAP 42:01) and for such internal control as the directors determine is necessary to enable the preparation of Consolidated and Separate Financial Statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group and Company's financial reporting processes.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

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

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

- Identify and assess the risks of material misstatement of the Consolidated and Separate Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated and Separate Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group or Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the Consolidated and Separate Financial Statements, including the disclosures, and whether the Consolidated and Separate Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

Ernst & Young

Ernst & Young
Firm of Certified Auditors
Practising member: Francois J Roos (CAP 0013 2025)
Gaborone

12 December 2025

Consolidated and Separate Statements of Financial Position as at 31 August 2025

		Group		Company	
Figures in Pula	Note(s)	2025	2024	2025	2024
Assets					
Non-Current Assets					
Furniture and equipment	12	629,421	788,916	-	-
Investment property	13	1,829,135,557	1,787,691,427	1,231,466,008	1,193,126,139
Rentals straight-line adjustment	14	39,203,555	44,028,460	32,613,338	39,904,700
Work in progress	16	43,147,606	41,651,966	43,147,606	41,651,966
Investments in subsidiaries	17	-	-	469,911,957	1,020
Amounts due from related parties	18	-	-	-	469,910,937
		1,912,116,139	**1,874,160,769**	**1,777,138,909**	**1,744,594,762**
Current Assets					
Rentals straight-line adjustment	14	8,354,976	7,743,141	6,798,984	6,500,161
Trade and other receivables	19	11,963,199	14,049,592	7,580,215	8,077,539
Tax receivable		75,904	62,583	15,144	12,361
Cash and cash equivalents	21	20,161,578	14,667,046	5,033,902	4,555,162
Non-current assets held for sale	22	52,150,000	-	52,150,000	-
		92,705,657	**36,522,362**	**71,578,245**	**19,145,223**
Total Assets		**2,004,821,796**	**1,910,683,131**	**1,848,717,154**	**1,763,739,985**
Equity and Liabilities					
Equity					
Stated capital	23	15,351,725	15,351,725	15,351,725	15,351,725
Retained earnings	24	575,417,510	475,779,684	641,854,141	545,654,694
Foreign currency translation reserves (FCTR)	24	77,601,341	53,157,968	(13,596,158)	(16,543,173)
Debentures	25	355,690,573	355,690,573	355,690,573	355,690,573
		1,024,061,149	**899,979,950**	**999,300,281**	**900,153,819**
Liabilities					
Non-Current Liabilities					
Borrowings	26	617,579,692	544,684,947	515,313,344	465,617,274
Lease liabilities	27	2,720,369	3,003,554	135,622	459,944
Deferred tax	10&20	59,040,121	67,528,764	59,040,121	67,528,764
		679,340,182	**615,217,265**	**574,489,087**	**533,605,982**
Current Liabilities					
Borrowings	26	248,337,970	360,753,698	234,664,428	303,656,884
Lease liabilities	27	3,048	21,385	3,048	20,651
Deferred revenue	28	1,921,925	3,238,640	441,651	2,377,018
Trade and other payables	29	24,546,551	21,052,603	15,125,286	14,996,165
Tax payable		-	28,920	-	-
Bank overdraft	21&30	21,646,540	6,240,177	21,646,540	6,240,177
Amount due to related parties	31	4,964,431	4,150,493	3,046,833	2,689,289
		301,420,465	**395,485,916**	**274,927,786**	**329,980,184**
Total Liabilities		**980,760,647**	**1,010,703,181**	**849,416,873**	**863,586,166**
Total Equity and Liabilities		**2,004,821,796**	**1,910,683,131**	**1,848,717,154**	**1,763,739,985**

Consolidated and Separate Statements of Profit or Loss and Other Comprehensive Income

		Group		Company	
Figures in Pula	Note(s)	2025	2024	2025	2024
Revenue	3	236,132,581	226,995,957	151,737,580	153,237,016
Exchange differences on translation of foreign balances	4	1,004,826	(447,105)	(154,779)	(7,216,986)
Expected credit losses on amounts due from related party	18	-	-	-	(37,111,622)
Expected credit losses on trade receivables	19	(1,920,225)	(2,615,509)	(646,931)	(723,376)
Operating expenses	5	(122,490,291)	(97,368,745)	(83,616,049)	(68,716,601)
Profit from operations before fair value adjustment		**112,726,891**	**126,564,598**	**67,319,821**	**39,468,431**
Fair value adjustment	6	79,401,988	11,226,663	87,262,108	32,425,234
Profit from operations		**192,128,879**	**137,791,261**	**154,581,929**	**71,893,665**
Investment income	7	416,252	916,469	36,998	39,126,579
Finance costs	8	(71,990,368)	(76,366,986)	(59,429,044)	(60,176,383)
Profit before taxation		**120,554,763**	**62,340,744**	**95,189,883**	**50,843,861**
Taxation	10	(15,409,441)	(18,001,306)	6,517,060	(13,240,626)
Profit for the year		**105,145,322**	**44,339,438**	**101,706,943**	**37,603,235**
Other comprehensive income:					
Items that may be reclassified to profit or loss:					
Exchange differences on translating foreign operations	24	11,126,218	(7,616,216)	2,947,015	(6,259,373)
Exchange differences on translation of related party loans reclassified to profit or loss	24	-	(3,237,479)	-	-
Deferred tax relating to the exchange differences on translation of related party loan	24	13,317,155	(2,106,781)	-	-
Total items that may be reclassified to profit or loss		**24,443,373**	**(12,960,476)**	**2,947,015**	**(6,259,373)**
Other comprehensive income/(losses) for the year net of taxation		**24,443,373**	**(12,960,476)**	**2,947,015**	**(6,259,373)**
Total comprehensive income for the year		**129,588,695**	**31,378,962**	**104,653,958**	**31,343,862**
Attributable to:					
Owners of the holding company		129,588,695	31,378,962		
Earnings per linked unit					
Per share information					
Basic (thebe)	11	40.37	18.72		
Diluted (thebe)	11	40.37	18.72		

Consolidated and Separate Statements of Changes in Equity

Figures in Pula	Stated capital	FCTR on translation of foreign operations	FCTR on translation of related party loan	Debentures	Debenture interest reserve	Retained earnings	Total equity
Group							
Balance as at 01 September 2023	**14,795,794**	**(26,803,913)**	**92,922,357**	**336,135,390**	**3,283,270**	**446,445,060**	**866,777,958**
Profit for the year	-	-	-	-	-	44,339,438	44,339,438
Other comprehensive loss	-	(7,616,216)	(5,344,260)	-	-	-	(12,960,476)
Linked units issued during the year	555,931	-	-	19,555,183	-	-	20,111,114
2023 final debenture interest paid	-	-	-	-	(3,283,270)	-	(3,283,270)
2024 interim debenture interest	-	-	-	-	-	(19,236,941)	(19,236,941)
Taxation attributable to debenture interest	-	-	-	-	-	4,232,127	4,232,127
Balance at 31 August 2024	**15,351,725**	**(34,420,129)**	**87,578,097**	**355,690,573**	**-**	**475,779,684**	**899,979,950**
Profit for the year	-	-	-	-	-	105,145,322	105,145,322
Other comprehensive income	-	11,126,218	13,317,155	-	-	-	24,443,373
Reclassification of FCTR on related party loan capitalised to FCTR on foreign operations	-	100,895,252	(100,895,252)	-	-	-	-
2025 interim debenture interest paid	-	-	-	-	-	(7,057,390)	(7,057,390)
Taxation attributable to debenture interest	-	-	-	-	-	1,549,894	1,549,894
Balance as at 31 August 2025	**15,351,725**	**77,601,341**	**-**	**355,690,573**	**-**	**575,417,510**	**1,024,061,149**
Note(s)	23	24	24	25	9	24	

Consolidated and Separate Statements of Changes in Equity

Figures in Pula	Stated capital	FCTR on translation of foreign operations	FCTR on translation of related party loan	Debentures	Debenture interest reserve	Retained earnings	Total equity
Company							
Balance as at 01 September 2023	**14,795,794**	**(10,283,800)**	**-**	**336,135,390**	**3,283,270**	**523,056,273**	**866,986,927**
Profit for the year	-	-	-	-	-	37,603,235	37,603,235
Other comprehensive loss	-	(6,259,373)	-	-	-	-	(6,259,373)
Linked units issued during the year	555,931	-	-	19,555,183	-	-	20,111,114
2023 final debenture interest paid	-	-	-	-	(3,283,270)	-	(3,283,270)
2024 interim debenture interest paid	-	-	-	-	-	(19,236,941)	(19,236,941)
Taxation attributable to debenture interest	-	-	-	-	-	4,232,127	4,232,127
Balance as at 01 September 2024	**15,351,725**	**(16,543,173)**	**-**	**355,690,573**	**-**	**545,654,694**	**900,153,819**
Profit for the year	-	-	-	-	-	101,706,943	101,706,943
Other comprehensive income	-	2,947,015	-	-	-	-	2,947,015
2025 interim proposed debenture interest paid	-	-	-	-	-	(7,057,390)	(7,057,390)
Taxation attributable to debenture interest	-	-	-	-	-	1,549,894	1,549,894
Balance as at 31 August 2025	**15,351,725**	**(13,596,158)**	**-**	**355,690,573**	**-**	**641,854,141**	**999,300,281**
Note(s)	23	24		25	9	24	

Consolidated and Separate Statements of Cash Flows

		Group		Company	
Figures in Pula	Note(s)	2025	2024	2025	2024
Cash flows from operating activities					
Profit before taxation		120,554,763	62,340,744	95,189,883	50,843,860
Adjustments for non-cash items:					
Depreciation of furniture and equipment		176,182	13,205	-	-
Expected credit losses on related party loan		-	-	-	37,111,622
Straight lining adjustments		4,361,199	4,099,800	6,992,539	4,286,525
Fair value adjustments on revaluation of investment properties		(79,401,988)	(11,226,663)	(87,262,108)	(32,425,234)
Unrealised foreign exchange (gains)/losses on translation of related party loan balances		-	-	-	7,409,135
Expected credit loss on trade receivables		1,920,225	2,615,509	646,931	723,376
Remeasurement of right of use asset		(297,009)	-	(297,009)	-
Reversal of capitalised accruals		154,717	-	101,355	-
Adjust for items which are presented separately:					
Investment income		(416,252)	(916,469)	(36,998)	(39,126,579)
Finance costs		71,990,368	76,366,986	59,429,044	60,176,383
Changes in working capital:					
(Increase)/decrease in trade and other receivables		166,168	(2,430,451)	(149,607)	676,325
Increase/(decrease) in trade and other payables		3,493,948	(493,416)	129,124	1,599,083
Increase in amounts due to related parties		813,938	916,671	357,544	387,393
Increase/(decrease) in deferred revenue		(1,316,715)	396,788	(1,935,367)	6,288
Cash generated from operations		**122,199,544**	**131,682,704**	**73,165,331**	**91,668,177**
Income tax paid		(9,073,276)	(7,247,098)	(424,472)	(356,571)
Net cash from operating activities		**113,126,268**	**124,435,606**	**72,740,859**	**91,311,606**
Cash flows from investing activities					
Purchase of furniture and equipment	12	-	(786,601)	-	-
Purchases of investment property	13	(512,692)	(12,606,965)	(23,490)	(10,832,612)
Additions to work in progress	16	(1,495,640)	(2,335,908)	(1,495,640)	(2,335,908)
Interest income	7	416,252	916,469	36,998	184,052
Net cash from investing activities		**(1,592,080)**	**(14,813,005)**	**(1,482,132)**	**(12,984,468)**
Cash flows from financing activities					
Proceed from issues of debentures	25	-	19,555,183	-	19,555,183
Proceeds from issued stated capital raised	23	-	555,931	-	555,931
Long term borrowings raised	26	280,214,400	129,000,000	280,214,000	129,000,000
Long term borrowings repaid	26	(318,105,422)	(153,385,364)	(295,396,427)	(128,967,652)
Loan issuance costs	26	(3,073,233)	(150,000)	(3,073,233)	(150,000)
Interest paid on lease liabilities	27	(201,240)	(222,864)	(25,951)	(47,093)
Repayment of principal portion of leases		(46,208)	(71,920)	(45,498)	(236,988)
Debenture interest paid	9	(7,057,390)	(22,520,211)	(7,057,390)	(22,520,211)
Interest paid on bank borrowings, bonds and overdrafts	8	(73,393,622)	(77,075,406)	(60,894,620)	(61,086,010)
Other interest	8	-	(1,076)	-	-
Net cash from financing activities		**(121,662,715)**	**(104,315,727)**	**(86,279,119)**	**(63,896,840)**

Consolidated and Separate Statements of Cash Flows

		Group		Company	
Figures in Pula	Note(s)	2025	2024	2025	2024
Total cash movement for the year		**(10,128,527)**	**5,306,874**	**(15,020,392)**	**14,430,298**
Cash and cash equivalents at the beginning of the year		8,426,869	3,373,598	(1,685,015)	(15,859,245)
Losses/(gains) on foreign exchange on cash and cash equivalents		216,696	(253,603)	92,769	(256,068)
Cash and cash equivalents at the end of the year	21	**(1,484,962)**	**8,426,869**	**(16,612,638)**	**(1,685,015)**
Cash and cash equivalents comprise:					
Bank balances and cash		**20,161,578**	**14,667,046**	**5,033,902**	**4,555,162**
Bank overdraft		(21,646,540)	(6,240,177)	(21,646,540)	(6,240,177)
Cash and cash equivalents at the end of the year	21	**(1,484,962)**	**8,426,869**	**(16,612,638)**	**(1,685,015)**

Material Accounting Policies

Corporate information

PrimeTime Property Holdings Limited is a limited company incorporated in the Republic of Botswana. The company is listed on the Botswana Stock Exchange. The address of its registered office, principal place of business and principal activities are disclosed on page 1

1. Material accounting policies

Management has considered the principles of materiality in IFRS Practice Statement 2 Making Materiality Judgements, and only those accounting policies which are considered material have been presented in these consolidated and separate financial statements.

1.1 Basis of preparation and statement of compliance

The consolidated and separate financial statements have been prepared on the going concern basis in accordance with, and in compliance with, IFRS® Accounting Standard as issued by the International Accounting Standards Board and the requirements of the Companies Act of Botswana (CAP 42:01).

The financial statements have been prepared on the historical cost basis except for investment property which is stated at fair value. The accounting policies have been consistently applied by the Group and Company and are consistent with those used in the previous year. The financial statements are presented in and rounded off to the nearest Pula, which is the Group and Company's functional currency.

1.2 Consolidation

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Group:

- has power over the investee;
- exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether it controls an investee if facts and circumstances indicate there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the latter when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances which indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time decisions need to be made, including voting patterns at previous directors' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Material Accounting Policies

1.2 Consolidation (continued)

Initial recognition in the consolidated financial statements

Subsidiaries acquired are accounted for by applying the acquisition method of accounting to business combinations. The excess/(shortage) of the sum of the consideration transferred, the value of non controlling interest, the fair value of any existing interest and the fair value of identifiable net assets, is recognised as goodwill or a gain on bargain purchase. Transaction costs are included in operating expenses within profit or loss when incurred.

Profit or loss and each component of other comprehensive income are attributed to the members of the Group and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the members of the Group and to the non - controlling interests even if this results in the latter having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests

Non-controlling interests are measured, at initial recognition, as the non-controlling proportion of the fair values of the assets and liabilities recognised at acquisition. After initial recognition, non-controlling interests are measured as the aggregate of the value at initial recognition and their subsequent proportionate share of profits and losses.

Disposal of subsidiary

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between:

i. the aggregate of the fair value of the consideration received and the fair value of any retained interest; and

ii. the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests.

All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 when applicable, or the cost on initial recognition of an investment in an associate or a joint venture.

The consolidated consolidated and separate financial statements incorporate the consolidated and separate financial statements of the company and all subsidiaries. Subsidiaries are entities which are controlled by the group.

The Group consolidates special purpose entities ("SPEs") where it controls the entity in accordance with IFRS 10, even without equity ownership. Hour Securities SPV (Proprietary) Limited is consolidated on this basis.

1.3 Critical judgments and sources of estimation uncertainty

The preparation of consolidated and separate financial statements to conform with IFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised, if the revision affects only that year, or in the year of the revision and future years if the revision affects current and future years.

Material Accounting Policies

1.3 Critical judgments and sources of estimation uncertainty (continued)

Critical judgements in applying accounting policies

The critical judgements made by management in applying accounting policies, apart from those involving estimations, that have the most significant effect on the amounts recognised in the financial statements, are outlined as follows:

Fair value of investment property

The fair value of investment property is determined by an independent valuer. Significant judgment is required to determine the fair value of investment property as follows:

Use of the most appropriate method:

Management considers valuation outputs from a range of recognised methods, including discounted cash flow (“DCF”) techniques and income capitalisation approaches, in determining the fair value of the Group’s investment properties. The method applied for each property or portfolio is selected with reference to market evidence, the characteristics of the asset, and the professional judgement of the independent external valuers engaged by the Group.

During the year, there was a rotation of independent valuers for the Botswana portfolio. Following their appointment, the new valuers adopted the DCF method for valuing the Botswana properties, replacing the direct capitalisation method applied in the prior year. The updated valuation technique reflects the valuer’s assessment that the DCF approach provides a more appropriate basis for estimating long-term cash flows in the current market environment. This represents a change in valuation technique, but does not constitute a change in accounting policy, as the Group continues to measure investment properties at fair value in accordance with IFRS 13.

The South African and Zambian subsidiary portfolios continue to be valued using the DCF method, consistent with prior years.

The Zambia branch portfolio continues to be valued using the income capitalisation method, which remains the most appropriate technique for this asset due to the availability of observable market yields and the nature of the building. The branch property is a single-tenant asset with a long-term lease, and capitalisation of the expected net rental stream provides the most reliable indication of fair value for this tenancy profile.

Across all jurisdictions, key unobservable inputs used in the valuation models include expected net cash flows, discount rates and capitalisation rates. As these inputs are unobservable, the valuations are classified as Level 3 in the fair value hierarchy. Further disclosures and sensitivity analyses are presented in note 13 .

Expected credit loss on trade and other receivables

The Group uses a provision matrix to calculate expected credit losses (ECLs) for trade receivables and other receivables and the provision rates are based on days past due. The provision matrix is initially based on the Group’s historical observed default rates.

The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e. gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the real estate sector, the historical default rates are adjusted.

At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group’s historical credit loss experience and forecast of economic conditions may also not be representative of a customer’s actual default in the future. The information about the ECLs on the Group’s trade and other receivables is disclosed in note 19.

The Group’s assessment of ECLs is inherently subjective due to the forward-looking nature of the assessments. The Group has provided bespoke support on a case-by-case basis to tenants which include rent discounts, rent-free periods and other arrangements reflecting the position of each customer. The Group’s assessments of the position of each customer, including their assessment of expected insolvency filings or company voluntary arrangements, are based on assumptions and as a result, the value of the provisions for impairment of the Group’s trade receivables are subject to a degree of uncertainty an d are based on assumptions which may not prove to be accurate.

Material Accounting Policies

1.3 Critical judgments and sources of estimation uncertainty (continued)

Taxation

The Group is subject to income tax under the Income Tax Act of Botswana. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain in the ordinary course of business. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

1.4 Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group,is classified as investment property. Investment property is recognised as an asset when and only when it is probable that the future economic benefits associated with the investment property will flow to the enterprise and that its cost can be measured reliably.

Investment property is initially recognised at cost. Transaction costs are included in the initial measurement.

Costs include those incurred initially and those incurred subsequently to add to, or to replace a part of, or service a property. If a replacement part is recognised in the carrying amount of the investment property, the carrying amount of the replaced part is derecognised.

Subsequent to initial recognition, investment property is stated at fair value. Gains or losses arising from changes in the fair value are included in profit or loss in the year in which they arise.

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and its cost can be measured reliably. All other repairs and maintenance costs are charged to the statement of profit or loss during the financial period in which they are incurred. The final determined figures for investment property are disclosed in note 13.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment, and its value at the date of reclassification becomes its cost for accounting purposes.

An investment property is derecognised on disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal.

Gains or losses arising from the retirement or disposal of investment property are recognised in profit or loss in the period of disposal.

1.5 Investments in subsidiaries

The Company accounts for its investments in subsidiaries using the cost method. Under this, the investments are initially recorded at cost and subsequently adjusted only for dividends received, impairment losses and derecognition of the subsidiary.

Cost

The cost of an investment in a subsidiary is the aggregate of:

- the fair value, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the company; and
- any costs directly attributable to the purchase of the subsidiary.

Dividends received

The Group recognises its share of the dividends received from its subsidiaries as income in the year received.

Impairment

Impairment losses are determined by comparing the investment's carrying amount to its recoverable amount.

Material Accounting Policies

1.5 Investments in subsidiaries (continued)

The recoverable amount is the higher of:

- Fair value less costs to sell off the investment, estimated with reference to the subsidiary's net assets.
- Present value of estimated future cash flows from the investment.

If the recoverable amount is lower than the carrying amount, an impairment loss is recognised on the income statement and the investment balance is reduced accordingly.

Derecognition

The Group derecognises an investment in a subsidiary when:

- The subsidiary is sold: The company recognises a gain or loss on the sale based on the difference between the selling price and the carrying amount of the investment.
- Control over the subsidiary is lost: The investment is reclassified to "investments in associates" or "financial assets," depending on the remaining level of influence.
- The subsidiary is closed: The investment is derecognised and any gain or loss is recognised in profit or loss.

1.6 Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

At initial recognition, the Group measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are incremental an d directly attributable to the acquisition or issue of the financial asset or financial liability, such as fees and commissions. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit or loss. Immediately after initial recognition, an expected credit loss allowance (ECL) is recognised for financial assets measured at amortised cost which results in an accounting loss being recognised in profit or loss when an asset is newly originated.

Financial Assets

Classification of financial assets

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- the financial asset is held in a business model whose objective is to hold financial assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Group's principal financial assets are trade and other receivables, cash and cash equivalents and intercompany loans receivable. The specific accounting policies for the classification, recognition and measurement for the types of financial assets held by the Group are presented below:

Trade and other receivables

Trade and other receivables, excluding when applicable, VAT and prepayments, are measured, subsequent to initial recognition, at amortised cost.

They have been classified in this manner because their contractual terms give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the Group's business model is to collect the contractual cash flows on trade and other receivables.

Material Accounting Policies

1.6 Financial instruments (continued)

The accounting policy for impairment of trade and other receivables is set out in the loss allowances and write offs accounting policy.

Gains or losses arising on the derecognition of trade and other receivables are included in profit or loss.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at banks, cash on hand and short term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. Cash and cash equivalents are measured at amortised cost.

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period. Income is recognised on an effective interest basis for debt instruments.

Cash and cash equivalents in the statement of financial position comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. Cash and cash equivalents are measured at amortised cost.

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or where appropriate, a shorter period. Income is recognised on an effective interest basis for debt instruments.

The Group’s bank overdraft is included within cash and cash equivalents because it is repayable on demand and forms an integral part of PrimeTime’s cash-management cycle. Although the bank overdraft has remained in an overdrawn balance since 2023, it operates as a cash-sweeping working-capital facility and fluctuates during the month with PrimeTime’s rental receipts and supplier payments. The FY2025 balance also reflects significant one-off expenses incurred during the year. The facility is repayable on demand and forms an integral part of the Group’s day-to-day cash management.

Impairment of financial assets

A provision matrix is used as a practical expedient when determining expected credit losses. The provision matrix is based on historic credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of current and forecast conditions.

All other loss allowances are measured at an amount equal to lifetime expected credit losses (lifetime ECL) when there has been a significant increase in credit risk (risk of default) since initial recognition. If the credit risk has not increased significantly since initial recognition, then the loss allowance for that instrument is measured at 12-month ECL. The amount of ECLs is updated at each reporting date to reflect changes in credit risk since the initial recognition of the respective instruments. This means that at each reporting date, the ECL for a specific instrument will either be based on lifetime ECL or 12-month ECL depending on the credit risk at reporting date compared to the credit risk at initial recognition.

Irrespective of the outcome of the above assessment, the credit risk on an instrument is always presumed to have increased significantly since initial recognition if the contractual payments are more than 30 days past due unless the Group has reasonable and supportable information that demonstrates otherwise.

By contrast, if an instrument is assessed to have a low credit risk at the reporting date, it is assumed that the credit risk of the receivable has not increased significantly since initial recognition.

The measurement of ECLs incorporates the probability of default, loss given default and the exposure at default, taking the time value of money, historical data and forward-looking information into consideration.

The movement in credit loss allowance is recognised in profit or loss with a corresponding adjustment to the carrying amount of the instrument through a loss allowance account:

- when there is a breach of financial covenants by the debtor; or

Material Accounting Policies

1.6 Financial instruments (continued)

- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay creditors, including the Group, in full (without taking into account any collateral held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, after taking legal advice where appropriate. Any recoveries made are recognised in the statement of profit or loss.

The measurement of ECLs is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets this is represented by the assets' gross carrying amount at the reporting date together with any additional amounts expected to be drawn down in future by default date determined based on historical trends, the company's understanding of the specific future financing needs of the debtors and other relevant forward-looking information.

For financial assets, the ECL is estimated as the difference between all contractual cash flows due to the company in accordance with the contract and all the cash flows the company expects to receive, discounted at the original effective interest rate. The company recognises an impairment gain or loss in the statement of profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

In measuring the ECL, the company considers quantitative and qualitative information that's reasonable and supportable, including historical experience and forward-looking information that's available without undue cost or effort. Impairment assessment of trade and other receivables, and intercompany loans receivable, is described in note 19 and note 31, respectively.

Significant increase in credit risk

In assessing whether the credit risk on the trade and receivables, and intercompany loans receivable has increased significantly since initial recognition, the Group compares the risk of a default occurring on the balance as at the reporting date with the risk of a default occurring as at the date of initial recognition.

The Group considers quantitative and qualitative information that's reasonable and supportable, including historical experience and forward-looking information that's available without undue cost or effort. By contrast, if an intercompany loan receivable is assessed to have a low credit risk at the reporting date, it is assumed that the credit risk on the receivable has not increased significantly since initial recognition.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure the criteria are capable of identifying significant increases in credit risk before the amount becomes past due.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Material Accounting Policies

1.6 Financial instruments (continued)

An impairment gain or loss is recognised in profit or loss with a corresponding adjustment to the carrying amount of the financial asset through use of a loss allowance account. The impairment losses and gains on financial instruments are presented on the statement of profit or loss as a movement in allowance for ECL on trade and other receivables (note 19) and intercompany loans receivable (note 31).

Financial liabilities

Classification and measurement of financial liabilities

The Group's financial liabilities include borrowings, trade and other payables and leases.

Financial liabilities are initially measured at fair value and where applicable, adjusted for transaction costs.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method.

All interest-related charges and changes in an instrument’s fair value that are reported in profit or loss are included in finance costs or finance income.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Derecognition of financial liabilities

The Group derecognises a financial liability when, and only when, the obligation specified in the contract is discharged, cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or when the terms of an existing liability are substantially modified, the original liability is derecognised and a new liability is recognised. The difference between the carrying amount of the liability derecognised and the consideration paid (including any non-cash assets transferred or new liability assumed) is recognised in profit or loss. If only part of the obligation is extinguished or modified, the portion that is derecognised reflects the part of the liability that has been legally released or substantially altered, with any related gain or loss also recognised in profit or loss.

1.7 Work in progress

Properties under construction or development for use as investment properties are carried at cost, less any recognised impairment loss. Cost includes professional fees, portfolio management fees and for qualifying assets, borrowing costs capitalised in accordance with the company's accounting policy.

1.8 Taxation

Income taxation

Income tax expense represents the sum of the current taxation and deferred taxation. Current and deferred taxes are recognised as income or an expense and included in profit or loss for the period.

Current tax and deferred taxes are charged or credited to other comprehensive income if the tax relates to items that are credited or charged, in the same or a different period, to other comprehensive income and charged or credited directly to equity if the tax relates to items that are credited or charged, in the same or a different period, directly in equity.

Deferred taxation

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Material Accounting Policies

1.8 Taxation (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The company’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the end of the reporting period.

1.9 Leases

The group assesses whether a contract is, or contains a lease, at the inception of the contract.

Group as lessee

All leases for which the Group is a lessee are accounted for by recognising a right-of-use asset and a lease liability except for leases of low-value assets and leases with a duration of 12 months or less. Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, discounted using the Group's incremental borrowing rate on commencement of the lease. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes that the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- Amounts expected to be payable under any residual value guarantee;
- The exercise price of any purchase option granted in favour of the Group if it is reasonably certain to assess that option; and
- Any penalties payable for terminating the lease, if the term of the lease has been estimated based on a termination option being exercised.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- Lease payments made at or before commencement of the lease;
- Initial direct costs incurred; and
- The amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset.

After the initial measurement, lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

Material Accounting Policies

1.9 Leases (continued)

When the Group revises its estimate of the term of any lease (because, for example, if it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases, an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

A lease liability and corresponding right-of-use asset are recognised at the lease commencement date, for all lease agreements for which the group is a lessee, except for short-term leases of 12 months or less, or leases of low value assets. For these leases, the group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

A lease of an asset is considered low value if it is under P 65,500.

Group as lessor

The Group enters into lease agreements as a lessor with respect to some of its properties.

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

When a contract includes lease and non-lease components, the Group applies IFRS 15 to allocate the consideration under the contract to each component.

1.10 Impairment of assets

The Group assesses at each end of the reporting period whether there is any indication that an asset may be impaired. If such indication exists, the Group estimates the recoverable amount of the asset.

If there is any indication that an asset may be impaired, the recoverable amount is estimated for the individual asset . If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined.

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and its value in use.

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss. Any impairment loss of a revalued asset is treated as a revaluation decrease.

An entity assesses at each reporting date whether there is any indication that an impairment loss recognised in prior periods for assets may have decreased. If such indication exists, the recoverable amounts of those assets are estimated.

The increased carrying amount of an asset attributable to a reversal of an impairment loss does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior periods.

Material Accounting Policies

1.10 Impairment of assets (continued)

A reversal of an impairment loss of assets carried at cost less accumulated depreciation or amortisation is recognised immediately in profit or loss. Any reversal of an impairment loss of a revalued asset is treated as a revaluation increase.

1.11 Stated capital and equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Equity comprises stated capital and retained earnings.

Linked units are classified as equity. Debenture interest distributions payable to unitholders are included in other liabilities when the debenture interest have been declared by the directors before the reporting date.

1.12 Finance income

Finance income is recognised in the statement of profit or loss using the effective interest rate method and takes into account the expected timing and amount of cash flows. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the net carrying amount of the financial ass et or liability. Dividend income is recognised in the statement of profit or loss when the right to receive payment is established.

1.13 Revenue from contracts with customers

Revenue recognition:

Revenue from the letting of investment property comprises gross rental income and recoveries of fixed operating costs, net of value added tax. Rental income is accounted for in terms of IFRS 16 Leases and recognised in profit or loss on a straight -line basis over the term of the lease. Recoveries of costs from lessees are accounted for as non-lease components in terms of IFRS 15 Revenue from Contracts with Customers. Recoveries are levied monthly in arrears as a result of the Group recovering the costs of providing the tenant with services as determined by the lease agreement.

Management considers the terms of the lease agreement and its customary business practices to determine the transaction price. The Group satisfies the performance obligation for the services over time and recognises revenue over time. The Group therefore recognises revenue from the services as they are provided. Revenue is recognised based on the actual services consumed during the reporting period as a proportion of the total services provided. Non-contractual revenue is accounted for in terms of IFRS 15. The Group satisfies the performance obligations at a point in time and recognises revenue when it satisfies the performance obligation.

1.14 Borrowing costs

Finance costs directly attributable to the acquisition, construction or production of an asset that necessarily takes substantial time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other finance costs are expensed in the period in which they occur. Finance costs consist of interest and other costs an entity incurs in connection with the borrowing of funds.

1.15 Translation of foreign currencies

Foreign currency transactions

The Group’s consolidated financial statements are presented in Botswana Pula, which is also the parent company’s functional currency. The Group determines the functional currency for each entity and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation, the gain or loss that's reclassified to profit or loss reflects the amount that arises from using this method.

Transactions in foreign currencies are initially recorded by the Group’s entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in profit or loss except for monetary items that are designated as part of the hedge of the Group’s net investment of a foreign operation. These are recognised in other comprehensive income (OCI) until the net investment is disposed of, at which time the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Material Accounting Policies

1.15 Translation of foreign currencies (continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non -monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively) and accumulated in a foreign exchange translation reserve.

On consolidation, the assets and liabilities of foreign operations are translated into Botswana Pula at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the date of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amount of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

At the Company level, foreign exchange gains and losses arising from the related party loan to PrimeTime Property Holdings (Mauritius) Limited are recognised directly in profit or loss, as they are treated as part of the company's foreign currency transactions.

However, at the Group level, the related party loan between PrimeTime Property Holdings Limited and PrimeTime Property Holdings (Mauritius) Limited is considered part of the net investment in PrimeTime Property Holdings (Mauritius) Limited. As such, the foreign exchange gains and losses arising from the translation of this loan are recognised in OCI within the FCTR on consolidation. These translation adjustments are reclassified to profit or loss upon realisation of the loan or upon a reduction in the net investment in PrimeTime Property Holdings (Mauritius) Limited.

Other foreign exchange gains and losses, not related to the related party loan or translation of foreign operations, are recognised directly in profit or loss at the Company and Group levels. Refer to note 32 for disclosure of monetary foreign-denominated balances as at the reporting date.

1.16 Related party transactions

Related parties are defined as those parties that:

a. directly, or indirectly through one or more intermediaries:

   - control or are controlled by or under common control with, the entity (this includes parents, subsidiaries and fellow subsidiaries);

   - have an interest in the entity that gives them significant influence over the entity; or

b. are members of the key management personnel and directors of the Group or Company including close members of their families. All dealings with related parties are transacted at prices approved by the Board.

Notes to the Consolidated and Separate Financial Statements

2. New Standards and Interpretations

2.1 Standards and interpretations effective and adopted in the current year

In the current year, the group has adopted the following standards and interpretations that are effective for the current financial year and that are relevant to its operations:

IFRS S1 and S2 - General requirements for disclosure of sustainability (related financial information)

IFRS S1 and S2 set out overall requirements for an entity to disclose information about its sustainability-related risks and opportunities that are useful to the primary users of general-purpose financial reports in making decisions relating to providing resources to the entity.

The effective date of the amendment is for years beginning on or after 01 January 2024.

The group has adopted the amendment for the first time in the 2025 consolidated and separate financial statements.

The impact of the amendment is not material.

Classification of Liabilities as Current or Non-Current - Amendment to IAS 1

The amendment changes the requirements to classify a liability as current or non-current. If an entity has the right at the end of the reporting period, to defer settlement of a liability for at least twelve months after the reporting period, then the liability is classified as non-current. If this right is subject to conditions imposed on the entity, then the right only exists, if, at the end of the reporting period, the entity has complied with those conditions.

In addition, the classification is not affected by the likelihood that the entity will exercise its right to defer settlement. Therefore, if the right exists, the liability is classified as non-current even if management intends or expects to settle the liability within twelve months of the reporting period. Additional disclosures would be required in such circumstances.

The effective date of the amendment is for years beginning on or after 01 January 2024.

The group has adopted the amendment for the first time in the 2025 consolidated and separate financial statements.

The impact of the amendment is not material.

Lease liability in a sale and leaseback

The amendment requires that a seller-lessee in a sale and leaseback transaction, shall determine ‘lease payments’ or ‘revised lease payments’ in a way that the seller-lessee would not recognise any amount of the gain or loss that relates to the right of use retained by the seller-lessee.

The effective date of the amendment is for years beginning on or after 01 January 2024.

The group has adopted the amendment for the first time in the 2025 consolidated and separate financial statements.

The impact of the amendment is not material.

Non-current liabilities with covenants - amendments to IAS 1

The amendment applies to the classification of liabilities with loan covenants as current or non-current. If an entity has the right to defer settlement of a liability for at least twelve months after the reporting period, but subject to conditions, then the timing of the required conditions impacts whether the entity has a right to defer settlement. If the conditions must be complied with at or before the reporting date, then they affect whether the rights to defer settlement exists at reporting date. However, if the entity is only required to comply with the conditions after the reporting period, then the conditions do not affect whether the right to defer settlement exists at reporting date. If an entity classifies a liability as non-current when the conditions are only required to be met after the reporting period, then additional disclosures are required to enable the users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period.

The effective date of the amendment is for years beginning on or after 01 January 2024.

2. New Standards and Interpretations (continued)

The group has adopted the amendment for the first time in the 2025 consolidated and separate financial statements.

The impact of the amendment is not material.

Supplier finance arrangements - amendments to IAS 7 and IFRS 7

The amendment applies to circumstances where supplier finance arrangements exist. These are arrangements whereby finance providers pay the suppliers of the entity, thus providing the entity with extended payment terms or the suppliers with early payment terms. The entity then pays the finance providers based on their specific terms and conditions. The amendment requires the disclosure of information about supplier finance arrangements that enable users of financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows as well as on the entity's exposure to liquidity risk.

The effective date of the amendment is for years beginning on or after 01 January 2024.

The group has adopted the amendment for the first time in the 2025 consolidated and separate financial statements.

The impact of the amendment is not material.

2.2 Standards and interpretations not yet effective

The group has chosen not to early adopt the following standards and interpretations, which have been published and are mandatory for the group's accounting periods beginning on or after 01 September 2025 or later periods:

Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

If a parent loses control of a subsidiary which does not contain a business, as a result of a transaction with an associate or joint venture, then the gain or loss on the loss of control is recognised in the parents' profit or loss only to the extent of the unrelated investors' interest in the associate or joint venture. The remaining gain or loss is eliminated against the carrying amount of the investment in the associate or joint venture. The same treatment is followed for the measurement to fair value of any remaining investment which is itself an associate or joint venture. If the remaining investment is accounted for in terms of IFRS 9, then the measurement to fair value of that interest is recognised in full in the parents' profit or loss.

The effective date of the amendment is to be determined by the IASB.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate financial statements.

IFRS 19 Subsidiaries without Public Accountability: Disclosures

This is a new standard which may be applied by subsidiaries which do not have public accountability. It is a disclosure only standard and provides for reduced disclosures for qualifying subsidiaries to apply, while still remaining compliant with the recognition, measurement and presentation requirements of IFRS accounting standards. The reduced disclosures provided in IFRS 19 may be applied by the subsidiary in their consolidated, separate or individual financial statements, provided that the ultimate or any intermediate parent produces consolidated financial statements available for public use that comply with IFRS accounting standards. A subsidiary has public accountability, and may not apply IFRS 19, if its debt or equity instruments are traded in a public market or it is in the process of issuing such instruments for trading in a public market, or if it holds assets in a fiduciary capacity for a broad group of outsiders as one of its primary businesses.

The effective date of the amendment is for years beginning on or after 01 January 2027.

The group expects to adopt the amendment for the first time in the 2028 consolidated and separate financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate financial statements.

Notes to the Consolidated and Separate Financial Statements

2. New Standards and Interpretations (continued)

IFRS 18 Presentation and Disclosure in Financial Statements

This is a new standard which replaces IAS 1 Presentation of Financial Statements and introduces several new presentation requirements. The first relates to categories and subtotals in the statement of financial performance. Income and expenses will be categorised into operating, investing, financing, income taxes and discontinued operations categories, with two new subtotals, namely "operating profit" and "profit before financing and income taxes" also being required. These categories and sub totals are defined in IFRS 18 for comparability and consistency across entities. The next set of changes requires disclosures about management-defined performance measures in a single note to the financial statements. These include reconciliation of the performance measures to the IFRS defined subtotals, as well as a description of how they are calculated, their purpose and any changes. The third set of requirements enhance the guidance on grouping of information (aggregation and disaggregation) to prevent the obscuring of information.

The effective date of the amendment is for years beginning on or after 01 January 2027.

The group expects to adopt the amendment for the first time in the 2028 consolidated and separate financial statements.

The adoption of this amendment is not expected to affect the Group’s reported results; however, it is anticipated to have a significant impact on the presentation and disclosure within the statement of profit or loss, as well as to enhance disclosures in certain notes to the financial statements. Management is currently conducting a detailed assessment of the potential impact.

Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards.

Annual Improvements to IFRS Accounting Standards - Volume 11 - Hedge Accounting by a First-time Adopter - Amendment to reduce inconsistency in wording of the requirements in IFRS 9 Financial Instruments in relation to hedge accounting requirements for a first-time adopter.

The effective date of the amendment is for years beginning on or after 01 January 2026.

The group expects to adopt the amendment for the first time in the 2027 consolidated and separate financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate financial statements.

Amendments to IFRS 7 Financial Instruments: Disclosures

Annual Improvements to IFRS Accounting Standards - Volume 11 - Gain or loss on derecognition - Amendment to delete an obsolete reference that remained in IFRS 7 after the publication of IFRS 13 Fair Value Measurement, as well as to improve consistency of wording of the requirements of IFRS 7 with IFRS 13 concepts regarding disclosure of a gain or loss on derecognition.

The effective date of the amendment is for years beginning on or after 01 January 2026.

The group expects to adopt the amendment for the first time in the 2027 consolidated and separate financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate financial statements.

Amendments to IFRS 9 Financial Instruments - Derecognition of lease liabilities

Annual Improvements to IFRS Accounting Standards - Volume 11 - Derecognition of lease liabilities. The amendment clarifies that if a lease liability has been extinguished in accordance with IFRS 9, the lessee is required to recognise any resulting gain or loss in profit or loss.

The effective date of the amendment is for years beginning on or after 01 January 2026.

The group expects to adopt the amendment for the first time in the 2027 consolidated and separate financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate financial statements.

Notes to the Consolidated and Separate Financial Statements

2. New Standards and Interpretations (continued)

Amendments to IFRS 9 Financial Instruments - Transaction price

Annual Improvements to IFRS Accounting Standards - Volume 11 - Transaction price. The amendment clarifies that trade receivables must be measured initially, in accordance with IFRS 9, at the amount determined by applying IFRS 15 Revenue from Contracts with Customers.

The effective date of the amendment is for years beginning on or after 01 January 2026.

The group expects to adopt the amendment for the first time in the 2027 consolidated and separate financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate financial statements.

Amendments to IFRS 10 Consolidated Financial Statements

Annual Improvements to IFRS Accounting Standards - Volume 11 - Determination of a 'de facto agent'. The amendment is to clarify whether a party acts as a de facto agent in assessing control of an investee.

The effective date of the amendment is for years beginning on or after 01 January 2026.

The group expects to adopt the amendment for the first time in the 2027 consolidated and separate financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate financial statements.

Amendments to IAS 10 Statement of Cash flows

Annual Improvements to IFRS Accounting Standards - Volume 11 - Cost method - Amendment to replace the term 'cost method' with 'at cost' following the earlier removal of the definition of cost method from IFRS Accounting Standards.

The effective date of the amendment is for years beginning on or after 01 January 2026.

The group expects to adopt the amendment for the first time in the 2027 consolidated and separate financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate financial statements.

Amendments to IFRS 9 and IFRS 7: Amendments to the Classification and Measurement of Financial Instruments.

The amendments clarify the classification of financial assets with environmental, social and corporate governance (ESG) and similar features, as such features could affect whether the assets are measured at amortised cost or fair value. The amendment also clarifies the date on which a financial asset or financial liability is derecognised in cases where liabilities are settled through electronic payment systems.

The effective date of the amendment is for years beginning on or after 01 January 2026.

The group expects to adopt the amendment for the first time in the 2027 consolidated and separate financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate financial statements.

Notes to the Consolidated and Separate Financial Statements

2. New Standards and Interpretations (continued)

Lack of exchangeability - amendments to IAS 21

The amendments apply to currencies which are not exchangeable. The definition of exchangeable is provided as being when an entity is able to obtain the other currency within a time frame that allows for a normal administrative delay and through a market or exchange mechanism in which an exchange transaction would create enforceable rights and obligations. The amendments require an entity to estimate the spot exchange rate at measurement date when a currency is not exchangeable into another currency. Additional disclosures are also required to enable users of financial statements to understand the impact of the non-exchangeability on financial performance, financial position and cash flow.

The effective date of the amendment is for years beginning on or after 01 January 2026.

The group expects to adopt the amendment for the first time in the 2026 consolidated and separate financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate financial statements.

Amendments to IFRS 9 and IFRS 7 - Contracts Referencing Nature-dependent Electricity

The amendments are to the own-use requirements, and hedge accounting requirements, together with related disclosures. The scope of the amendments is narrow, and only if contracts meet the specified scoping characteristics will they be in the scope of the amendments. This publication outlines the amendments, together with a summary of the rationale behind the proposals, and considerations for entities when implementing the amendments.

The effective date of the amendment is for years beginning on or after 01 January 2026.

The group expects to adopt the amendment for the first time in the 2026 consolidated and separate financial statements.

It is unlikely that the amendment will have a material impact on the group's consolidated and separate financial statements.

Notes to the Consolidated and Separate Financial Statements

	Group		Company	
Figures in Pula	2025	2024	2025	2024

3. Revenue

Rental income and revenue from contracts with customers are, as follows:				
Rental income (excluding straight-line adjustments)	187,144,695	189,114,135	130,506,321	130,592,772
Straight-line adjustments	(4,361,199)	(4,099,800)	(6,992,539)	(4,286,525)
Rental income	**182,783,496**	**185,014,335**	**123,513,782**	**126,306,247**
Recovery of property expenses	53,349,085	41,981,622	28,223,798	26,930,769
Total rental income and revenue from contracts with customers	**236,132,581**	**226,995,957**	**151,737,580**	**153,237,016**

Note 33 contains further disaggregation of the Group’s contractual rental income from tenants based on geographical regions.

4. Exchange differences on translation of foreign balances

Exchange differences on translation of foreign balances consists of:				
Foreign exchange gain /(losses) arising from the related party loan and the allowance for credit losses on the related party loan	1,004,826	-	(154,779)	(7,409,135)
Other	-	(447,105)	-	192,149
	1,004,826	**(447,105)**	**(154,779)**	**(7,216,986)**

5. Operating expenses

Included in operating expenses are the following costs:

Amounts paid to related parties				
Portfolio management fees	14,593,414	13,899,168	12,595,409	11,855,904
Solar rental	3,463,973	1,180,717	3,463,973	1,180,717
Property management fees	9,761,734	9,234,832	6,372,736	6,427,844
Letting fees	1,679,946	1,886,063	1,052,800	1,308,808
Centre management fees*	954,313	897,641	871,064	846,739
Compliance expenses*	502,198	492,629	502,198	492,629
	30,955,578	27,591,050	24,858,180	22,112,641
Asset management fees capitalised	-	(140,015)	-	(140,015)
Development fees capitalised	(177,242)	(3,800)	(177,242)	(3,800)
Letting fees capitalised	-	(342,609)	-	(342,609)
	30,778,336	**27,104,626**	**24,680,938**	**21,626,217**

Directors' emoluments:				
Directors fees	2,549,000	1,588,333	2,549,000	1,588,333
Prior year deferred directors' emoluments expensed	-	225,200	-	225,200
	2,549,000	**1,813,533**	**2,549,000**	**1,813,533**

*In the prior year, compliance fees and centre management fees were incurred and included within operating expenses, but were not separately disclosed as related party expense items. These amounts represent expense recoveries for services provided on behalf of the Group and were recharged accordingly. To enhance comparability and completeness, the current year disclosure now separately presents these amounts within related party transactions. The prior-year presentation did not affect the Group’s reported profit or loss or financial position.

Notes to the Consolidated and Separate Financial Statements

		Group		Company	
Figures in Pula		2025	2024	2025	2024

5. Operating expenses (continued)

Other operating expenses					
Auditor's remuneration - current year		1,118,959	1,100,628	638,965	609,421
- prior year		300,000	10,000	300,000	10,000
Consulting fees		8,232,094	2,141,465	8,232,094	2,141,465
Depreciation of furniture and equipment		176,182	13,205	-	-
Insurance		1,946,672	1,949,224	904,665	902,748
Legal fees		2,368,659	831,868	1,952,083	764,511
Professional fees		1,369,179	1,312,669	1,354,983	1,221,108
Rates		3,067,197	2,977,474	704,120	744,835
Repairs and maintenance		8,396,906	8,797,889	6,489,288	5,170,698
Trustees fees		110,215	131,302	79,165	61,418
Utilities, service levies and other property costs		54,204,343	43,769,755	31,259,149	30,170,026
Variable lease payments not included in the measurement of lease liabilities		4,110,787	4,146,002	2,694,376	2,715,277

Included within consulting, legal, professional, and directors' fees are once-off costs of P10,962,290 (2024: P1,280,484) relating to the corporate action arising from RDC Properties Limited firm-intention offer to acquire the shares of PrimeTime Property Holdings Limited. The offer was terminated on 5 August 2025.

6. Fair value adjustment

Change in fair value of investment properties for the year		75,532,176	7,126,863	80,760,956	28,138,709
Loss on derecognition of leases		(971,387)	-	(971,387)	-
Remeasurement of right of use asset		480,000	-	480,000	-
		75,040,789	7,126,863	80,269,569	28,138,709
Rental Straight-line adjustments for the year		4,361,199	4,099,800	6,992,539	4,286,525
		79,401,988	**11,226,663**	**87,262,108**	**32,425,234**

7. Investment income

Interest income - effective interest method					
Bank deposits		252,671	814,814	36,998	184,052
Money held in trust		163,581	101,655	-	-
Related party	18	-	-	-	38,942,527
Total interest income		**416,252**	**916,469**	**36,998**	**39,126,579**

Notes to the Consolidated and Separate Financial Statements

	Group		Company	
Figures in Pula	2025	2024	2025	2024
8. Finance costs				
Interest expense - effective interest method				
Interest on lease liabilities	201,240	222,864	25,951	47,093
Bank borrowings and bonds	71,789,128	76,480,633	59,403,093	60,466,877
Other interest paid	-	1,076	-	-
Total finance costs	**71,990,368**	**76,704,573**	**59,429,044**	**60,513,970**
Less: Capitalised to investment property	-	(337,587)	-	(337,587)
Total finance costs expensed	**71,990,368**	**76,366,986**	**59,429,044**	**60,176,383**
Interest paid - cashflow statement				
Interest paid on borrowings and bonds	72,511,503	76,391,021	60,012,501	60,401,625
Interest paid - overdraft	882,119	684,385	882,119	684,385
	73,393,622	**77,075,406**	**60,894,620**	**61,086,010**
9. Debenture interest				
Interim paid 25 April 2025- 2.67 thebe (2024: 31 March - 4.27 thebe) per linked unit	7,057,390	8,108,997	7,057,390	8,108,997
Interim paid 2025- Nil thebe (2024: 29 August - 4.21 thebe) per linked unit	-	11,127,944	-	11,127,944
Total declared for the year	7,057,390	19,236,941	7,057,390	19,236,941
Proposed debenture interest (in debenture reserve):				
Final proposed - none (2023: 1.30 thebe) per linked unit	-	3,283,270	-	3,280,270
Total paid and proposed interest for the year	**7,057,390**	**22,520,211**	**7,057,390**	**22,517,211**
Weighted average number of linked units in issue for the year	264,321,718	259,420,670	264,321,718	259,420,670
Distribution per linked unit (thebe)	2.67	8.68	2.67	8.68

Notes to the Consolidated and Separate Financial Statements

	Group		Company	
Figures in Pula	2025	2024	2025	2024

10. Taxation

10.1. Major components of taxation

Taxation charged to profit or loss

Withholding tax				
- foreign interest	-	109,569	-	-
- foreign rental income	7,736,579	6,332,866	421,689	345,208
	7,736,579	**6,442,435**	**421,689**	**345,208**
Normal taxation				
- current year	1,294,456	763,993	-	-
- prior year	-	6,241	-	-
	1,294,456	**770,234**	**-**	**-**
Total current taxation	**9,031,035**	**7,212,669**	**421,689**	**345,208**
Deferred taxation				
- current year	6,378,406	10,835,688	(6,938,749)	12,942,469
- prior year under provision	-	(47,051)	-	(47,051)
	6,378,406	**10,788,637**	**(6,938,749)**	**12,895,418**
Total taxation charged to profit or loss	**15,409,441**	**18,001,306**	**(6,517,060)**	**13,240,626**

Taxation charged to other comprehensive income

Deferred taxation				
-Current year	(13,317,155)	2,106,781	-	-
Tax impact on equity				
Taxation attributable to debenture interest	(1,549,894)	(4,232,127)	(1,549,894)	(4,232,127)
Total taxation				
Taxation charged to profit or loss	15,409,441	18,001,306	(6,517,060)	13,240,626
Taxation charged to other comprehensive income	(13,317,155)	2,106,781	-	-
Tax impact on equity	(1,549,894)	(4,232,127)	(1,549,894)	(4,232,127)
	542,392	**15,875,960**	**(8,066,954)**	**9,008,499**
Movement in deferred taxation				
Opening balance	67,528,764	58,865,473	67,528,764	58,865,473
Charged to profit or loss	6,378,406	10,788,637	(6,938,749)	12,895,418
Charged to other comprehensive income	(13,317,155)	2,106,781	-	-
Tax impact on equity	(1,549,894)	(4,232,127)	(1,549,894)	(4,232,127)
	59,040,121	**67,528,764**	**59,040,121**	**67,528,764**
Total net movement in deferred taxation for the year	**(8,488,643)**	**8,663,291**	**(8,488,643)**	**8,663,291**

Notes to the Consolidated and Separate Financial Statements

	Group		Company	
Figures in Pula	2025	2024	2025	2024

10. Taxation (continued)

Deferred taxation movement according to temporary differences:

Capital allowances on investment property and other deferred taxes:				
Balance at beginning of the year	54,211,609	47,655,099	54,211,609	47,655,099
Movement during the year	4,828,512	6,556,510	4,828,512	6,556,510
Balance at end of the year	**59,040,121**	**54,211,609**	**59,040,121**	**54,211,609**
Unrealised foreign exchange gains:				
Balance at beginning of the year	13,317,155	11,210,374	13,317,155	11,210,374
Movement during the year	(13,317,155)	2,106,781	(13,317,155)	2,106,781
Balance at end of the year	**-**	**13,317,155**	**-**	**13,317,155**
Total deferred tax	**59,040,121**	**67,528,764**	**59,040,121**	**67,528,764**
Total net movement from capital allowances on investment property and other temporary differences	4,828,512	6,556,510	4,828,512	6,556,510
Total movement from unrealised foreign exchange gains	(13,317,155)	2,106,781	-	-
	(8,488,643)	**8,663,291**	**4,828,512**	**6,556,510**

Reconciliation of the tax expense

Reconciliation between accounting profit and tax expense.

Accounting profit before tax	120,554,763	62,340,744	95,189,883	50,843,861
Tax at Botswana statutory tax rate of 22% (2024: 22%)	26,522,048	13,714,964	20,941,774	11,185,649
Tax effect of adjustments on taxable income				
Fair value adjustments	(18,305,071)	(4,433,030)	(18,305,071)	(4,433,030)
Expenses not deductible**	2,387,447	584,911	2,387,447	592,041
Effects of income from foreign jurisdictions taxed at different rates	39,387,814	12,384,282	530,085	(1,755,561)
Deferred tax asset not recognised	9,800,997	-	9,800,997	-
Prior year (under)/over provision	(236,028)	(47,051)	(236,028)	(47,051)
Effects of impairment of related party loan	-	-	-	8,164,557
Previously unrecognised tax losses utilised during the year***	(22,511,502)	(4,202,770)	-	(465,979)
Interest portion of related party loan written off*	(21,636,264)	-	(21,636,264)	-
Charge for the year	**15,409,441**	**18,001,306**	**(6,517,060)**	**13,240,626**

*Represents the write-off of accumulated interest on the Mauritius shareholder loan prior to capitalising the remaining principal balance as part of the redomiciliation process.

**The significant increase in non-deductible expenses relates primarily to once-off costs incurred in connection with the Group's corporate action during the period. These include advisory, legal and governance-related fees that are capital in nature and therefore not deductible for tax purposes. As these costs will not recur, the increase is isolated to the current reporting period.

***The Group's subsidiary, PrimeTime Property Holdings (Mauritius) Limited, utilised tax losses amounting to P100,517,139 during the year to offset taxable income arising prior to its redomiciliation from Mauritius to Botswana.

	Group		Company	
Figures in Pula	2025	2024	2025	2024

10. Taxation (continued)

Income taxes paid

Opening tax (receivable)/payable	(33,663)	766	(12,361)	(998)
Charge for the year	9,031,035	7,212,669	421,689	345,208
Closing tax receivable	75,904	33,663	15,144	12,361
	9,073,276	**7,247,098**	**424,472**	**356,571**

Tax losses

In the Company:

PrimeTime Property Holdings Limited has tax losses for which no deferred tax asset has been recognised as the Company is unlikely to generate sufficient taxable profits to utilise the losses before they expire. The losses for which no deferred tax asset has been recognised in the Company amount to P76,694,939 ((2024: P 19,510,069). The tax losses expire as follows:

Amount of loss	Year of origination	Year of expiry
17,320,515	2022	2027
59,374,424	2025	2030
76,694,939		

Additionally in the group:

The balance of unutilised tax losses of P126,292,280 will not be carried forward. The redomiciliation of PrimeTime Property Holdings (Mauritius) Limited to Botswana is underway, with key preparatory steps already completed, and the process is expected to be finalised by the next financial year-end. As a result of the restructuring and the transition out of the Mauritius tax regime, these losses are not expected to be available for utilisation and have therefore been treated as lapsed for financial reporting purposes.

The unrecognised tax losses in respect of the Mauritius regime amount to P Nil (2024: P 226,809,419). Redomiciliation of the subsidiary to Botswana is underway and is expected to be completed in 2026. Upon redomiciliation, the subsidiary will become subject to Botswana income tax at the rate of 22%, and any tax losses incurred subsequent to the effective date will be available for carry-forward in accordance with Botswana income-tax legislation. The existing unutilised tax losses of P126,292,280, which relate to periods prior to redomiciliation, are not available for carry-forward into the Botswana tax jurisdiction and have therefore been treated as lapsed.

Notes to the Consolidated and Separate Financial Statements

10. Taxation (continued)

10.2. Tax Uncertainties

After the reporting date and during the audit of the financial statements two material tax uncertainties relating to transactions effected during the financial year arose, which raises the risk that the Group may be exposed to taxation liabilities. These matters were reviewed by the Board and are disclosed below in accordance with requirements relating to the disclosure of material uncertainties, in terms of IFRIC 23, IAS 12 and IAS 1.

In applying IFRIC 23, management has assumed that the relevant tax authorities will examine the positions and have full knowledge of all relevant information. Management reassesses these judgements and estimates when facts or circumstances change.

For each matter, management has concluded it is probable that the tax authority will accept the tax treatment adopted.

10.2.1. Derecognition of Ground Lease Assets

During the financial year two ground lease properties expired and the properties reverted to the lessor/landlord with no compensation payable to the Group for the improvements effected in terms of the lease agreements, which provided for the return of the properties to the lessors of the properties together with fixed improvements made by the lessee in a state for which they were designed to operate.

Upon expiration of the leases, the respective right-of-use assets and associated liabilities were derecognised from the statement of financial position as detailed in note 13, and the fair value movements relating to these properties were disclosed in notes 6 and 13.

The uncertainty is based on the interpretation of the applicable tax legislation and BURS's application of the "market value" principle, and the matter may give rise to a material tax uncertainty. The alternative views that could be taken under the legislation may potentially require the Group to:

- Recognise the market value of the improvements at the time of reversion as taxable income; or
- Treat the reversion as a taxable event on the basis that the Group has disposed of its leasehold interest and improvements.

The Board considered the uncertainty and given the material valuations of the properties at the date of the expiry of the leases and the potential for conflicting tax interpretations, obtained an independent tax expert opinion to confirm the appropriate tax treatment and probability of any tax exposure to the Group. The independent tax expert's opinion concluded that there is no tax exposure to the Group.

Based on the outcome of the review by the Board and the independent tax specialist's opinion referred to above, the Board is comfortable that a taxable event in respect of the derecognition of the ground lease assets has not occurred and that the risk of a tax exposure is remote and unlikely to materialize.

10.2.2. Redomiciliation of PrimeTime Property Holdings (Mauritius) Limited ("PrimeTime Mauritius") to Botswana

The process for the redomiciliation of its wholly owned subsidiary PrimeTime Mauritius to Botswana is well advanced and completion of all regulatory and legal formalities are expected to be concluded during the 2026 financial year, as described in note 17.

On 1 September 2024 the Company's loan to PrimeTime Mauritius was restructured, and an amount of P469,910,937 (USD 35,845,069) was converted to equity, and an amount of P154,241,669 (USD13,023,769) which was deemed irrecoverable was written off, as per notes 17 and 18. The irrecoverable amount of the loan had been provided for in the prior year's financial statements.

Prior to the loan restructure and redomiciliation of PrimeTime Mauritius, the Board undertook extensive consultations with external legal, tax and regulatory advisors in Botswana, South Africa, Mauritius and Zambia regarding any related obligations or exposures, and concluded that the planned transaction would not give rise to any tax exposure. As a result of delay in finalizing all regulatory and legal formalities in the redomiciliation, the conversion of debt to equity and the loan write-off transactions were concluded during the 2025 financial year. The write-off of the debt amounting to P154,241,669 (USD13,023,769) has given rise to tax uncertainties in both PrimeTime Mauritius and the Company relating to the tax treatment of the amount written off.

Notes to the Consolidated and Separate Financial Statements

10. Taxation (continued)

The Board has considered the uncertainty and given the potential for conflicting tax interpretations obtained an independent tax expert opinion to confirm the appropriate tax treatment and probability of any tax exposure to the Group as a result of the debt write-off. The independent tax expert's opinion concluded that there is no tax exposure to the Group.

Based on the outcome of the Board's review and the independent tax specialist's opinion referred to above, the Board is comfortable that although the restructuring of the PrimeTime Mauritius debt and the write-off of the irrecoverable amount were effected during the financial year, these transactions do not give rise to a taxable event. The Board therefore considers the risk of any related tax exposure to be remote and unlikely to materialise.

11. Earnings per linked unit

The earnings and weighted average number of linked units used in the calculation of earnings per linked unit are as follows

Profit for the year	105,145,322	44,339,438
Taxation attributable to debenture interest	1,549,894	4,232,127
Earnings for the year attributable to linked unit holders	**106,695,216**	**48,571,565**
Weighted average number of linked units in issue for the year – basic and diluted	264,321,718	259,420,670
Earnings per linked unit (thebe) – basic and diluted	40.37	18.72

12. Furniture and equipment

Group	2025			2024		
	Cost or revaluation	**Accumulated depreciation**	**Carrying value**	**Cost or revaluation**	**Accumulated depreciation**	**Carrying value**
Furniture and fixtures	579,177	(125,709)	453,468	564,744	(9,622)	555,122
Office equipment	113,083	(40,835)	72,248	110,264	(3,068)	107,196
Security equipment	130,641	(26,936)	103,705	127,385	(787)	126,598
Total	**822,901**	**(193,480)**	**629,421**	**802,393**	**(13,477)**	**788,916**

Reconciliation of furniture and equipment - Group - 2025

	Opening balance	**Foreign exchange gains**	**Depreciation**	**Closing**
Furniture and fixtures	555,122	11,944	(113,598)	453,468
Office equipment	107,196	2,014	(36,962)	72,248
Security equipment	126,598	2,729	(25,622)	103,705
	788,916	**16,687**	**(176,182)**	**629,421**

Reconciliation of furniture and equipment - Group - 2024

	Opening balance	**Additions**	**Foreign exchange movements**	**Depreciation**	**Total**
Furniture and fixtures	-	553,629	10,933	(9,440)	555,122
Office equipment	-	108,094	2,101	(2,999)	107,196
Security equipment	-	124,878	2,486	(766)	126,598
	-	**786,601**	**15,520**	**(13,205)**	**788,916**

Notes to the Consolidated and Separate Financial Statements

		Group		Company	
Figures in Pula		2025	2024	2025	2024

13. Investment property

Investment property consists of:					
Freehold property		304,370,984	293,604,136	215,967,579	206,253,900
Leasehold property		1,524,764,573	1,494,087,291	1,015,498,429	986,872,239
		1,829,135,557	**1,787,691,427**	**1,231,466,008**	**1,193,126,139**
Reconciliation of investment property at fair value					
Balance at beginning of the year		1,787,691,427	1,715,894,944	1,193,126,139	1,097,871,427
Property additions at cost		512,692	12,606,965	23,490	10,832,612
Transfers from work in progress	16	-	59,703,875	-	59,703,875
Fair value adjustments		79,401,988	11,226,663	87,262,108	32,425,234
Reclassified to held for sale	22	(52,150,000)	-	(52,150,000)	-
Foreign exchange translation		13,834,167	(11,741,020)	3,305,626	(7,707,009)
Reversal of capitalised accruals		(154,717)	-	(101,355)	-
		1,829,135,557	**1,787,691,427**	**1,231,466,008**	**1,193,126,139**
Components of investment property					
Valuation of investment property		1,876,694,088	1,839,463,028	1,270,878,330	1,239,531,000
Rentals straight-line adjustment long-term portion		(39,203,555)	(44,028,460)	(32,613,338)	(39,904,700)
Rentals straight-line adjustment short-term portion		(8,354,976)	(7,743,141)	(6,798,984)	(6,500,161)
		1,829,135,557	**1,787,691,427**	**1,231,466,008**	**1,193,126,139**

Notes to the Consolidated and Separate Financial Statements

13. Investment property (continued)

Right-of-use assets

Investment properties include properties on land held as right-of-use assets and properties owned by the Group. At 31 August 2025 these leases contained a non-cancellable remaining lease term of 20 to 76 years in the Company (2024: 21 to 77) and 20 to 88 years in the Group (2024: 21 to 89 years).

Group – In Pula	Owned property	Right-of-use assets	Total
Balance as at 01 September 2023	1,657,327,209	58,567,735	1,715,894,944
Acquisitions and transfers from work in progress	72,310,840	-	72,310,840
Net change in fair value	(85,746)	(428,611)	(514,357)
Balance as at 31 August 2024	**1,729,552,303**	**58,139,124**	**1,787,691,427**
Acquisitions and transfers from work in progress	512,692	-	512,692
Net change in fair value	93,233,006	3,149	93,236,155
Reversal of over-accruals	(154,717)	-	(154,717)
Reclassified to held for sale	(52,150,000)	-	(52,150,000)
Balance as at 31 August 2025	**1,770,993,284**	**58,142,273**	**1,829,135,557**

Company – In Pula	Owned property	Right-of-use assets	Total
Balance as at 01 September 2023	1,076,561,021	21,310,406	1,097,871,427
Acquisitions and transfers from work in progress	70,536,490	-	70,536,490
Net change in fair value	25,199,306	(481,084)	24,718,222
Balance as at 31 August 2024	**1,172,296,817**	**20,829,322**	**1,193,126,139**
Acquisitions and transfers from work in progress	23,490	-	23,490
Net change in fair value	90,950,874	(383,140)	90,567,734
Reversal of over-accruals	(101,355)	-	(101,355)
Reclassified to held for sale	(52,150,000)	-	(52,150,000)
Balance as at 31 August 2025	**1,211,019,826**	**20,446,182**	**1,231,466,008**

13. Investment property (continued)

Details of properties

Group and Company

Freehold properties comprise:

Plot 203, Gaborone*

Plot 22 Gaborone*

Plot 29 Gaborone**

Plots 16177, 16179, 16180, 16181, 16182, 16183, and 16185 Francistown*

Leasehold properties comprise:

Plot 50423, Gaborone*	50-year state grant from 20 October 1994
Plot 20610, Gaborone*	50-year state grant from 31 January 2000
***Plot 165, Gaborone	15-year ground lease from 1 May 2005, with an option to renew for another five-year period which was taken
Plot 67979, Gaborone*	50-year state grant from 13 July 2000
Lease Area 110 MP on Plot 2461, Serowe	25-year ground lease from 1 December 2006, extended from 1 December 2030 for a period of 21 years
***Plot 4649, Lobatse*	20-year ground lease from 1 November 2004
Plot 20584, Gaborone*	50-year state grant from 27 November 1998
Plot 62417, Gaborone*	50-year state grant from 26 September 2005
Plot 74538, Gaborone*	50-year state grant from 26 September 2005
Tribal Lot 439, Pilane*	Notarial deed of cession and delegation from Amatrix Developments (Proprietary) Limited of a 50-year lease from 18 December 2008 registered at the Deeds Office on 14 October 2016
Plot 75749, Gaborone*	50-year state grant from 26 September 2002
Plot 75782, Gaborone*	50-year state grant from 26 September 2002
Lot 14076, Lobatse*	Notarial deed of cession and delegation from Weavers Ascent (Proprietary) Limited of a 30-year lease from 21 October 2021 registered at the Deeds Office on 3 February 2021 with an option to renew for another 30 years
Stand 3144, Lusaka*	99-year state lease from 1 July 1975
Stand 3714, Kitwe	99-year state lease from 1 January 1968

Group:

Freehold properties comprise:

Portion 7 of Erf 597 Spartan Extension 12, Ekurhuleni*

Erf 1618 Bryanston, City of Johannesburg*

Leasehold properties comprise:

Subdivision D part of Stand No. 2374, Lusaka*	Ceded lease agreement from the Agricultural and Commercial Society of Zambia for 50 years from 2004
Subdivision 6 of Farm No. 377a, Lusaka*	Renewable lease agreement with the Zambian Diocesan Trustees for 35 years from 8 April 2015. Finance costs are capitalised by reference to the Group’s weighted average cost of borrowings during the year. In the current year, the Group’s weighted average cost of borrowings was 7.89% (2024: 8.11%)
Stand No. 1001, Chirundu	99-year state lease held under a Certificate of Title from 1 May 2014
Subdivision 8 of Subdivision E of farm No. 609 Lusaka*	100- year state lease held under a Certificate of Title from 1 July 1975

* These properties are encumbered as per note 26.

Notes to the Consolidated and Separate Financial Statements

13. Investment property (continued)

** This property is encumbered as per note 30.

*****Derecognition of Ground Lease Assets**

During the financial year, the Group derecognised two ground lease properties — Plot 165, Gaborone and Plot 4649, Lobatse — following the expiry of the respective lease terms. The properties were handed back to the relevant ground lease owners at the end of their lease periods, in accordance with the original lease agreements.

In line with IAS 40 *Investment Property*, the carrying amounts of the respective right-of-use assets and associated liabilities were derecognised from the statement of financial position upon lease expiry. The cumulative fair value movements up to the date of derecognition were included within “Fair value adjustments” in the statement of profit or loss.

The fair value movements for these properties have been disclosed in both:

- Note 13 — Investment Property as part of fair value movement, and
- Note 6 — Fair Value Movements,

to reflect the impact of their derecognition during the year.

No further income or expenditure relating to these properties is expected to arise in future periods.

Details of valuation

The Group’s investment properties are measured at fair value. External, independent valuers with appropriate professional qualifications and experience in the relevant markets performed the valuations.

The following valuation techniques are applied:

• Discounted Cash Flow (DCF) Method

• Direct Capitalisation Method (DCM)

The choice of method is at the valuers discretion and depends on the lease profile, tenant mix, comparable information and the availability of reliable forward-looking cash-flow information.

Basis for Selecting Valuation Methodology

Direct Capitalisation Method (DCM)

Applied where:

– Remaining lease terms are shorter (typically less than 3 years),

– Tenant churn is higher, or

– Market rentals are the primary value driver rather than contracted long-term cash flows.

Discounted Cash Flow (DCF) Method

Applied where:

– Remaining lease terms are longer (typically 3–5 years or more),

– Contracted rental escalations support forecastable cash flows, and

– Reliable long-term cash-flow projections are available.

Notes to the Consolidated and Separate Financial Statements

13. Investment property (continued)

Botswana

The fair values of the Company's investment properties in Botswana as at 31 August 2025 have been arrived at on the basis of valuations carried out at on that date by independent valuers Knight Frank (Botswana) Limited who are members of the Real Estate Institute of Botswana and are registered in terms of the Real Estate Professionals Act 2003. The principal valuer holds appropriate professional qualifications and has recent experience in valuing properties of a similar nature and location.

The valuations were conducted in accordance with International Valuation Standards and determined primarily by reference to the discounted value of expected net rental income and market evidence of transaction prices for comparable properties

Change in Valuation Technique – Botswana Portfolio

During the year, the Board appointed Knight Frank Botswana (Proprietary) Limited as the Group's independent external valuer, succeeding Ribery Valuations (Proprietary) Limited, who performed the prior year's valuations.

The choice of valuation methodology is matter of professional judgement for the valuer. However, the DCF method is recommended as the principal model, and as such has been utilised in all the Botswana valuations. The reasons for adopting DCF in the current year was

- Longer and more stable remaining lease terms following renewals; and
- Improved availability and reliability of forward-looking cash-flow information.

In the prior year, a different external valuer was engaged for Botswana and the Direct Capitalisation Method was predominantly applied, with a check run in the DCF method.

The change to exclusively using the DCF method in Botswana reflects the change in valuer and their use of specialist property valuation software which utilises the methodology and RICS best practice guidelines stating DCFs should be the primary method employed by the valuer.

Unobservable Inputs – Botswana

- Capitalisation rate
- Discount rates
- Contracted rentals
- Market rental growth assumptions
- Long-term vacancy assumptions

Zambia

Comprises both:

- Zambia Branch properties – recognised in the Company and Group
- Zambia Subsidiary properties – recognised in the Group only

The fair values of the Group's investment properties in Zambia as at 31 August 2025 have been arrived at based on valuations conducted on that date by Knight Frank (Zambia) Limited, independent valuers. Knight Frank (Zambia) Limited are members of the Surveyors Institute of Zambia (SIZ) and the Zambia Institute of Estate Agents (ZIEA). The principal valuer holds a recognised and relevant professional qualification and has recent experience in the locations and category of the investment properties valued. The valuations conform to International Valuation Standards and were determined by reference to the discounted value of the net rentals and market evidence of transaction prices for similar properties. Knight Frank (Zambia) conducted the valuations for the year ended 31 August 2024.

13. Investment property (continued)

The Zambia Branch property continues to be valued using the Direct Capitalisation Method, consistent with prior years and based on the recommendation of the independent valuer. There is sufficient observable market evidence for rentals and capitalisation yields for this asset, making a yield-based valuation appropriate and proportionate for the Branch's single commercial property.

The Zambia Subsidiary properties contain long-term anchor leases and reliable projected cash flows, supporting use of the DCF Method.

Unobservable Inputs – Zambia

- Capitalisation rates
- Discount rates
- Contracted rentals
- Forecast rental escalations
- Long-term vacancy assumptions

South Africa

The fair values of the Group's investment properties in South Africa as at 31 August 2025 have been arrived at based on valuations carried out at that date by independent valuers Knight Frank Gauteng (Pty) Limited who are members of the South African Council for the Property Valuers Profession and are registered in terms of the Property Valuers Profession Act 2020. The principal valuer also has recent experience in the locations and category of the investment properties valued. The valuations conform to International Valuation Standards and were determined using the DCF Method. Knight Frank Gauteng (Pty) Limited performed the 2024 valuation.

The rationale for using the DCF in South Africa were

– Long-term anchor leases

– Predictable rental escalations

– Stable occupancy and reliable forward-looking cash-flow projections

Unobservable Inputs – South Africa

- Capitalisation rate
- Discount rates
- Contracted rentals
- Expected rental reversions
- Long-term vacancy assumptions

The directors assessed the external valuation performed at year-end as reasonable. Capital commitments relating to investment properties are disclosed in note 35. Revenue earned from the investment properties is disclosed as rental income on the face of the statement of profit or loss and other comprehensive income and the related expenses are disclosed in note 5.

Fair-Value Hierarchy Classification

All investment properties across Botswana, Zambia (Branch and Subsidiary), and South Africa are classified as Level 3 in the fair-value hierarchy due to the use of significant unobservable inputs.

13. Investment property (continued)

Vacancy Allowance

A long-term vacancy allowance of 1% to 2% has been applied in the valuation of the investment property portfolio. This assumption reflects the Group's historically low structural vacancy levels, strong tenant retention rates, and the stabilised nature of the underlying assets. The allowance is consistent with market practice and incorporates expectations of normal tenant turnover over the medium to long term

Assets measured at fair value – investment properties

The following are the valuation techniques and inputs:

Valuation techniques and inputs	Direct capitalisation	Discounted cash flow	Fair value	Unobservable input: Capitalisation	Unobservable input: Actual rentals per m2	Unobservable input: Market rentals per m2
Company as at 31 August 2025	**Fair value**	**Fair value Pula**				
Botswana	-	1,201,316,291	1,201,316,291	6.5% to 9.06%	P79 to P184	P86 to P175
Zambia	30,149,717	-	30,149,717	11% to 12.5%	P31 to P106	P62 to P118
	30,149,717	**1,201,316,291**	**1,231,466,008**			

	Direct capitalisation	Discounted cash flow	Fair value	Unobservable input: Capitalisation	Unobservable input: Actual rentals per m2	Unobservable input: Market rentals per m2
Company as at 31 August 2024	**Fair value**	**Fair value Pula**				
Botswana	1,164,385,140	-	1,164,385,140	7% to 25%	P60 to P183	P60 to P183
Zambia	28,740,999	-	28,740,999	11% to 12.5%	P59 to P89	P84 to P99
	1,193,126,139	**-**	**1,193,126,139**			

	Direct capitalisation	Discounted cash flow	Fair value	Unobservable input: Capitalisation	Unobservable input: Actual rentals per m2	Unobservable input: Market rentals per m2
Group as at 31 August 2025	**Fair value**	**Fair value Pula**				
Botswana	-	,201,316,291	1,201,316,291	6.5% to 9.06%	P79 to P184	P86 to P175
Zambia branch	30,149,717	-	30,149,717	11% to 12.5%	P31 to P106	P62 to P118
Zambia subsidiary	-	509,266,150	509,266,150	8% to 10%	P133 to P227	P133 to P244
South Africa	-	88,403,399	88,403,399	9% to 9.5%	P48 to P107	P44 to P125
	30,149,717	**,798,985,840**	**1,829,135,557**			

	Direct capitalisation	Discounted cash flow	Fair value	Unobservable input: Capitalisation	Unobservable input: Actual rentals per m2	Unobservable input: Market rentals per m2
Group as at 31 August 2024	**Fair value**	**Fair value Pula**				
Botswana	1,164,385,140	-	1,164,385,140	7% to 25%	P60 to P183	P60 to P162
Zambia branch	28,740,999	-	28,740,999	11% to 12.5%	P59 to P89	P84 to P99
Zambia subsidiary	-	507,215,052	507,215,052	8% to 10%	P141 to P250	P134 to P248
South Africa	-	87,350,236	87,350,236	9% to 9.5%	P39 to P94	P40 to P98
	1,193,126,139	**594,565,288**	**1,787,691,427**			

Notes to the Consolidated and Separate Financial Statements

	Group		Company	
Figures in Pula	2025	2024	2025	2024

13. Investment property (continued)

Information about sensitivity to changes in unobservable inputs

The fair value of investment properties is a function of the unobservable inputs in the valuation process. Significant changes in the unobservable inputs would result in significant changes in the fair value measurement of the investment properties. Property occupancy rates have a direct impact on the income for the Group and Company, and capitalisation rates and discount rates, net income and vacancy rates have a direct impact on the property values for the Group and Company.

We estimated the impact of a change in the following significant unobservable inputs would result in a change in the independent valuer's valuation as follows:

A decrease of 0.5% in the capitalisation rate				
Botswana	68,044,211	63,725,789	68,044,211	63,725,789
Zambia	29,045,675	28,411,998	1,590,433	1,512,684
South Africa	4,741,195	4,685,150	-	-
	101,831,081	**96,822,937**	**69,634,644**	**65,238,473**
An increase of 0.5% in the capitalisation rate				
Botswana	(61,563,810)	(57,656,667)	(61,563,810)	(57,656,667)
Zambia	(26,279,420)	(25,706,094)	(1,438,963)	(1,368,619)
South Africa	(4,289,653)	(4,238,945)	-	-
	(92,132,883)	**(87,601,706)**	**(63,002,773)**	**(59,025,286)**
An decrease of 5% in the estimated rental value				
Botswana	(64,642,000)	(60,539,500)	(64,642,000)	(60,539,500)
Zambia	(27,593,391)	(26,991,398)	(1,510,912)	(1,437,050)
South Africa	(4,504,135)	(4,450,893)	-	-
	(96,739,526)	**(91,981,791)**	**(66,152,912)**	**(61,976,550)**
An increase of 5% in the estimated rental value				
Botswana	64,642,000	60,539,500	64,642,000	60,539,500
Zambia	27,593,391	26,991,398	1,510,912	1,437,050
South Africa	4,504,135	4,450,893	-	-
	96,739,526	**91,981,791**	**66,152,912**	**61,976,550**

Change in Valuation Technique – Botswana Portfolio

During the year, the independent external valuer for the Botswana portfolio, Knight Frank Botswana (Proprietary) Limited, adopted the Discounted Cash Flow (DCF) Method in place of the Direct Capitalisation Method applied in prior years.

This represents a refinement in valuation technique in accordance with *IFRS 13 Fair Value Measurement* and has been applied prospectively. It does not constitute a change in accounting policy under *IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors*.

The adoption of the DCF methodology was considered more appropriate in the current year for the following reasons:

- It provides a more comprehensive reflection of future cash flows, capturing asset-specific lease terms, rent reviews, and reversionary income rather than a single stabilised income point.
- It enhances consistency with the valuation approaches applied for the Group's Zambian and South African portfolios, which are already based on DCF models.
- The Botswana property market now exhibits greater maturity and data transparency, enabling reliable long-term cash-flow projections.

Notes to the Consolidated and Separate Financial Statements

	Group		Company	
Figures in Pula	2025	2024	2025	2024

13. Investment property (continued)

- It allows for improved sensitivity analysis and transparency in the assessment of key valuation inputs such as discount rates, growth assumptions, and vacancy allowances.

The refinement provides a more robust measure of the portfolio's cash-generating potential and aligns the Botswana valuation methodology with the Group's broader fair-value framework. All investment properties remain classified within Level 3 of the fair-value hierarchy due to the use of unobservable inputs.

14. Rentals straight-line adjustment

Opening balance	51,771,601	55,951,055	46,404,861	50,691,386
Movement during the year	(4,361,199)	(4,099,800)	(6,992,539)	(4,286,525)
Foreign exchange translation	148,129	(79,654)	-	-
	47,558,531	**51,771,601**	**39,412,322**	**46,404,861**

Current and non-current

Rentals straight-line adjustment - Non-current	39,203,555	44,028,460	32,613,338	39,904,700
Rentals straight-line adjustment - current	8,354,976	7,743,141	6,798,984	6,500,161
	47,558,531	**51,771,601**	**39,412,322**	**46,404,861**

The Group and Company lease terms and conditions are detailed in note 34.

During the year, the Group renewed a long-term lease that included a fit-out lease incentive payable to the tenant on renewal. The incentive amount is recognised as a lease incentive receivable, with the corresponding amortisation recognised as a reduction of rental revenue over the lease period.

15. Fair value information

The investment properties of the Company and Group measured at fair value at the end of the reporting period are categorised under Level 3 - Significant unobservable inputs. The key unobservable inputs used in valuing investment properties are capitalisation rates, discount rates, rental growth assumptions, and vacancy allowances. Refer to note 13 for details on the valuation methodologies applied in each territory, the unobservable inputs and the related sensitivity analyses for all investment properties.

Recurring fair value measurements at the end of the reporting period

Investment property	1,829,135,557	1,787,691,427	1,231,466,008	1,193,126,139

Reconciliation of fair value measurements categorised within Level 3 of fair value hierarchy

Balance at beginning of the year	1,787,691,427	1,715,894,944	1,193,126,139	1,097,871,427
Fair value adjustments	79,401,988	11,226,663	87,262,108	32,425,234
Property additions at cost	512,692	12,606,965	23,490	10,832,612
Transfers from work in progress	-	59,703,875	-	59,703,875
Foreign exchange translation	13,834,167	(11,741,020)	3,305,626	(7,707,009)
Reclassified to held for sale	(52,150,000)	-	(52,150,000)	-
Reversal of over-accruals	(154,717)	-	(101,355)	-
	1,829,135,557	**1,787,691,427**	**1,231,466,008**	**1,193,126,139**

Gains and losses arising from fair valuation of investment properties are shown as a separate line in the statement of comprehensive income as follows:

Total gains for the year	79,401,988	11,226,663	87,262,108	32,425,234

No finance costs were capitalised during the current year. Although the Group's weighted average cost of borrowing for 2025 was 7.89% (2024: 8.11%), the Group did not have qualifying assets under active development that met the criteria for capitalisation in terms of IAS 23. In the prior year, P337,587 of borrowing costs for the Group and Company were capitalised.

Notes to the Consolidated and Separate Financial Statements

		Group		Company	
Figures in Pula		2025	2024	2025	2024

16. Work in progress

Work in progress		43,147,606	41,651,966	43,147,606	41,651,966

Reconciliation of work in progress

Balance at beginning of the year		41,651,966	98,682,346	41,651,966	98,682,346
Transfer to investments property	13	-	(59,703,875)	-	(59,703,875)
Additions		1,495,640	2,335,908	1,495,640	2,335,908
Finance costs capitalised	8	-	337,587	-	337,587
		43,147,606	**41,651,966**	**43,147,606**	**41,651,966**

The Group's Work-in-Progress ("WIP") balance has remained materially consistent with the prior year, reflecting the temporary pause placed on major development expenditure during the corporate action, which has since concluded. To preserve liquidity and maintain financial flexibility during this period, the Group deferred material construction activities.

There were no borrowing costs capitalised during the year (2024: P337,587). Although the Group's weighted average borrowing rate was 7.89% (2024: 8.11%), capitalisation ceased temporarily as no qualifying development activities were undertaken in the current financial year and internal funds were utilised to fund preparatory work. Capitalisation will resume once active construction recommences in accordance with IAS 23.

Following conclusion of the corporate action, the Group recommenced preparatory activities on Prime Plaza II and continued pre-development work on the remaining land banks. These undeveloped sites form part of the Group's long-term phased commercial development strategy.

WIP relates to the following development sites:

Phase II Plot 75782 Setlhoa

WIP balance: P11,778,091

This represents serviced commercial land and pre-development expenditure for the Setlhoa office park precinct. Expenditure includes planning, professional services, feasibility work and site preparation for future commercial phases in line with the Group's land development masterplan.

Final development costs cannot yet be reliably determined as the Group has not completed design development, tenant pre-lets, technical studies or contractor procurement. No commitments exist at the reporting date.

Plot 54359 in the Gaborone CBD (Prime Plaza II) P31,369,515

This site comprises serviced land and completed structural components forming the base for future multi-building commercial developments under the Group's phased roll-out strategy.

WIP balance: P31,369,515, comprises:

• Building 2 land preparatory and earlier development expenditure: P11,426,053

• Building 3 and Building 4 land preparatory work and structural basement development: P19,943,463

As at 31 August 2025, costs relating specifically to Prime Plaza II (future phases) amount to P11,426,053, including P1,495,640 incurred in the current year for updated technical studies, design development and professional fees.

At the reporting date the approval process was still in progress, and Board approval for the estimated P85 million required to complete Building 2 (P62 million for Building 2 and P23 million for enabling works for Buildings 3 and 4) was obtained subsequent to year-end. Refer to Note 35 – Capital Commitments.

Assessment of impairment indicators (IAS 36)

Management assessed the WIP portfolio in accordance with IAS 36 and concluded that no impairment indicators exist for the following reasons:

Notes to the Consolidated and Separate Financial Statements

16. Work in progress (continued)

- Active development intention: All WIP sites form part of the Group's long-term development plans. No project has been cancelled, materially curtailed or abandoned.
- Further phases of Prime Plaza II and the CBD developments have been subsequently approved in line with the Group's phased strategy.
- External valuation support: Independent external valuations of surrounding completed phases demonstrate capital values significantly exceeding accumulated WIP costs.
- Positive feasibility indicators: Updated feasibility inputs for Phase 2 continue to support commercial viability.
- Nature of accumulated costs: WIP comprises land, structural works, design development, professional fees and feasibility-related expenditure directly attributable to future income-generating phases.

Accordingly, management considers the WIP balances to be recoverable and appropriately classified as work-in-progress within investment property.

Phase 2 of Prime Plaza II

Included in the Plot 54359 balance above

As at 31 August 2025, costs relating specifically to Prime Plaza II (future phases) amount to P11,475,290, including P1,495,640 incurred in the current year for updated technical studies, design development and associated professional fees.

Refer also to Note 35 – Capital Commitments relating to Phase 2 of the project, which remain under Board consideration at the reporting date.

Assessment of impairment indicators

Management has assessed the WIP portfolio in accordance with IAS 36 and concluded that no impairment indicators exist for the following reasons:

- Active development intention: All WIP sites form part of ongoing or imminently planned phases of the Group's long-term development strategy. No decision has been made to cancel, materially curtail or abandon any of the projects.
- Board approval for the commencement of Prime Plaza II – Building 2 was obtained subsequent to the year end. Further phases of Prime Plaza II and the related CBD buildings remain under active Board consideration as part of the Group's phased roll-out strategy
- External valuation support: Independent external valuations of surrounding completed phases demonstrate capital values significantly exceeding the accumulated WIP costs.
- Positive feasibility indicators: Updated feasibility inputs obtained for Phase 2 support the commercial viability of the upcoming construction programme.
- Nature of accumulated costs: The balances comprise development expenditure, including land, structural works, design development, professional fees and feasibility costs directly attributable to future revenue-generating commercial phases.

Management therefore considers the WIP balances to be recoverable and appropriately classified as work in progress within investment property.

Final development costs cannot yet be reliably determined as the Group has not completed design development, tenant pre-lets, technical studies or contractor procurement. No commitments exist at the reporting date.

17. Investment in subsidiary

The following table lists the entities which are controlled by the group, either directly or indirectly through subsidiaries.

Notes to the Consolidated and Separate Financial Statements

17. Investment in subsidiary (continued)

Name of subsidiary	Country of incorporation	% equity interest	Direct/indirect	Principal activities
PrimeTime Property Holdings – Zambia Branch	Zambia	100%	Direct	Property investment
PrimeTime Property Zambia Limited	Zambia	100%	Indirect	Property investment
PrimeTime Property Holdings (Mauritius) Limited	Mauritius	100%	Direct	Holding company for South Africa and Zambia
Hour Securities SPV (Proprietary) Limited	Botswana	0%	Controlled via contractual rights (IFRS 10)	Special purpose financing vehicle

During the financial year, Hour Securities SPV (Proprietary) Limited (“Hour”) was incorporated in Botswana as a special purpose vehicle (“SPV”) to support the Group’s financing arrangements. Hour is legally owned by the PrimeTime Finance Security Owner Trust (Trust No. TUHGB-000064-24), whose trustees are Kopanang Thekiso and Stephen Pezarro.

Although Hour is not owned by the Group, management has assessed the structure in terms of IFRS 10 Consolidated Financial Statements and concluded that the Group controls Hour. Control arises because:

• the Group is exposed to variable returns from Hour through the utilisation of the BWP 181,230,000 Medium-Term Facilities Agreement and the BWP 40,000,000 revolving credit facility arranged by Standard Bank of South Africa Limited (as Facilities Agent);

• the Group has the ability to affect those returns through its rights and obligations under the Counter-Indemnity Agreement entered into with Hour; and

• the contractual financing structure gives the Group power over Hour’s relevant activities, even though the entity is not Group-owned.

Accordingly, Hour is consolidated into the Group financial statements in terms of IFRS 10, and related transactions and balances between PrimeTime Property Holdings Limited (“PPH”) and Hour are eliminated on consolidation. Refer to Accounting Policy Note 1.2 – Consolidation for the Group’s policy on assessing control over structured entities.

Hour was established exclusively to issue guarantees over the Group’s borrowing facilities. It does not trade and has no operating income or expenses other than those arising from the financing structure. The entity remains operationally dormant unless a breach arises under the Medium-Term Facilities Agreement.

Borrowings supported through Hour are disclosed in Note 26 – Borrowings, as these facilities are secured over Group assets and form an integral part of the Group’s financing structure.

Redomiciliation of PrimeTime Mauritius

During the year, the Group initiated the redomiciliation of PrimeTime Property Holdings (Mauritius) Limited (“PTM”) from Mauritius to Botswana. The redomiciliation is an administrative legal process and does not affect the Group’s ownership, control, or continuing consolidation of PTM. PTM remains a wholly owned subsidiary of the Company throughout the process.

As at the reporting date, the redomiciliation had not yet been completed and PTM continues to operate under its existing legal domicile. The redomiciliation does not have any impact on the recognition or measurement of the investment in the subsidiary, nor does it give rise to any changes in assets, liabilities, income or expenses in the current year.

Completion of the redomiciliation is expected during the 2026 financial year, once all statutory and regulatory formalities have been finalised.

17. Investment in subsidiary (continued)

Company

Name of company	% holding 2025	% holding 2024	Carrying amount 2025	Carrying amount 2024
PrimeTime Property Holdings (Mauritius) Limited	100.00 %	100.00 %	469,911,957	1,020

Reconciliation of investments in subsidiary

Opening balance	-	-	1,020	1,020
Capitalisation of intercompany loan – PrimeTime Property Holdings (Mauritius) Limited	-	-	469,910,937	-
Closing balance	**-**	**-**	**469,911,957**	**1,020**

On 1 September 2024, the Company converted its intercompany loan owed by PrimeTime Property Holdings (Mauritius) Limited into investments in subsidiary as part of the Group's ongoing restructuring to redomicile the company to Botswana.

The conversion was effected through the issue of 35,845,069 ordinary shares of P13.11 each, amounting to P469,910,937 (USD 35,845,069). The transaction resulted in a corresponding increase in the Company's investment in the subsidiary and the derecognition of the related loan receivable previously presented under Amount due from related party loan (Note 18). This resulted in an additional investment in the subsidiary.

PrimeTime Property Holdings (Mauritius) Limited ("PrimeTime Mauritius"), is the intermediary holding company and owns investment properties indirectly through its subsidiary. PrimeTime Mauritius was incorporated in Mauritius on 30 October 2015 and holds the 100% shareholding in PrimeTime Property Holdings (Zambia) Limited, a company incorporated in Zambia.

The company has committed to providing financial support to its subsidiaries, PrimeTime Property Holdings (Mauritius) Limited and PrimeTime Property Holdings (Zambia) Limited. This commitment entails the provision of necessary funding to the subsidiary, in accordance with sound business practices, to ensure it can meet its financial obligations. The financial support outlined in this letter will remain in effect as long as the subsidiaries liabilities exceed its assets, and it may be enforced by its creditors, subject to the conditions specified.

Bank guarantees provided to Group companies are also disclosed in note 26. Transactions and balances with this subsidiary are disclosed in note 31.

18. Amount due from related party loan

Conversion of Intercompany Loan to Investment in subsidiary

During the year, the intercompany loan owing from PrimeTime Property Holdings (Mauritius) Limited was converted into equity on 1 September 2024. The loan balance was derecognised in full, with a corresponding increase in the Company's investment in the subsidiary as disclosed in Note 17. This has resulted in an additional investment in the subsidiary.

PrimeTime Property Holdings (Mauritius) Limited				
Related party loan	-	-	-	624,152,606
Expected credit losses on related party loan	-	-	-	(154,241,669)
	-	**-**	**-**	**469,910,937**

Notes to the Consolidated and Separate Financial Statements

	Group		Company	
Figures in Pula	2025	2024	2025	2024

18. Amount due from related party loan (continued)

Reconciliation of opening and closing balances:				
Opening balance at 1 September	-	-	469,910,937	475,489,167
Interest charged	-	-	-	38,942,527
Capitalisation of intercompany loan – PrimeTime Property Holdings (Mauritius) Limited	-	-	(469,910,937)	-
Movement in expected credit losses on related party loan	-	-	-	(37,111,622)
Foreign exchange gains:				
Foreign exchange (loss)/gains arising on the loan	-	-	-	(8,340,686)
Foreign exchange gain/(losses) on the allowance for credit losses	-	-	-	931,551
Closing balance at 31 August	**-**	**-**	**-**	**469,910,937**

Movement in the allowance for credit losses				
Balance at beginning of year	-	-	154,241,669	118,061,598
Impairment losses remeasurement	-	-	-	37,111,622
Foreign exchange losses	-	-	-	(931,551)
Reversal on capitalisation of loan (derecognition)	-	-	(154,241,669)	-
	-	**-**	**-**	**154,241,669**

Incorporation and structure

PrimeTime Property Holdings (Mauritius) Limited (“PrimeTime Mauritius”) is an intermediary holding company incorporated in Mauritius on 30 October 2015. It holds a 100% shareholding in PrimeTime Property Holdings (Zambia) Limited, a company incorporated in Zambia which owns and operates the Group’s Zambian investment properties.

Conversion of intercompany loan to equity

On 1 September 2024, the Company converted its intercompany loan owed by PrimeTime Property Holdings (Mauritius) Limited into equity as part of the Group’s restructuring and redomiciliation programme to Botswana.

The conversion was effected through the issue of 35,845,069 ordinary shares of P13.11 each, amounting to P469,910,937 (USD 35,845,069). The transaction resulted in a corresponding increase in the Company’s investment in the subsidiary, the derecognition of the related loan receivable and a corresponding increase in the Company’s investment in the subsidiary.

The conversion was undertaken at book value; accordingly, no gain or loss arose in either the Company or Group financial statements. At Group level, the transaction was eliminated on consolidation. The capitalisation strengthened the subsidiary’s balance sheet and removed cross-border intercompany debt exposure.

For further details on the resulting increase in investment, refer to Note 17 – Investment in Subsidiaries.

Notes to the Consolidated and Separate Financial Statements

	Group		Company	
Figures in Pula	2025	2024	2025	2024

19. Trade and other receivables

Financial instruments:				
Trade receivables	7,555,797	7,191,378	3,614,228	3,095,455
Expected credit losses on trade receivables	(4,152,514)	(2,698,778)	(1,764,263)	(1,241,736)
Trade receivables at amortised cost	3,403,283	4,492,600	1,849,965	1,853,719
Deposits	1,007,633	988,383	624,251	629,051
Sundry debtors	920,863	1,405,156	791,918	1,367,781
Non-financial instruments:				
VAT	176,797	324,137	176,797	188,821
Deferred letting fees*	3,248,826	4,003,126	1,951,209	2,038,064
Prepayments	3,205,797	2,836,190	2,186,075	2,000,103
Total trade and other receivables	**11,963,199**	**14,049,592**	**7,580,215**	**8,077,539**

*The classification of financial instruments has been refined in the current year to exclude straight-line lease adjustment balances and deferred letting fee balances, as these do not meet the definition of a financial asset under IFRS 9. These balances were included in the prior year. Comparative information has been corrected to reflect the revised presentation.

Split between non-current and current portions				
Current assets	11,963,199	14,049,592	7,580,215	8,077,539

Exposure to credit risk

Trade receivables inherently expose the group to credit risk, being the risk that the group will incur financial loss if customers fail to make payments as they fall due.

In order to mitigate the risk of financial loss from defaults, the group only deals with reputable customers with consistent payment histories. Sufficient collateral or guarantees are also obtained when appropriate. Each customer is analysed individually for creditworthiness before terms and conditions are offered. Statistical credit scoring models are used to analyse customers. These models make use of information submitted by the customers as well as external bureau data (where available). Customer credit limits are in place and are reviewed and approved by credit management committees. The exposure to credit risk and the creditworthiness of customers, is continuously monitored.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses and the provision rates are based on days past due. The calculation reflects the information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, rent and other trade receivables are written-off if the Group has exhausted all means of collection without success and are no longer subject to enforcement activity.

The group's historical credit loss experience does not show significantly different loss patterns for different customer segments. The provision for credit losses is therefore based on past due status without disaggregating into further risk profiles. The expected credit loss allowance is determined as follows:

Notes to the Consolidated and Separate Financial Statements

19. Trade and other receivables (continued)

Group	2025	2025	2024	2024
Expected credit loss rate:	**Estimated gross carrying amount at default**	**Loss allowance (Lifetime expected credit loss)**	**Estimated gross carrying amount at default**	**Loss allowance (Lifetime expected credit loss)**
Less than 30 days past due: 14.7% (2024: 12.7%)	2,657,558	(391,161)	2,816,799	(358,563)
31 - 60 days past due: 44.3% (2024: 22.5%)	1,101,659	(487,987)	1,235,513	(277,538)
61 - 90 days past due: 34.1% (2024: 42.1%)	793,564	(270,379)	497,296	(209,347)
91 - 120 days past due: 100% (2024: 59.7%)	448,429	(448,429)	238,429	(142,235)
More than 120 days past due: 100% (2024: 71.2%)	2,554,587	(2,554,558)	2,403,341	(1,711,095)
Total	**7,555,797**	**(4,152,514)**	**7,191,378**	**(2,698,778)**

Company	2025	2025	2024	2024
Expected credit loss rate:	**Estimated gross carrying amount at default**	**Loss allowance (Lifetime expected credit loss)**	**Estimated gross carrying amount at default**	**Loss allowance (Lifetime expected credit loss)**
Less than 30 days past due: 0.89% (2024: 5.49%)	1,447,337	(12,836)	1,224,942	(67,217)
31 - 60 days past due: 4.25% (2024: 37.24%)	290,708	(12,360)	203,127	(75,652)
61 - 90 days past due: 7.42% (2024: 59.83%)	147,912	(10,796)	119,415	(71,448)
91 - 120 days past due: 100% (2024: 60.02%)	139,806	(139,806)	122,777	(73,869)
More than 120 days past due: 100% (2024: 66.91%)	1,588,465	(1,588,465)	1,425,194	(953,550)
Total	**3,614,228**	**(1,764,263)**	**3,095,455**	**(1,241,736)**

Notes to the Consolidated and Separate Financial Statements

		Group		Company	
Figures in Pula		2025	2024	2025	2024

19. Trade and other receivables (continued)

Reconciliation of loss allowances

The following table shows the movement in the loss allowance (lifetime expected credit losses) for trade receivables:

Opening balance	(2,698,778)	(780,667)	(1,241,736)	(514,061)
Impairment losses remeasurement	(1,920,225)	(2,071,801)	(646,931)	(727,675)
Foreign exchange translation reserve	466,489	153,690	124,404	-
Closing balance	**(4,152,514)**	**(2,698,778)**	**(1,764,263)**	**(1,241,736)**

Expected credit losses on trade receivables comprise:

Amounts recovered during the year	-	4,299	-	4,299
Amounts written off directly to profit or loss during the year	-	(548,007)	-	-
Additional provision for expected credit losses	(1,920,225)	(2,071,801)	(646,931)	(727,675)
	(1,920,225)	**(2,615,509)**	**(646,931)**	**(723,376)**

An amount of P548,007 was raised and written off in the prior year due to the irrecoverability of property costs arising from a water leakage.

Fair value of trade and other receivables

The fair value of trade and other receivables approximates their carrying amounts.

20. Deferred tax

The deferred tax assets and the deferred tax liability relate to income tax in the same jurisdiction, and the law allows net settlement. Therefore, they have been offset in the statement of financial position as follows:

Capital allowances		(58,890,230)	(53,977,775)	(58,890,230)	(53,977,775)
Other timing differences		(149,891)	(233,834)	(149,891)	(233,834)
On unrealised foreign exchange differences		-	(13,317,155)	-	(13,317,155)
Total net deferred tax liability	10	**(59,040,121)**	**(67,528,764)**	**(59,040,121)**	**(67,528,764)**

21. Cash and cash equivalents

Cash and cash equivalents consist of:

Bank balances	19,795,803	14,322,270	4,668,127	4,210,386
Short-term deposits	365,775	344,776	365,775	344,776
	20,161,578	14,667,046	5,033,902	4,555,162
Bank overdraft	(21,646,540)	(6,240,177)	(21,646,540)	(6,240,177)
Cash and cash equivalents per cash flow statement	**(1,484,962)**	**8,426,869**	**(16,612,638)**	**(1,685,015)**

Cash and cash equivalents consist of cash on hand, bank balances and short-term highly liquid investments with maturities of three months or less. These are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value.

As at year-end reporting, the Group has no restricted cash or restricted cash equivalents (2024: P 1,743,014). All amounts reported as cash and cash equivalents are fully available for use without restrictions.

	Group		Company	
Figures in Pula	2025	2024	2025	2024

21. Cash and cash equivalents (continued)

Funds held in trust

Money held in trust was maintained in an investment account that was under the control of the Group's legal advisors, relating to the settlement of property rights on acquiring a retail mall in South Africa in prior years. The unutilised portion of these funds continued to be held in the investment account under the lawyers' administration pending final settlement.

During the current year, the remaining balance from the prior year was released by the lawyers and transferred back to the Group's main current account.

Accordingly, no funds remained in trust at 31 August 2025 (2024: P 1,743,014).

* Refer to note 30 for banking facilities and guarantees available to the Group and Company.

22. Investment properties held for sale

During the current financial year, the Group resolved to dispose of three investment properties identified as non-core assets targeted for sale within the next twelve months. The properties comprise Plot 20584 Block 3, Lease Area 1159-KO Block 3, and Lot 20610 Block 3 Industrial Gaborone. These assets were previously measured at fair value through profit or loss in accordance with IAS 40 Investment Property.

A sale agreement covering the three properties was concluded in June 2025, subject to regulatory approval, which remained outstanding at the reporting date. The approval was finalised subsequently to year end. Management is committed to the disposal, and the assets were available for immediate sale in their present condition at year-end.The properties are measured at the lower of carrying amount and fair value less costs to sell in accordance with IFRS 5 Non-Current Assets Held for Sale and Discontinued Operations. As the assets were previously measured at fair value, no impairment loss was recognised on reclassification.

The disposal is expected to be completed within twelve months of the reporting date, following the finalisation of all required regulatory and administrative processes. Further details on the subsequent regulatory approval are disclosed in Note 37.1 – Events After the Reporting Date.

Investment properties held for sale are presented within the Botswana operating segment.Refer to Note 33 – Segment reporting for the Group's segment reporting structure and the classification of assets by reportable segment.

Non-current assets held for sale				
Investment property	52,150,000	-	52,150,000	-

23. Stated capital

Reconciliation of fully paid linked units:				
Balance at the beginning of the year	264,321,718	252,559,203	264,321,718	252,559,203
Issued on 2 February 2024	-	11,762,515	-	11,762,515
Balance at the end of the year	**264,321,718**	**264,321,718**	**264,321,718**	**264,321,718**

No stated capital was issued during the year.

In Pula				
Balance at the beginning of the year	15,351,725	14,795,794	15,351,725	14,795,794
Issued on 2 February 2024	-	555,931	-	555,931
Balance at the end of the year	**15,351,725**	**15,351,725**	**15,351,725**	**15,351,725**

Each linked unit in the company comprises one linked ordinary share of no par value and one variable rate unsecured debenture as per note 25, which are indivisibly linked. It is not possible to trade with the shares or the variable rate unsecured debentures separately from one another.

Notes to the Consolidated and Separate Financial Statements

	Group		Company	
Figures in Pula	2025	2024	2025	2024

23. Stated capital (continued)

The linked units are listed on the Botswana Stock Exchange. All the issued shares are of the same class and rank pari passu in every respect.

In accordance with the constitution, at any general meeting, every shareholder present in person or by authorised representative or proxy shall have one vote on a show of hands and on a poll, every member present in person, by authorised representative or by proxy shall have one vote for every share held.

24. Reserves

Reserves consists of				
Retained earnings	575,417,510	475,779,684	641,854,141	545,654,694

Foreign currency translation reserve:				
Balance at the beginning of the year	53,157,968	66,118,444	(16,543,173)	(10,283,800)
Foreign currency translation reserve on translation of foreign operations - other	11,126,218	(7,616,216)	2,947,015	(6,259,373)
Foreign currency translation reserve on translation of related party loan	13,317,155	(5,344,260)	-	-
Balance at the end of the year	**77,601,341**	**53,157,968**	**(13,596,158)**	**(16,543,173)**

Foreign currency translation reserve on translation of foreign operations				
Balance at the beginning of the year	(34,420,129)	(26,803,913)	(16,543,173)	(10,283,800)
Other comprehensive (loss)/income for the year	11,126,218	(7,616,216)	2,947,015	(6,259,373)
Reclassification of FCTR on related party loan capitalised to FCTR on foreign operations	100,895,252	-	-	-
Balance at the end of the year	**77,601,341**	**(34,420,129)**	**(13,596,158)**	**(16,543,173)**

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income and accumulated in a separate reserve in equity. The cumulative amount is reclassified to profit or loss when the investment is disposed of. These differences arise on the consolidation of foreign-currency denominated operations and do not have any tax impact.

Foreign currency translation reserve on translation of related party loan				
Balance at the beginning of the year	87,578,097	92,922,357	-	-
Exchange differences on translation of related party loan	-	(3,237,479)	-	-
Deferred tax relating to the exchange differences on translation of related party loan	13,317,155	(2,106,781)	-	-
Reclassification of FCTR on related party loan capitalised to FCTR on foreign operations	(100,895,252)	-	-	-
Balance at the end of the year	**-**	**87,578,097**	**-**	**-**

25. Debentures

	2025		2024	
Group and Company	**Number of units**	**Pula**	**Number of units**	**Pula**
Opening balance	264,321,718	355,690,573	252,559,203	336,135,390
Issued during the year	-	-	11,762,515	19,555,183
	264,321,718	**355,690,573**	**264,321,718**	**355,690,573**

Notes to the Consolidated and Separate Financial Statements

		Group		Company	
Figures in Pula		2025	2024	2025	2024

25. Debentures (continued)

Each linked unit in the Company comprises one ordinary share of no par value as per note 23, and one variable rate unsecured debenture, which are indivisibly linked. It is not possible to trade with the shares or the variable rate unsecured debentures separately from one another. The debentures carry interest at a variable rate recommended by the Board annually and ratified by the unitholders at the annual general meeting. The company normally distributes at least 80% of monies available after the payment of approved capital expenditure, repayment of capital and interest due on third-party debt, provision for replacement, repair and refurbishment of assets and operating costs, as interest on the debentures.

All the variable rate unsecured debentures are of the same class and rank pari passu in every respect. They can be repaid pursuant to a special resolution of the linked unitholders and with the written consent of the creditors of the company.

The debentures are governed in terms of a trust deed entered into between the Company and John Hinchliffe, as the trustee for the debenture holders and these are regarded as equity.

26. Borrowings

Absa Bank Limited (South Africa)	26.1.19/20	39,819,579	1,248,176	-	-
Absa Bank of Botswana Limited loan	26.1.2	-	44,906,876	-	44,906,876
Absa Bank of Botswana Limited	26.1.1	66,372,639	66,306,133	66,372,639	66,306,133
Absa Zambia loan	26.1.18	76,120,311	91,528,471	-	-
BIFM Capital Investment Fund One (Proprietary) Limited Fixed Rate	26.1.3	56,593,862	66,581,014	56,593,862	66,581,014
ABSA Bank Botswana	26.1.16	58,545,631	-	58,545,631	-
Botswana Insurance Fund Management	26.1.5	30,051,739	29,992,688	30,051,739	29,992,688
Botswana Insurance Fund Management	26.1.4	100,411,442	100,448,058	100,411,442	100,448,058
First Capital Bank Limited loan	26.1.6	-	69,894,400	-	69,894,400
First National Bank Botswana Limited acting through its RMB Botswana Division	26.1.7	143,043,526	148,308,868	143,043,526	148,308,868
First National Bank Zambia Limited	26.1.17	3,966,440	48,237,868	3,966,440	4,850,028
PT026 Listed unsecured senior notes	26.1.8	71,639,726	71,639,726	71,639,726	71,639,726
PTCP25 Unlisted unsecured commercial paper	26.1.9	-	51,001,226	-	51,001,226
PTCP26 Unlisted unsecured commercial paper	26.1.10	-	9,048,654	-	9,048,654
PTCP30 Unlisted unsecured commercial paper	26.1.11	-	41,351,825	-	41,351,825
Stanbic Bank	26.1.13	-	14,978,920	-	14,978,920
Stanbic Bank loan	26.1.12	-	49,965,742	-	49,965,742
Hour Securities SPV - tranchee 1 - Stanbic Bank	26.1.14	71,788,996	-	71,788,996	-
Hour Securities SPV - tranchee 2 - Stanbic Bank	26.1.14	71,704,253	-	71,704,253	-
Hour Securities SPV - tranchee 3 - Stanbic Bank	26.1.14	35,859,518	-	35,859,518	-
Hour Securities SPV - RCP - Stanbic Bank	26.1.15	40,000,000	-	40,000,000	-
		865,917,662	**905,438,645**	**749,977,772**	**769,274,158**

Borrowings comprise:

Principal borrowings	862,347,875	897,316,371	747,183,395	762,021,510
Accrued interest	6,259,377	9,216,398	5,372,506	8,092,516
	868,607,252	906,532,769	752,555,901	770,114,026
Unamortised transaction costs	(2,689,590)	(1,094,124)	(2,578,129)	(839,868)
	865,917,662	**905,438,645**	**749,977,772**	**769,274,158**

Notes to the Consolidated and Separate Financial Statements

	Group		Company	
Figures in Pula	2025	2024	2025	2024

26. Borrowings (continued)

Split between non-current and current portions

Non-current liabilities	617,579,692	544,684,947	515,313,344	465,617,274
Current liabilities	248,337,970	360,753,698	234,664,428	303,656,884
	865,917,662	**905,438,645**	**749,977,772**	**769,274,158**

Reconciliation of borrowings:

Opening balance as at 1 September	905,438,645	931,733,391	769,274,158	771,713,105
Borrowings raised	280,214,400	129,000,000	280,214,000	129,000,000
Loan issuance costs	(3,073,233)	(150,000)	(3,073,233)	(150,000)
Translation differences	3,047,505	(1,164,609)	450,542	(1,702,162)
Interest charged				
- Contractual	69,530,489	75,175,460	57,291,935	59,364,392
- Amortisation of loan issuance costs	1,376,781	620,788	1,229,298	418,100
Borrowings repayment:				
- Interest paid	(72,511,503)	(76,391,021)	(60,012,501)	(60,401,625)
- Principal borrowings repaid	(318,105,422)	(153,385,364)	(295,396,427)	(128,967,652)
Closing balance as at 31 August	**865,917,662**	**905,438,645**	**749,977,772**	**769,274,158**

Interest expense reconciliation

Opening accrued interest	9,216,398	10,390,572	8,092,516	9,131,350
Interest charge for the year	71,789,128	76,480,633	59,403,093	59,364,392
Translation differences	(2,234,646)	41,387	(2,110,602)	(1,605)
Interest repaid	(72,511,503)	(77,696,194)	(60,012,501)	(60,401,625)
Closing accrued interest	**6,259,377**	**9,216,398**	**5,372,506**	**8,092,512**

Interest charge for the year consist of:

Interest charged - borrowings	70,907,270	75,796,248	58,521,233	59,782,492
Interest charged - overdraft	882,119	684,385	882,119	684,385
	71,789,389	**76,480,633**	**59,403,352**	**60,466,877**

Interest charged comprises of:

Interest charged - borrowings

Contractual	69,530,489	75,175,460	57,291,935	59,364,392
Amortisation of loan issuance costs	1,376,781	620,788	1,229,298	418,100
	70,907,270	**75,796,248**	**58,521,233**	**59,782,492**

Interest charge - overdraft:

Interest charged - overdraft	882,119	684,385	882,119	684,385
	71,789,389	**76,480,633**	**59,403,352**	**60,466,877**

	Group		Company	
Figures in Pula	2025	2024	2025	2024

26. Borrowings (continued)

Borrowings maturity profile

Amounts due within one year	313,495,910	421,236,603	291,170,153	355,663,096
Amounts due within two to five years	653,586,042	509,305,621	550,831,948	424,974,738
Amounts due after five years	40,597,461	110,970,655	40,597,461	110,970,549
Undiscounted contractual cashflows	1,007,679,413	1,041,512,879	882,599,562	891,608,383
Less future finance charges	(139,072,161)	(135,085,609)	(130,043,661)	(121,599,957)
Less unamortised transaction costs	(2,689,590)	(988,625)	(2,578,129)	(734,268)
Present value of borrowings repayments	**865,917,662**	**905,438,645**	**749,977,772**	**769,274,158**

Present value of borrowings repayments due

Amounts due within one year	248,560,505	361,250,305	234,886,147	304,012,947
Amounts due within two to five years	581,046,747	441,176,965	478,669,754	361,995,479
Amounts due after five years	39,000,000	104,000,000	39,000,000	104,000,000
Discounted contractual cashflows	868,607,252	906,427,270	752,555,901	770,008,426
Less unamortised transaction costs	(2,689,590)	(988,625)	(2,578,129)	(734,268)
	865,917,662	**905,438,645**	**749,977,772**	**769,274,158**

Borrowings Secured Through Hour Securities SPV

Certain of the Group's Botswana facilities are held through Hour Securities SPV (Proprietary) Limited (Company Registration No. BW00005587922), a financing vehicle established under the PrimeTime Finance Security Owner Trust (Trust No. TUHGB-000064-24). The SPV issues guarantees and holds security over specific investment properties on behalf of lenders to PrimeTime Property Holdings Limited in terms of the Medium-Term Facilities and Revolving Credit Facility.

26.1 Terms and conditions of borrowings

Note	Facility	Period and repayment	Interest rate	Security
26.1.1	Absa Bank of Botswana Limited facility of P66,439,211	This facility has a five-year term, with a final repayment date of 31 August 2026.	The interest rate is variable, set at 150 basis points below the current Absa prime lending rate of 6.76% (2024: 6.01%).	Secured by first-covering mortgage bonds totalling P146,400,000, along with a cession of insurance and rental income over Prime Plaza 2, Prime Plaza 3, and Prime Plaza 4, located on Lot 74538, Gaborone CBD.
26.1.2	Absa Bank of Botswana Limited facility of P45,000,000	The loan was repaid during the current year and refinanced through the Stanbic SPV.	The interest rate is variable, with a margin of 100 basis point above the Stanbic prime lending rate of 7.01% (2024: 6.01%). The loan was full repaid during the current year.	No additional security is required beyond the existing security held by Absa Bank Botswana Limited, as detailed above.

26. Borrowings (continued)

Note	Facility	Period and repayment	Interest rate	Security
26.1.3	BIFM Capital Investment Fund One (Proprietary) Limited Fixed-rate term loan of P65,000,000.	The capital portion of the notes is redeemable in six equal semi-annual tranches. The first instalment of P9,750,000 was paid on 31 May 2025. P19,500,000 has been reclassified as current at year end. The loan balance at the end of the reporting period is P55,250,000 following the repayment of the first instalment of P9,750,000.	Interest is serviced semi- annually at a fixed rate of 9.65%	Secured by mortgage bonds totalling P105,710,000, along with a cession of insurance and rental income over the following properties: Plot 4649 in Lobatse; Plot 20610, Plot 203, and Plot 22 in Gaborone; and Section 4 of the Scheme Prime Plaza on Lot 74538, Gaborone.
26.1.4	Botswana Insurance Fund Management on behalf of client-managed funds term loan facility of P99,000,000.	This is a 10-year facility which was fully drawn in June 2021. It is repayable at the end of years 8 to 10 as follows: P25 000 000 on 30 June 2029 P35 000 000 on 30 June 2030 P39 000 000 on 30 June 2031	Interest is variable, set at 636 basis points above the current MoPR of 1.9% (2024: 1.9%).	Secured by first-ranking continuing mortgage bonds totalling P123,750,000, along with a cession of insurance and rental income over the following properties: Plot 50423 in Gaborone and Plots 16177, 16179, 16180, 16181, 16182, 16183, and 16185 in Francistown.
26.1.5	Botswana Insurance Fund Management on behalf of client managed funds term loan facility of P30,000,000.	This is a five-year, interest- only facility with repayment due in full as a bullet payment at the end of the term September 2028	Interest is charged at a fixed rate of 8.65%.	Secured by mortgage bonds totalling P46,390,000, along with a cession of insurance and rental income over the following properties: Plot 50423 in Gaborone; Plots 16177, 16179, 16180, 16181, 16182, 16183, and 16185 in Francistown; and Section 4 of the Scheme Prime Plaza on Lot 74538, Gaborone.
26.1.6	First Capital Bank Limited- term facility of P70,000,000.	This is a five-year, interest- only facility with a bullet repayment due on 28 February 2026. The loan was repaid during the current year and refinanced through the Stanbic SPV.	Interest was variable, set at 511 basis points above the current MoPR of 1.9% (2024: 1.9%).	Secured by a first-ranking continuing surety covering mortgage bond of P75,400,000, along with a cession of insurance and rental income over Lot 14076 in Lobatse. Additionally, a power of attorney and resolution have been granted to register mortgage bonds over Lot 2461 in Serowe during the initial two-year period while Lot 14076 is under construction.

26. Borrowings (continued)

Note	Facility	Period and repayment	Interest rate	Security
26.1.7	First National Bank Botswana Limited acting through its RMB Botswana Division facility of P160,230,000.	This is a 4-year facility that commenced on 19 October 2021. Interest is serviced monthly, with P18,730,000 of the capital repayable over the loan term. The remaining balance of P141,500,000 is due as a bullet payment on 18 October 2025. Subsequent to year-end, the maturity date of the facility was extended to 28 February 2026.	Interest is charged at a fixed rate of 6.5%.	Secured by collective first-covering mortgage bonds totaling P230,949,596, along with a cession of insurance and rental income over the following properties: Plot 62417, Plot 75749, Plot 67979, and Plot 20584 in Gaborone, as well as Plot 75782 in Setlhoa Village.
26.1.8	PT026 Listed unsecured senior notes issued on 29 November 2016 for P70,000,000.	The notes mature on 29 November 2026 with a bullet payment.	Bear interest at a fixed rate of 9%.	None
26.1.9	PTCP25 unlisted notes issued on 10 June 2024 for P50,090,000.	The notes have a one-year term and matured on 10 June 2025. The loan was repaid during the current year and refinanced through the Absa facility.	Interest is paid semi-annually at a fixed rate of 8%.	None
26.1.10	PTCP26 unlisted notes issued on 10 June 2024 for P8,910,000.	The notes have a one-year term and matured on 10 June 2025. The loan was repaid during the current year and refinanced through the Absa facility.	Interest is paid semi-annually at a fixed rate of 8%.	None
26.1.11	PTCP30 unlisted notes issued on 3 April 2020 for P40,000,000.	The notes mature on 3 April 2030, with repayment due as a bullet payment. Interest is paid semi-annually. The loan was repaid during the current year and refinanced through the Stanbic SPV.	Interest is variable, set at 536 basis points above the current MoPR of 1.9% (2024: 1.9%).	None

Notes to the Consolidated and Separate Financial Statements

26. Borrowings (continued)

Note	Facility	Period and repayment	Interest rate	Security
26.1.12	Stanbic Bank acting through Hour Securities SPV (Proprietary) Limited term loan P50,000,000 (Tranche A).	This is a three-year facility with full repayment due as a bullet payment on 16 April 2025. The loan was repaid during the current year and refinanced through the Stanbic SPV.	Interest is variable, set at 50 basis points above the current Stanbic Bank Botswana prime lending rate of 7.01% (2024: 6.01%). Between March 2024 and the final maturity date, if the group's LTV ratio is between 50% and 55%, the margin will increase to 75 basis points. If the LTV ratio exceeds 55%, the margin will increase to 100 basis points (this condition was not applicable during the year).	Secured by first-covering mortgage bonds totalling P50,000,000, along with a cession of insurance and rental income from Plot 439 in Pilane. Secured by a first-covering mortgage bond of P45,000,000, along with a cession of insurance and rental income from Plot 2461 in Serowe.
26.1.13	Stanbic Bank acting through Hour Securities SPV (Proprietary) Limited term loan P15,000,000 (Tranche B).	This is a three-year facility fully repayable on 16 April 2025. The loan was repaid during the current year and refinanced through the Stanbic SPV.	Interest is variable, set at 85 basis points above the current Stanbic Bank Botswana prime lending rate of 7.01% (2024: 6.01%). Between March 2024 and the final maturity date, if the Group's LTV ratio is between 50% and 55%, the margin will increase to 100 basis points. If the LTV ratio exceeds 55%, the margin will increase to 125 basis points (this condition was not applicable during the year).	Above detailed in Tranche A

Notes to the Consolidated and Separate Financial Statements

26. Borrowings (continued)

Note	Facility	Period and repayment	Interest rate	Security
26.1.14	Stanbic Bank, acting through Hour Securities SPV (Proprietary) Limited – Medium Term Loan Facility of P181,230,000	This is a medium-term facility advanced through Hour Securities SPV (Proprietary) Limited. The loan is structured across three tranches with tenors of 36, 48 and 60 months, apportioned on a 40%:40%:20% basis respectively, with bullet repayments at the end of each tranche. The facility matures between 2027 and 2030 and is classified as a non-current liability.	Interest is charged at the Stanbic Bank Botswana prime lending rate plus margins ranging between 0.65% and 1.15% per annum, depending on the tranche. A margin increase of 0.20% applies if the Group loan-to-value ratio exceeds 50%, up to a maximum of 55%. The medium-term loan facility of P181,230,000, advanced through Hour Securities SPV (Proprietary) Limited, is divided into three tranches with staggered maturities. Tranche 1, representing 40% of the facility (approximately P72.5 million), carries a margin of 0.65% per annum and is repayable as a bullet payment after 36 months. Tranche 2, also 40% of the facility (approximately P72.5 million), bears a margin of 0.90% per annum with a bullet repayment after 48 months. Tranche 3, comprising the remaining 20% of the facility (approximately P36.2 million), carries a margin of 1.15% per annum and is repayable as a bullet payment after 60 months.	Secured by property security held within Hour Securities SPV for loans totalling P189 million, together with a cession of insurance policies and rental income from the following investment properties: Plot 439, Pilane; Lot 14076, Lobatse; Plot 2461, Serowe; Prime Plaza I (Sections 2 and 3) situated on Lot 74538, Gaborone CBD; and Prime Plaza I (Section 1) situated on Lot 54359, Gaborone CBD.
26.1.15	Stanbic Bank, acting through Hour Securities SPV (Proprietary) Limited – Revolving Credit Facility of P40,000,000	This is a revolving credit facility advanced through Hour Securities SPV (Proprietary) Limited. The facility has a 36-month term from financial close and may be drawn, repaid and redrawn during the availability period, subject to the loan agreement terms. It is repayable in full on maturity and classified as a non-current liability.	Interest is charged at the Stanbic Bank Botswana prime lending rate plus a margin of 0.65% per annum. A margin increase of 0.20% applies if the Group loan-to-value ratio exceeds 50% up to 55%. A non-utilisation fee of 1% per annum applies to undrawn balances.	The revolving credit facility is secured under the same Hour Securities SPV structure and covered by the same pool of property security, rental, and insurance cessions as the medium-term loan facility.

Notes to the Consolidated and Separate Financial Statements

26. Borrowings (continued)

Note	Facility	Period and repayment	Interest rate	Security
26.1.16	Absa Bank of Botswana facility of P59,000,000	The loan was advanced on 10 June 2025 with a maturity date of 10 June 2026. It is a one-year facility arranged through Absa Bank Zambia PLC, acting as security agent on behalf of the lender group. The facility was established to refinance Bond PTCP 25 and Bond PTCP 26, which both matured on 10 June 2025, and is classified as a current liability.	Interest is variable, charged at the Absa Bank Zambia prime lending rate plus 3% per annum. Interest is serviced monthly, and the rate resets quarterly.	The facility is secured through cross-border security held by Absa Bank Zambia PLC, acting as security agent ("AFSA Zambia"). The security package comprises property security, a cession of rental income and insurance, and corporate guarantees held on behalf of the lender group. This includes Prime Plaza 4 (Botswana), Kabulonga Centro Mall, Chirundu Retail Centre, and PWC Office Park (Zambia). The arrangement provides cross-security cover across the Group's Zambian and Botswana entities. In addition, PrimeTime Property Holdings Limited (Botswana) has subordinated its intercompany loan and receivables from PrimeTime Zambia in favour of Absa Bank Zambia PLC, ensuring lender priority over these balances until full settlement of the facility.
26.1.17	First National Bank Zambia Limited P6,508,970 (ZMW13,000,000) facility.	The loan was drawn in November 2021 and is fully repayable in equal monthly instalments over 7 years until October 2028.	Interest is at a variable rate of 1,000 basis points above the Zambian MPR rate of 14.5% (2024: 13.5%).	Secured by a first legal mortgage over S/D 3144, Mukwa Road, Heavy Industrial Area, Lusaka for P6,508,970 (ZMW13,000,000), assignment of specific debt being G4S rental income, assignment of the insurance policies with the bank noted as first loss payee and an irrevocable unconditional corporate guarantee by PrimeTime Property Holdings Limited for P6,508,970 (ZMW13,000,000).
26.1.18	Absa Zambia facility for P104,876,000 (USD8,000,000).	This is a five-year facility effective from 1 September 2021, with interest-only payments until 30 April 2024. Twenty-eight capital instalments of P 1,048,760 (USD80,000) will be repayable monthly starting in May 2024, with a bullet payment. The Group made voluntary early repayments of USD 320,000 during the current financial year, and USD 600,000 in 2024.	Interest at a variable rate of 502 basis points above the three month USD Secured Overnight Financing Rate (SOFR) rate of 4.17% (2024: 5.02%).	An unlimited corporate guarantee from PrimeTime Property Holdings Limited, along with a cash flow shortfall undertaking from the same entity. Additionally, there is a cession of insurance and an assignment of rental receivables over Subdivision D, part of Stand No. 2374, Thabo Mbeki Road, Mass Media, Lusaka, Zambia, and Kabulonga Centro, Subdivision 6 of Farm No. 377a, Bishops Road, Lusaka. This also includes the assignment of rights and interests in the lease from ZDT concerning Kabulonga Centro

Notes to the Consolidated and Separate Financial Statements

26. Borrowings (continued)

Note	Facility	Period and repayment	Interest rate	Security
26.1.19	Absa Bank Limited (South Africa)facility for R25,000,000 (P19,000,000) - Logwin Property.	This facility was originally a five-year loan repayable by a single bullet payment on 16 December 2024. The term was amended for a further three years, extending the maturity to 7 June 2028 under the same facility agreement and identical commercial terms. A voluntary early repayment of approximately R2.5 million (P1.9 million) was made during the year.	Interest is at a variable rate of 225 basis points above the 3- month JIBAR rate of 7.02% (2024: 8.23%). Interest is serviced, and the rate resets quarterly.	Secured by a continuing covering mortgage bond for P34,947,654 (R46,400,000) along with a cession of insurance and a cession of rental income over Portion 7 of Erf 597, Spartan Extension 12, Ekurhuleni. There is also a limited guarantee by PrimeTime Property Holdings Limited for P18,829,555 (R25,000,000) and a cross- default provision with the P34,001,742 (R45,144,113) facility mentioned below.
26.1.20	Absa Bank Limited (South Africa) facility for R34,643,918 (P26,000,000) - Riverside Property.	This facility was originally a five-year bullet loan maturing on 16 December 2024. The term was amended for a further three years, extending the maturity to 7 June 2028 on identical commercial terms. A voluntary early repayment of R5 million (P3.8 million) was made during the year	Interest is at a variable rate of 225 basis points above the 3- month JIBAR rate of 7.02% (2023: 8.23%). Interest is serviced, and the rate resets quarterly.	Secured by a continuing covering mortgage bond for P64,020,487 (R85,000,000) along with a cession of insurance and a cession of rental income over Erf 1618, Bryanston, City of Johannesburg. There is a limited guarantee by PrimeTime Property Holdings Limited for P34,043,835 (R45,200,000) and a cross- default provision with the P19,149,897 (R25,425,318) facility mentioned above.

26.2 Consolidated Covenant Disclosure – 2025 and 2024

Overview of Financial Covenants

The Group's borrowing arrangements across Botswana, Zambia, and South Africa include financial covenants such as interest cover ratios, debt service cover ratios, loan-to-value limits, gearing thresholds, and vacancy ratios. Covenants are monitored at formal reporting periods, namely the half-year and full-year reporting dates.

During 2025, all covenant requirements were met following the application of lender-issued waivers and no-action letters obtained before financial close.

For 2024, certain ratios did not meet the required thresholds but were fully condoned through formal no-action letters issued prior to sign-off of the 2024 financial statements. Accordingly, compliance was restored for annual financial statements reporting purposes.

The Group's listed debt instruments—PT026 unsecured senior notes and PTCP25, PTCP26, PTCP30 unsecured commercial paper—do not contain any financial covenant requirements.

Covenant Monitoring

Covenants are formally assessed at each reporting date (half-year and year-end). Monthly forward-looking covenant modelling is used to anticipate risks, stress-tested for interest rate sensitivity, refinancing outcomes, cost inflation, and operating variances. Proactive lender engagement is initiated where emerging pressure is identified, ensuring that mitigation plans are agreed in advance and covenant compliance is maintained at each reporting period.

Notes to the Consolidated and Separate Financial Statements

26. Borrowings (continued)

2025 Covenant Assessment

For the year ended 31 August 2025, the Group complied with all lender covenant requirements across Botswana, Zambia and South Africa. This compliance was achieved through formal no-action letters obtained from the relevant lenders prior to the financial close.

Two covenant breaches were identified on an unadjusted basis during the year—

1. the Group EBITDA-to-interest cover ratio of 1.73x (against a required 1.75x); and

2. the Zambia transaction-level DSCR of 1.00x (against a required 1.25x).

Both breaches were fully condoned through the no-action letters issued by the lenders, who accepted:• a minimum EBITDA-to-interest cover of 1.71x or a normalised EBITDA level of 1.88x (excluding non-recurring corporate action costs); and• a minimum DSCR of 0.85x for the Zambia transaction facility, reflecting elevated electricity costs and withholding tax impacts in Zambia.

Accordingly, across all regions and lenders, the Group was treated as fully compliant with covenant requirements for the year ended 31 August 2025.

Consolidated Covenant Compliance – 2025

Lender	**Covenant Requirement Summary**	**FY2025 breaches**	**Waiver / No-Action**	**Compliant**
BIFM (Botswana)	EBITDA/Interest >1.75x; EBITDA to (capital +interest payable) 1.25x; LTV <67%; Asset/Liability >150%; Total liabilities/Gross assets should not be more than 60%; Transactional LTV 1.25x	All met except Group ICR 1.73x	Normalised EBITDA accepted of 1.88x therefore breach condoned	Yes
RMB (Botswana)	Group ICR >2.0x; DSCR >1.4x; Group ICR >2.0; Secured LTV <57%; NAV of P500m. Group gearing<60%	All met except Group ICR 1.73x	Breach condoned up to a minimum of 1.71x	Yes
Hour Securities SPV – Stanbic Bank (Botswana)	Group ICR >1.75x; Facility ICR >1.70x; Group and secured LTV <55%	All met except Group ICR 1.73x	Normalised EBITDA accepted of 1.88x therefore breach condoned	Yes
Absa Botswana	Transaction ICR >2.25x; Group ICR >1.75x; Transaction and Group LTV <60%; Vacancies <5%	All met except Group ICR 1.73x	Normalised EBITDA accepted of 1.88x therefore breach condoned	Yes
Absa Zambia	Group ICR >1.75x; ISC >2.5x; DSCR >1.25x; LTV 60%; Vacancies <5%	All met except ICR 1.73x; ISC 2.55x; DSCR 1.00x	Waiver obtained accepting ICR 1.71x; ISC 2.0x; DSCR 0.85x	Yes
FNB Zambia	DSCR >1.20x; LTV <65%	All met	Not required	Yes
Absa South Africa	ICR >1.75x; LTV <60%	All met	Not required	Yes

2024 Covenant Assessment

For the year ended 31 August 2024, the Group was considered compliant with all lender covenant requirements across Botswana, Zambia and South Africa. Compliance was achieved through formal no-action letters received from all affected lenders prior to sign-off of the 2024 financial statements.

Two covenant areas did not meet contractual thresholds on an unadjusted basis, namely the Group EBITDA-to-interest cover ratio (1.71x against lender requirements ranging from 1.75x to 2.5x) and certain Zambia and South Africa transactional covenants, including:

26. Borrowings (continued)

- Absa Zambia:– Interest service cover: 2.36x (minimum 2.50x)– Debt service cover: 0.85x (minimum 1.25x)
- Absa South Africa (Riverside):– Transactional interest cover: 1.68x (minimum 1.75x)
- BIFM:– PICR (EBITDA to capital plus interest payable): 1.24x (minimum 1.25x)

All such breaches were fully condoned through no-action letters issued prior to the approval of the financial statements, confirming that no events of default had arisen and that the facilities remained in good standing.

Lender	Covenant Requirement Summary	FY2025 Breaches	Waiver / No-Action	Compliant
BIFM (Botswana)	EBITDA/Interest >1.75x; EBITDA to (capital +interest payable) 1.25x; LTV <67%; Asset/Liability >150%; Total liabilities/Gross assets<60%; Transactional LTV 1.25x	ICR 1.71x; PICR 1.24x	Condoned	Yes – condoned via lender no-action letter
RMB (Botswana)	ICR >2.0x; DSCR >1.4x; Group ICR >2.0; Secured LTV <57%; NAV of P500m. Group gearing<60%	Group ICR 1.71x	Condoned	Yes – condoned via lender no-action letter
Stanbic Bank (Botswana)	Group ICR >1.75x; Facility ICR >1.70x; Group and secured LTV <55%	Group ICR 1.71x	Normalised EBITDA accepted of 1.75x therefore breach condoned	Yes – condoned via lender no-action letter
Absa Botswana	Transaction ICR >2.5x; Group ICR >2.5x; Transaction and Group LTV <60%; Vacancies 5%	Group ICR 1.71x	Condoned	Yes – condoned via lender no-action letter
Absa Zambia	ICR >2.5x; ISC >2.5x; DSCR >1.25x Group vacancies<10% secured<5%; LTV<60%	Group ICR 1.71x; ISC 2.36x; DSCR 0.85x	Condoned	Yes – condoned via lender no-action letter
FNB Zambia	DSCR >1.20x; LTV <65%	Fully met	Not required	Yes
Absa South Africa	ICR >1.75x; LTV<60%	Combined ICR 1.70x; Logwin ICR 1.43x	Condoned on a normalized EBITDA basis	Yes – condoned via lender no-action letter

Notes to the Consolidated and Separate Financial Statements

26. Borrowings (continued)

Legend for Covenant Compliance Tables (AFS Disclosure)

- EBITDA is earnings before interest, tax, depreciation and amortisation, adjusted for non-cash and non-recurring items as defined in the Group's facility agreements and used for assessing covenant compliance
- ICR – Interest Cover Ratio (EBITDA ÷ interest expense)
- PICR – Principal and Interest Cover Ratio (EBITDA ÷ (capital payable + interest payable))
- DSCR – Debt Service Cover Ratio (operational cash flows ÷ scheduled debt service)
- ISC – Interest Service Cover (operational cash flows ÷ interest obligations)
- LTV – Loan-to-Value Ratio (outstanding debt ÷ fair value of secured investment property)
- NAV – Net Asset Value
- Vacancies – Vacancy ratio assessed at property or portfolio level
- Breach – Covenant threshold not met on an unadjusted basis at the reporting date
- Condoned / No-Action – The lender issued a formal waiver or no-action letter prior to financial close or sign-off, confirming that:
  - no event of default had arisen;
  - the covenant breach was accepted or an alternative threshold applied; and
  - the facility remained in good standing.
- Compliant – Covenant requirement met after considering lender waivers, no-action letters, or accepted normalised EBITDA adjustments
- Normalised EBITDA – EBITDA adjusted to exclude non-recurring corporate action costs or exceptional items where accepted by lenders
- SPV – Special Purpose Vehicle (e.g., Hour Securities SPV, funded by Stanbic Bank)
- Transactional – Covenant measured at a facility-specific level rather than Group level

Covenant Outlook and Going Concern Assessment

Forward covenant projections indicate potential pressure in two key areas: the Group EBITDA-to-interest cover ratio for the Botswana facilities, forecast at approximately 1.58x due to refinancing-related repricing; and the Zambia transaction-level DSCR, projected at approximately 0.85x as a result of elevated electricity costs and operating-cost inflation.

Management has implemented a range of mitigation measures, including refinancing initiatives supported by lender commitment letters, ongoing engagement with funders, operational efficiency improvements (particularly within Zambia), tenant retention strategies, and enhanced monthly covenant monitoring using stress-tested financial models. The Group has also considered severe but plausible downside scenarios as part of its assessment.

Based on these mitigation actions, the availability of committed funding lines, and the strong track record of lender support evidenced through historical waivers and no-action letters, management does not expect any unmitigated covenant breaches to arise within the next 12 months.

Accordingly, management is satisfied that the Group will be able to maintain covenant compliance, meet its obligations as they fall due, and continue as a going concern for at least twelve months from the date of approval of these financial statements.

Notes to the Consolidated and Separate Financial Statements

	Group		Company	
Figures in Pula	2025	2024	2025	2024

27. Lease liabilities

Lease liabilities	2,723,417	3,024,939	138,670	480,595
The maturity analysis of lease liabilities is as follows				
Within one year	188,533	256,468	13,551	84,253
Two to five years	754,134	865,848	54,203	177,015
More than five years	13,156,855	13,614,657	208,820	699,818
	14,099,522	14,736,973	276,574	961,086
Less finance charges component	(11,376,105)	(11,712,034)	(137,904)	(480,491)
	2,723,417	**3,024,939**	**138,670**	**480,595**
Present value of minimum lease payments due				
Within one year	3,794	21,385	3,037	20,651
Within two to five years	6,952	72,397	3,336	69,242
More than five years	2,712,671	2,931,157	132,297	390,702
	2,723,417	**3,024,939**	**138,670**	**480,595**
Current and non-current portions of lease liabilities				
Non-current liabilities	2,720,369	3,003,554	135,622	459,944
Current liabilities	3,048	21,385	3,048	20,651
	2,723,417	**3,024,939**	**138,670**	**480,595**
Reconciliation of opening and closing balances				
Balance as at 1 September	3,024,939	3,137,312	480,595	719,126
Remeasurement	(297,009)	-	(297,009)	-
Foreign exchange translation reserve	41,695	(40,453)	582	(1,543)
Interest expensed	201,240	222,864	25,951	47,093
Repayments	(247,448)	(294,784)	(71,449)	(284,081)
Closing balance as at 31 August	**2,723,417**	**3,024,939**	**138,670**	**480,595**
Lease amounts recognised in profit and loss				
Finance costs on lease liabilities	201,240	222,864	25,951	47,093
Fair value adjustment on ROU (included in fair value adjustment)	-	(428,611)	-	(481,084)
Variable lease payments (included in operating expenses	16,828	237,921	16,828	237,921
Remeasurement of ROU lease liability	(297,009)	-	(297,009)	-
	(78,941)	**32,174**	**(254,230)**	**(196,070)**

The Company and Group have base contracts that contain variable payments calculated by reference to rental income on subject properties. The variable lease payments are presented in the line item "operating expenses" on the statement of profit or loss.

The Company and Group have certain lease contracts that have extension/renewal clauses. The extensions are negotiated by management pursuant to aligning leases to the Company and Group's business needs. Management exercise significant judgement in determining whether the extension options are reasonably certain to be exercised.

Notes to the Consolidated and Separate Financial Statements

	Group		Company	
Figures in Pula	2025	2024	2025	2024

27. Lease liabilities (continued)

For right-of-use assets that are classified as investment property, the Group expects to make use of the full lease terms which typically vary between 5 and 93 years.

28. Deferred revenue

Rentals received in respect of future periods invoiced in advance	1,921,925	3,238,640	441,651	2,377,018

Reconciliation of deferred revenue

Opening balance as at 1 September	3,238,640	2,841,852	2,377,018	2,370,730
Revenue recognised during the year	(9,820,916)	(8,915,007)	(4,593,554)	(3,989,848)
Revenue deferred during the year	8,476,637	9,342,287	2,658,187	3,996,136
Foreign conversion	27,564	(30,492)	-	-
Closing balance as at 31 August	**1,921,925**	**3,238,640**	**441,651**	**2,377,018**

29. Trade and other payables

Financial instruments:				
Trade payables	5,922,458	9,656,930	4,156,310	8,166,512
Lease incentive payable*	2,772,993	-	-	-
Other payables**	333,833	-	333,833	-
Accrued expenses	7,739,423	3,588,980	5,954,853	1,873,455
Refundable deposits held for tenants	6,325,482	6,270,858	4,447,903	4,439,120
Non-financial instruments:				
Withholding tax	837,310	1,014,046	194,965	479,606
VAT	615,052	521,789	37,422	37,472
	24,546,551	**21,052,603**	**15,125,286**	**14,996,165**

Trade and other payables comprise the following tenant-related amounts:

****Company and Group**

P333,833 relating to tenant installation works.

This amount arises from a renewed lease agreement and represents funds committed for tenant-specific improvements to be undertaken by the Group. The obligation will be settled through capital expenditure incurred by the Group and remains payable at the reporting date. Refer to Note 35 Commitments.

***Group**

Lease incentive payable.

This amount relates to a cash incentive payable to the tenant under a renewed five-year lease agreement. In accordance with IFRS 16 – Leases, the incentive is recognised as a liability and amortised on a straight-line basis over the lease term as a reduction of rental revenue.

Fair value of trade and other payables

The average credit period on purchases is 30 days (2024: 30 days). No interest is charged on trade payables. The directors consider the carrying amount of trade and other payables to approximate their fair value.

Notes to the Consolidated and Separate Financial Statements

	Group		Company	
Figures in Pula	2025	2024	2025	2024

30. Banking facilities and guarantees

Bank overdraft	21,646,540	6,240,177	21,646,540	6,240,177

- At the reporting date, the company has a general short-term banking overdraft facility with Stanbic Bank Botswana Limited of P32,000,000 (2024: P 32,000,000). The facility is payable on demand and attracts interest of 311 basis points above Stanbic Bank prime lending rate of 7.01% per annum (2024 100 basis points below the prime lending rate of 6.01% per annum).

- As of 31 August 2025 the unused facility was P10,353,460 (2024: P 25,759,823).

- The Company has guarantees of P321,570 (2024: P 321,570) issued by Stanbic Bank Botswana Limited to third parties. These guarantees carry a commission charge of 0.55% per quarter of a year.

- Stanbic Bank Botswana Limited has also provided to the company a facility for forward exchange contracts up to P13,320,300 (USD1,000,000) (2024: P 13,109,500 (USD1,000,000)) and a spot foreign currency dealing facility of P13,320,300 (USD1,000,000) (2024: P 13,109,500 (USD1,000,000)). At 31 August 2025 there were no open forward exchange contracts or spot foreign currency dealings.

- Stanbic Bank Botswana Limited has provided the company with the following foreign exchange facilities:

- A facility for forward exchange contracts, with a limit of P13,320,300 (USD1,000,000) (2024: P 13,109,500 (USD1,000,000)).

- A spot foreign currency dealing facility, also with a limit of P13,320,300 (USD1,000,000 (2024: P 13,109,500 (USD1,000,000)).

- As of 31 August 2025, there were no outstanding forward exchange contracts or spot foreign currency dealings.

- These facilities are secured by First Continuing Covering Mortgage Bond for P31,300,000 (2024: P 31,300,000) over Plot 29 Gaborone, a cession of insurance and a cession of rentals.

31. Related parties

Relationships

Subsidiary	PrimeTime Property Holdings (Mauritius) Limited - Refer to note 17
Sub subsidiary	PrimeTime Property Holdings (Zambia) Limited
Common director/s	Ebbstone Asset Management Limited
Common director/s	Linwood Holdings Limited
Common director/s	Time Developments Proprietary Limited
Common director/s	Time Projects Property (Zambia) Limited
Common director/s	Time A & PM Proprietary Limited
Common director/s	Solar Saver Botswana Proprietary Limited
Controlled entity	Hour Securities SPV (Proprietary) Limited Refer to note 26
Trustee	K Thekiso
Trustee	S Pezarro
Members of key management	Company directors.
Member of key management of Time A & PM Proprietary Limited	J Simpson

Notes to the Consolidated and Separate Financial Statements

	Group		Company	
Figures in Pula	2025	2024	2025	2024

31. Related parties (continued)

Related party balances

Amount owed by related parties				
PrimeTime Property Holdings (Mauritius) Limited	-	-	-	469,910,937

Refer to note 18 for details of the terms and conditions regarding the amount owed by PrimeTime Property Holdings (Mauritius) Limited.

Amounts owed to related parties				
Time A & PM Proprietary Limited	1,938,378	1,900,839	1,938,378	1,900,839
Time Projects Property (Zambia) Limited	229,482	298,911	142,271	15,730
Ebbstone Asset Management Limited	1,830,387	1,178,024	-	-
Solar Saver Botswana Proprietary Limited	352,584	250,053	352,584	250,054
Directors' fees payable	613,600	522,666	613,600	522,666
	4,964,431	**4,150,493**	**3,046,833**	**2,689,289**

Amounts due to related parties are non-interest-bearing and do not have specified repayment terms or maturity dates.

Included within the directors' fees for the current year is an amount of P1,185,667 (2024: P 250,667) relating to fees incurred for the independent non-executive directors of the Independent Board established to oversee the RDC corporate action.

Of this amount, a portion has been paid during the year, with the remaining balance accrued and reflected under "Amounts payable to related parties" at year-end.

Trade and other payables				
PrimeTime Property Holdings (Mauritius)	379,051	-	-	-

Related party transactions

Interest received				
PrimeTime Property Holdings (Mauritius) Limited	-	-	-	38,942,527
Purchases of services				
Time A & PM Proprietary Limited	21,077,879	20,770,882	20,994,630	20,719,981
Time Projects Property (Zambia) Limited	4,720,751	4,262,606	222,335	208,143
Solar Saver Botswana Proprietary Limited	3,463,973	1,180,717	3,463,973	1,180,717
Ebbstone Asset Management Limited	1,515,733	1,373,045	-	-
Time Developments Proprietary Limited	177,242	3,800	177,242	3,800
	30,955,578	**27,591,050**	**24,858,180**	**22,112,641**
Debenture interest paid				
Linwood Holdings Limited	1,146,935	3,659,884	1,146,935	3,659,884
Rent received				
Time Projects Property (Zambia) Limited	169,038	120,084	-	-
Trustees fees				
K Thekiso	15,000	-	-	-
S Pezarro	15,000	-	-	-
	30,000	**-**	**-**	**-**

	Group		Company	
Figures in Pula	2025	2024	2025	2024

31. Related parties (continued)

Fees paid to the Trustees of Hour Securities SPV (Proprietary) Limited.

Key management personnel/Directors

Amounts owed to key management personnel/Directors				
N Dixon-Warren	145,500	103,000	145,500	103,000
J Jones	-	56,000	-	56,000
A Kelly and family	-	32,000	-	32,000
M Marinelli	146,800	114,333	146,800	114,333
P Masie	178,300	117,333	178,300	117,333
M Morolong	-	32,000	-	32,000
Ingutu Zaloumis	143,000	68,000	143,000	68,000
	613,600	**522,666**	**613,600**	**522,666**

Debenture interest paid				
J Jones	856	3,410	856	3,410
A Kelly	12,296	39,374	12,296	39,374
P Masie	343	1,450	343	1,450
M Morolong	2,960	9,729	2,960	9,729
J Simpson	442	1,411	442	1,411
	16,897	**55,374**	**16,897**	**55,374**

Directors fees				
N Dixon-Warren	581,500	457,600	581,500	457,600
J Jones	222,667	136,000	222,667	136,000
A Kelly	100,000	112,000	100,000	112,000
M Marinelli	586,067	494,333	586,067	494,333
I Zaloumis	466,333	124,000	466,333	124,000
P Masie	492,433	377,600	492,433	377,600
M Morolong	100,000	112,000	100,000	112,000
	2,549,000	**1,813,533**	**2,549,000**	**1,813,533**

Directors' holdings in linked units

The number of linked units held directly and indirectly by directors at year-end is as follows:

	2025		**2024**	
Director	**Held directly**	**Held indirectly**	**Held directly**	**Held indirectly**
J Jones and family	40,019	-	40,019	-
A L Kelly and family	462,132	42,956,380	462,132	42,956,380
M T Morolong and family	97,630	-	97,630	-
P Masie and family	17,138	-	17,138	-
	616,919	**42,956,380**	**616,919**	**42,956,380**

Notes to the Consolidated and Separate Financial Statements

32. Financial instruments and risk management

Categories of financial instruments

Categories of financial assets

Group - 2025

	Note(s)	Amortised cost	Total	Fair value
Trade and other receivables	19	5,331,779	5,331,779	5,331,779
Cash and cash equivalents	21	20,161,578	20,161,578	20,161,578
		25,493,357	**25,493,357**	**25,493,357**

Group - 2024 - Restated*

	Note(s)	Amortised cost	Total	Fair value
Trade and other receivables	19	6,886,139	6,886,139	6,886,139
Cash and cash equivalents	21	14,667,046	14,667,046	14,667,046
		21,553,185	**21,553,185**	**21,553,185**

Company - 2025

	Note(s)	Amortised cost	Total	Fair value
Trade and other receivables	19	3,266,134	3,266,134	3,266,134
Cash and cash equivalents	21	5,033,902	5,033,902	5,033,902
		8,300,036	**8,300,036**	**8,300,036**

Company - 2024 - Restated*

	Note(s)	Amortised cost	Total	Fair value
Amounts due from related party	18	469,910,937	469,910,937	-
Trade and other receivables	19	3,850,551	3,850,551	3,850,551
Cash and cash equivalents	21	4,555,162	4,555,162	4,555,162
		478,316,650	**478,316,650**	**8,405,713**

*The classification of financial instruments has been refined in the current year to exclude straight-line lease adjustment balances and deferred letting fee balances, as these do not meet the definition of a financial asset under IFRS 9. These balances were included in the prior year. Comparative information has been corrected to reflect the revised presentation.

Notes to the Consolidated and Separate Financial Statements

32. Financial instruments and risk management (continued)

Categories of financial liabilities

Group - 2025

	Note(s)	Amortised cost	Total	Fair value
Trade and other payables	29	23,094,189	23,094,189	24,546,551
Amounts due to related parties		4,964,431	4,964,431	4,964,431
Borrowings	26	865,917,662	865,917,662	865,917,662
Lease liabilities	27	2,723,417	2,723,417	2,723,417
Bank overdraft	30	21,646,540	21,646,540	21,646,540
		918,346,239	**918,346,239**	**919,798,601**

Group - 2024

	Note(s)	Amortised cost	Total	Fair value
Trade and other payables	29	19,516,768	19,516,768	19,516,768
Amounts due to related parties		4,150,493	4,150,493	4,150,493
Borrowings	26	905,438,645	905,438,645	905,438,645
Lease liabilities	27	3,024,939	3,024,939	3,024,939
Bank overdraft	30	6,240,177	6,240,177	6,240,177
		938,371,022	**938,371,022**	**938,371,022**

Company - 2025

	Note(s)	Amortised cost	Total	Fair value
Trade and other payables	29	14,892,899	14,892,899	15,125,289
Amounts due to related parties		3,046,833	3,046,833	3,046,833
Borrowings	26	749,977,772	749,977,772	749,977,772
Lease liabilities	27	138,670	138,670	138,670
Bank overdraft	30	21,646,540	21,646,540	21,646,540
		789,702,714	**789,702,714**	**789,935,104**

Company - 2024

	Note(s)	Amortised cost	Total	Fair value
Trade and other payables	29	14,479,087	14,479,087	14,479,087
Amounts due to related parties		2,689,289	2,689,289	2,689,289
Borrowings	26	769,274,158	769,274,158	769,274,158
Lease liabilities	27	480,595	480,595	480,595
Bank overdraft	30	6,240,177	6,240,177	6,240,177
		793,163,306	**793,163,306**	**793,163,306**

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements represent their fair values.

Notes to the Consolidated and Separate Financial Statements

		Group		Company	
Figures in Pula		2025	2024	2025	2024

32. Financial instruments and risk management (continued)

Capital risk management

The Group's objective when managing capital (which includes share capital, variable-rate unsecured debentures, borrowings, working capital and cash and cash equivalents) is to maintain a flexible capital structure that reduces the cost of capital to an acceptable level of risk and to safeguard the Group's ability to continue as a going concern while taking advantage of strategic opportunities to maximise stakeholder returns sustainably. The primary objective of the Group's capital management is to ensure that it remains within its quantitative banking covenants and maintains a strong credit rating.

The Group monitors its capital structure primarily using a loan-to-value (LTV) ratio, calculated as total interest-bearing borrowings divided by the independently valued investment property portfolio. The Group's short-term objective is to maintain an average LTV ratio below 50%, with a medium-term target of reducing the ratio to the lower 40% range.

Banking covenants differ across loan agreements; however, the Group's facilities generally require that the LTV ratio does not exceed 60%.

To achieve this overall objective, the Group's management, among other things, aims to ensure it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings and where they have occurred, waivers have been obtained(refer to note 36).

The capital structure and loan to value ratio of the group at the reporting date was as follows:

Borrowings	26	865,917,662	905,438,645	749,977,772	769,274,158
Bank overdraft	30	21,646,540	6,240,177	21,646,540	6,240,177
		887,564,202	**911,678,822**	**771,624,312**	**775,514,335**
Investment property		1,829,135,557	1,787,691,427	1,231,466,008	1,193,126,139
Rentals straight-line adjustment - long term		39,203,555	44,028,460	32,613,338	39,904,700
Rentals straight-line adjustment - short term		8,354,976	7,743,141	6,798,984	6,500,161
Non-current assets held for sale*		52,150,000	-	52,150,000	-
Work in progress - Investment property under development at cost		43,147,606	41,651,966	43,147,606	41,651,966
		1,971,991,694	**1,881,114,994**	**1,366,175,936**	**1,281,182,966**
Loan to value ratio		45 %	48 %	56 %	61 %

Held-for-sale properties remain included in the Loan-to-Value calculation because they continue to form part of the Group's property portfolio at year-end and support the Group's borrowings until disposal completes. Although classified as non-current assets held for sale for IFRS presentation, they are excluded from the financial-instrument disclosures in Note 32 as they are non-financial assets."

Financial risk management

Overview

The group is exposed to the following risks from its use of financial instruments:
- Credit risk;
- Liquidity risk; and
- Market risk (currency risk and, interest rate risk).

Credit risk

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

32. Financial instruments and risk management (continued)

The group is exposed to credit risk on amounts due from related parties, trade and other receivables, lease receivables, cash and cash equivalents, loan commitments.

Credit risk for exposures other than those arising on cash and cash equivalents, are managed by making use of credit approvals, limits and monitoring. The group only deals with reputable counterparties with consistent payment histories. Sufficient collateral or guarantees are also obtained when necessary. Each counterparty is analysed individually for creditworthiness before terms and conditions are offered. The analysis involves making use of information submitted by the counterparties as well as external bureau data (where available). Counterparty credit limits are in place and are reviewed and approved by credit management committees. The exposure to credit risk and the creditworthiness of counterparties is continuously monitored.

Credit risk exposure arising on cash and cash equivalents is managed by the group through dealing with well-established financial institutions with high credit ratings.

Credit loss allowances for expected credit losses are recognised for all debt instruments. Credit loss allowances are also recognised for loan commitments and financial guarantee contracts.

In order to calculate credit loss allowances, management determine whether the loss allowances should be calculated on a 12 month or on a lifetime expected credit loss basis. This determination depends on whether there has been a significant increase in the credit risk since initial recognition. If there has been a significant increase in credit risk, then the loss allowance is calculated based on lifetime expected credit losses. If not, then the loss allowance is based on 12 month expected credit losses. This determination is made at the end of each financial period. Thus the basis of the loss allowance for a specific financial asset could change year on year.

For trade receivables and contract assets which do not contain a significant financing component, the loss allowance is determined as the lifetime expected credit losses of the instruments. For all other trade receivables, contract assets and lease receivables, IFRS 9 permits the determination of the credit loss allowance by either determining whether there was a significant increase in credit risk since initial recognition or by always making use of lifetime expected credit losses. Management have chosen as an accounting policy, to make use of lifetime expected credit losses. Management does therefore not make the annual assessment of whether the credit risk has increased significantly since initial recognition for trade receivables, contract assets or lease receivables.

The maximum exposure to credit risk is presented in the table below:

Group		2025			2024		
		Gross carrying amount	**Credit loss allowance**	**Amortised cost**	**Gross carrying amount**	**Credit loss allowance**	**Amortised cost**
Trade and other receivables	19	9,484,293	(4,152,514)	5,331,779	9,584,917	(2,698,778)	6,886,139
Cash and cash equivalents*	21	20,161,578	-	20,161,578	14,667,046	-	14,667,046
		29,645,871	**(4,152,514)**	**25,493,357**	**24,251,963**	**(2,698,778)**	**21,553,185**

Company		2025			2024		
		Gross carrying amount	**Credit loss allowance**	**Amortised cost**	**Gross carrying amount**	**Credit loss allowance**	**Amortised cost**
Amounts due from related parties	18	-	-	-	624,152,606	(154,241,669)	469,910,937
Trade and other receivables	19	5,030,397	(1,764,263)	3,266,134	5,092,287	(1,241,736)	3,850,551
Cash and cash equivalents*	21	5,033,902	-	5,033,902	4,555,162	-	4,555,162
		10,064,299	**(1,764,263)**	**8,300,036**	**633,800,055**	**(155,483,405)**	**478,316,650**

*Comparatives restated to correct a prior-year disclosure error. Refer to the Categories of financial assets section of this note for details of the error. There was no impact on profit or the statement of financial position.

Notes to the Consolidated and Separate Financial Statements

32. Financial instruments and risk management (continued)

Liquidity risk

The group is exposed to liquidity risk, which is the risk that the group will encounter difficulties in meeting its obligations as they become due.

The group manages its liquidity risk by effectively managing its working capital, capital expenditure and cash flows. The financing requirements are met through a mixture of cash generated from operations and long and short term borrowings. Committed borrowing facilities are available for meeting liquidity requirements and deposits are held at central banking institutions.

There have been no significant changes in the liquidity risk management policies and processes since the prior reporting period.

The maturity profile of contractual cash flows of non-derivative financial liabilities, and financial assets held to mitigate the risk, are presented in the following table. The cash flows are undiscounted contractual amounts.

Group - 2025

		Less than 1 year	2 to 5 years	Over 5 years	Total	Carrying amount
Borrowings	26	313,495,910	653,586,042	40,597,461	1,007,679,413	865,917,662
Lease liabilities	27	188,533	754,134	13,156,855	14,099,522	2,723,417
Trade and other payables	29	23,094,188	-	-	23,094,188	23,094,189
Bank overdraft	30	21,646,540	-	-	21,646,540	21,646,540
Amounts due to related parties	31	4,964,431	-	-	4,964,431	4,964,431
		363,389,602	**654,340,176**	**53,754,316**	**1,071,484,094**	**918,346,239**

Group - 2024

		Less than 1 year	2 to 5 years	Over 5 years	Total	Carrying amount
Borrowings	26	421,236,603	509,305,621	110,970,655	1,041,512,879	905,438,645
Lease liabilities	27	256,468	865,848	13,614,657	14,736,973	3,024,939
Trade and other payables		19,516,768	-	-	19,516,768	19,516,768
Bank overdraft	30	6,240,177	-	-	6,240,177	6,240,177
Amounts due to related parties	31	4,150,493	-	-	4,150,493	4,150,493
		451,400,509	**510,171,469**	**124,585,312**	**1,086,157,290**	**938,371,022**

Notes to the Consolidated and Separate Financial Statements

32. Financial instruments and risk management (continued)

Company - 2025

		Less than 1 year	2 to 5 years	Over 5 years	Total	Carrying amount
Borrowings	26	313,495,910	653,586,042	40,597,461	1,007,679,413	749,977,772
Lease liabilities	27	13,551	54,203	208,820	276,574	138,670
Trade and other payables		14,892,899	-	-	14,892,899	14,892,899
Bank overdraft	30	21,646,540	-	-	21,646,540	21,646,540
Amounts due to related parties	31	3,046,833	-	-	3,046,833	3,046,833
		353,095,733	**653,640,245**	**40,806,281**	**1,047,542,259**	**789,702,714**

Company - 2024

		Less than 1 year	2 to 5 years	Over 5 years	Total	Carrying amount
Borrowings	26	355,663,096	424,974,738	110,970,549	891,608,383	769,274,158
Lease liabilities	27	84,253	177,015	699,818	961,086	480,595
Trade and other payables	29	14,479,087	-	-	14,479,087	14,479,087
Bank overdraft	30	6,240,177	-	-	6,240,177	6,240,177
Amounts due to related parties	31	2,689,289	-	-	2,689,289	2,689,289
		379,155,902	**425,151,753**	**111,670,367**	**915,978,022**	**793,163,306**

Market risk

The Group’s activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. There has been no change to the Group’s exposure to market risks or the manner in which it manages and measures the risk.

Notes to the Consolidated and Separate Financial Statements

		Group		Company	
Figures in Pula		2025	2024	2025	2024

32. Financial instruments and risk management (continued)

Foreign currency risk

The group is exposed to foreign currency risk as a result of certain transactions and borrowings which are denominated in foreign currencies. Exchange rate exposures are managed within approved policy parameters utilising foreign forward exchange contracts where necessary. The foreign currencies in which the group deals primarily are US Dollars, Kwachas and Rands.

The group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the group's foreign operations is managed primarily through borrowings denominated in the relevant foreign currencies.

There have been no significant changes in the foreign currency risk management policies and processes since the prior reporting period.

Foreign currency balances					
US Dollar balances					
Amounts due from related party		-	-	-	47,435,598
Trade and other receivables	19	372,818	382,588	44,247	49,630
Cash and cash equivalents	21	586,601	193,145	22,706	27,064
Trade and other payables		(443,523)	(392,966)	(10,501)	(11,836)
Borrowings		(5,711,633)	(6,981,843)	-	-
Leases		(194,096)	(194,084)	-	-
Amounts due to related parties		(14,720)	(21,601)	(451)	-
Total US Dollar balances		**(5,404,553)**	**(7,014,761)**	**56,001**	**47,500,456**
Kwacha balances					
Trade and other receivables	19	3,331,189	222,586	-	222,586
Cash and cash equivalents	21	6,533,400	275,381	166,867	275,381
Trade and other payables		(1,254,948)	(44,263)	-	(44,263)
Borrowings		(7,050,895)	(9,686,688)	(7,050,895)	(9,686,688)
Leases		(13,325)	(9,543)	(9,518)	(9,543)
Amounts due to related parties		354,744	(31,417)	-	(31,417)
Total Kwacha balances		**1,900,165**	**(9,273,944)**	**(6,893,546)**	**(9,273,944)**
Rand balances					
Trade and other receivables	19	274,817	1,640,537	-	-
Cash and cash equivalents	21	9,519,958	10,767,583	-	-
Trade and other payables		(2,195,082)	(1,273,170)	-	-
Borrowings		(52,691,238)	(60,504,348)	-	-
Amounts due to related parties		(2,304,246)	-	-	-
Total Rand balances		**(47,395,791)**	**(49,369,398)**	**-**	**-**

Notes to the Consolidated and Separate Financial Statements

		Group		Company	
Figures in Pula		2025	2024	2025	2024

32. Financial instruments and risk management (continued)

Exposure in Pula

The net carrying amounts, in Pula, of the various exposures, are denominated in the following currencies. The amounts have been presented in Pula by converting the foreign currency amounts at the closing rate at the reporting date:

US Dollar balances in Pula					
Amounts due from related party		-	-	-	624,152,606
Trade and other receivables	19	4,966,271	5,034,053	589,410	650,624
Cash and cash equivalents	21	7,814,054	2,541,382	302,464	354,796
Trade and other payables		(5,908,126)	(5,170,605)	(139,883)	(155,164)
Borrowings		(76,084,095)	(91,866,355)	-	-
Leases		(2,585,534)	(2,553,737)	-	-
Amounts due to related parties		(196,084)	(284,224)	(6,008)	-
Total US Dollar balances in Pula		**(71,993,514)**	**(92,299,486)**	**745,983**	**625,002,862**
Kwacha balances in Pula					
Trade and other receivables	19	1,871,433	111,447	-	111,447
Cash and cash equivalents	21	3,670,408	137,881	93,744	137,881
Trade and other payables		(705,019)	(22,162)	-	(22,162)
Borrowings		(3,961,132)	(4,850,028)	(3,961,132)	(4,850,028)
Leases		(7,486)	(4,778)	(5,347)	(4,778)
Amounts due to related parties		199,292	(15,730)	-	(15,730)
Total Kwacha balances in Pula		**1,067,496**	**(4,643,370)**	**(3,872,735)**	**(4,643,370)**
Rand balances in Pula					
Trade and other receivables	19	207,686	1,235,623	-	-
Cash and cash equivalents	21	7,194,485	8,109,952	-	-
Trade and other payables		(1,658,882)	(82,233,346)	-	-
Borrowings		(39,820,166)	(45,570,798)	-	-
Amounts due to related parties		(1,741,380)	-	-	-
Total Rand balances in Pula		**(35,818,257)**	**(118,458,569)**	**-**	**-**

Exchange rates

The following closing exchange rates were applied at reporting date:

Foreign-currency monetary balances are translated using the mid-market closing rates at the reporting date. These rates represent the midpoint between the bid and ask rates and are applied consistently in accordance with IAS 21.

US Dollar	0.07507	0.07600	0.07507	0.07600
Kwacha	1.78002	1.99724	1.78002	1.99724
Rand	1.32323	1.32770	1.32323	1.32770

Notes to the Consolidated and Separate Financial Statements

32. Financial instruments and risk management (continued)

Foreign currency sensitivity analysis

Based on analysis of the Group's month-end closing rates for USD/BWP and ZAR/BWP during FY2025—derived from observable market closing rates—the underlying volatility remained within approximately 2–3% throughout the year. As a result, management has reduced the foreign-currency sensitivity to 3% (2024: 5%) to reflect a reasonably possible movement at the reporting date, in accordance with IFRS 7.

Group - in pula	2025	2025	2024	2024
Increase or decrease in rate	**Increase**	**Decrease**	**Increase**	**Decrease**
Impact on profit or loss and equity:				
US Dollar	(2,159,805)	2,159,805	(4,614,974)	4,614,974
Kwacha	32,025	(32,025)	232,197	(232,197)
Rand	(1,074,548)	1,074,548	1,858,788	(1,858,788)
	(3,202,328)	**3,202,328**	**(2,523,989)**	**2,523,989**

Company - in pula	2025	2025	2024	2024
Increase or decrease in rate	**Increase**	**Decrease**	**Increase**	**Decrease**
Impact on profit or loss and equity:				
US Dollar	22,379	(22,379)	31,250,300	(31,250,300)
Kwacha	(116,182)	116,182	232,197	(232,197)
	(93,803)	**93,803**	**31,482,497**	**(31,482,497)**

Interest rate risk

As the Group has interest-bearing assets and liabilities, its policy is to minimise interest rate risk exposure on these financial assets and financial liabilities. During the year, the Group was exposed to changes in market interest rates through bank borrowings, call accounts and lease liabilities.

Interest rate profile

The interest rate profile of interest bearing financial instruments at the end of the reporting period was as follows:

	Note	Carrying amount	
Group		2025	2024
Variable rate instruments:			
Borrowings	26	586,235,349	528,866,469

Notes to the Consolidated and Separate Financial Statements

32. Financial instruments and risk management (continued)

Company	Note	Carrying amount 2025	Carrying amount 2024
Variable rate instruments:			
Borrowings	26	466,329,019	392,701,982
Amounts due from related party loan		-	(469,910,937)
		466,329,019	**(77,208,955)**

In the current year, the Group has included its bank overdraft in the interest rate profile. Although repayable on demand, the overdraft is a variable-rate facility and is therefore exposed to interest rate risk. As a result, it has been incorporated into the current year's interest rate sensitivity analysis together with the Group's other variable-rate borrowings.

Interest rate sensitivity analysis

A change of 50 basis points (0.5%) in interest rates during the reporting period would have increased/(decreased) the profit before taxation and equity by an equal amount in either direction as shown below:

Group	2025	2025	2024	2024
Increase or decrease in rate	**Increase**	**Decrease**	**Increase**	**Decrease**
Impact on profit or loss and equity:				
Borrowings	(2,931,177)	2,931,177	(2,644,332)	2,644,332

Company	2025	2025	2024	2024
Increase or decrease in rate	**Increase**	**Decrease**	**Increase**	**Decrease**
Impact on profit or loss and equity:				
Borrowings	(2,331,645)	2,331,645	(1,963,510)	1,963,510
Amounts due from related party loan	-	-	2,349,555	(2,349,555)
	(2,331,645)	**2,331,645**	**386,045**	**(386,045)**

A 0.5% increase in interest rates on the Group's variable-rate borrowings would increase finance costs and reduce profit before tax and equity, as reflected in the sensitivity table above. A 0.5% decrease in interest rates on the borrowings would reduce finance costs and increase profit before tax and equity.

For related-party receivables that bear variable interest, a 0.5% increase in rates would increase interest income and improve profit before tax and equity, while a 0.5% decrease would reduce interest income and lower profit before tax and equity.

Notes to the Consolidated and Separate Financial Statements

	Group		Company	
Figures in Pula	2025	2024	2025	2024

33. Segment information

The Company and Group's primary business activities are concentrated in the segment of property rentals and are predominantly concentrated in the geographical regions of Botswana, Zambia and South Africa. The geographical segmental information is outlined below:

Contractual lease revenue

	Group 2025	Group 2024	Company 2025	Company 2024
Rental income				
Botswana	127,366,454	127,493,491	127,366,454	127,493,493
Zambia	49,139,254	52,055,679	3,139,867	3,099,279
South Africa	10,638,987	9,564,965	-	-
	187,144,695	**189,114,135**	**130,506,321**	**130,592,772**
Straight-line adjustments				
Botswana	(6,992,539)	(4,286,526)	(6,992,539)	(4,286,525)
Zambia	2,661,662	(322,568)	-	-
South Africa	(30,322)	509,294	-	-
	(4,361,199)	**(4,099,800)**	**(6,992,539)**	**(4,286,525)**
Recovery of property expenses				
Botswana	28,223,798	26,930,769	28,223,798	26,930,769
Zambia	17,193,760	7,786,185	-	-
South Africa	7,931,527	7,264,668	-	-
	53,349,085	**41,981,622**	**28,223,798**	**26,930,769**
Total rental income and revenue from contracts with customers				
Botswana	148,597,713	150,137,734	148,597,713	150,137,737
Zambia	68,994,676	59,519,296	3,139,867	3,099,279
South Africa	18,540,192	17,338,927	-	-
	236,132,581	**226,995,957**	**151,737,580**	**153,237,016**
Exchange differences on translation of foreign balances				
Realised exchange differences on translating foreign balances				
Botswana	100	32,442	100	87
Zambia	974,257	(540,327)	(154,879)	192,055
South Africa	30,469	60,780	-	-
	1,004,826	**(447,105)**	**(154,779)**	**192,142**
Unrealised foreign currency exchange differences arising on the related party loan including expected credit losses				
Botswana	-	4,236,967	-	(7,409,128)
Total exchange differences on translation of foreign balances	**1,004,826**	**3,789,862**	**(154,779)**	**(7,216,986)**
Expected credit losses on amounts due from related party				
Botswana	-	-	-	(37,111,622)

Notes to the Consolidated and Separate Financial Statements

	Group		Company	
Figures in Pula	2025	2024	2025	2024

33. Segment information (continued)

Expected credit losses on trade receivables				
Botswana	(646,931)	(723,376)	(646,931)	(723,376)
Zambia	(1,273,294)	(1,344,126)	-	-
South Africa	-	(548,007)	-	-
	(1,920,225)	**(2,615,509)**	**(646,931)**	**(723,376)**
Operating expenses				
Botswana	(83,088,950)	(66,985,639)	(83,088,954)	(66,985,639)
Zambia	(28,762,689)	(20,879,326)	(527,095)	(1,730,962)
South Africa	(10,638,652)	(9,503,780)	-	-
	(122,490,291)	**(97,368,745)**	**(83,616,049)**	**(68,716,601)**
Fair value adjustment				
Botswana	89,159,016	28,138,709	89,159,016	28,138,709
Zambia	(8,654,894)	(10,218,665)	(1,896,908)	7,988,573
South Africa	(1,102,134)	(2,991,333)	-	-
	79,401,988	**14,928,711**	**87,262,108**	**36,127,282**
Interest income				
Botswana	36,998	184,052	36,998	39,126,579
Zambia	-	1,445	-	-
South Africa	379,254	730,972	-	-
	416,252	**916,469**	**36,998**	**39,126,579**
Interest expense				
Botswana	(58,375,356)	(58,927,003)	(58,375,356)	(58,927,003)
Zambia	(9,647,620)	(12,842,843)	(1,053,688)	(1,249,380)
South Africa	(3,967,392)	(4,597,140)	-	-
	(71,990,368)	**(76,366,986)**	**(59,429,044)**	**(60,176,383)**
Profit before taxation				
Botswana	95,682,590	48,154,898	95,682,586	46,246,344
Zambia	21,630,436	13,695,430	(492,703)	8,299,565
South Africa	3,241,737	490,416	-	-
	120,554,763	**62,340,744**	**95,189,883**	**54,545,909**
Taxation charge for the year				
Botswana	(6,378,406)	(10,786,632)	6,938,749	(12,895,418)
Zambia	(7,736,579)	(6,442,440)	(421,689)	(345,208)
South Africa	(1,294,456)	(772,234)	-	-
	(15,409,441)	**(18,001,306)**	**6,517,060**	**(13,240,626)**
Profit after taxation				
Botswana	89,304,184	37,368,266	102,621,335	33,350,926
Zambia	13,893,857	7,252,990	(914,392)	7,954,357
South Africa	1,947,281	(281,818)	-	-
	105,145,322	**44,339,438**	**101,706,943**	**41,305,283**

Notes to the Consolidated and Separate Financial Statements

	Group		Company	
Figures in Pula	2025	2024	2025	2024

33. Segment information (continued)

Non current assets

Additions to investment properties				
Botswana	23,490	10,758,638	23,490	10,758,638
Zambia	489,202	160,895	-	73,487
South Africa	-	1,687,432	-	-
	512,692	**12,606,965**	**23,490**	**10,832,125**
Transfers from work in progress to investment properties				
Botswana	-	59,703,875	-	59,703,875
Investment properties				
Botswana	1,201,316,291	1,164,385,140	1,201,316,291	1,164,385,140
Zambia	527,368,183	535,956,049	30,149,717	28,740,999
South Africa	100,451,083	87,350,238	-	-
	1,829,135,557	**1,787,691,427**	**1,231,466,008**	**1,193,126,139**
Work in progress				
Botswana	43,147,606	41,651,966	43,147,606	41,651,966
Non-current assets held for sale				
Botswana	52,150,000	-	52,150,000	-
Total assets				
Botswana	1,347,626,939	1,263,783,120	1,813,616,277	1,733,708,887
Zambia	558,418,865	547,794,100	35,100,877	30,031,098
South Africa	98,775,992	99,105,911	-	-
	2,004,821,796	**1,910,683,131**	**1,848,717,154**	**1,763,739,985**
Total liabilities				
Botswana	845,217,314	858,526,567	845,217,314	858,501,161
Zambia	91,592,535	104,728,711	4,199,559	5,085,005
South Africa	43,950,798	47,447,903	-	-
	980,760,647	**1,010,703,181**	**849,416,873**	**863,586,166**

Customers accounting for 10% or more of revenue

The Company and Group have a single tenant which accounts for 10% or more of its revenue as follows

Contractual lease revenue from a single tenant				
Botswana	11,417,623	17,186,269	11,417,623	17,186,269
Zambia	1,149,350	1,043,902	-	-
	12,566,973	**18,230,171**	**11,417,623**	**17,186,269**
% of the total contractual lease revenue	5 %	10 %	8 %	13 %

For comparative purposes, it is noted that in the prior year one tenant accounted for approximately 13% of Group revenue. In the current year, no single tenant accounted for 10% or more of total revenue

	Group		Company	
Figures in Pula	2025	2024	2025	2024

34. Lease arrangements

The Company and Group as a lessor

Operating leases receivable by the Company and Group as a lessor relate to the investment properties owned by the Company and Group with lease terms of between 1 and 30 years. The lessees do not have an option to purchase the properties at the expiry of the lease period.

Company

The property rental income earned by the Company from its investment properties, all of which are income-generating and leased out under operating leases, before the rentals straight-line adjustment amounts to P130,506,321 (2024: P 130,592,772), as reflected in the statement of comprehensive income. Direct operating expenses arising on the investment properties for the year amounted to P19,057,238 (2024: P 17,708,974).

Group

The property rental income earned by the Group from its investment properties, all of which are income-generating and leased out under operating leases, before the rentals straight-line adjustment amounts to P187,144,695 (2024: P 189,114,135), as reflected in the statement of comprehensive income. Direct operating expenses arising on the investment properties for the year amounted to P31,076,318 (2024: P 29,449,005).

The direct operating expenses incurred by the Group during the year relate solely to properties generating rental income. The Group maintained a very low vacancy rate with most premises achieving full occupancy during the year. As a result, there were no direct operating expenses associated with vacant properties for the reporting period.

At the reporting date, the Company had contracted with tenants for the following future minimum lease payments:

Within 1 year	168,998,495	180,692,458	114,120,272	124,137,649
After 1 year but not more than 2 years	134,872,836	140,353,795	84,588,190	91,767,127
After 2 year but not more than 3 years	108,388,886	99,070,320	66,726,192	56,432,382
After 3 year but not more than 4 years	71,118,176	83,768,537	54,044,997	39,068,316
After 4 year but not more than 5 years	33,464,958	32,496,411	31,552,187	27,917,894
More than 5 years	111,650,502	125,277,659	111,650,502	125,277,659
	628,493,853	**661,659,180**	**462,682,340**	**464,601,027**

The Company and Group as a lessee

Operating leases payable by the Company and Group as a lessee relate to the rental of land over certain leasehold properties as per note 13 on which the Company and Group has erected buildings with lease terms remaining of between 20 and 76 years in the Company and 20 and 88 years in the Group.

The current year lease payments made by the Company and Group in respect of the above operating ground leases amount to:

Turnover linked payments	16,828	237,921	16,828	237,921

The estimated undiscounted minimum lease commitments to lessors as at the reporting date are disclosed in Note 27:

Some lease payments have been recognised under right of use assets (note 13) and the related lease liability recognised as per note 27.

Notes to the Consolidated and Separate Financial Statements

35. Capital Commitments

Capital Commitments

As at 31 August 2025, the Group's approved capital commitments relate only to tenant-specific obligations arising from signed lease agreements. No other development commitments had been approved, contracted or recognised at the reporting date. The detail of future development phases is provided below for context, together with disclosure of approvals obtained subsequent to year-end as required by IAS 10.

Prime Plaza II – Future Phases (Botswana)

Phase I of the Prime Plaza II development (the Motswere Building) was successfully completed on 10 November 2023 at a total cost of P69,603,600 and transferred to investment property in the prior financial year.

During the current financial year, costs amounting to P1,495,640 were incurred on Phase 2 of the Prime Plaza II development. In addition, P9,979,650 relating to acquisition and initial development costs from previous periods (incurred during Phase 1) form part of Work in Progress for Phase 2. Accordingly, the total cumulative cost incurred to date on Phase 2 amounts to P11,475,290, recognised within Work in Progress at the reporting date (see Note 16).

As at 31 August 2025, the future phases of Prime Plaza II remained under Board consideration, and no development commitments had been approved or contractually committed at the reporting date.

Subsequent to year-end, the Board approved capital commitments totalling P83,430,685 for the progression of Phase 2 at Plot 54359. This comprises:

- P17,100,000 for basement parking facilities enabling future Phases 3 and 4; and

- P66,330,685 for the completion of Building 2 of Phase 2.

Construction of Phase 2 is expected to be completed within 18 to 24 months from commencement. The project will be funded through a combination of existing cash resources from disposal proceeds, project-generated cash flows and available banking facilities.

Upon completion of all four phases, Prime Plaza II will comprise premium-grade commercial office space with integrated basement parking infrastructure and will continue to be accounted for as Investment Property in accordance with IAS 40.

Munali Mall Extension – Future Phases (Zambia)

Munali Mall, located in Lusaka, Zambia, was originally completed in August 2018 and consists of commercial retail space.

As at 31 August 2025, the Group was assessing a potential future extension of Munali Mall to expand the gross lettable area for a major retailer. At the reporting date:

- the evaluation remained at concept stage,

- no work-in-progress existed,

- no contracts had been entered into, and

- no development commitments had been approved.

An independent cost assessment estimates the extension at USD 980,678 (P13,059,430), with an expected construction period of 18 months once commenced.

Subsequent to year-end, the Board approved the capital commitment relating to the Munali Mall expansion project, subject to final contractual arrangements and construction mobilisation.

Upon completion, the expansion will enhance rental income capacity and valuation and will continue to be accounted for as Investment Property in accordance with IAS 40.

Notes to the Consolidated and Separate Financial Statements

35. Capital Commitments (continued)

Tenant-specific commitments (Botswana)

The Group has recognised a payable of P333,833 in respect of tenant-specific improvements required under a renewed lease agreement (see Note 29 – Trade and Other Payables). Although the improvement works had not yet been contractually agreed with suppliers at year-end, the Group is contractually obliged under the lease to incur this expenditure, and the amount therefore represents a capital commitment. The commitment will be contracted once the scope of works is finalised with the tenant and approved suppliers.

36. Going concern

At year-end, the Group's current liabilities exceeded its current assets by P208,714,808 ((2024: P 358,963,554) and the Company's by P203,349,541 (2024: P 310,834,961). This position is mainly attributable to loan facilities maturing within the next twelve months, which are currently in the process of being refinanced.

During the year, the Group successfully executed a P221 million Special Purpose Vehicle (SPV) refinancing facility. Letters of no-action and covenant waivers were obtained prior to 31 August 2025, securing the Group's funding position. The remaining P248 million in loans due within twelve months are being renegotiated and are expected to be refinanced upon maturity, leveraging the Group's funding structure and diversified regional base.

The Group maintains sufficient cash reserves, undrawn facilities, and refinancing arrangements to meet operational and financial obligations as they fall due. Stable occupancy levels, resilient rental collections, and disciplined cost management continue to support liquidity

Measures Implemented to Address Funding Requirements

Debt Refinancing and Funding Structure

- Active negotiations are underway to refinance the remaining P248 million of loans due within twelve months, aligning maturities with forecast operational cash flows.
- The Group continues to leverage its multi-jurisdictional presence to diversify lender exposure and secure competitive borrowing terms.

Cash Flow and Liquidity Management

- Detailed cash-flow forecasts demonstrate the Group's ability to meet commitments through rental inflows and committed funding lines.
- Non-essential capital expenditure has been deferred, and strategic commitments—including work-in-progress completed in the prior year—will be financed through available and refinanced facilities.
- Operating cost increases during the year mainly reflect one-off corporate-action expenses, which are non-recurring.

Covenant Compliance and Lender Support

- Covenant waivers and no-action letters were secured prior to year-end, confirming continued lender confidence and support.
- The Group remains in compliance with revised covenants following refinancing.

Operational and Portfolio Strength

Stable Occupancy and Revenue

Occupancy levels remain high across the portfolio, supported by contractual rental escalations and high-quality tenant covenants. Rental income has stabilised at sustainable levels, providing a dependable cash-flow base.

Notes to the Consolidated and Separate Financial Statements

36. Going concern (continued)

Portfolio Diversification

The Group's properties are diversified across Botswana, Zambia, and South Africa, reducing concentration risk and providing a natural hedge against country-specific volatility.

Asset Optimisation and Strategic Disposals

The Group continues to evaluate non-core asset disposals, with proceeds earmarked for debt reduction and the recapitalisation of priority projects. Disposals completed and those in progress will further strengthen liquidity.

Macroeconomic and Market Trends

Inflation:

Botswana: Inflation is projected to rise toward 10% in the medium term, increasing funding and operating costs.

Zambia: Inflation has moderated but remains elevated due to exchange-rate volatility and import dependency; monetary tightening is expected to aid stabilisation.

South Africa: Inflation remains within the 3–6% target range, supporting stable operating and financing conditions.

Financing Costs:

Finance costs have remained stable in Zambia and South Africa amid improved liquidity and easing rate cycles. In Botswana, however, financing costs are expected to stay under pressure over the medium term due to domestic inflation and tighter monetary policy.

Currency Movements:

The Zambian Kwacha strengthened against the USD, enhancing translated income and asset values from Zambia. The Botswana Pula depreciated against major currencies, slightly moderating consolidated results but supporting regional competitiveness.

Notes to the Consolidated and Separate Financial Statements

36. Going concern (continued)

Regional Contributions:

Zambia and South Africa continued to contribute positively to earnings and liquidity, offsetting the impact of inflationary pressures in Botswana.

Mitigation Strategies, Sensitivity Analysis, and Contingency Planning

- The Group has conducted stress tests to evaluate various adverse scenarios, such as rising vacancy rates, currency fluctuations, and higher interest costs.
- The results indicate that liquidity and covenant compliance would remain intact under these conditions.
- If necessary, further contingency measures—such as pre-emptive cost reductions and debt renegotiations—will be implemented to preserve financial flexibility.

Conclusion

Having reviewed the 12-month cash-flow forecasts to 31 January 2027, and considering the actions and mitigating factors described above, the directors are satisfied that the Group and the Company have adequate financial resources to continue operating for the foreseeable future.Accordingly, the consolidated and separate financial statements have been prepared on a going-concern basis.

37. Events after the reporting period

37.1. Disposal of held for sale assets

Subsequent to year end, the Group obtained all requisite regulatory approvals for the disposal of the investment properties classified as held for sale at 31 August 2025 (Refer to Note 22). The sale transactions are in their final implementation phase, with completion expected during the second quarter of the subsequent financial year.

Derecognition will occur once transfer of title and settlement of contractual terms have been effected.

37.2. Approval of development plans

Subsequent to the reporting date, the Board approved capital commitments relating to the advancement of key development projects within the Group.

Prime Plaza II – Phase 2 Development (Botswana)

Following the year-end, the Board approved capital commitments totalling P83,430,685 for Phase 2 of the Prime Plaza II development at Plot 54359. The approved amount comprises:

• P17,100,000 for basement parking infrastructure enabling future phases; and

• P66,330,685 for the construction of Building 2.

At the reporting date, these commitments were still under Board consideration and had not yet been contractually committed. The approval therefore represents a non-adjusting subsequent event.

Munali Mall Extension (Zambia)

Subsequent to year-end, the Board also approved the capital commitment relating to the proposed expansion of Munali Mall, estimated at USD 980,678 (P13,059,430) based on an independent cost assessment. As at 31 August 2025, the project was at concept stage with no approved or contracted commitments. The subsequent approval does not affect the amounts recognised at the reporting date and is disclosed as a non-adjusting subsequent event.

These subsequent approvals do not adjust the Group’s financial position as at 31 August 2025 but indicate planned future capital expenditure that will be funded through existing cash resources, project-generated cash flows and available banking facilities.

Notes to the Consolidated and Separate Financial Statements

37. Events after the reporting period (continued)

37.3. Economic and operating environment

Post year end, inflationary pressures in the region have shown signs of easing, while interest rates have remained broadly stable in the Group's key operating markets. Management continues to monitor macro-economic conditions, particularly currency movements and tenant affordability, and does not expect any material adverse impact on property valuations or cash flows arising from post-year-end developments.

37.4. Legal claim

Subsequent to the reporting date, the Group received a claim from its former property managing agent in South Africa relating to alleged amounts due following the termination of their management contract. The Group disputes the basis of the claim and does not believe a liability arises.

At the date of approval of these financial statements, sufficient information is not yet available to enable a reliable estimate of any potential financial effect. The claim is not fully particularised, the quantum has not been substantiated, and the matter is subject to formal dispute resolution procedures.

The matter will be addressed through a contractually prescribed arbitration process in South Africa, which is expected to take place by July 2026. Management will continue to monitor developments and will reassess the need for any accounting recognition or further disclosure as additional information becomes available.