MOTUS

POWERING PROGRESS

First annual results presentation

30 June 2019

Agenda

1. Unbundling and listing
2. Key investment highlights
3. Performance against objectives
4. Context
5. Financial highlights
6. Overview
7. Business segment overview
8. Financial overview
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Unbundling and listing

Prior to the listing , the Motus unbundling was underpinned by:

- Enhanced strategic focus, independence & flexibility
- Improved operational efficiency through reduction of complexity, duplication & costs over time
- Focused capital allocation & funding structures
- Improved shareholder understanding & insight into each business
- Enabling shareholders to participate directly in Motus and/ or Logistics

After the first year of listing the above factors are still very relevant and will remain relevant into the future, supported by the solid trading results to June 2019.

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Key investment highlights

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1. **Diversified** (non-manufacturing) business in the automotive sector with a **leading position** in South Africa and selected international presence mainly in the United Kingdom (UK), Australia and limited presence in South East Asia and Southern and East Africa
2. **Fully integrated business model** across the vehicle value chain: Import and Distribution, Retail and Rental, Motor-Related Financial Services and Aftermarket Parts
3. **Unrivalled scale** in South Africa underpins a differentiated value proposition to OEMs, suppliers, customers and business partners, providing multiple customer touch points supporting resilience and customer loyalty through the entire vehicle ownership cycle
4. **Profitability** with **high free cash flow generation** and exposure **to annuity income streams**, with **return on invested capital** exceeding weighted average cost of capital, providing a platform for an **attractive dividend yield**
5. Defined **organic growth trajectory** through portfolio optimisation, **continuous operational enhancements** and **innovation**, with a **selective acquisition growth strategy** in and outside South Africa leveraging best-in-class expertise
6. **Highly experienced management team** with deep industry knowledge of **regional and global markets**, and a proven track record with years of collective experience, including an **independent and diversified board**

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Performance against objectives

Solid results against FY19 objectives

Strategic objectives | **Results**

Drive market leadership

- Being the OEM's partner of choice for a superior route-to market: representing 22 OEM's
- South African retail market share 18,9%
- Exceptional customer service
- Expanding financial services offerings into non-owned dealership networks

Optimise the portfolio and evaluate relevance of markets we operate in

- Bolt-on acquisitions in the UK & SA which supplement regions & brands
- Relocated and right-sized dealerships
- Aftermarket Parts acquisition of Arco (Taiwan): set up distribution centres in China & SA

Enhance financial performance

- Operating margin between 4% - 5%
- Ensure ROIC of greater than WACC+ (2% - 3%)
- Maintain debt to equity between 55% - 75%
- Generate strong cash flows of R2,7 billion
- Buy back shares at appropriate prices
- Growth in normalised HEPS of 11%

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Performance against objectives

Solid results against FY19 objectives

Strategic objectives	Results
Innovation	> Monitoring local & international industry trends- visits to Silicon Valley, Berlin & Cape Town > Innovation hub set up: – focused on innovation & development of products & services – drive group-wide innovation – drive an innovation culture
Invest in human capital	> Employ over 18 600 people (15 000 in SA) > Training spend R183 million > 73% Black people employed in SA > Implemented various leadership & management development programmes & diversity training
Invest in technology	> Separated infrastructure & services from Imperial > Focus on IT governance & security > Financial & other shared services systems set up separately

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Context

- Global and local economic and political environments are unstable
- No or marginal economic growth
- Weakening of global economy weighs down on emerging markets
- All markets are competitive, unpredictable and tough

South Africa (revenue 67% and operating profit 90%)

Weak economic environment resulting in:

- Low household disposable income & high unemployment
- Sudden and severe Rand volatility
- High interest rates and high consumer indebtedness
- Political challenges, uncertain policies, and SOE's and Government that are highly indebted
- Possible investment rating downgrade
- Competitive vehicle market – market size 542 000 units p.a. (2,4% down for FY2019)

Context (cont.)

United Kingdom

- Brexit & growing geopolitical uncertainties
- UK market down 5,7% for FY2019
- Vehicle market remains unstable & competitive
- DAF distribution is advantageous as vehicles are manufactured in the UK
- Market size 2,6 million new vehicles p.a.

Australia

- Economy has faced a downward sales trend
- Impacted by tight financial lending and slower growth
- Vehicle market is fragmented and competitive
- Market size 1,2 million new vehicles p.a.

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Financial highlights

30 June 2019

Revenue ↑ 3,5%	Operating profit ↑ 1%	Normalised headline earnings ↑ 7%	Normalised HEPS ↑ 11%
R79 711 million	R3 620 million	R2 137 million	1 090 cents per share
	Operating margin 4,5% (June 2018: 4,7%)	(June 2018: R1 991 million)	(June 2018: 986 cents per share)

Dividend ↑ 10%	Cash generated from operations	ROIC	Net debt to equity
490 cents per share (full year)	R2 743 million	13,5% vs WACC 10,7%	55,9%
(444 cents per share PY *pro forma)	(June 2018: R4 301m)		(June 2018: 50,7%)

Note: ROIC and WACC are calculated on a rolling 12-month basis

Normalised: excludes the once-off non-cash flow impact of share based payment expenses amounting to R160 million

*Pro forma: Motus listed in November 2018

For the Group and in the Aftermarket Parts segment, the prior period's revenue was restated to recognise that certain revenue raised relating to wholesale procurement arrangements as a principal, will now have to be excluded (parts ordered but delivered directly to customers). Under the revised revenue accounting standard, certain revenue of the operation will now be accounted for as an agent only. There is no impact on operating profit as the cost of sales were reduced by the same amount. The June 2018 revenue was reduced by R658 million.

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Overview

- > Solid results in challenging trading conditions
- > Revenue improved by 3,5%:
  - – enhanced by price increases & acquisitions
  - – revenue from pre-owned vehicles up 11%, new vehicles down 2%
  - – volumes reduced due to market contraction & “down buying”
  - – “down buying” is an advantage for Motus
  - – Small to medium size SUV & hatch vehicles dominate the SA market
- > Operating profit improved by 1%:
  - – all business segments reported an increase in operating profit (exception Retail and Rental segment: decline 6%)
  - – acquisitions included for the full financial year had a positive effect
  - – successful international expansion in Aftermarket Parts
  - – operating expenses increased by 5% through disciplined cost containment and lower depreciation

Business segment overview

Import and Distribution

- Exclusive South African importer of Hyundai, Kia, Renault and Mitsubishi
- Exclusive distribution rights for Nissan in 4 East African countries
- Operates in South Africa and neighbouring countries
- ~80,000 vehicles imported annually
- ~14% Market share in South Africa
- Car Parc ~ 1.1 million vehicles

21% of Group revenue
21% of Group operating profit
4,3% operating margin

Retail and Rental

- Annually retail >130 000 new & 83 000 pre-owned vehicles

South Africa

- Represents 22 OEMs: 355 vehicle dealerships
- Car rental (Europcar and Tempest): 134 outlets in Southern Africa
- 18,9% market share vehicle retail
- ~25% market share vehicle rental

United Kingdom

- 119 dealerships (passenger and commercial)

Australia

- 28 dealerships (passenger only)

70% of Group revenue
41% of Group operating profit
2,4% operating margin

Motor-Related Financial Services

- Developer and distributor of innovative vehicle related financial products and services to >730 000 clients
- Manager and administrator of Service, Maintenance and Warranty plans
- Provider of fleet management services
- Operates a sales and service call centre
- Manages an innovation hub for the Group

2% of Group revenue
25% of Group operating profit
43% operating margin

Aftermarket Parts

- Distributor, wholesaler and retailer of accessories and parts for older vehicles
- Operates in Southern Africa and the Far East
- 797 total retailers (including 72 owned stores)
- Franchise base comprises:
  - Resellers (Midas, Transerve and Alert Engine Parts)
  - Specialised workshops

7% of Group revenue
13% of Group operating profit
7,7% operating margin

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Business segment overview (cont.)

Income diversification

Revenue

- 70% Retail and Rental
- 21% Import and Distribution
- 7% Aftermarket Parts
- 2% Motor-Related Financial Services

Operating Profit

- 41% Retail and Rental
- 25% Motor-Related Financial Services
- 21% Import and Distribution
- 13% Aftermarket Parts

- 44% Retail and Rental
- 23% Motor-Related Financial Services
- 21% Import and Distribution
- 12% Aftermarket Parts

*Excludes head office and eliminations

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Business segment overview (cont.)

Import and Distribution

	2019	2018	% change
Revenue (Rm) ①	18 949	19 501	(3)
Operating Profit (Rm)	810	788	3
Operating margin (%)	4,3	4,0	

① - HY1 and HY2 of 2018 as well as HY1 of 2019 have been re-presented due to a reallocation of certain eliminations that were previously in head office and eliminations, but related to Import and Distribution revenue.

Review

- Revenue declined by 3% due to:
  - change in vehicle mix aligned to market demand for entry level vehicles
  - reduced sales volumes to car rental companies
- Operating profit increased by 3% mainly due to:
  - higher gross profit attributable to competitive pricing
  - cost containment
  - lower losses on reduced car rental sales
- Sales- car rental channel: 2019: 19% (2018: 26%)
- Sales- dealer channel: 2019: 81% (2018: 74%)

Hyundai & Kia forward cover: extends to March 2020 at average rates of R14,26: US Dollar & R16,51: Euro.
Renault: creditor exposure is covered to September 2019

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Business segment overview (cont.)

Retail and Rental

	2019	2018	% change
Revenue (Rm) ②	65 041	62 850	3
Operating Profit (Rm)	1 578	1 687	(6)
Operating margin (%)	2,4	2,7	

② - HY1 and HY2 of 2018 as well as HY1 of 2019 have been re-presented due to a reallocation of certain eliminations that were previously in head office and eliminations, but related to Retail and Rental revenue.

Review

> Revenue improved by 3% despite lower sales volumes assisted by:
- acquisitions in the UK & Australia
- pre-owned vehicle sales increasing by 11%

> Operating profit declined by 6% due to market contraction impacting premium brand sales and higher sales of entry level hatch & SUV vehicles at lower margins

> SA operating profit declined 2% due to lower consumer affordability offset by:
- cost containment, turnaround processes at dealerships & leveraging the expertise of one Finance & Insurance sales structure

> Car rental revenue stable & operating profit declined mainly due to price competitiveness & fleet mix

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Business segment overview (cont.)

Retail and Rental (cont.)

Review

> United Kingdom revenue up & operating profit down:
- Brexit uncertainties impacted the operations
- DAF commercial & Pentagon passenger divisions performed well
- Mercedes commercial division has been under pressure due to:
  - once off restructuring
  - reduction in variable margin
  - workshop management
  - senior management team has been replaced
  - prior year benefitted from London Taxi sales

> Australia revenue up & operating profit down:
- Melbourne business performing well
- Sydney negatively impacted by over exposure to certain brands underperforming the market & sale of the paint distribution business

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Business segment overview (cont.)

Motor-Related Financial Services

	2019	2018	% change
Revenue (Rm)	2 172	2 166	0
Operating Profit (Rm)	937	899	5
Operating margin (%) *	43,1	41,0	

* Operating margin includes profit streams without associated revenue.

Review

> Revenue growth stable mainly due to:
  – increased service & maintenance revenue
  – higher client penetration through digital marketing of value added products
  – improved M-Sure revenue (warranty, AddCover, scratch and dent products)
  – offset by lower rental income on vehicles for hire

> Operating profit increased 5% mainly due to:
  – positive contribution from the realisation of profits on the contract liabilities at maturity
  – lower operating expenses
  – lower depreciation on vehicle for hire

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Business segment overview (cont.)

Motor-Related Financial Services (cont.)

Review

> Continue to focus on:
- innovation of new products & services
- growing fleet management business
- building synergies within the vehicle retail businesses
- financial discipline & cost containment
- developing marketing relationships with financial institutions

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Business segment overview (cont.)

Aftermarket Parts

	2019	2018	% change
Revenue (Rm)	6 442	5 974	8
Operating Profit (Rm)	496	447	11
Operating margin (%)	7,7	7,5	

Review

- Revenue & operating profit increased by 8% & 11% respectively, mainly due to:
  - Benefits from vertical integration of suppliers (mainly Arco)
  - cost containment
- SA growth has been negatively impacted by:
  - lower demand for premium products
  - shift by consumers from higher priced premium products to more affordable products
- Working capital negatively impacted by stocking wider selection of brands to capture lower end consumers
- Continue expansion of distribution centres in SA & China to improve inventory supply

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Financial overview

Statement of Profit or Loss for the year ended 30 June 2019

Rm	2019	2018	% change
Revenue	79 711	77 001	3,5
Operating profit	3 620	3 593	1
Operating profit %	**4,5**	4,7	
Profit on sale of properties, net of impairments	15	617	
Net foreign exchange losses	(14)	(43)	
Net finance costs	(774)	(737)	
Other	(77)	(220)	
Profit before tax and IFRS 2 charge	**2 770**	3 210	(14)

Review

- Revenue up 3,5% including acquisitions (down 1% excluding acquisitions), despite 5% decline in volumes:
  - revenue from the sale of pre-owned vehicles up 11%
  - selling of parts & rendering of services also contributed positively
- Operating profit improved: increase in gross profit, offset by a 5% increase in operating expenses
- Profit on sale of properties in the prior year includes the Australia property of R616 million
- 5% increase in net finance costs mainly due to higher working capital levels, increase in interest rate swap costs, offset by lower vehicles for hire

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Financial overview (cont.)

Quality of earnings

Rm	2019	2018	% change
Operating profit	**3 620**	3 593	1%
Headline earnings	1 977	1 991	-1%
Normalised headline earnings	2 137	1 991	7%
Weighted average number of shares (million)	196	202	-3%
Normalised headline earnings per share (cents)	1 090	986	11%

Review

> Operating profit: refer to previous slide
> Normalised headline earnings up 7%:
  – add back impairments of goodwill and other assets (R109 million)
  – eliminating the effect of once-off IFRS 2 charge (R160 million)
> Normalised HEPS up 11% due to the share buy back

Improved shareholder returns through solid trading performance and effective utilisation of cash to buy back shares

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Financial overview (cont.)

Statement of Profit or Loss for the year ended 30 June 2019

Rm	2019	2018	% change
Profit before tax and IFRS 2 charge	**2 770**	3 210	(14)
Issue of shares at a discount to a Black Economic Empowerment partner and modification of share appreciation rights	(160)	-	
Profit before tax	**2 610**	3 210	(19)
Income tax expense (2019: 27,6% 2018: 28,3%)	(714)	(897)	
Profit for the year	**1 896**	2 313	(18)
Attributable to non-controlling interests	(28)	33	
Attributable to shareholders of Motus Holdings	**1 868**	2 346	(20)

Review

- Once off non-cash write-offs:
  - Issue of deferred ordinary shares at a discount to their fair value (R141 million) to Ukhamba &
  - modification of share appreciation rights on unbundling (R19 million)
- Effective Tax rate affected by foreign businesses (lower tax rates) & higher dividend income (exempt) offset by non deductible expenses:
- Profits attributable to non-controlling interests increased, mainly due to:
  - improved results in Renault
  - inclusion of ARCO (Taiwan) as a subsidiary for the full financial year

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Financial overview (cont.)

Statement of Financial Position at 30 June 2019

Rm Assets	June 2019	June 2018	% change
Goodwill and intangible assets	1 273	1 230	3
Property, plant and equipment	7 198	6 786	6
Investments in associates and joint ventures	258	348	(26)
Vehicles for hire	3 385	3 924	(14)
Investments and other financial assets	509	653	(22)
Net working capital ①	7 580	6 731	13
Other assets	1 178	917	28
Assets classified as held for sale	182	235	(23)

① Working Capital includes R 5 619 m (2018- R 4 597 m) floor plan liabilities

Review

> Goodwill and Intangibles up 3%: acquisitions of dealerships in the UK and in the Aftermarket Parts business segment
> Property plant and equipment (including investment property) up 6%: expansion of dealership footprint in SA & the UK
> Investments in associates and joint ventures down 26% mainly due to: impairments of Zimbabwean Associates (R56 million)
> Vehicles for hire down 14% due to the decline in vehicles placed with car rental companies & the change in the mix of vehicles (owned vs leased)
> Investments and other financial assets down 22%: decline in investments in cell captives based on revised regulatory requirements
> Net working capital up 13%: refer to next slide

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Financial overview (cont.)

Net working capital at 30 June 2019

Rm	June 2019	June 2018	% change
Inventories	19 069	15 633	22
Trade and other receivables	4 744	4 821	(2)
Floorplans from suppliers	(5 619)	(4 597)	22
Trade and other payables	(9 716)	(8 838)	10
Provisions and derivatives	(898)	(288)	>100
Total	**7 580**	6 731	**13**

Net working capital up 13%:

- Inventories up 22%:
  - Importer segment normalised inventory levels (lower in prior year, due to inventory supply constraints)
  - Retail and Rental's inventory increased: dealership acquisitions in SA & the UK & the slow-down in vehicle sales
  - Aftermarket parts increase in inventory to improve availability
- Additional Inventory supported by floorplans
- Trade and other payables up 10% due to acquisitions & increased goods in transit
- Provisions and derivatives increased mainly due to higher derivatives attributable to exchange rate fluctuations

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Financial overview (cont.)

Statement of Financial Position at 30 June 2019

Rm **Liabilities and Equity**	**June 2019**	**June 2018**	**% change**
Net Debt	(4 777)	(4 580)	4
Interest bearing floorplans from financial institutions	(1 841)	(1 320)	39
Contract Liabilities (service and maintenance plans)	(2 818)	(2 724)	3
Other liabilities	(270)	(535)	(50)
Liabilities held for sale	(19)	(21)	(10)
Total Shareholders' equity	**11 838**	**11 644**	
Total assets	**38 872**	36 716	6
Total liabilities	**(27 034)**	(25 072)	8

Review

> Net debt increased by 4% mainly due to:
  – working capital in the Import and Distribution segment increasing from prior year
  – acquisitions in the Retail & Rental & Aftermarket Parts segments
  – partially offset by lower vehicles for hire

> Other liabilities down 50% mainly due to the decline in taxation liabilities.

> Shareholders' equity was reduced by:
  – repurchase & cancellation of shares during the year (R780 million)
  – dividend paid to Imperial (R567 million)
  – dividend paid to Motus shareholders in March 2019 (R470 million)

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Financial overview (cont.)

Statement of Cash flow

Rm	June 2019	June 2018
Cash generated from operations before movements in net working capital	**4 819**	4 607
Movements in net working capital	(636)	2 141
Cash generated by operations before interest, tax paid and capital expenditure on vehicles for hire	**4 183**	6 748
Finance costs paid	(765)	(803)
Finance income received	57	66
Dividend income	496	230
Tax paid	(910)	(861)
Cash generated by operations before capital expenditure on vehicles for hire	**3 061**	5 380

Review

> Net working capital absorption occurred mainly due to:
  – normalisation of working capital within the Import and Distribution segment
  – higher levels of inventory in the Retail and Rental due to the slow-down in vehicle sales
  – higher inventory levels in Aftermarket segments due to the improvement in inventory availability

> Dividend income relates to cash realisation of investments in cell captives

Financial overview (cont.)

Statement of Cash flow

Rm	June 2019	June 2018
Cash generated by operations before capital expenditure on vehicles for hire	**3 061**	**5 380**
Net capital expenditure – vehicles for hire	(318)	(1 079)
Cash generated by operations	**2 743**	**4 301**
Net cash outflow from the acquisitions and disposals of businesses	(358)	(674)
Capital expenditure (excluding vehicles for hire)	(592)	756
Net movement in investments and associates	(44)	(21)
Shares repurchased (treasury and cancelled)	(780)	-
Dividends paid to Imperial Holdings, Motus shareholders and non-controlling interests	(1 097)	(3 140)
Other	(62)	165
(Increase) / reduction in net debt (excludes currency adjustments)	**(190)**	**1 387**

Review

- Cash outflow on vehicles for hire lower due to the Import and Distribution segment placing fewer vehicles with car rental companies & higher leased assets in the Retail and Rental segment fleet
- Cash outflow from businesses acquired R358 million, due to new dealerships acquired in the UK & SA
- Capital expenditure relates to expansion of dealerships and Aftermarket Parts footprint in SA and UK. The prior year was affected by the disposals of properties, mainly in Australia.
- Dividend paid to Imperial during September 2018 (R567 million) & an interim dividend (R470 million)

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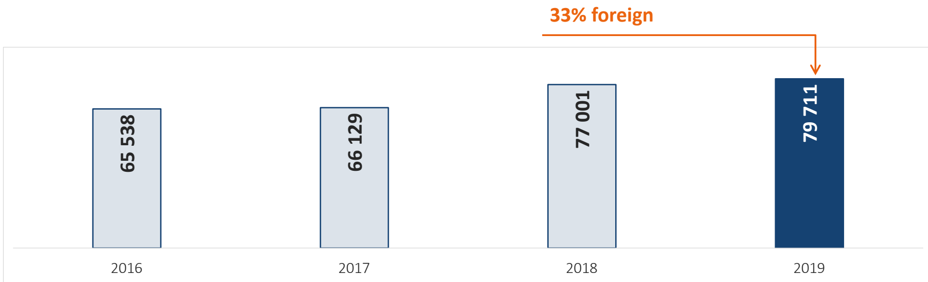
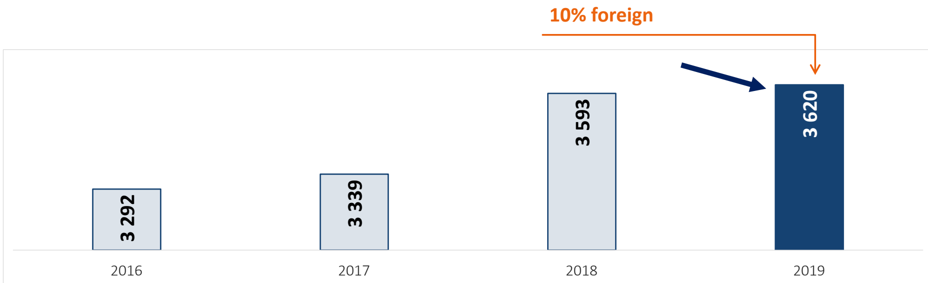
Financial overview (cont.)

Revenue and Operating profit

Revenue (Rm)



Operating profit (Rm)



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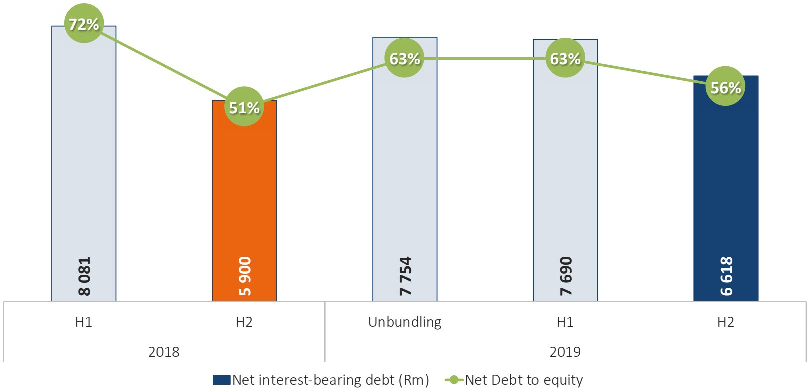
Financial overview (cont.)

Gearing (total including floorplans)



Funding

- Liquidity position is strong
- R7,5 billion unutilised banking facilities
- 61% of Group debt is long-term in nature
- 39% of the debt is at fixed rates, excluding floorplans

- Net debt to equity is 56% (June 2018: 51%)
- Debt (excluding floorplans) is 4% higher mainly due to working capital requirements & acquisitions
- Current net debt to equity is within the target levels of 55% to 75%

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Strategic update

Independence and balance sheet capacity as a separately listed entity

Well positioned to:

- maintain leading retail market share in SA (selling 1 in 5 new vehicles)
- grow in selected international markets

Aim to sustain:

- best-in-class earnings (integrated business model allows for annuity income)
- targeted returns (2% - 3% above WACC)
- positive free cash flow
- reliable dividend pay-out through the cycle

Strategic focus:

- deepening our competitiveness & relevance across the automotive value chain
- drive organic growth through optimisation & innovation
- selective acquisitions
- develop a skilled, diverse & motivated workforce
- encourage a high performance culture with training and development opportunities

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Prospects

- The Group has produced solid financial results for the year under challenging trading conditions
- South Africa's socio-political and economic outlook is fragile which impacts sentiment, economic activity and the volatility of the Rand
- UK markets will be uncertain until Brexit is resolved
- Australian markets should stabilise in the medium term
- Despite this, we anticipate solid operating and financial results for the year to June 2020, subject to stable currencies in the economies in which we operate and South Africa retaining its investment rating grade

On behalf of the board we thank all the shareholders and stakeholders for their support

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Thank you

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